

**Board of Trustees
MINUTES
3.00pm 3rd October 2017
Room 1, The Union Building**

Actions:

Action	Who	Update	Status
5.3 Bring SUSS Pension Process paper to the next Board of Trustees (06/02/18)	AC		
6.1 Explore the deficit in membership, match fees and training income	FL		
6.1 Update UPSU Accounts with a note on the SUSS Pension and PSUT Accounts and an explanation of the significant difference between intercompany debt	GF		
8.3 FL to bring follow up NSS report to Student Focus & Governance Committee	FL		
11.1 Re-draft order of business to include which theme will be covered in which meeting - to go to Leadership Team or as part of the governance review working group	AC		
11.4 Seek legal advice regarding the new AMM proposal, and circulate to Trustees via email	FL		

CONFIDENTIAL ITEMS:

5.7 Capacity of Research Function	Discussion
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Present:

James Thompson (JT - Chair), Marcus Campopiano (MC), Angel Layer (AL), Amber Mathurin (AM), Rhian Johns (RJ), Ian Watson (IW), Thea Noli (TN), Ben Swiergon (BS), Adele Benson (ABe) Jason Oakley (JO)

In Attendance:

Anna Clodfelter (AC), Tom Worman (TW), Fern Lewis (FL), Lucy Simpson (LS – observer), Geoff Frost (from Blue Spire – only present for items 1-6.1) Laurie Jones – Minutes

1. Apologies for Absence

Anita Butler (ABu), Nicholas Williams (NW)

2. Welcome and Approval of Student Trustees

Ben Swiergon and Adele Benson

3. Declaration of Interests

No declarations of interests.

4. Minutes of Previous Meeting

Minutes from 27th June 2017 agreed.

5. Matters Arising and Action Points From Those Minutes

5.1 Point 3.22 of the bye-law amendments will be reviewed (JT/FL) ***Reviewed and change delayed until governance report completed***

5.2 Speak to Charity Commission about the ultra vires surrounding the SUSS pension deficit matter (AC) ***Ongoing – response received from Charity Commission, Solicitors writing a response to answer their questions***

AC: Solicitors have written back to Charity Commission and are now waiting response

- 5.3 Explore drafting a document that explains UPSU's process with the SUSS Pension deficit matter (AC)
Complete paper went to F&R 22/08/17
Action: Bring SUSS Pension Process paper to the next Board of Trustees (06/02/18)
- 5.4 Create a one page of A4 that revisits the start of P25, where we are now and includes the aims, market context, shared view of the future of higher education (AC/JO) **Complete**
- 5.5 Add review of Board papers to Away Day agenda (LJ) **Complete**
- 5.6 Liaise with Brendan McCarthy regarding the Student Survey Sub-Group (JO) **Verbal Update**
 JO: Research Coordinator and President will be the representative on this board
- 5.7 Discuss with BM regarding capacity of research function and accessing the disengaged students (AC)
Complete
 AC: Currently working with Insights function on framework/capacity.

6. Finance Matters

6.1 Year End Accounts and Trustee Report for approval – for note – full discussions at Finance & Risk Committee for UPSU and Board of Directors for PSUT (AC)

Report taken as read.

GF: Extra document that takes the budgeted results and actual results from the budget format and translates to the financial accounts. Understanding from internal reports year end result from July 31st and how we have got to the statutory accounts

IW: Didn't receive the extra paper because I can't access remotely – papers need to come out earlier

AC: Was additional paper advised by PG and me. Summary of reconciliation between the 12 management accounts and the year-end accounts

GF: (explanation of additional paper):

- £5800 money that is owed to you and not recoverable

TW: Clarification this is from Terrace hairdressers and decision was made through Finance and Risk

GF:

- £610, £330 were small things. £160 difference in management accounts – too small to look for.
- Pension Scheme - forced to bring in accounts this year. £413k is the charge to the profit and loss account to the Union. Worked out with a formula for discounting all future cash flows that you're not due to pay out until 2033

IW: The movement year on year from £127k-£400k – is that purely the accounting that has come into play that has forced us to move that liability?

GF: Yes, and also the latest payment terms have been extended and it's gone up by 20%

IW: We've prepaid - where is this in the accounts?

GF: Not prepaid yet, due 30th November – prepaid one three years ago but now at the end of that cycle, so we will start again

IW: Ignoring the pension deficit – how concerned should we be?

GF: Met reserves and they are at £480k, and liability of pension sits separately. From a trustee point of view, the rationale is such a long term liability which goes out to 2035

MC: Frustrating that we keep creating a surplus in Student Opportunities

RJ: We underspend every year in Student Opportunities and Activities. Concern because current strategy is to spend all this money so students have the best experience

AC: I agree – highlighted in paper to Finance & Risk – has been addressed in part for the first time by pulling pots of money that sit in places into another line – rather than sitting it in assigned lines, it's more accessible. From a Future Union planning point of view, we're very aware of this we'll address through the financial planning and review of the reserves policy

IW: Our charitable activity is down by 6% - membership, match fees and training income is £24k down year on year – why? Due to less participation?

FL: Students joined clubs later than usual because of opportunities month where we had trials/testers. In terms of numbers, membership figures aren't much different

Action: FL to explore the deficit in membership, match fees and training income

IW: Raising funds has cost us £87k more this year

GF: Reflecting the trading company – if you sell more things, you have to report those things

IW: I can't track back why this happened? Useful for someone to build a bridge to help explain. Our cash flow is healthy – we're moving in the right direction but can we improve or better manage our cash flow?

GF: Potentially you could have a floor of £200k in the bank account at all times- typically a sum of £200k won't change your life and you want to be careful it is still liquid. Lots of charities are changing from their main bank to building societies. Alternatively you could take a longer route in investment, but you could be spending a lot of time on this and it's not your core business

IW: What is our financial process for chasing debt?

GF: You don't have a particularly bad problem with chasing debt because mostly cash flow is from students on the day

IW: Note 27 – intercompany debt. Why has this moved by from £150k - £10k

Gf: Depends on the gift aid payment and on the timing of the cash moving from one bank to another. You didn't have much surplus cash last year

IW: Pages 1-10 are a really good summary of who we are/what we do

JT: In the future, will it be beneficial for IW to meet with GF?

IW: Useful discussion to have at Board as everyone needs to approve these. I can email questions if the Board papers are circulated ahead of time

JO: Need to make sure these questions/answers are shared

AC: Now have a Facebook facility to have a discussion and ask questions – Facebook workplace

GF: I will make notes between the two UPSU/PSUT accounts to help you understand

Action: GF to update UPSU/PUST with a note on the SUSS Pension and PSUT Accounts and an explanation of the significant difference between intercompany debt

TN PROPOSED TO APPROVE THE YEAR END ACCOUNTS AND TRUSTEE REPORT

AL SECONDS THIS PROPOSAL

BOARD OF TRUSTEES APPROVED YEAR END ACCOUNTS AND TRUSTEE REPORT

7. HR Matters

7.1 Chief Executive IAP outcome 16/17 and plan 17/18 – for approval (AC/JT)

JO: Useful to have this criteria to reflect on and useful to have AC's reflection in appraisal. Is this appropriate level of detail or is it a hindrance to AC work?

AC: It works as a working document to communicate to Board what is supposed to be achieved in year. Would like to be involved to be in appraisal process including conversations with feedback

IW: Does this need to be brought up to a higher level – more headline objectives for AC to achieve and a summary of what's gone well and what could be improved?

JO: Need to be able to communicate this back to AC on what is good/bad and this is better delivered face to face

IW: Does it work for AC?

AC: There needs to be concrete objectives and also a way to report back to me

RJ: Would be helpful to have higher level strategic headlines for Board to look at, but it's helpful for the panel to have the operational detail so we have set things to talk through because the people are on the panel are removed from day to day and the president is always new. The missing piece is the conversation with AC

IW: Need to understand what the big strategic objectives are that can be achieved in year and the weighting isn't the best format

AC: This is an appraisal structure and a performance related pay tick box – because this is how we work. Without the weightings and specific objectives, it becomes subjective and due to the fact that the president and trustees often change, it is like this so it is protected for me. I need to change the way we report to you, talk about the strategic stuff and keep you updated

IW: Would it be helpful if you had a 360 degree process to bring all the elements together? As the chief executive, your appraisal can be a very different.

AC: If you're happy with the objectives, perhaps I could work with RJ to review the process and out of that might form a different format next year

IW: I would like to have more input – can this be built into the appraisal process. I'm unhappy with the 2% weighting of Pension issue

AC: This is a fair weighting for the amount of time I put into this – it's with the solicitors/charity commission

ANGEL LAYER PROPOSED TO APPROVE THE CHIEF EXECUTIVE IAP OUTCOME 16/17 AND PLAN 17/18 ON THE BASIS THAT A REVIEW ON THE APPRAISAL PROCESS WILL BE CONDUCTED BY AC AND RJ AM SECONDED THE PROPOSAL

THE BOARD OF TRUSTEES APPROVED THE CHIEF EXECUTIVE IAP OUTCOME 16/17 AND PLAN 17/18

7.2 17/18 Operational Plan and KPIs for approval (AC)

AC: Is this report the level of detail you'd like to see at Board?

IW: Too many objectives and they are difficult to understand – as a Board we could do with just important headlines

JO: Sub-headings for a bigger picture of the Union – objectives under representation, well-being and development with sub layer for those who wish for detail

MC: Don't need to see departmental objectives. It's also hard to see if it's measurable

RJ: Focus on a couple of strategic measurements. Although an operational plan is important and we don't need to see it as trustees, Sabbs may need to see this detail in their day to day work

JO: Gives a good basis for when questions come up – which is reassuring to see, but doesn't need to have this amount of detail at Board.

JT: Would this be delivered to Leadership instead?

AC: We can show Leadership a snapshot of the Operational Objectives, Departmental Objectives, and Smart Objectives – but to see it all is 28 different functional plans which you don't need to see at Leadership level

JO: If one of the objectives is red/incomplete, then we can go into more detail.

MC PROPOSES TO DELEGATE THE OPERATIONAL PLAN TO THE LEADERSHIP TEAM

TN SECONDS THE PROPOSAL

BOARD OF TRUSTEES APPROVES TO DELEGATE THE OPERATIONAL PLAN TO THE LEADERSHIP TEAM

8. Strategic Matters

8.1 P25 Update (LS) Agenda Item 9.1

8.2 Strategic Plan Update (AC)

AC: This is the further developed strategic framework. Today we had a strategic planning session – trustees will formally present the results of this to Board

Strategic planning outcomes:

JT: Guiding principles:

- Removed 'democracy governs us' as uncomfortable with connotations of 'governs.' Changed to 'students democratically guide us' (through HYS, UAB, zones)
- Swapped order of 'partnerships strengthen our work' and 'our independence was paramount' - second statement seemed like caveat of the first
- 'Equity of opportunity for all students' moved under 'students democratically govern us'

AL: Values:

- Pioneering (innovative, brave, future focused, influential, resilient)
- Inclusive (approachable, friendly, supportive, equitable, student-led, focussed)
- Enriching (developmental, fun, inspiring, challenging, change-makers)
- Discussed whether we are achieving those values or not. Most had mid-range scores of 3/4. Pioneering had 6/7

Impact

- Discussed what impact we'd like to have on students and what the impact should be in 2021 and 2025
- 2025 – collated agreement should be correct with listening, acting and having the correct resources to sustain the future

- 2021: unsure because of the way it was worded – with the right metrics and numbers it made sense as to how we would understand and measure the impacts

AC: Trustees are committed to the fact that we are aspiring to have a positive impact with every student, but the metrics would measure things we can measure – metrics: one for welfare/development/representation

AL: 3 year focus: whether we agreed with the idea to listen, act and sustain although SMT is going review the wording of this

JO: Next step to go to student consultation?

AC: Student consultation is out now, the next step is for us to work out what the metrics/financial planning/HR strategy

IW: Can we see drafts before it comes to Board – e.g. a live document that can be shared/added to/amended

AL: This was collated from Away Day on the 22nd August – this was the next draft/step

IW: Helpful to have context on what is happening in the world/culture that is forcing us to review our strategy and come to these conclusions – e.g. context on Union/membership, what the key challenges are

AC: Final statement will include that context

AL PROPOSES TO APPROVE THE PRINCIPLES AND STRUCTURE OF THE 2018-21 STRATEGY

AM SECONDS THE PROPOSAL

BOARD OF TRUSTEES APPROVED THE PRINCIPLES AND STRUCTURE OF THE 2018/21 STRATEGY

8.3 NSS Report (FL)

FL: Question has changed this year from satisfaction question, to if ‘the Students’ Union effectively represents students’ academic interests’. This is the first year, so we have nothing to benchmark against other than the national average. We came above the national average, but it was only 61%

RJ: Changing the question is the best thing the NSS have done. Really helpful for Board is less of the actual numbers, and more of what it means for us and what action plan is in place. More helpful to have that level of analysis so we know what we are doing

FL: This is the next step for Insights function

JO: I know what the NSS means to a University, but I don’t know how it is used amongst Student Unions. Also useful to look at where we are with our competitors/similar Universities/Unions

IW: What was the response rate on this?

JO: University had target of 80% and we were bang on this. For some courses there were massive variation due to the NUS boycott

IW: We know we’d like the response rate to be higher so it’s trying to work out how this can be better

RJ: It’s critically important – old question 23, there was a correlation between the best Universities had the best Students’ Union – the best Student Unions were the highest funded by their institutions – 1% point made all the difference. Given that this question is critically different, it would be a good idea to go into a deeper analysis of this – as we’re all about listening and acting, this is probably a key process to understand the views of students that never talk to us normally

AC: Gone from 79% on the old question to 61% - backs up that P25/Future Union is the right thing to do. The university can’t be great at what they do unless we great at representation

Action: FL to bring follow up NSS report to Student Focus & Governance Committee

BOARD OF TRUSTEES NOTED THE NSS REPORT

9. General Reporting

9.1 Chief Executive Report to include Prevent update - for note, questions only Report taken as read.

AC: Is this what you want to see with this report?

RJ: Coming out of the appraisal conversations, I don’t think we need to see this level of detail. Appraisal process gives us the confidence that AC is doing well. Would rather a snapshot report – challenges on campus, students’ thoughts and views, campus culture, what’s going on in University life, and anything AC needs from us as trustees.

JO: I want to know what we need to worry about, why, and how it may affect us in the future

BOARD OF TRUSTEES NOTED THE CHIEF EXECUTIVE REPORT

9.2 Sabbatical Officer Reports – Sabbs

JT: Would like feedback in terms of content and presentation

JO: Good example of how we can lose important things. You need to reflect the good things, but also draw out the really important things that Board need to worry about

IW: We don't need to know about manifesto stuff because you are accountable to members, not us. We need to know about the issues like Sports Disciplinaries, challenges and big successes

FL: What sports Disciplinaries would you like to know?

IW: Things that worry you, but not every incident - e.g. stuff that might create a reputational damage – collectively rather than a certain amount

JT: Do you want this split into per officer, or a general view as one report?

IW: One collaborative report

AC: We can go through what is important for this report at Leadership Team meetings

BOARD OF TRUSTEES NOTED THE SABBATICAL OFFICER REPORTS

9.3 Finance & Risk Sub-Committee Minutes - for note, questions only

Report taken as read.

IW: Minutes aren't easy to read and work out what decisions were made – can it be cut down to one page

AC: This will happen as part of the governance review

F&R SUB-COMMITTEE MINUTES NOTED BY THE BOARD

10. Trustee Matters Arising From Democratic Committees

None.

11. Any Other Business

11.1 Proposed Order of Business (AC)

AC: Action from trustee away day – but this will also be reviewed alongside the cadence and subcommittee meetings. This is the draft order of business for the time being

RJ: Needs to be a review of the structure alongside delegated authority matrix – not much for Student Focus and Governance

IW: Should we have a deep dive on one thing in a Board meeting? E.g. focus one on engagement or the budget

AC: Finance, welfare, representation, development – one for each board

IW: Would give us a new theme and focus for papers

AC: We'll bring issues, challenges, successes and improvements around the 4 areas. Take out the annual plan overview and insight – and change to be focussed on each area. October Board will be Finance because it needs to be

Action: AC to re-draft order of business to include which theme will be covered in which meeting - to go to Leadership Team or as part of the governance review working group

11.2 Board Effectiveness Discussion/Session (time dependant on section 8) (AC)

Moved to the next Board of Trustees

11.3 Events Partnership (TW)

TW: Decision to renew or seek new contractors for events partner.

MC: I feel we should keep the contract – Eskimo do treat us well and we have more control if we are in partnership with them

TN: There is a reputational risk – what have we done? Have we just accepted this potentially negative reputation as a Union?

AC: Intrinsic link between alcohol and whether the noise of that alcohol outweighs welfare/representation/development

JT: we have been working to combat this focus and we have been succeeding due to the national recognition we've received and through our strong relationship with Eskimo we have control to keep it in check and ensure the safety and welfare of students

MC: Can Eskimo host a non-alcoholic event so it's not always focussed on a nightclub

AC: If we need change to happen we also have the weight of university which they respond to

AM PROPOSED TO RECOMMENDS THAT PSUT SHOULD CONTINUE TO BUILD AND MAINTAIN PARTNERSHIPS WITHIN THIS SECTOR

TN SECONDS THE PROPOSAL

BOARD OF TRUSTEES RECOMMENDS THAT PSUT SHOULD CONTINUE TO BUILD AND MAINTAIN PARTNERSHIPS WITHIN THIS SECTOR

11.4 Changes to AMM (FL)

FL: Aiming to make AMM more engaging. Legal requirement to hold an AMM every year to report on finances and updates. Only engage with about 100 students. Proposes a membership week which includes roadshows culminating in an online participative members meetings. Students can hear about the voting that's happening during the week and have a chance to ask questions to Sabbs and Student Officers and hold them to account.

MC: Are there events that already have engagement that we can use to get engagement out of this?

JO: Not sure that this meets what is required from us by law – need to be 100% sure about this so we know we've not fallen at the 1st hurdle – important because we're a member led organisation

FL: Accessibility to all members including distance learners etc. Voting element to ask direction as this would be an online virtual meeting - not a traditional annual members meeting

RJ: If you look at company law and the way that meetings are held and people can vote – we'd need to make sure this is still the case and I'm not convinced that this would enable us to do that

FL: Idea is that the accounts are available for scrutiny and voting for one week and Sabbs/staff are available to discuss

RJ: I have gone through a very similar process and ended up having to seek legal advice and I think we're in danger of not getting this right

AC: Suggestion that if you're happy in principle, but we will seek legal advice first

Action: FL to seek legal advice regarding the new AMM proposal, and circulate to Trustees via email for approval

11.5 Review of new Slide Deck format for Board Papers (AC)

Feedback on the side deck format:

TN: Prefer Board actions at the top of each paper

AC: Perhaps a click through agenda at the front

IW: PowerPoint for everything because it's disjointed with extra papers

AC: We will struggle to do this because some papers cannot be in a PowerPoint format

IW: Need a consistent font/size – this is a paper, not presentation

IW: Remove footer at the bottom to give more space

AC: It's taken 4x more difficult and more time consuming to write – was it easier to read?

IW: It was a lot easier read

JO: If you're working digitally it makes it a lot easier

11.6 Student Officer review (FL)

FL: Byelaw regarding the term length of student officers

RJ: Trying to change the terms for officers of an election that's already taken place?

FL: This would be done in consultation with officers

RJ: First elections have taken place under a specific set of terms for both the elected officers and the voters – I don't think we should change. Regarding Sabbatical Officers taking over - this is a conflict of interest

FL: I'd counsel against bye-election as we don't get the turn out. Seek approval from Board to leave these positions vacant

AL: Students more at risk with no representation from 30th June to October

RJ: You run an election and people stand for a position for a certain amount of time under a set of bye-laws, voters have voted under those terms and a returning officer has signed off that it's been free and fair - may be in danger of going against Education Act

AC: Could conduct a bye election to see which officers are prepared to extend and we run with those who are prepared to extend and they share remits – not sure where this fits in terms of governance

11.7 Institution Fee (FL)

FL: Trustees set LSi affiliation fees – in the bye law. Would like trustees to give this authority to the Leadership Team. Generates £250 in total

AC: This isn't the affiliates within the University, but these are people outside the University who are linked in the University in some way – they pay an admin fee plus membership – gives them the chance to use resources like student groups

RJ PROPOSED TO DELEGATE THE AUTHORITY OF INSTITUTION FEE TO LEADERSHIP TEAM

TN SECONDS THE PROPOSAL

BOARD OF TRUSTEES APPROVED TO DELEGATE THE AUTHORITY OF INSTITUTION FEE TO LEADERSHIP TEAM

12. Date and Time of Next Meeting

Tuesday 6th February 2017 at 3.00pm, Room 1, The Union Building

Minutes Approved: _____

Date: _____