The University Of Sheffield.

The Council, 27 April 2020

Council Effectiveness Review: Proposed Scope, Process, Timescale, Terms of Reference and Membership

Authors:
Alison Hope, Chair of the Council Effectiveness Review Task and Finish Group, Tony Strike, University Secretary, David Swinn, Head of Governance

1. Purpose of paper

1.1 This paper provides an update on the Council Effectiveness Review, following the initial meeting of the appointed Council Task and Finish Group, which Council approved at its meeting on 24 February. Following the Group's first meeting, the scope, terms of reference and membership are proposed for Council approval. Subject to Council's consideration further fieldwork, analysis and evaluation will commence in May, subject to revisions to the timing of certain elements of the review, as set out in this paper. It is still intended to make a final report and presentation to Council at its meeting in November 2020.

2. Background

2.1 In October 2019 Council agreed:

- that a Council Effectiveness Review take place in 2020,
- a timeline for that review, as set out in Section 6,
- that the Chair of Council, Vice-Chancellor and University Secretary should appoint a third-party facilitator,
- that a proposal to establish a task and finish group to have oversight of the Council Effectiveness Review should be provided, for consideration and agreement by Council,
- that the review should be broad ranging, but with a particular focus on whether and how Council should further respond to the existence of a sector regulator and its changing requirements on governing bodies.

2.2 In February 2019 Council noted the appointment of Shakespeare Martineau LLP as external facilitator for the review and agreed that a Council Task and Finish Group be appointed to oversee the review process. Council agreed that the role of this Group would be to:

a) develop and propose to Council the scope and method of the Review, working with the appointed third party facilitator;

b) provide a point of reference during the Review for the facilitator to raise questions/issues as appropriate, and to consider progress;

c) consider and comment on the draft report and recommendations prior to their finalisation and presentation to Council.

2.3 Council previously agreed that the membership of the Group should include Alison Hope, Jonathan Nicholls and Stephen Sly from amongst the Council membership, and that Joanne Jones should also be included from the University Executive Board, alongside the University Secretary.

3. Update

3.1 The Task and Finish Group met on 31 March to finalise a proposed scope and terms of reference for the Review, based on the initial proposals previously agreed by Council (see Section 2) and Shakespeare Martineau's proposal and subsequent letter of engagement (see Appendix 1, available in the Reading Room). The Group has considered the need not to overburden the University's executive team and colleagues as they respond to the Covid-19 pandemic while recognising that the need for effective governance is especially pertinent at the present time. The Group proposes that the Review proceed, but that the timing of some evaluative activities should be delayed to ensure it delivers maximum value. Similarly, the Group has also considered amendments and additions to the fieldwork and analysis stages.

4. Proposals – Scope and Process

4.1 In accordance with previous Council agreement, the Review is to focus on the external regulatory framework and statutory responsibilities that sit alongside those that Council has assumed under the CUC Code and through its own statement of primary responsibilities. The purpose is to make recommendations to the Council on the governance structures and processes, reporting systems, culture and behaviours at the interface between the Council and the University, which will, if implemented, better enable the Council to:

(a) Deliver the University strategy for the University;

Given the pause in finalising the new University Strategy and supporting framework, the Group proposes that the Review considers Council's resilience and adaptability to address the immediate and subsequent impact of challenges arising from Covid-19 and to support future strategic delivery, ensuring the new Strategy (once adopted) can be achieved. There will be an opportunity later, if sought, to consider the new University strategy by expanding the scope of Shakespeare Martineau's twelve-month follow-up to the review.

(b) Operate within and as part of the new regulated environment;

The Group proposes that this element should cover the range of key elements for governing bodies that are relevant including, but not limited to, the OfS requirements. Examples include the functions and powers that Council has, as well as provisions in the CUC Code. The Review will need to evaluate whether Council is achieving an appropriate balance between strategic discussion and its wider regulatory and charitable trustee responsibilities, and its awareness of and oversight and assurance about OfS requirements.

(c) Deliver continued future success.

This includes providing confidence in institutional governance internally to staff and students in a collegial environment; providing external confidence to key

statutory bodies, regulators and funders and providing external confidence to a range of stakeholders and interest groups.

4.2 The Group proposes clarifying that in terms of this Review, "effectiveness" means the effectiveness of Council in the context of governance, i.e. Council's ability to receive, consider and assure itself over the delivery of strategic objectives and regulatory duties, including Council's operation, members' interactions, skills balance, and adaptability.

4.3 The Group has also discussed what will be out of the scope of the review, to add clarity, including succession planning for the Chair of Council and the current membership of the Council.

4.4 In addressing the themes identified for the Review, Shakespeare Martineau propose the following methodology/process during Stage 1 (further details are set out in the documents at Appendix 1), which the Group has endorsed, subject to the revisions to the timetable outlined and a further invitation to Council members to send to the University Secretary any initial thoughts on topics or issues that they feel should be considered:

4.4.1 Desk Based Review:

Shakespeare Martineau will obtain documentation from the University website; and where not available, the University will be requested to provide it. This will include but not be limited to the following:

(a) The University's application to register with the OfS, and any updates to the University's assessment of compliance with registration conditions.

(b) Papers presented to Council or Committees regarding the registration process.

(c) University correspondence with the OfS regarding registration.

(d) Matters notified to the OfS as reportable events and any matters considered but not reported.

(e) Minutes of Council, Council Committees and Senate engagement with the regulatory framework (including the OfS Compliance Register).

(f) Any relevant internal audit reports relating to the regulatory framework.

(g) The University Strategy

(h) The previous Council Effectiveness review (conducted in 2016) and subsequent reports in relation to the implementation of its recommendations.

4.4.2 Questionnaires:

Shakespeare Martineau will, subject to agreement from the Task and Finish Group, circulate questionnaires to and analyse responses from members of the Senate following an initial discussion with Lorraine Maltby as Chair of the previous Senate Effectiveness Review and allowing an opportunity for the purpose of the questionnaire to be communicated to members of the Senate prior to receiving the questionnaire.

4.4.3. Interviews with Key Stakeholders:

Shakespeare Martineau will circulate a short themes document and arrange appointments with:

(a) All Council members

(b) University Secretary

(c) All University Executive Board members

As noted above the Group proposes that Council members be invited to send any initial thoughts or suggestions to the University Secretary, to inform the initial, desk based, phase of the Review and help to shape the themes of the detailed interviews with the individuals listed above.

The Group has also suggested adding input from the following groups, subject to a further a consideration of how best to engage them:

(d) Students, such as the wider group of Student's Union Sabbatical Officers and recent past SU Presidents, given their membership on Council and Senate.

(e) Key strategic partners, such as representatives from the LEP and Sheffield City Council.

4.4.4 Optional Deep Dive:

The University has the option to engage Shakespeare Martineau (at additional cost) to undertake a deep dive into a particular area of compliance in order to test the related governance arrangements more intensely. This would involve investigating the governance visibility and response to a particular issue, and its effectiveness, rather than a process more analogous to internal audit. The Task and Finish Group has discussed this and has proposed returning to consider the potential merits of a deep dive, and an appropriate theme, when Shakespeare Martineau have presented their preliminary findings.

4.5 A draft report will be sent to the Task and Finish Group leading the Council Effectiveness Review for a discussion of preliminary findings, and finalisation of the report and its recommendations.

5. Terms of Reference

5.1 The Group has considered its terms of reference and does not propose any addition or deviation from that agreed by Council, namely that it will:

(a) provide a point of reference during the Review for the facilitator to raise questions/issues as appropriate, and to consider progress;

(b) consider and comment on the draft report and recommendations prior to their finalisation and presentation to Council.

5.2 The membership of the Review Group is as follows:

Alison Hope (Chair)	
Jonathan Nicholls	
Stephen Sly	
Joanne Jones	
Tony Strike	
In attendance:	Smita Jamdar (Shakespeare's Martineau)
Secretary:	David Swinn (Head of Governance)

6. Timescale

6.1 It is proposed that the original timetable be adopted, subject to additions and changes in response to the Covid-19 pandemic (the Shakespeare's Martineau proposal contains the detailed original timetable), as follows:

March	Initial meeting of the Review Group
April	Report to Council on the scope and timetable of the Review. Council members to be invited to send in initial thoughts.
May - July:	Interviews, Questionnaires, Fieldwork, analysis and evaluation, as set out above. The Group proposes that interviews are not yet scheduled to allow an opportunity for potential face to face and/or on campus interactions in June or July. The Group has agreed to hold a further meeting in late May to discuss

	the findings from the desk based review, to inform the next steps.
July- August	Preliminary findings presented to the Review Group for their consideration.
August-September	Draft report to Review Group to finalise and agree recommendations.
September	Final Report sent to University
November	Presentation of final Review report to Council at the November 2020 meeting
February 2021	Presentation of a response and action plan to Council arising from the Review at the Council meeting in February 2021

7. Action requested of Council

Council is invited to consider and approve the proposals set out above.

APPENDIX 1

SHAKESPEAREMARTINEAU

The University Of Sheffield.

The University of Sheffield

Proposal for the supply of Governance Effectiveness Review Services
January 2020

a) Response to brief – our approach

Our understanding of your requirements

You have asked for a review that focuses on the external regulatory programme and Council's statutory responsibilities. In particular, you are looking for recommendations on governance processes, reporting systems, culture and behaviours to ensure that Council is best placed to:

(a) Deliver the University Strategy;
(b) Operate within and as part of the new regulated environment; and
(c) Deliver continued future success for the University.

Methodology

Stage 1: Review, interviews and deep dive

The proposed methodology is based around three types of activities which help us to triangulate our findings and our recommendations. These are:

1. Desk Based Review

We will carry out a thorough review of a range of documentation and information to ensure that our interviews, surveys and focus group work are informed by a detailed understanding of the University's wider context.

The documentation we will review includes:

- The application to register with the OfS, which will set out the University's own assessment of its compliance with registration conditions, together with any subsequent updates
- Any papers presented to Council or its subcommittees regarding the registration process
- Any correspondence with the OfS regarding registration
- Any matters reported to the OfS as reportable events, and any matters considered for reporting even if ultimately it was decided they did not need to be reported
- Minutes of Council/subcommittee/Senate meetings (past two years).
- Any relevant internal audit reports addressing Council/subcommittee/Senate engagement with the regulatory framework
- The University Strategy
- The last governance review

2. Interviews and questionnaires

This will include:

- Interviewing all members of the Council/subcommittees, the Secretary to Council, and Executive Board.
- Circulating questionnaires about academic governance to a sample of Senate members

3. Optional "Deep Dive"

If it is of interest, we can undertake a deep dive into an area of compliance and test the governance arrangements around that more intensively. Looking at areas that are key areas of focus for the OfS based on the last ministerial letter dated September 2019 and their subsequent pronouncements, we would suggest either consumer protection compliance or how the University deals with hate crime and harassment on campus. We are happy to discuss this option and the associated cost further on request.

Stage 2: Focussed activities and training for Council

Given the recent changes in expectations of the role of university governors and of what constitutes good governance, we believe that the traditional approach to effectiveness reviews needs to change, to become more forward-looking and developmental. Our view is that effectiveness reviews are only the start of supporting universities in meeting the challenges of the future, and that establishing a relationship that supports the long term development of Council is the best way to deliver governance that makes a real difference to the University's future success. Therefore, we would be interested, at the very least, in delivering a training day for Council free of charge. There may also be a number of other activities that are revealed as being necessary through the review, and we would be happy to discuss these further as needed with the Review Group.

b) Relevant experience

Our team as set out below has been involved in advising universities on governance, regulation and legal compliance for over 20 years. In addition, we have been at the forefront of advising institutions and the sector as a whole on responding to the new regulatory framework. We supported UUK in its lobbying work around the Higher Education and Research Act itself and on the development of the regulatory framework. We have worked with universities both proactively in developing and implementing measures to address the regulatory framework and reactively in addressing potential breaches of the framework. We therefore have a vast amount of experience and insight as to the governance processes, reporting systems culture and behaviours needed to deliver institutional success within the regulated environment.

We are also experienced in carrying out governance effectiveness reviews, having worked on three in the last twelve months. Some case studies summarising our experience are set out below. We therefore believe we are uniquely well placed to review Council's current effectiveness in this area and to make recommendations to ensure that it is able to discharge its role robustly in the future.

Case study

We advised a university which discovered extensive breaches of its access agreements that had taken place over a period of several years. We worked with the Board of Governors to understand the governance failures that had led to the breaches taking place and to implement appropriate remedial action. We advised on dealings with the OfS. This case gave us an excellent opportunity to understand the interface between the governing body, the regulator and the institution and how to manage risk in this context.

Case study

We recently completed an effectiveness review for a private provider which had been required by the OfS to secure an external review of its compliance with the management and governance conditions, including the public interest governance conditions. This required us to consider these conditions in detail and to consider how governance arrangements need to respond to these requirements. We will be able to share these insights with the University.

Case study

We carried out a full effectiveness review for a chartered university. We used a bespoke diagnostic tool to assess the assurances the Council was getting to meet the requirements of the CUC Code of Governance and Remuneration Code, the regulatory framework and the university strategy. Through this we were able to compile a list of recommendations to ensure a good flow of information, clarity of role and effective communication throughout Council's activities and its dealings with the Executive, Senate and the wider staff and student community, so that all members are in a position to offer robust and informed challenge and support.

Case study

We have provided extensive governance support to a chartered university for many years. We have worked with the Council on its development, through the provision of workshops to address different aspects of effective working such as the distinction between management and governance; the responsibilities under the new regulatory framework; and their legal obligations as governors and charity trustees. We have also worked with the university to revise its Charter, Statutes and Ordinances to deliver a more effective and streamlined way of working.

Case study

We worked with a modern university to address shortcomings in its governance effectiveness. These were: an overly dominant Chair; a governing body that lacked the ability to effectively challenge; a lack of collective decision-making and responsibility; poor relations between governors and the executive; and a failure to deliver key areas of regulatory oversight. We worked with the University Secretary to identify the key barriers to effectiveness and developed a plan of briefings, workshops and process reviews to address these.

Case study

We helped a new provider which is a company develop a governance structure suitable for its specialist offering and its aspirations to become a university. This involved particular focus on academic governance and a way to democratise governance by giving a specific (and carefully defined) governance role to a staff and student advisory board, as well as developing appropriate schemes of delegation and terms of reference.

Case study

We carried out an investigation into allegations of bullying by and amongst a university governing body, which indicated that it was not performing effectively. There was in particular a breakdown in the relationship between the Chair and the Vice-Chancellor. We made recommendations as to the steps needed to address culture and behaviours at management and governance level and helped to develop an action plan.

c) Proposed timetable and availability

The plan below highlights the key tasks and our required inputs in order to ensure that the report and any resulting improvement plan is ready for presentation at the Council's November 2020 meeting.

Action	How we will achieve it	Timescale
Stage 1		
Initial meeting with University/Review Group	Meeting to be arranged to agree approach to review	February 2020
Desk-based reviews of documentation	Obtain documentation from University website; where not available, University to provide	To be collated by the start of April 2020 and analysed by end April 2020
Questionnaire for members of Senate	Circulate questionnaires and analyse responses	Circulated at start of May 2020, to be returned by mid-May
Interviews with key stakeholders	Appointments to be arranged with members of Council and Executive Board Face-to-face interviews at the University, or Skype/telephone interviews as required Short 'themes' document circulated in advance of interviews	To be fixed on mutually convenient dates during May 2020
Draft report sent to University	For discussion of preliminary findings	By end June 2020
Meeting with Review Group	To discuss preliminary findings	End June/beginning July 2020
Final report sent to University		tba with University, but expected to be August/September 2020
Present findings to Council (if required)		13 November 2020
Stage 2		
Focussed activities	These will be determined in conjunction with the Review Group to reflect the findings of stage 1.	To be agreed
Training and development plan for Council	Initial session to be provided free of charge with additional sessions (as required) at fixed fee	Initial session – autumn 2020/spring 2021
Stage 3		
Review of progress against recommended actions and to identify any further development needs	6-12 months post review, free of charge	June 2021

d) Our proposed team

We propose that partner and our Head of Education, Smita Jamdar, will be lead lawyer on this project. She will have overall responsibility for delivering the review and will be actively involved in co-ordinating the interviews. Smita will work closely with Legal Director, Joanna Forbes who also has a wealth of experience in advising on governance matters for universities. To ensure you have access to a team with strength in depth, Smita and Joanna will draw on the support of Legal Director Geraldine Swanton (also a specialist education lawyer). Given the scope of the review, we anticipate that the work will be done by these lawyers, but we also have access to a wider team of affiliates who can support the core legal team as needed. Summary CVs for the core team and our wider group of affiliates are set out at Appendix 1.

e) Pricing schedule

Our proposed fees

Item and description	Price (excluding VAT)
STAGE 1 • Project management • Desk-based review of documentation (3 days) • Interviews (7 days) • Questionnaire for Senate (1 day) • Two meetings with Review Group (1 day) • Drafting report (2 days) • Finalising report • Present findings to Council (if required)	Free of charge £4,500 £7,500* £1,500 £1,500 £3,000 £1,500 Free of charge Total: £17,500 In addition we estimate travel and/or accommodation costs for attending meetings and interviews at the University at £750 All figures exclusive of VAT *This assumes that the University arranges 4 interviews per day (although not necessarily on consecutive days). If interviews cannot be arranged within the 7 days allowed, we will complete the rest by Skype or by telephone, or alternatively discuss a revised fee with the University
Optional deep dive (3 days)	£4,500
STAGE 2 • Focussed activities • Training session for Council	To be agreed Free of charge
STAGE 3 • Progress review	Free of charge

f) Foreseeable risks and mitigation

RISK	MITIGATION
Illness or unplanned unavailability of the core team	The team comprises three members, so it is unlikely that all will be unavailable. Additional resource is available within the firm and through our network of affiliates.
Unavailability of key interviewees during required period.	Overall interview period is one month so risks of unavailability are limited. Interviews can take place by Skype or phone, and can take place outside normal office hours if required.
Wider business disruption at Shakespeare Martineau LLP	Implementation of our business recovery plan which guarantees restoration of our IT systems within 24 hours. Remote working ensures continuation of services should premises restoration take longer.
Wider business disruption at the University	Implementation of the University's business recovery plan.

g) Conflicts of interest

We confirm that there are no existing conflicts of interest in advising the University on its Governance Effectiveness review. For completeness we should point out that Smita Jamdar contributed a chapter to the book edited by the University Secretary, Tony Strike, and that one of our affiliates, John Rushforth, co-edited the book.

Appendix 1 – Summary CVs

Core team

Smita Jamdar

Smita has been working with universities, colleges, private providers and membership organisations outside the sector to improve the quality of their governance for over 20 years. This has included reviewing governance arrangements, investigating failures of governance and advising on how to manage and put them right, and developing new models of governance to ensure that institutions are well led. She was involved in advising Universities UK and the QAA on their responses to the Higher Education and Research Act and the Regulatory Framework, and supported several providers in preparing their governance and management responses during the registration period. She has worked with several governing bodies to ensure that they are equipped to tackle the challenges of the future. She contributed a chapter to Governing Higher Education Today (Strike, Nicholls and Rushforth 2019). She enjoys an industry-leading reputation recognised by both Chambers & Partners and Legal 500 and is Legal 500's Public Sector Lawyer of the Year for the regions for 2020. In 2018, Smita was awarded an Honorary Doctorate by the University of Warwick for her contribution to higher education.

Joanna Forbes

Joanna's deep affinity for the education sector is reflected in her responsive approach and her practical, applied and thorough advice. As a Legal Director in the firm's education team, Joanna works exclusively for higher and further education clients and has over 25 years' experience of advising on a wide variety of governance, constitutional and regulatory issues. She has extensive experience of reviewing and modernising constitutional arrangements, including radical revisions to Charters and Statutes. She also recently reviewed the effectiveness of a Remuneration Committee.

Geraldine Swanton

Gerry has advised universities on the full range of education and governance matters over her 20-year legal career. She provides support in dealing with a multiplicity of interesting student challenges including challenges on human rights grounds to the eligibility criteria relating to relevant experience for admission to the medical school. Gerry also advises on the full range of data protection and freedom of information matters and has provided extensive training on GDPR including to all of the support services and some academic departments of a university client.

Affiliates

Lorraine Young, Consultant
Lorraine set up her own corporate governance advisory practice in 2003 providing individually tailored services for a variety of client companies. These services included corporate governance and board effectiveness reviews; providing advice and training; board and committee meeting administration and support; preparation for general meetings; and ensuring compliance with statutory requirements.

Lorraine is a non-executive director of two AIM listed companies and a Past President of ICSA, the Governance Institute. During her time in that role she facilitated a governance review and carried out a skills audit and evaluation of the main committee which significantly improved its effectiveness.

John Rushforth, Consultant

John is the Executive Secretary of the Committee for University Chairs. In this role he has produced the documents that underpin the approach to governance in all UK HE institutions, including CUC's Higher Education Code of Governance, guidance on how to recruit Chairs of Council, the work of Remuneration Committees, the Board's role in Academic Assurance, the relationship between Chairs and VCs and the work of Nominations Committees. Most recently he has produced the CUC Senior Remuneration Code. He is currently working on updating the HE Code of Governance (including discussions with OfS and DfE), an update of the HE Audit Committee Handbook and is the co-editor of a book that describes the different governance challenges for higher education in different countries, with particular reference to the UK. He is a member of the Higher Education UK-wide Standing Subcommittee for Quality Assessment.

Rex Knight, Consultant
Rex has 25 years of experience of attending and participating in university Council and Council committee meetings in three institutions, the University of Southampton, Oxford Brookes University and UCL. At both Oxford Brookes and UCL he was the senior officer with responsibility for governance issues. He has taken part in three Council effectiveness reviews, one at Oxford Brookes, and two at UCL, including preparation of terms of reference, appointment of external consultants, membership of the steering group, organisation of the review process, taking the findings through committees and overseeing implementation. At UCL he had oversight of the process of registration with the OfS. Rex has extensive experience of acting as a non-executive governor and director, including as chair of an FE corporation and member and chair of several bodies in the higher education sector. As a member of the Association of Heads of University Administration Executive he has been involved in sector-wide discussion of governance issues for many years.

Appendix 2 – Questionnaire

Potential supplier information	
Question	Response
Full name of the potential supplier submitting the information	Shakespeare Martineau LLP
Registered office address (if applicable)	No 1 Colmore Square, Birmingham B4 6AA
Registered website address (if applicable)	www.shma.co.uk
Trading status public limited company limited company limited liability partnership other partnership sole trader third sector other (please specify your trading status)	Limited Liability Partnership
Date of registration in country of origin	11/04/2006
Company registration number (if applicable)	OC319029
Charity registration number (if applicable)	N/A
Head office DUNS number (if applicable)	N/A
Registered VAT number	GB110303156
If applicable, is your organisation registered with the appropriate professional or trade register(s) in the member state where it is established?	Yes ✓ No ☐ N/A ☐
If you responded yes to 1.1(i) - (i), please provide the relevant details, including the registration number(s).	Registration to Solicitor's Regulation Authority (SRA) is required. Our registration number is 442480.
Trading name(s) that will be used if successful in this procurement	Shakespeare Martineau LLP
Relevant classifications (state whether you fall within one of these, and if so which one) Voluntary Community Social Enterprise (VCSE) Sheltered Workshop Public service mutual	N/A
Are you a Small, Medium or Micro Enterprise (SME)[1]?	Yes ☐ No ✓

[1] See EU definition of SME https://ec.europa.eu/growth/smes/business-friendly-environment/sme-definition_en

Details of Persons of Significant Control (PSC), where appropriate: [2] - Name; - Date of birth; - Nationality; - Country, state or part of the UK where the PSC usually lives; - Service address; - The date he or she became a PSC in relation to the company (for existing companies the 6 April 2016 should be used); - Which conditions for being a PSC are met; - Over 25% up to (and including) 50%, - More than 50% and less than 75%, - 75% or more. [3] (Please enter N/A if not applicable)	Name: Mrs Sarah Walker-Smith Date of Birth: October 1968 Nationality: British Country: England Address: No 1, Colmore Square, Birmingham, England, B4 6AA Date: 1 February 2019 Conditions: N/A Name: Mr Andrew Rigg Whitehead Date of Birth: December 1963 Nationality: British Country: England Address: No 1, Colmore Square, Birmingham, England, B4 6AA Date: 3 December 2018 Conditions: N/A
Details of immediate parent company: - Full name of the immediate parent company - Registered office address (if applicable) - Registration number (if applicable) - Head office DUNS number (if applicable) - Head office VAT number (if applicable) (Please enter N/A if not applicable)	N/A

Contact details and declaration

I declare that to the best of my knowledge the answers submitted and information contained in this document are correct and accurate.

I declare that, upon request and without delay I will provide the certificates or documentary evidence referred to in this document. I understand that the information will be used in the selection process to assess my organisation's suitability to be invited to participate further in this procurement.

I understand that the authority may reject this submission in its entirety if there is a failure to answer all the relevant questions fully, or if false/misleading information or content is provided in any section.

I am aware of the consequences of serious misrepresentation.

[2] UK companies, Societates European (SEs) and limited liability partnerships (LLPs) will be required to identify and record the people who own or control their company. Companies, SEs and LLPs will need to keep a PSC register, and must file the PSC information with the central public register at Companies House. See PSC guidance.

[3] Central Government contracting authorities should use this information to have the PSC information for the preferred supplier checked before award.

Contact details and declaration	
Question	Response
Contact name	Smita Jamdar
Name of organisation	Shakespeare Martineau LLP
Role in organisation	Partner and Head of Education
Phone number	0121 214 0332
E-mail address	smita.jamdar@shma.co.uk
Postal address	No 1 Colmore Square, Birmingham B4 6AA
Signature (electronic is acceptable)	
Date	16 January 2020

To be added to TS letterhead

FAO: Smita Jamdar
Shakespeare Martineau
No 1 Colmore Square,
Birmingham, B4 6AA

Dear Smita

Council Effectiveness Review

Further to our telephone conversation I write to confirm that I am pleased to advise that Chair of Council, President & Vice-Chancellor and myself have agreed to appoint Shakespeare Martineau to act as external facilitator for our forthcoming review of Council Effectiveness.

This appointment is based on the terms of your submission in response to our request for a quotation.

I would be grateful if you could arrange for the necessary contractual documents to be sent over to my office for signature and return, before we discuss next steps.

Council next meets on 24 February and will be informed of your appointment alongside a recommendation to appoint members to a Task and Finish group to work with you in coordinating the review, considering its findings and shaping any recommendations.

I look forward to working with you over the coming months.

Best wishes

Yours sincerely

Tony

SHAKESPEAREMARTINEAU

Private & Confidential

This matter is being dealt with by
Smita Jamdar

No 1 Colmore Square
Birmingham B4 6AA
DX 721090 Birmingham 43
T +44 (0)121 214 0000

Dr Tony Strike
University Secretary
The University of Sheffield
Level 1 Arts Tower
12 Bolsover Street
Sheffield
S3 7NA

Our ref: sxj/kmo

31 January 2020

Dear Tony

Engagement Letter for: Council Effectiveness Review

Thank you for your instructions to carry out an Effectiveness Review of the University Council.

The person who will be dealing with your matter is Smita Jamdar, who is a Partner in the firm, supported by Joanna Forbes and Geraldine Swanton, who are Legal Directors.

1. Your agreement with Shakespeare Martineau LLP

Enclosed with this letter is a copy of our Terms of Business. This forms your agreement with us so please read it carefully. If for any reason you do not have any of the enclosures, or you are unclear about anything, please contact us immediately.

2. What you have asked us to do

Please see the attached appendix for details of the key steps involved in this work.

Any issues central to the matter will be dealt with as and when they arise and you will be kept properly informed of progress.

If the scope of the work changes for whatever reason then we will confirm to you, in writing, detailing the changes and the reasons for them.

3. Legal fees

We will carry out the work described in section 2 above for a fixed fee of £17,500 or £22,000, including the optional "deep dive".

Our legal fees do not include VAT, disbursements or other charges that may apply to the matter. We will add VAT at the current rate at the point of raising our bill.

If our estimate of costs changes for whatever reason, for example if a matter becomes more complex than initially thought, then we will update you in writing detailing the changes, the reasons for them and our revised estimate.

Further explanation of how we calculate our legal fees, our payment terms and how we provide invoices are explained in paragraph 5 of our Terms of Business.

4. Disbursements and other charges

Disbursements are expenses that we must pay on your behalf. Based on the information you have provided we expect to incur the following disbursements:

Expense	Amount	VAT chargeable
Travel and/or accommodation costs (estimated)	£750.00	Yes

We do not expect there to be any expenses we incur on your behalf or any additional charges applicable to this matter. However, if this changes we will notify you at the earliest available opportunity.

5. Complaints

We are committed to providing high quality legal advice and client care. If for any reason you are not satisfied with the service received paragraph 23 of our Terms of Business provides details of who to contact and the process to follow.

6. Insurance and our liability

Details of our professional liability and indemnity insurance are set out in paragraph 14 of our Terms of Business.

We are allowed to limit our liability to you if things go wrong, provided it is reasonable. Paragraph 15 of our Terms of Business contains specific limitations and exclusions that you should be aware of and we ask you to read them carefully.

For your matter, our liability will be limited to a maximum amount of £5 million pounds (five million pounds). If you wish to discuss a higher limit, please contact us.

Unless expressly agreed otherwise the firm's work does not extend to providing advice on finances, accounts, taxation or pensions.

7. Acceptance

We ask that you confirm your acceptance of this contract by return email to the email address above, or by returning a signed copy of this letter to us in the pre-paid envelope enclosed.

If we do not hear further from you, but you continue to instruct us in this matter, then this will be deemed to constitute acceptance of the agreement detailed in this letter, enclosed guidance notes and its associated Terms of Business.

We look forward to working with you and achieving a successful outcome in your matter. If you would like to know more about the services that Shakespeare Martineau can offer, please contact me or visit our website at www.shma.co.uk.

Yours sincerely

Smita Jamdar
Partner and Head of Education

Direct Line: 0121 214 0332
E: smita.jamdar@shma.co.uk

Appendix

Scope

The plan below highlights the key tasks and our required inputs in order to ensure that the report and any resulting improvement plan is ready for presentation at the Council's November 2020 meeting.

Action	How we will achieve it	Timescale
Stage 1		
Initial meeting with University/Review Group	Meeting to be arranged to agree approach to review	February 2020
Desk-based reviews of documentation	Obtain documentation from University website; where not available, University to provide	To be collated by the start of April 2020 and analysed by end April 2020
Questionnaire for members of Senate	Circulate questionnaires and analyse responses	Circulated at start of May 2020, to be returned by mid-May
Interviews with key stakeholders	Appointments to be arranged with members of Council and Executive Board Face-to-face interviews at the University, or Skype/telephone interviews as required Short 'themes' document circulated in advance of interviews	To be fixed on mutually convenient dates during May 2020
Draft report sent to University	For discussion of preliminary findings	By end June 2020
Meeting with Review Group	To discuss preliminary findings	End June/beginning July 2020
Final report sent to University		tba with University, but expected to be August/September 2020
Present findings to Council (if required)		13 November 2020
Stage 2		
Focussed activities	These will be determined in conjunction with the Review Group to reflect the findings of stage 1.	To be agreed
Training and development plan for Council	Initial session to be provided free of charge with additional sessions (as required) at fixed fee	Initial session – autumn 2020/spring 2021
Stage 3		
Review of progress against recommended actions and to identify any further development needs	6-12 months post review, free of charge	June 2021

Pricing schedule

Our proposed fees

Item and description	Price (excluding VAT)
STAGE 1 • Project management • Desk-based review of documentation (3 days) • Interviews (7 days) • Questionnaire for Senate (1 day) • Two meetings with Review Group (1 day) • Drafting report (2 days) • Finalising report • Present findings to Council (if required)	Free of charge £4,500 £7,500* £1,500 £1,500 £3,000 £1,500 Free of charge Total: £17,500 In addition we estimate travel and/or accommodation costs for attending meetings and interviews at the University at £750 All figures exclusive of VAT *This assumes that the University arranges 4 interviews per day (although not necessarily on consecutive days). If interviews cannot be arranged within the 7 days allowed, we will complete the rest by Skype or by telephone, or alternatively discuss a revised fee with the University
Optional deep dive (3 days)	£4,500
STAGE 2 • Focussed activities • Training session for Council	To be agreed Free of charge
STAGE 3 • Progress review	Free of charge