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| **UNCONFIRMED OPEN MINUTES OF THE MEETING HELD ON MONDAY 24 JUNE 2024** |
| PRESENT: |
| Tim Smith, Chair John CowlingDr Jia Liu | Prof Liz Mossop Giles Searby |
| IN ATTENDANCE: | AGENDA ITEM |
| Jane Anslow, Deputy Students’ Union CEOHannah Boyce, Governance Advisor and minute taker  | Item 8All |
| Julie Byrd, Students’ Union CEO | Item 8 |
| Martha Mitchell, Student Union President (for Abiola Fasipe) | All |
| Ruth Thei, Head of Governance and Sector Regulation (GLSR) | All |
| APOLOGIES: Jo Allen, Abiola Fasipe, Penny Thompson. |

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| Min Ref | Item of Business | Paper Ref  |
| DECLARATIONS OF INTEREST  |  |
| 1.1 | There were no declarations of interest. |
| CHAIR’S OPENING REMARKS |  |
| 2.1 | The Chair expressed thanks to members for which this meeting would be their last:* Outgoing Student Union (SU) President, Abiola Fasipe. The incoming SU president Martha Mitchell was present and would attend future meetings.
* **A confidential minute was recorded.**
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| 2.2 | The Chair noted the ongoing challenge being faced by many Universities in the sector, and recognised the diligent work being undertaken by the Executive in progressing the ongoing financial priorities whilst protecting the student experience. The role of Committee in supporting the ongoing programme of change within the University was highlighted. |
| MINUTES OF THE PREVIOUS MEETING |  |
| 3.1 | Minutes from the meetings held on 05 March 2024 and 15 May 2024 were **approved.** |
| **MATTERS ARISING** |
| 4.1 | The Committee **received** the updated action tracker, noting all actions were in progress or would be covered in the meeting.  |
| 4.2 | The Vice Chancellor gave an update on Chancellor recruitment. **A confidential minute was recorded** |
| **BOARD OF GOVERNORS AND COMMITTEES OF THE BOARD** |
| 5.1 to 5.3 | **Confidential minutes were recorded.** |
| 5.4 | Dr Jia Liu rejoined the meeting. **Board size**Overall Board size and composition would be reviewed as part of the upcoming external effectiveness review.**Recruitment activity**The Head of GSR provided an update on the recruitment campaign for two independent members, noting that a strong response had been received. The shortlisting and recruitment panel was Tim Smith (panel Chair), Prof. Liz Mossop and Giles Searby.To facilitate a timely recommendation to the Board, GNC was asked to consider an exceptional delegation to the panel for a recommendation to the Board on 16 July.  |
| 5.5  | **Resolved** to **approve**:* the panel for Board recruitment; and
* a delegation to the panel to act on behalf of the Committee to table a recommendation for appointment to the Board at the Board meeting on 16 July.

*Post-meeting note:* Due to changes of availability Julietta Patnick will substitute for Giles Searby on the panel.  |
| 5.6 | **Student Governor nomination**The Committee noted that the new SU Officer team had taken up their posts on 24 June and a decision on the second student governor would be made shortly.The SU President confirmed this. The Vice Chancellor offered support in this process to ensure broad and diverse student representation on the Board.  |
| 5.7 | **Resolved** to **approve** the delegation to the Chair in respect of a recommendation for the second student Governor to the Board of Governors on 16 July.  |
| 5.8 | **London Group** The London Task and Finish Group has provided important assurance to the Board on the development of the London campus programme and has some key decision-making delegations. At 1 August, there would be a vacancy for an independent member and a Chair of this group.Discussions were ongoing on the future governance requirements of the SHU in London. A further update would be provided to the Committee by correspondence if further consultation with GNC was needed ahead of the next meeting.  |
| 5.9 | **Board Officers vacancy**The Committee noted the vacancy on the Board Officers group.The risk of carrying the vacancy was considered minimal, and it was proposed to hold this vacancy pending further review of the Terms of Reference for the Board Officers group and the outcomes of the Board Effectiveness Review.  |
| **EFFECTIVENESS REVIEW** |
| 6.1 | The Deputy Chair of the Board updated on progress of the Board Effectiveness Review, confirming a shortlisting meeting had taken place to review three supplier submissions. Following robust discussion, agreement was reached on a preferred supplier, and a meeting with representatives had been scheduled to allow further due diligence on some aspects of the submission. An update would be provided to the Board meeting in July. |
| **BOARD REGULATIONS AND PROCEDURES** |
| 7.1 | The Head of GSR introduced the item, noting no substantive changes had been identified and minor refinements were suggested to enhance consistency and reflect the latest practice and terminology. A wider periodic refresh would be conducted in 2024/25. |
| 7.2 | **Resolved** to **recommend** the proposed refinements to the Board Regulations to the Board for approval. |
| **STUDENTS UNION MATTERS** |
| **EDUCATION ACT 1994 COMPLIANCE** |
| 8.1 | The Committee received the outcomes of the annual review of compliance with section 22 of the Education Act 1994 and the amended Code of Practice in relation to the Operation of the SU. The Head of GSR assured the Committee that, subject to the recommended further actions to ensure that full compliance with the Act was achieved, the University complied with section 22 of the Act. A verbal update on the completion and progress of highlighted actions was provided by the Head of GSR. Completed actions included correct external publication references to the Code of Practice. The Chair of FEC confirmed the Committee’s consideration and approval of the SU budget 2024/5 at its meeting on 19 June.  |
| 8.2 | Members confirmed they were assured that the University complied with section 22 of the Act. |
| **STUDENTS’ UNION (SU) INCORPORATION: MEMORANDUM AND ARTICLES OF ASSOCIATION** |
| 8.3 | The CEO and Deputy CEO of the SU joined the meeting and provided an update on:* the ongoing work in relation to the incorporation of the SU as a Company limited by guarantee without a share capital;
* the SU Memorandum and Articles of Association, which had been developed using the recognised National Union of Students (NUS) model (used by a number of other SUs) and with support from an external Governance Consultancy;
* the updated SU Bye-Laws;
* an ongoing further review of the Bye-Laws. Further approval of appropriate Bye-Laws were to be considered by the Committee in due course (either at the 1 October 2024 meeting or by correspondence).
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| 8.4 | Members expressed support for the ongoing work on the incorporation of the SU as a Company limited by guarantee, noting:* assurance that a comprehensive training, with input from external governance consultants, schedule for Trustees was in place to ensure clarity in responsibility. An external SU Board effectiveness review was under discussion; and
* support for the strengthening of the collaborative relationship between the Sheffield Hallam and SU Boards, and suggesting options for future Board to Board meetings and the potential for reciprocal Board membership as seen at many other Universities.
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| 8.5 | **Resolved** to **approve** the**:**SU Memorandum and Articles of Association; and* updated Bye-Laws.
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| TRAINING AND DEVELOPMENT PROGRAMME  |
| 9.1 | The Committee **noted** the Training and Development Programme. The Chair confirmed feedback from members was welcome. |
| **ANY URGENT BUSINESS** |
| 10.1 | There was no urgent business. |
| **DATE OF NEXT MEETING** |
| 11.1 | The date of the next meeting was noted as 01 October 2024, 1600-1700.2024/25 meeting cycle dates were as follows:01/10/2024, 1600-1700.04/03/2025, 1600-1700.10/06/2025, 1600-1700. |