

**Board of Trustees**  
**MINUTES**  
**5.00pm 26<sup>th</sup> May 2015**  
**Room 1, The Union Building**

**Present:**

Grant Clarke (GC) – Chair, Ian Lockwood (IL), Ian Watson (IL), Mario Oliveros (MO), Nick Johnson (NJ), Kunal Shah (KS), Kayleigh Teague (KT), Rhian Johns (RJ), Emily Dell (ED).

**In Attendance:**

Tom Worman (TW), Cherelyn Cuthbert (CC), Anna Clodfelter (AC), Elisa Kanagarajah (EK), Carla Watton (CW), Orion Brooks (OB), Jamie Mitchell (JM), Lucy Simpson - Minutes

**1. Apologies for Absence**

Apologies received from DF. Hope Mgbeike not in attendance. Chair welcomed new Sabbs and introductions made.

**2. Declaration of Interests**

None

**3. Minutes of Previous Meeting**

Minutes from 23<sup>rd</sup> February 2015 agreed

**4. Matters Arising and Action Points From Those Minutes**

**4.1** Communicate decision on Ladies American Football to club - FL - **complete**

**4.2** Review student trustee support - FL- **on-going**

DF (via email) - would be interested to know if there is now an outcome to what support might be put in place for new student trustees. He is not supportive of the original suggestion that they should not be allowed to sit on boards until they have undertaken training - although he can see the logic intended of course. Any news/thoughts on the training?

KS – asked for clarification on what was agreed.

GC – referring back to the minutes of the last meeting – IL commented that “it was difficult to address all training issues but suggested that if on a finance committee then a general induction on finance is required but if something specific like pensions comes up then a briefing beforehand would be required”.

IL – the role of a Trustee is understanding the legal status that comes with the role and it is also important that Trustees have a briefing or papers before the meeting on areas that we have no previous knowledge of, before we take a vote in committees on a course of action.

KS – where are with new students trustee appointments?

AC – we are waiting from existing student trustees to communicate their position.

KS – is unclear as to whether existing student trustees have to apply again or if they are rolled over.

AC – they can be appointed again by the Appointments Committee if existing student trustees say they want to be appointed again and they are still students. New appointments will be in the new governance structure format.

KS – so the Union is waiting for KS and HM to communicate their intentions?

AC – confirms this.

KS – how long before new student trustees will be in post and who is train in them?

AC – they will be training alongside our new student trustees being led by BM/RW (the Student Voice Team). They are appointed by a panel consisting of the Appointments & Remuneration Committee and students and this process is underway.

AC – suggested a discussion outside the Board Meeting on student trustee training.

**ACTION: KS/HM to communicate their intentions regarding student trustee for next year.**

**ACTION: AC/KS to meet to discuss student trustee appointment and training.**

- 4.3 Email update on Budget Themes – AC **complete**
- 4.4 Implementation of working group to establish options for surplus reserves spend with amended membership as agreed - AC/CC - **complete**
- 4.5 Email decision required from BoT to identify if publication of previous 2 summarised Board minutes and papers are required - AC - **complete and published**
- 4.6 Email update on Governance Review - FL - **complete**
- 4.7 Copy of lease to be sent to IL - AC-**complete**
- 4.8 Email decision on Referendum required - All / LS - **complete**
- 4.9 Drafting of proposed fair funding guidelines - FL/AC - **complete in Student Opportunities update**
- 4.10 Email update on Prevent. Circulated to Leadership.  
**ACTION: AC to circulate email update on Prevent to Board.**
- 4.11 Implement an editorial committee and editorial guidelines (28/10/14 minutes).- FL/ED - **on-going**

## 5. Finance Matters

- 5.1 **Pensions section 75 update**  
*SUSS PENSIONS MATTER - CONFIDENTIAL DETAIL*
- 5.2 **Budget 15/16 – from F&A for approval (AC/CC)**  
GC – from F&A for approval by the BoT.  
AC – F&A has approved the budget. Any questions from those not at F&A?  
KS – the University thinks Gunn House is not in good condition and this obviously has to be a welcoming environment for our students seeking help. However, has concerns about spending so much just on new carpets.  
TW – we are doing a lot more than just carpets (as detailed in the notes).  
AC – we are remodelling the ground floor of Gunn House as much as we can within the restrictions placed on us.  
KS – are there funds coming from reserves spending for the electronic platform?  
GC – confirmed this.  
**BOARD OF TRUSTEES APPROVED THE PROPOSED UPSU 2015/16 BUDGET**  
NJ – added congratulations for all involved in the budget process.  
AC – the next stage is the budget will go to the University Board and as there is a large investment budget, it will be sent to the Director of Finance prior to the meeting.
- 5.3 **Quarterly Management Accounts – (for note – full discussions at Finance & Audit Committee for UPSU and Board of Directors for PSUT)**  
**BOARD OF TRUSTEES NOTED Q3 MANAGEMENT ACCOUNTS**

## 6. HR Matters

- KS – if there are are no HR Matters, does this mean there are no major disciplinary matters?
- AC – unless they put the organisation at significant risk, major disciplinary matters wouldn't come to Board.

AC – note for Board that FL (Head of Student Opportunities) is pregnant and therefore we will have maternity cover from August 2015 – July 2016. The Student Activities Manager has now been successfully recruited.

GC – added Board congratulations to FL.

## 7. Strategic Matters

### 7.1 Discussion on Board effectiveness and changes for the future (discussed second).

Main discussion points:

- Board is a legal requirement and sits to sign off important decisions.
- All papers should be review thoroughly by all Trustees before attending Board.
- AOB should be removed from agendas as any item to be discussed should be included as agenda items so that preparation can happen.
- Most of the work will then be done before Board and it should just be coming to Board for sign off.
- The cycle of UPSU Board has been observed as:
  - Strategy
  - Budget
  - Customers / student engagement
  - Sweep up of governance /risk /operational issues at Board level
- Board goes over a lot of old ground and it would be good to stick to this cycle.
- More consulted papers with decisions made by management teams and recommendations.
- Trustees can give input but not as a group – using the skill sets of external trustees as required.
- Less discussion required at Board as Trustees trust the sub-committees.

AC – recommendation based on the discussion. The four things (strategy, budget, student engagement and operational) which have been identified as the things Board needs to focus on. If we had them as sub-committees adding a governance committee (covering student areas) and an operational committee (operating on a strategic level) to the finance committee we already have and these functioned underneath and reported into Board, this would add the external trustee involvement at these levels. A direct oversight of the whole things would happen at the BoT.

NJ – these committees would meet independently on a different day?

AC – yes.

NJ – would external trustees be available?

AC – believes the structure needs to be correct for the organisation and then we can discuss this with external trustees about their availability. More students could also be involved in the sub-committees.

MO – would there be enough content for each sub-committee?

KS – not all business covered in the sub-committees would need to be taken to Board but it would have trustee involvement at that level.

IW – it does mean greater caveat responsibility as Board members would have to trust that the sub-committees are making the right decisions but the responsibility would still sit with the BoT.

RJ – suggested a yearly ‘away’ day is built into the process to build trust between Board members.

GC – asked for approval of ACs recommendation.

**BOARD OF TRUSTEES AGREED THIS RECOMMENDATION IN PRINCIPLE.**

**ACTION: AC to take the recommendation for sub-committees format forward and draft TOR for end of June email approval, coming back to BoT at August meeting.**

**7.2 Discussion on Board expectations of Union delivery of Year 2 of the strategy, the year of ‘Empowering the student voice (discussed first).**

Union Operational Plan on Empowering the Student Voice circulated by GC.

AC – the 3 main responsibilities of the Board are:

1. Budget
2. Governance
3. Strategy

What key milestones would Board like to see, when do they want them and how do they want this information communicated so Trustees know that they have fulfilled their responsibilities as a Board in Governance and Strategic delivery?

RJ – asked for guidance of the meaning of ‘empowering the student voice’. Is it:

How students engage with the students’ union?

How they make decisions with the students’ union?

Having a representative voice within the University?

Is it about Portsmouth?

Is it about National issues?

AC – encompassing all of the above. The 3 commitments that sit underneath Empowering the Student Voice are:

1. Union representatives making a difference
2. Collective voice for all students
3. Research / Capture on-going conversation of the quieter student voice (the informal student voice).

Main discussion points:

- Knowing where are we at the moment we can come up with some good measures (interim KPIs in addition to the ones that already exist in the operational plan) that enable us to track certain areas over the coming 12 months.
- We currently have a nice solid group of students who are vocal and caring but we need to be looking at the others who are engaged with the University but not necessarily engaged with the Union (the silent majority).
- Not necessarily being told about issues that could possibly be resolved.
- The Union / University relationship is good but students don’t realise this and that we are a conduit for resolving problems.
- Now we have completed the Governance Review and are implementing it, what is it that the Trustees want to see from the Union over the next 12 months?
- Would like to see how we measure the movement from Red – Amber – Green and give timescales on how this is being achieved. How this is decided is not a Board level discussion.
- Is the new Governance Review structure increasing and broadening the student participation?
- A structured approach to listening/aggregation.
- Perception of what the Union does.
- Quality – how do we maintain/increase the level of course reps training (Quality Students Union Part A accreditation)?
- Communicating outcomes.
- Including ‘Empowering’ aspect (relationship between Union and your voice as a student) in the November student survey to use as a baseline.

***ACTION: AC to draft KPIs for Board expectations of Union delivery of Year 2 of the strategy and circulate for comment.***

AC – Governance structure feedback to Trustees won't be until at least February as it needs to run for a while.

GC thanked the Trustees for their input.

## 8. General Reporting

### 8.1 Chief Executive Report - AC - for note, questions only

Report taken as read.

DF (via email) - was pleased to see in CE report about NJs determination to work on the AU/alcohol situation. Admittedly he now has a vested interest as he is head of a school with many students whose cultural/social/religious background does not permit alcohol, however he does think changing this culture would help inclusivity of participation of students in sport as well as the obvious health/well-being risks/benefits.

**PAPER NOTED BY THE BOARD**

### 8.2 Business and Marketing Report - TW - for note, questions only

Report taken as read.

DF (via email) - is there any idea how much this patent company might charge for use of bar-codes?

TW – not at this stage. Our details have now been passed on but it has all gone quiet. All correspondence has been in writing.

KS – what progress has been made on the new governance voting system?

TW - this has not moved forward as they have been waiting for approval of the budget so the staff can be put into place. The working group has had one meeting.

AC – we are confident it will be implemented by September.

**PAPER NOTED BY THE BOARD**

### 8.3 Student Opportunities Report (to include updates on Governance Review and fair Funding) - FL - for note, questions only

Report taken as read.

IW – on the appendices from Student Council in April they are talking about lobbying companies that avoid or evade tax. You can't lobby companies that avoid tax you can only lobby companies that evade tax. It's just not practical to lobby all companies that avoid tax as every company takes tax advice to avoid tax and therefore this is unrealistic.

KT – doesn't think this was passed at Student Council.

#### *Fair Funding*

DF (via email) - is there any update on the student media/fairer funding situation? From FL's paper, he doesn't think trustees should have influence over the question that Media ask in a referendum but should ensure that all students are as well informed about the realities of the situation as possible. His gut feeling, and that is all it is, is that further discussion may be needed with societies about funding and that the current system may have to stay for one more year?

AC – this issue has gone round in circles. The funding model we currently have is not considered to be fair and this is why it came to Board originally. Different student groups are funded in different ways and this is not (under the Education Act) fair. This is why we've gone through consultation to try and get to agreement with the different groups about what fair might look like. We are now in a situation which we would recommend as not being fair but we can't get agreement from our student groups to go into one that is fair. AC is not sure if another 6 months of consultation will get us any further forward. We have suggested 3 or 4 models. Suggests pulling back the detail in the funding model so we set the funding model for

AU / Societies / Media / RAG and then leave the decision making as to who gets what to them. We will then as an organisation, be funding the different groups of students fairly and how they individually fund themselves within the groups is set within their constitution and as long as this is not putting us at any risk then we are upholding our Education Act responsibility of fair funding across our student groups.

IW – do we not have to monitor how the groups allocate the funding as it's under our umbrella? Feels a bit like we're washing our hands of it.

AC – not saying we're washing our hands of it but do we need to be involved in great detail in that decision making process? If they put it in their constitution it would come back through the UAB and if it was unfair/discriminating then this would be identified.

IW – feels like it is separating ourselves from our members.

IL – is there a half-way house? If they can't come to a decision already then they're not going to do it if you just give the funding back to them. Why can't students make the decisions on how the funding is allocated?

AC – it's very difficult for students to make a decision that is agreeable to all groups as it's so different (for say the lego society vs american football) and has an impact on so many students plus we have a finite pot of money. Everyone is unhappy with spreading the money out even though they all agree that the current system isn't fair but they are still fighting for their individual pots of money to remain the same. So we are stuck unless we impose it, which is why we've come here for guidance, as we would be imposing it on groups of students, some who have said no.

ED – RAG / Societies haven't said no. Sports / Media have said no.

OB – Societies were told to vote only on the matters that affected them although it was made clear by some of them that they weren't happy about what was going on in other areas.

KS – agrees with AC suggestion, as it empowers students to make the decision and if they have decided then they can't complain. This is a positive way forward to delegate as much as we can. In the paper it states that 'you can call a referendum, this was not agreed by trustees so you would need to get 1000 signatories ...' doesn't think that the Board said that as we didn't say no to a referendum but said no to the referendum on the paper that came to us.

MO – can't accept something that the student groups have refused.

IL – likes the idea of giving the responsibility to the students but can we make the decision to distribute the funds like this?

AC – yes as the budget which has just been agreed is based on the fair funding model.

RJ – our responsibilities as Trustees is to fulfil our legal obligations to the Education Act so we do need to have a fair funding model that we can vote on but it's just deciding on what that looks like.

MO – the word 'fair' is very ambiguous.

RJ – agrees. However, if we just allocate the funding out to the 4 groups what we lose is the strategic overview and ability to say that within our strategic plan we want to do this .... The clubs only have a view that covers their 2/3 year term but we have longer term aims.

AC – the funding in question is the subsidy for club running not the development funds as this is separate.

OB – agrees that 'fair' is ambiguous and 'equal' is just one definition. The model that gets accepted is the one that will benefit most groups.

AC – we need another steer from Trustees as we were asked to define 'fair' and on this we made recommendations and can't go any further with this instruction. We can start the process all over again but the budget which has just been approved will be overspent especially in media if we revert to the previous model.

IW – it is problematic to consult then impose and believes we would have to start again for a solution.

AC – is the definition of ‘fair’ we are using correct?

RJ – what does ‘fair’ mean? Maybe this should be the first thing to consult on?

ED – we need to look at the way we consulted as it is not right and thinks that we over consulted.

RJ – explain that we are trying to have a sustainable model so that as many people as possible can get involved in clubs and societies and ask the students what the fair funding model should look like.

Discussion closed by Chair to be continued when the Fair Funding process is reopened.

**PAPER NOTED BY THE BOARD**

***BOARD OF TRUSTEES RECOMMEND THE PROCESS OF FAIR FUNDING IS REOPENED***

***Action: AC/FL to implement a new funding allocation consultation***

**8.4 Sabbatical Officer End of Year Reports – Sabbs**

Report taken as read.

Board members very impressed with reports.

**PAPER NOTED BY THE BOARD**

**9. Trustee Matters Arising From Democratic Committees**

Included in the Student Opportunities Report:

*Profit-free Sanitary Products*

GC – to inform Board that the Union Shop cannot sell any products that the Coop sell under the terms of our lease.

AC – if the University agrees that we can, then we will.

***ACTION: GC to contact Fiona Bell to discuss items sold in the Shop.***

*Trustees Reform*

KS – the Trustees Reform in Student Opportunities Report?

GC – point 1 ‘the agenda and minutes (appropriately redacted) must be published on UPSU.net a week after every Trustees meeting’. This is not feasible so suggests they are distributed when approved by the Chair, 1 month after the meeting.

AC – this isn’t a Trustee discussion apart from the above amendment to point 1. Point 2 will be looked at in the Governance Review process and point 3 will be done.

KS – the remits of external trustees sitting on committees discussed earlier. How will this come about?

GC – it will be part of the next stage of the Governance Review process.

***BOARD OF TRUSTEES AGREED TO THE ABOVE AMENDMENT (minutes published in 1 month rather than 1 week).***

**10. Any Other Business**

**10.1** Student Trustee Recruitment – covered earlier.

**10.2** Student Trustee Involvement

***ACTION - AC/LS to confirm via email which officer trustees will sit on which Board/Committee next year.***

**10.3** DF (via email) – “I am sure I will see them again before they go but please pass on my deepest thanks and congratulations to the sabbatical team for all their work this year on behalf of our students and for all the successes they have had. If by chance I don't see any of them, I wish them every success for the future and if I can do anything to help, they should not hesitate to contact me”.

AC – on behalf of the Chair and External Trustees formally thanked the amazing out-going Sabbatical Team. Also thanked the Sabb Elects for attending the Board meetings.

**11. Date and Time of Next Meeting**

Tuesday 25<sup>th</sup> August 2015 at 5.00pm  
Room 1, The Union Building

**ACTIONS**

Action	Who	Update	Status
4.1 - Circulate email update on Prevent to Board	AC		ASAP
4.2 - Communicate intentions regarding student trustee for next year	KS/HM		ASAP
4.2 - Meet to discuss student trustee appointment and training	AC/KS		On-going
7.1 - Take the recommendation for sub-committees format forward and draft TOR for end of June email approval, coming back to BoT at August meeting	AC		On-going
7.2 - Draft KPIs for Board expectations of Union delivery of Year 2 of the strategy and circulate for comment	AC		On-going
8.3 - implement a new student group funding allocation consultation process	AC/FL with Sabbs		On-going
9 - Contact Fiona Bell to discuss items sold in the Shop	GC		On-going
10.2 - Confirm via email which officer trustees will sit on which Board/Committee next year	LS/AC		On-going

**CONFIDENTIAL ITEMS**

5.1	Pensions Section 75 Update	SUSS PENSIONS MATTER - CONFIDENTIAL DETAIL
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**Minutes Approved:** \_\_\_\_\_

**Date:** \_\_\_\_\_