

**Board of Trustees
MINUTES
3.00pm 06th February 2017
Room 1, The Union Building**

ACTIONS:

Action	Who	Update	Status
6.1 Have conversation around SLA grant money and bring summary to Finance and Risk (6th March)	AC/MC	Ongoing	To go to F&R in May 2018 earliest
6.2 Trigger formal advice from the Charity Commission through an S.110 (regarding the SUSS Pension Deficit) with an option to formally assign the SUSS Pension Deficit to UPSU.	AC	Ongoing	Ongoing will report progress through F&R
8.2 Make amendments to measure metrics on the Strategic Framework and bring back to Board digitally for approval	AC	Complete	
10.1 Make amendments to the Leadership and Finance & Risk Terms of Reference as directed by Board	AC	Complete	

CONFIDENTIAL:

6.2 SUSS Pension Deficit	Confidential Item and Discussion
8.1 Future Union Restructure Project Update	Confidential Item and Discussion
8.3 Sport Package Proposal	Confidential Item and Discussion

Present:

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

In Attendance:

Anna Clodfelter (AC), Tom Worman (TW), Fern Lewis (FL), Laurie Jones – Minutes

1. Apologies for Absence and Trustee Update

No Apologies received.

Resignation from 2 external trustees: Ian Watson and Nick Williams

Chair thanks both trustees on behalf of the Board for their service and wishes them all the best

AC:

- We need to recruit and appoint to sub-committees as we have a huge gap on Finance and Risk. This can be a discussion here, or we can come up with a plan and agree digitally.
- We are also going to do a skills audit
- Have a discussion on the reappointment of two trustees who wish to re-stand.

BOARD OF TRUSTEES AGREE TO HOLD A VOTE TO REAPPOINT IN THE MEETING, AND THE 2 TRUSTEES WISHING TO RESTAND LEAVE THE ROOM

AC: Because of Future Union, we agree that Rhian and Adele are very strong trustees and have gone through a period of significant change, in this instance we will vote based on the assumption of what we know about them already

JT: Rhian wishes to stay on as a trustee, but only for 12-18 months to see the Future Union project implemented

BOARD OF TRUSTEES APPROVED TO EXTEND ADELE BENSON'S FOR A SECOND STUDENT TRUSTEE TERM (TO END JULY 2019)

BOARD OF TRUSTEES APPROVED TO EXTEND RHIAN JOHNS' FOR A SECOND EXTERNAL TRUSTEE TERM (TO APRIL 2022)

JT: Recruitment of new trustees: agreed that before we go out to recruitment, we will conduct a skills audit of the Board to identify strengths/weakness, especially as we go into the Future Union.

AC: LJ will email out a skills matrix template that will go out tomorrow morning. Will be asking for two things – the matrix completed on yourselves, and 3-5 skills sets that you believe are needed. If possible, would like that back in one week.

2. Declaration of Interests

No declarations of interests.

3. Minutes of Previous Meeting

Minutes from 3rd October 2017 approved

4. Matters Arising and Action Points From Those Minutes

- 4.1 Point 3.22 of the bye-law amendments will be reviewed (JT/FL) **Reviewed and change delayed until governance report completed**
- 4.2 Speak to Charity Commission about the ultra vires surrounding the SUSS pension deficit matter (AC) **Agenda item 5.2**
- 4.3 Bring SUSS Pension Process paper to the next Board of Trustees (06/02/18) (AC) **Agenda item 5.2**
- 4.4 Explore the deficit in membership, match fees and training income (FL) **Complete - circulated with Year End accounts**
- 4.5 Update UPSU Accounts with a note on the SUSS Pension and PSUT Accounts and an explanation of the significant difference between intercompany debt (GF – Blue Spire) **Complete - circulated with Year End accounts**
- 4.6 Bring follow up NSS report to Student Focus & Governance Committee (FL) **Complete - report taken to Student Focus & Governance on 12/12/17**
- 4.7 Redraft 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) **Agenda item 10.1**
- 4.8 Seek legal advice regarding the new AMM proposal, and circulate to Trustees via email (FL) **FL didn't require legal advice for the last AMM as not much was changed. FL will be seeking legal advice for the when reviewing the AMM and Byelaws**

5. Finance Matters

5.1 Management Accounts – (for note – full discussions at Finance & Risk Committee for UPSU and Board of Directors for PSUT) - AC

Report taken as read.

FL: It looks like there is an underspend of £72k in the AU

- £53k are due to non-accrual. We used to raise a Purchase Order, take the money and accrue it. Now, we only take money out of the account once we receive the invoice. If we don't receive this until later, the money sits there and looks like an underspend.
- Clubs are budgeted to break even this year, but they have brought in £33k extra income on top of their budget. £14k won't be spent, and this is our money (grant money). £2.5k is members' money and the rest is SLA and per head subsidy that we've given the clubs

MC: Where is that grant money coming from?

FL: SLA and per head subsidy

MC: Why do we call SLA grant money? This is students' money?

FL: It's money we've put into accounts based on who pays and who doesn't and we take it back at the end of the year

MC: I'd like to explore this as I don't understand why we take student money back

AC: We can have a conversation outside this meeting and take a summary to Finance & Risk

Action: AC/MC to have conversation around SLA grant money and bring summary to Finance and Risk (6th March)

JO: When you present the figures, the block grant comes through the accounts monthly. Does it really come through monthly, or do you allocate it monthly?

AC: Block grant comes through quarterly and we allocate monthly

JO: The block grant is agreed in advance?

AC: Block grant agreed about this time of year and based on an inflationary rise. University requires all departments to make a 5-7% income increase or saving. I asked if this applied to UPSU and response was that the Union is different, but there is an affordability issue and will go to Executive Planning Group

JO: We had a 17 year loan to pay for pension deficit

AC: Yes – a long term loan. Deficit payments are spread over a significant amount of time in agreement with the pension provider. We have a 3 year prepayment from the University which gives us a discount
 JO: This is why it appears as a negative this year, and it's purely that we'll get this money in the next two years?

AC: Yes. I have a point of view about how this is reported and am discussing with Financial Adviser

JO: *'Pension deficit brings net assets into negative but is a loan term liability payable over 17 years'*

AC: This is the pension deficit term that sits with the pension scheme – started off as a 25 year repayment scheme

JO: This is the increased hole. Is the liability/deficit reviewed every three years?

AC: Yes

JO: Could that figure change again?

AC: Yes

JO: Could the date of that period of liability change to be longer?

AC: The FRSA are not keen on the term being extended any further as already extended twice. More likely to increase the repayments than extend the repayment term. The payments increased by 15% one year, 25% the following year, and 50% the year after. Massive rise as they established what the value of the scheme was. This has stabilised now and the movement has been minimal in the last two evaluations.

JO: Page 18 has the reserves vs target appendix – why are they different to the figures on page 10? It's about £6k difference which I couldn't equate.

RJ: It's about the pension prepayment

Action: AC to add a note to reconcile reserves figure on page 18 and page 10

BS: Why is expenditure for Student Opportunities negative?

MC: The money comes in from the AU clubs instead of the block grant.

AL: Aged debt – when does this get dealt with?

AC: This is debt that is owed to us, we assess every year through the audit and it goes through Finance & Risk

JO: We assess to see whether it's worth our time chasing – could spend more money chasing than the debt is worth and then they become a bad debtor

MC: What staff didn't we recruit for the recruitment gap?

AC: Events Coordinator and Student Voice Assistant

BOARD OF TRUSTEES NOTED THE MANAGEMENT ACCOUNTS

5.2 SUSS Pension Deficit Matter Update (AC) *Confidential Discussion*

6. HR Matters

6.1 Future Union Staff Restructure Project Update (AC) *Confidential Discussion*

7. Strategic Matters

7.1 Future Union Update (LS)

Report taken as read.

AC: Wanted to draw everyone's attention to the risk assessment

MC: What determines a risk?

AC: Anything - financial, reputational etc.

MC: I think it's a risk about how students might engage with the new sport structure

AC: There is a separate risk assessment for that in the sport paper

The Chair thanks the Board for all the support and hard work with the Future Union planning

BOARD OF TRUSTEES NOTED THE FUTURE UNION UPDATE

7.2 Strategic Plan Update (AC)

Report taken as read.

AC: This is the final draft – includes additions and things that were missing (KPIs, context content, historic detail) that Board wanted to include. The paper includes the final timeline for implementation. Need to discuss in this meeting: measure metrics, what the killer question content for the development measure might be and if the 2025 aims are appropriate/realistic

MC: Why is there a drop in course reps trained?

AC: Anomaly year – not enough rooms so had to turn lots away

MC: Money spent on students – is this an important measure? If we spent £10,000,000 on students would we be a better Union?

AC: It's there as context rather than measure. It's not something we're driving for, this is just how much money we have to spend on students – context table rather than KPI

JO: Danger you seek hostage fortune in the further – might be better to present what percentage of the block grant you spend directly on students. Or could present it as per capita/active members

AC: Using a percentage of the block grant is useful. Presenting it per capita isn't the context we would want to present as.

RJ: Useful to ask yourself who will read this – might want different versions for different audiences – you'd say different things to say to students rather than the University

JO: Strongly recommend you include quote from Vice Chancellor to show joint ownership and a strong relationship

RJ: Are there any thoughts on measures of success?

ABe: Issue with the use of the non-continuation rate as a judge of welfare? What is the justification behind that? I understand that if students aren't happy they won't leave, but there are other things used to measure welfare of students.

AC: There are big questions around non-continuation rates. These were measures that we came up with on 3rd October when discussing measuring impact. Asked what the greater impact of student wellbeing was, and retention information was linked. If that and the DLHE data is too much influenced by outside information and then it needs to come out but Board needs to decide what goes in.

BS: The way that TEF measures it is so subjective. I agree it depends on how much outside influence there is on that figure, and secondly the DLHE survey is every 6 months, not 3 years.

JO: NSS target score going from 61% – 90%. This score has never been particularly high. Would it be more useful to go have a target to the upper quarter otherwise you may be setting yourself unachievable in the sector?

AC: This is the new question – we have gone from 89% to 61%

JO: Why is this so low?

AC: Because the new question is directly about representation

JO: I'm right that across the sector, traditionally it's a poor scoring score?

RJ: Yes, a students' union has never done better than its institution and the best students' unions are always about 5% highest from it. 90% feels unknown, perhaps better to be in top 25%

JO: Felt that welfare and non-continuation are realistic – University doesn't want to lose students or money is lost. Under welfare 'killer question' is an unfortunate and inappropriate term. How are you measuring there figures?

AC: UPSU's annual survey

AL: I agree that the DLHE data is not applicable because it measures things the University runs as well and will be swayed.

JO: We should recognise our part in that because we are having an impact

AL: What if university starts performing worse and we're at risk of losing our percentage? It's also only done 6 months after graduation

JO: It's changing to about 14 months. DLHE will be going centrally so will be less incentive to fill it in

AL: Will there be a bigger risk that students won't fill it out?

JO: It's about getting hold of them – at the moment we have people working weekends and evenings. It goes back to being in the top 25% or aiming for 90% - if everyone gets affected negatively, we can still aspire to be in the top 25%. Or could only get 80% and be the best in the county but still not achieve our target

MC: What if other Universities put lots of money into their Union and we get worse because of that?

JO: We will have to have a justification as to why we're in the bottom 25%. The current changes in TEF: the NSS score have been downgraded by 50% and the 2 DLHE scores and non-continuation scores become fundamentally important to TEF going forward and have also shot up in University's importance. I don't have an issue with KPIs you've set, just thinking you are setting yourself up to fail.

MC: The killer question: we can't expect students to have overall wellbeing throughout the year – depends on what time you ask them, and also that feeling stressed is part of being a student. Is it better to ask how well do you feel supported by the union? Finding out the overall well being of students is difficult to do

AC: We are trying to focus on impact rather than the scores and day to day – when we spoke at the Trustee Day on 3rd October, we were trying to lift our measurement out of the immediate outcome and into the overall impact of the Union on their entire experience while at University. There are lots of indirect impacts that students won't know we've done – we have an impact on their overall wellbeing whilst at University. If they are not directly supported by the Union – this is not measuring impact, but measuring how many people use the advice service. There was a distinct push from Trustees to measure impact rather than outcomes of day to day activity.

JO: I would propose that Board heard our concerns – you will have to do the measuring and we can support going forward. Happy for you to make a decision that's appropriate

MC: Have you looked at what other Unions are doing?

TW: We struggled with this- we looked all over the place and no one is measuring impact

RJ: This is one of hardest things to do – this feels closer than we've been before. Not quite there, but the conversation has been helpful

Action: AC to make amendments to measure metrics and bring back to Board digitally for approval
BOARD OF TRUSTEES APPROVED THE STRATEGIC FRAMEWORK (other than the measures)
BOARD OF TRUSTEES NOTED THE PROCESS OF THE STRATEGIC IMPLEMENTATION (subject to adjustments)

7.3 Sport Package Proposal (FL) *Confidential Discussion*

8. General Reporting

8.1 Chief Executive Report to include Prevent update - for note, questions only (AC)

Report taken as read.

MC: We do so much for mental health of staff and logging that would be important

JO: I welcomed comment about GDPR on the horizon

TW: We are much further ahead than most - the University Data Protection Officer was surprised. Solicitor will be coming in next week to do a check on all documentation related to GDPR. Will be taking to F&R to sign off

AC: Would like to commend TW for all the GDPR work he has done

JO: Drugs in halls – if the anonymous feedback tells you there is a problem, what is the plan?

AC: This is anecdotal – halls doesn't think there is an issue, but students do. Halls are being supportive, but there is fear over what happens if it's established if there is an issue. First we'll do some anonymous feedback, and I'm waiting for capacity in Insights department to deliver this. If it exists then Safeguarding Committee will put together action plan

JO: Concerns around non progression of storage issues?

AC: This is small part of an ongoing issue about non progression of matters that relate to Estates and Campus services. Bernie Topham is aware and TW will be raising this again this week

BOARD OF TRUSTEES NOTED THE CHIEF EXECUTIVE REPORT

8.2 Sabbatical Officer Reports – Sabbs

Report taken as read.

Abe: What's wrong with the Student Charter?

JT: It's in need of being updated. Through conversations with Harriet Dunbar-Morris, it could do with a refresher for students as students have to sign and abide at start of University and don't know about it

RJ: Interested about the purple post-box?

ABu: Came from research from Wellbeing: to say something in an anonymous way about mental health helps them to seek out extra support – we provide option to provide student numbers if they want help. Notice board behind is useful for tips and events from the Advice Centre/Student Union

Abe: What kind of activities are expected to run in halls?

AM: Students can suggest anything. Their application goes to panel and there is a pot of money from Estates - have received lots of applications so hopefully can implement soon.

BOARD OF TRUSTEES NOTED THE SABBATICAL OFFICER REPORTS

8.3 AMM Report – FL

Report taken as read.

FL: Usually we'd have an evening do and 100 attendees. This year we had a roadshow the week before to talk about finances/accountability etc. and had 866 conversations. A conversation is classed as a 3-5 minute chat and handed out flyers. There was 108 student in attendance at the AMM lunch time event and 9 people voted online. Meeting don't really work, but based on the success on the roadshow, we will be doing a review in spring to make it available/mobile to all students

ABu: Roadshow worked really well and students really engaged

MC: When I had a student in front of me, they were really on board on what I was saying, but didn't vote or go to the meeting – make it online and get much more votes

FL: Idea would be to have voting available during the roadshow

JT: There was also a significant reduction in incentives to attend compared to last year, and there was no roadshow. On the whole a much better improved way to engage students – they turned up to vote rather than for food

BOARD OF TRUSTEES NOTED THE AMM REPORT AND THE ACTIONS THAT WILL BE TAKEN TO REVIEW

8.4 Student Focus & Governance Sub-Committee Highlight Report and Minutes from 12th December 2017

- for note, questions only

Report taken as read.

AL: Prayer space is still ongoing; HYS model has gone to UAB; trustee buddy scheme is currently on hold; voted for DRO and RO; and had an update for sub-committee review

MC: Student Focus and Governance for sport?

FL: This will come up in SF&G, but needs to stay with Board because it's full Board decision

BOARD OF TRUSTEES NOTED THE SF&G HIGHLIGHT REPORT AND SUB-COMMITTEE MINUTES

8.5 Finance & Risk Sub-Committee Highlight Report and Minutes from 5th December 2017 - for note, questions only

Report taken as read.

AL: UAB have agreed to stay with our current Prevent stance. Initially Prevent would have been voted on at beginning of the year, but due to elections and co-opting we didn't reach quorum. But this should be decided earlier in the year

AC: Does the new format for these minutes work for everyone?

BOARD IS HAPPY WITH THE NEW FORMAT OF HIGHLIGHT REPORT

BOARD OF TRUSTEES NOTED THE HIGHLIGHT REPORT AND F&R SUB-COMMITTEE MINUTES

9. Trustee Matters Arising From Democratic Committees

None.

10. Any Other Business

10.1 Sub Committee Review Outcome (AC)

AC:

BOARD OF TRUSTEES APPROVED THE FOLLOWING:

- **THE REMOVAL OF OPERATIONS COMMITTEE**
- **THE ADDITION OF A SPECIAL PURPOSE GROUP, SUBJECT TO AGREEMENT OF FINAL TOR AND UPDATED MEM AND ART**

- **THE UPDATED REMIT AND RESPONSIBILITIES AS SET OUT IN THE UPDATED TOR FOR FINANCE AND RISK COMMITTEE AND STUDENT FOCUS AND GOVERNANCE COMMITTEE (subject to below amendments)**

RJ:

- In the remit of Finance & Risk, do we need to add approval of the annual report? This is the final full report that needs to be ready for AMM, so Finance & Risk need to pick this up, either to present themselves or to delegate somewhere else
- Good governance issue. Where it says membership is appointed by the Leadership team – this needs to either be appointed by Board, or that Board delegates to the Leadership Team. This is to protect Leadership Team – if Leadership Team have too much control over who sits on what committee, it cuts against good governance. Board delegating this cuts out that risk

Action: AC to make amendments to the Leadership and Finance & Risk Terms of Reference as directed by Board

- **THE CADENCE REMAINING UNCHANGED WITH THE EXCEPTION OF MOVING BOARD OF DIRECTORS FROM SITTING THE SAME TIME AS BOARD OF TRUSTEES TO SITTING THE SAME TIME AS FINANCE & RISK.**

AC: Due to the relationship with current finances and trading report. The only reason Board of Directors is after Board for ease to have everyone in the same room. From a business cadence point of view, Board of Directors should sit after Finance & Risk

RJ: For people not on F&R – will there be any issues? From the new Directors governance structure, will this work?

TW: The governance structure will still work. The issue is Directors seeing up to date finances and trading reports.

RJ: Practicality wise, are we saying that the directors will also sit on Finance & Risk?

AC: No, we can have effective meetings with skype interaction. Removing the influencing factor of who is available and the influencing factor is how business needs – there is no correlation between both memberships

- **BOARD OF TRUSTEES APPROVED THE IMPLEMENTATION PLAN INCLUDING A DECISION ON START DATES (WITH BOARD OF TRUSTEES WILL BEGIN TO FALL AFTER THE NEXT FINANCE & RISK MEETING)**

10.2 Student Officer Models – verbal update (FL)

FL: Have spoken to lots of students and have come up with 3 models.

Current UAB model – faculty and deputy faculty reps, AU Zone, AU chair, societies chair and student officers. All three of the new models have the following:

1. Keeping faculty reps in post
2. Keeping some kind of Union representation in place
3. Keeping independent chair and oversight from Good Governance Officer

Changed models:

1. Network model – networks of students created on study and key liberation groups. Networks identified on a yearly basis based on current demographic. Those networks would nominate a chair to sit on UAB
2. Jury model – course reps selected by a lottery to sit on UAB – section is based on representative proportion of students and revised yearly
3. Campaign model – students put forward campaign models. Students are selected and elected at campaign reps twice a year and supported by UAB to run campaigns. Campaigns focused on academic, liberation or welfare issues.

These are quite agile models. There is a potential to have a hybrid if that's what the student consultation directs.

RJ: Officer and Sabbs?

AM: Just officers - Sabbs are reviewed next year

RJ: We have a unique opportunity with Future Union to engage the 70% who haven't been engaged before. How do we get to these students? We need to make sure we don't get too tied down too quickly.

FL: The emphasis on these set of models is about the demographic

RJ: Every model we come up with, try and make it half as simple. Students' Unions make complicated models

10.3 Trustee resignations – committee appointments (ac)

RJ AND JO TO STEP IN ON FINANCE & RISK FOR AN INTERIM TIME PERIOD AS LONG AS IT DOES NOT INTERFERE WITH OTHER COMMITMENTS/ROLES

11. Date and Time of Next Meeting

Tuesday 10th April at 2017 at 3.00pm

Room 1, The Union Building

Minutes Approved: _____

Date: _____