

Portsmouth Students' Union Trading (PSUT) Limited
Board of Directors
MINUTES
3.00pm 26th November 2019
Room 1, The Union Building

ACTIONS

Action	Who	Update	Status
Share actions to UMT if relevant	LJ		Complete
6.1 Add loan repayment to Q4 Board of Directors meeting agenda	LJ	Added reminder to template	Complete
8.1 Add the Training and Consultancy Risk to the Risk Register and update the DCE when this is done	AC		Complete

CONFIDENTIAL ITEMS

6.1 Business Development Update	Confidential discussion
6.4 Branding	Confidential discussion

Present:

Helena Schofield (HS - Chair), Baldev Gill (BG), Anna Clodfelter (AC), Sue Arnold (SA), Gerard Matthews (GM), Rama Hilouneh (RH), Matthew Harman (MH)

In Attendance:

Lucinda Kitching (LK - Observer for items 1-6.1), Fern Lewis (FL - Observer), Laurie Jones - Minutes

1. Apologies for Absence

Rich Leader (RL)

2. Welcome and Adoption of New Directors

Matthew Harman was formally adopted by Board of Directors

3. Declaration of Interests

No declarations

4. Minutes of Previous Meeting

Minutes from 27th August 2019 agreed.

5. Matters Arising and Action Points From Those Minutes

5.1 MATTER ARISING FROM FINANCE AND RISK: Ref delegation of PSUT staff remuneration decision (AC)

Proposed additional wording to existing clause:

6.0 Remuneration

6.1 *The Remuneration of the Executive Directors and PSUT staff shall be determined by the Non-Executive Directors upon recommendation from UPSU. Executive Directors shall not participate in the decision-making on the adoption or the assessment of the remuneration of the Executive Directors.*

AC: Matter arising for this Board from Finance and Risk. An amendment for the terms of reference so Board of Directors had oversight of the remuneration of employees of the business.

BOARD OF DIRECTORS APPROVES THE AMENDMENT OF THE BOARD OF DIRECTORS TERMS OF REFERENCE

6. Business Matters

6.1 Business Development Update (written by RL, presented by AC)

LK: Update on retail: Q1 made massive savings on expenditure of £10k - due to relationships of wholesalers made possible of the staff heat pressing print shack function. Slow start to the year with corporate merch - UoP spending cuts primarily to blame. November looks to finish up by 160% up

against budget. New contacts have been made by retail team, and the staff hours taken up with bespoke orders which was labour intensive with a low return have been addressed. Nike Sport Range was approved in September for both sports clubs and general student populus. Retail team had presence at Committee Training which has had a positive influence on print shack orders as a lot of students are getting in touch for clubs and societies. Current performance - after forecasting look to finish the year up by £3k.

AC: Really positive, and huge commendation for LK for retail and supporting the rest of the department.

SA: Nice to see the things we've been talking about have now come into fruition

AC: One of the risks is the scalability of the print shack and how we get it to where it needs to be with current capacity, space etc.

LK leaves the meeting

AC: Partnerships: ended down on Freshers. It was a new model and was done internally. That said the Business Development Manager (Sales + Partnerships) have bought in an additional £4k in other income with some really good experiences for students. Everything else is plodding along as expected. Housing fair is coming up next week and winter welcome week is in January. TOTUM negotiations were successful. To note: UoP TOTUM codes were sold in error at £2 cheaper per card than they should have been, making a loss on UoP of £2k. We've made the decision to honour those codes as reputation with the University is worth more than £2k, but been clear that we've honoured up to a certain amount of codes, and then anything over will go up to the correct price.

CONFIDENTIAL DISCUSSION REMOVED FROM MINUTES

AC: Digital consultancy: Mem+ website is up, and Business Development Manager (Sales + Partnerships) has not been aware of this - there is currently no business plan or targets. AC working with BDM on this. We have a draft Commercial MoU from Wildrocket. This has come with a template came from another SU with similar relationship. BoD can feedback and comment before going back to solicitor for a final draft.

BG: We have two contact points, and they only have one? They should also have two

AC: There is a comment on our working copy - we are asking for another person their end

BG: Normally an MoU can be a legal document - will there be a more detailed contract?

AC: Yes this is to get us going - there is a legal doc in draft form which is being built. This has gone back and forwards so we are moving forward on the Commercial MoU

BG: Are there things that are not going to go to the contract and terms - SLAs etc, if they are easily transported into the MoU - your cash flow will be key.

AC: We put them in the MoU, took them out and then just referred to the financial procedures so it means if we change the financial procedures, the MoU still stands

SA: Normally would see documented which one trumps the other?

AC: The contract trumps the MoU

SA: Is there a cooling down period?

AC: He's already provided product - we are already in

MH: Just to note - I applied to get the brochure and haven't received it

AC: This is because the Business Development Manager (Sales + Partnership) is off sick, but thank you for raising this, I will ensure this is sorted.

MH: Will the contract come back to the Board?

AC: Yes, the February Board

MH: For proposed amendments?

AC: I will probably put it out digitally first and then we will approve it. We have a digital decision making process to enable us to do this

BG: It would be helpful to provide a list of headings

MH: Is there any reason the termination of agreement is 6 months?

AC: It was taken from a template for another Students' Union and we thought it seemed about right

MH: Is that of the MoU or contract?

SA: It references this agreement, so it's the MoU

AC: Once it's finalised will send to Board of Directors for approval, including list of headings.

BOARD OF DIRECTORS APPROVED THE COMMERCIAL MOU TO BE SENT TO SOLICITORS

AC: At Board of Trustees, the auditors highlighted there is an outstanding loan from UPSU to PSUT (£7k) and this should be paid off as PSUT is in a strong financial position to do so in year. Board of Trustees signed this off but Board of Directors need to

MH: If we're down in year, should this be paid off?

AC: I can hold this off until Q4 once we know more information. There is no interest and this is a housekeeping exercise

Action: LJ to add loan repayment to Q4 Board of Directors meeting agenda

BOARD OF DIRECTORS APPROVE TO HOLD OFF MAKING A DECISION REGARDING THE UPSU TO PSUT LOAN.

6.2 Commercial Trading Report - for note and questions only (written by RL, presented by AC) **(Included in item 6.1)**

6.3 MOU approval (written by RL, presented by AC) **(included in item 6.1)**

6.4 Branding (AC)

AC: This went out to an external consultant for branding for the group and for sub brands. Board of Trustees signed off the master brand at the last Trustee Board. This paper is about the sub brand and the fact that SMT feedback and some general feedback around the organisation is that we were not happy with the first and slightly less unhappy about the second. Board of Directors need to approve an option. The recommendation is that we scoop this brand work and the sub brands into the work the Creative Producer (CP) is doing with the masterbrand and do a bit more research internally and using the second iteration as a basis. Option 2 is to accept - we decided that investing any further time on doing a whole new brand consultation is not what PSUT needs to do right now.

HS: I think it would be good to take internally if CP has the capacity

AC: CP has already agreed and has the expertise

HS: I agree with recommended option

SA: Option 2 doesn't feel very positive - if Redbrick have not been delivering, then internally merging with work already going on may be the best idea.

BG: I am happy to go with recommendation, but want to challenge why. It's recommended because it is the most cost effective and timely option. Is it more cost effective using internal resources and how is this covered?

AC: The CP is already doing the branding project with the masterbrand, it will be a parallel project and expanding that project rather than a stand alone project. If we go to Redbrick it will be an additional cost and we still have to pay University. With Redbrick it wouldn't start again, but with the University, it would take another year. The CP has just switched jobs internally, so he knows the Business. It's not just cost effective, it's effective.

BG: Does he have capacity?

AC: Yes, wouldn't be the top recommendation if it wasn't doable.

BG: Could he find a final year student as volunteer to help?

AC: Yes - we would look to bring in casual staff to do this

BOARD OF DIRECTORS APPROVE THE RECOMMENDED OPTION 5 IN THE BRANDING REVIEW AND TO GET CASUAL STAFF SUPPORT

CONFIDENTIAL DISCUSSION REMOVED FROM MINUTES

6.5 Trading Strategy Review (AC)

AC: This paper was written before the Training and Consultancy issues came to light. It is still relevant in that we will still do a trading strategy, but the timelines will be different

BOARD OF DIRECTORS APPROVED TO WRITE TRADING STRATEGY WHEN THERE IS MORE INFORMATION ABOUT THE POSITION OF PSUT

7. Finance Matters

7.1 PSUT Management Accounts for note - for approval (presented by AC, written by PG)

BOARD OF DIRECTORS NOTED THE PSUT MANAGEMENT ACCOUNTS

7.2 PSUT Year End Accounts (presented by AC)

BOARD OF DIRECTORS APPROVE THE PSUT FINAL YEAR END ACCOUNTS

7.3 Finance & Risk Sub-Committee Highlight Reports and Minutes 27th August 2019 - for note and questions (AC)

AC: Not much to note, other than the issues with TOTUM

BG: There was also a conversation about the debts that came out from the transitioning groups

BOARD OF DIRECTORS NOTED THE FINANCE & RISK HIGHLIGHT REPORT AND MINUTES

8. AOB

8.1 PSUT Risk Assessment (AC)

AC: Nothing to add - additions of TOTUM and Brexit. The Training + Consultancy risk will need to be added

Action: AC to add the Training and Consultancy Risk to the Risk Register and update the DCE when this is done

8.2 Resignation of Sabbatical Officer

- Now a Student Director has been recruited, Rama Hilouneh formally resigns from Board of Directors

9. Date and Time of Next Meeting

Tuesday 25th February 2020 at 3pm - Room 1, The Union Building

Minutes Approved: _____

Date: _____