

**Board of Trustees**  
**MINUTES**  
**3.00pm 11<sup>th</sup> October 2016**  
**Room 1, The Union Building**

**Present:**

James Belmonte (JB - Chair), Bethany Moody (BM), Alexandra Paschali (AP), Oludolapo Bolaji (OB), Ben Conway (BC), Rhian Johns (RJ), Ian Watson (IW), Ian Lockwood (IL), David Ayton (DA), Ryan Edge (RE), Jason Oakley (JO).

**In Attendance:**

Anna Clodfelter (AC), Tom Worman (TW), Fern Lewis (FL), Rebecca Beard (RB), Lucy Simpson (LS), Kaleke Kolawole (KK), Geoff Frost (GF), Fiona Cook – Minutes

**1. Apologies for Absence**

No Apologies received.  
Chair welcomed Sabbs and new student trustee.

**2. Declaration of Interests**

No declarations of interests.

**3. Minutes of Previous Meeting**

Minutes from 21<sup>st</sup> June 2016 agreed.

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

**4.1** Produce a year on year comparison of the budget figures and extract salary breakdowns and headcount for last 3 years– AC **REPORT ATTACHED**

**AP: UPSU will produce a 3 year line by line historic of budget with commentary on outcomes and impact.**

**4.2** Forward response from Maria Riccio to Trustees – AC **COMPLETE 23/06/16**

**4.3** Obtain confirmation in writing from solicitors of section 75 not being triggered in a closed scheme – AC **COMPLETE**

**4.4** Obtain a copy of the SUSS rules – AC **COMPLETE**

**4.5** Produce a matrix of Leadership delegated authority from the new TOR for November Board – AC **FOR JANUARY BOARD**

**4.6** Circulate information on the Board Away Day Format – AC **COMPLETE**

**5. Finance Matters**

**5.1** **Year-end accounts & trustee report for approval - CC/(AC trustee report only)**

Report taken as read. Item moved to end of meeting.

Blue Spire had completed their audit on UPSU and are happy to sign this with no recommendations for improvement. The trustees' report is detailed, as is typical for a students' union as this provides context for the uninformed reader and presents the case for why UPSU is a charity.

UPSU are not below their minimum requirements for reserves. The definition of reserves requires clarity and will be addressed by AC. The trustees' report will be amended to explain this.

The Chair has reviewed year-end accounts and the trustees' report in detail, however they will be reviewed further prior to approval.

The large difference on prepayments and accrued income are a timing issue that relates to pension payments.

Members of the Board can contact Chereilyn Cuthbert, Finance & Central Administration Manager, if they have specific questions.

Some data on restricted and unrestricted reserves has been aggregated for 2015. Data sets 2017 will follow the same format as 2016 to allow for comparison.

**AP: Year-end accounts and trustee report commentary will be adjusted based on appropriate definition of reserves**

**AP: Year-end accounts and trustee report will be further reviewed by the President prior to approval**

***BOARD OF TRUSTEES APPROVED THE YEAR END ACCOUNTS & TRUSTEE REPORT***

**5.2 SUSS Update - for note, questions only (AC)**

Report taken as read.

***CONFIDENTIAL DISCUSSION REMOVED FROM PUBLICATION***

***BOARD OF TRUSTEES NOTED THE SUSS UPDATE***

**6. HR Matters**

**6.1 Chief Executive IAP – for approval (JB/AC)**

Report taken as read.

The aim to achieve a formula for a block grant from the University is a very specific objective that is covered within objectives on sustainable funding and a five year financial plan, as well as AC's action plan. Using a formula will also reduce flexibility for funding available to UPSU.

Having a formula for a block grant can be reviewed after Project 25 audits have taken place and will not sit in the Chief Executive IAP.

AC considers the IAP to be appropriate, and main priorities are Project 25, the UPSU building, and financial projection. Priorities are highlighted through the IAP weightings.

***BOARD OF TRUSTEES APPROVED THE CHIEF EXECUTIVE IAP***

**7. Strategic Matters**

**7.1 Project 25 Update - for note, discussion & approval (LS/AC)**

Report taken as read.

Only one staff member is acting as a Champion for Project 25. This member has been selected due to his wider view of departmental areas. No other staff members will be invited to be Champions as all staff members will be involved throughout Project 25.

All OMG will receive audit training, and all staff members will be involved in auditing. The Project 25 team will not be involved in the content of the audit process but will provide support if required. The Champion will be used to support on issues and provided clarity and guidance. LS will attend OMG and CAT meetings to provide updates and receive feedback on Project 25.

The Project 25 sounding board will be used to keep the Project 25 team focuses and to provide expertise. Coordinators and Administrators can lack the distance required to provide this. It is important that all staff members are involved, but the sounding board is not an appropriate place to do so.

There are concerns that student focus is being lost in the steering group, however Project 25 reports to the Board which has wide student representation, and extensive student consultation will take place throughout Project 25. The consultation plan is currently being developed, and substantive progress has been made since the report was written.

The Project 25 team are unable to plan resources until the audit has taken place. The financial plan was set out in the original project outline, and financial planning will take place in the upcoming budget period. Financial modelling will be a partnership project with Blue Spire, as all UPSU financial plans and actions are. UPSU will ensure there is no key person dependency and will amend the Project 25 risks to reflect this.

The University aims to diversify their student portfolio and so not all students may be campus based. A Head of Forum has been elected as a representative from the University.

**AP: The possibility of key person dependency for financial planning will be added to risks of Project 25**

**AP: More detail will be added to Project 25 reports for information for board members so that they understand all processes taking place**

**AP: LS will be invited to Board of Trustees, Student Focus & Governance Committee, Operations Committee, and Finance & Risk Committee as Project 25 Operational Manager**

***BOARD OF TRUSTEES NOTED THE PROJECT 25 UPDATED***

***BOARD OF TRUSTEES APPROVED THE PROJECT CHAMPION FORMAT***

***BOARD OF TRUSTEES APPROVED THE REPORTING STRUCTURE OF PROJECT 25***

## **7.2 16/17 Operational Plan & KPIs - for approval (AC)**

Report taken as read.

It was noted that it is difficult to have context of KPIs without previous KPIs. The 15/16 figures will be shared with the Board.

Student understanding of finances will be measured through the Annual Survey.

UAB will assign a Student Champion to each appropriate operational objective to ensure UPSU and Execs are working in parallel. If the Student Champion does not deliver then the operational objective will continue as the Champion exists to provide further support.

There were two errors on the KPIs regarding the Housing Fayre and Student Travel show which will be amended. The KPI referring to 75% of clubs represented at committee training should read student groups.

**AP: UAB will assign a student champion to each appropriate operational objective of the KPIs**

**AP: The phrase “clubs” will be changed to “student groups” in the KPIs**

**AP: 15/16 KPIs will be shared with the Board**

**AP: The KPI for the Housing Fayre should read 1,000 visitors**

**AP: The KPI for the Student Travel should read 500 visitors**

***BOARD OF TRUSTEES APPROVED THE OPERATIONAL PLAN & KPIS***

## **8. General Reporting**

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

UAB will be voting on whether or not to align with Prevent, and will be asked to consult with the students they represent prior to this.

The Chair has met with Islamic society as an alleged member of the Prevent Board approached the society at Fresher’s Fayre and only spoke to Islamic Society. The society feels marginalised and confused as to why there are no students on the Prevent Board. UPSU are working to introduce student representatives to the Prevent Board.

The Activities Manager (NBD) has met with the University Police Liaison Officer (DF) and relayed concerns. DF informed NBD that there has been a recent influx of new staff members who have not yet received full training.

Islamic Society have informed BM that they feel the marginalisation is a long standing issue, and value UPSU representation in identifying the best outcome. The society have been given UPSU contact information to share with Prevent members if they so require.

It was suggested that the minutes of the Prevent Board are available, and this will be looked into if it is not possible to have student representation on the Prevent Board.

UPSU’s association with the NUS Prevent agenda will be reviewed at a later date.

Prevent should not have been in attendance at Fresher’s Fayre and this will be reviewed.

Having guidelines for addressing issues with Prevent may be seen as too negative, however all non-students should be removed from events, regardless of who they are.

UPSU will continue to update the Board on their progress with Prevent, and the risk register will be reviewed by the Board annually, including the risks of Prevent and what mitigation is taken.

The University will provide an update on their stance on Prevent and will work with UPSU for a combine status.

Prevent training should be delivered at committee training, and it will be reviewed as to why this did not happen.

If the rebuild of UPSU is approved then there will be two years during which UPSU has no building. The details provided by AC and TW was not taken to Estates planning meeting and the Vice-Chancellor has clear thoughts on where UPSU may move to.

The new building will be focused on student services, and will include UPSU. Wider documentation on new proposals keeps UPSU as a focus. AC and TW sit on the planning board and have ensured UPSU is considered throughout.

Consultation with students has started, however this was initiated prior to the launch of Project 25. If approved, the build will not start until 2019/20, and the current proposals vary greatly.

There is the opportunity to ask questions in the Annual Survey, however wording needs to be careful as this is a sensitive discussion. When the master planning process is complete, UPSU will be able to make more specific requests.

Progress on the diversity of staffing will link into NUS activity to use sector wide best practice.

**AP: UPSU will liaise with Islamic Society to agree advice needed with Prevent**

**AP: At the 1st board meeting of every year a full update on Prevent and what UPSU does and doesn't do will be provided**

**AP: An annual review of the risk register will take place by the Board, and will include Prevent**

**AP: UPSU will review Prevent's presence at Fresher's Fayre**

**AP: An update will be provided on the University's stance on Prevent**

**AP: The University and Union will liaise to create a joint statement on Prevent**

**AP: UPSU will investigate why Prevent training did not take place at committee training**

***PAPER NOTED BY THE BOARD***

## **8.2 Sabbatical Officer Reports – Sabbs**

Report taken as read.

UPSU has found it difficult to engage many students with the AMM so plan to embed the AMM into other events. They have been researching sector wide best practice and plan to use Cardiff's model of a student wish list. They understand that the AMM is crucial and would like to increase engagement.

AWIP offer free printing credits for students due to their use of advertising. The Chair will look into the possibility of using their services. The Chair is reviewing all required coursework, and is looking to digitalise text based submissions or increase credits based on the required submissions per course.

BM is currently working with Heads of Schools to support mental health initiatives, and will be identifying male mental health champions.

**AP: The possibility of using an external company for free printing credits will be researched**

***SABBATICAL OFFICER REPORTS NOTED BY THE BOARD***

**8.3 2016/16 Fresher's Report – for note, questions only (TW)**

Report taken as read.

The following items of the report were clarified:

The KPI footfall was 16,000 and the 15/16 actuals was 14,000

The 93% satisfaction score was based on scores of 7/10 or above

The 50,000 branded items included brochures, magazines, literature etc

Snapchat was launched as a new trial

The International Student Fayre was a new event spread across a weeklong period. This is the first time the event has taken place and it was student led

The student charter explains what student clubs commit to. Less than ten groups have not signed it, and they were not present at Freshers' Fayre

It is not possible to identify who does not attend Freshers' Fayre and why as UPSU is not able to collate this data. TW will discuss access to the University's starter survey.

Footfall is counted with a clicked. UPSU are aware that this does not account for students who visit the fayre multiple times.

**AP: UPSU access to the University starter survey will be reviewed**

***FRESHERS REPORT NOTED BY THE BOARD***

**8.4 Finance & Risk Sub-Committee Minutes 23<sup>rd</sup> August 2016 - for note, questions only**

Report taken as read.

Sponsorship available to clubs will be increased due to the removal of sponsorship from Eskimo 11. UPSU will be implementing a more robust sponsorship policy that prevents student groups from obtaining sponsorship from certain sponsors. They also hope to review the funding policy to support students further so that student do not need to rely on sponsorships, and will provide guidance on fundraising methods and appropriate sponsorships.

Concerns were noted with Eskimo 11 and their use of social media and a local monopoly that is not beneficial to UPSU. There is currently no events company on the same scale as Eskimo 11

and it is thought that students will continue to engage with their events, regardless of their relationship with UPSU.

Committee members have control over posts on their social media accounts and, although committee members are often engaged with Eskimo 11, they appear to have an appropriate working conduct. UPSU will review the code of conduct and reputational risk of individual relationships with Eskimo 11 and conflict of interests that may occur.

UPSU is currently discussing their relationship with Eskimo 11 with the University. There has always been a conflict with Eskimo 11 and charitable events, and this has escalated since July 2015. UPSU are being encouraged by the University to cease their relationship with Eskimo 11, and all three parties will be meeting to discuss the best course of action. It is agreed that the conflict is not workable, and UPSU will terminate the agreement if necessary. It is expected that the University will support this decision, and that they will provide financial assistance to reflect the loss of income that Eskimo 11 provides. A further update will be provided at Finance & Risk and January Board of Trustees.

There is a perception that a lot of UPSU marketing over the summer was focused on Eskimo 11 and Freshers' events rather than charitable activities, however limited charitable events operate during this time.

**AP: UPSU will review the code of conduct and reputational risk for students associated with Eskimo 11**

***F&R SUB-COMMITTEE MINUTES NOTED BY THE BOARD***

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

None.

**10. Any Other Business**

**10.1 Sub-committee members - for note - LS/AC**

Report taken as read.

KK to be added as sub-committee member.

***SUB-COMMITTEE MEMBERS NOTED BY THE BOARD***

**10.2 Clerking expectations – LS**

Report taken as read.

The Board would like minutes to contain main discussion points and all action points. The Chair and CEO will approve minutes prior to circulation.

***BOARD OF TRUSTEES AGREED THAT MINUTES WILL BE BRIEF WITH MAIN POINTS AND ACTION POINTS***

**10.3 Bye law amendments for approval – JB**

Report taken as read.

The Good Governance Officer has no voting rights due to the nature of their role.

The election guidelines are not an appendix to the bye-laws, but are a non-binding document.

UAB should be an actioning body, not a decision making body. Ideas should not be taken directly to UAB. The Sabbatical Officers and RB will review this amendment.

**AP: Point 3.22 of the bye-law amendments will be reviewed**

**BOARD OF TRUSTEES APPROVED THE BYE LAW AMENDMENTS**

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

Tuesday 31<sup>st</sup> January 2017 at 3.00pm  
Room 1, The Union Building

**12. A.O.B**

There was concern that sabbatical support for campaigns may be unbalanced. Any sabbatical support given to campaigns, such as the NUS referendum, will receive equal sabbatical support due to the influence of these positions. The NUS referendum will form part of the Annual Survey in November.

**ACTIONS**

Agenda Point	Action	Who	Update	Status
4.1	UPSU will produce a 3 year line by line historic of budget with commentary on outcomes and impact.	AC		<i>Completed</i>
5.1	Year-end accounts and trustee report commentary will be adjusted based on appropriate definition of reserves	AC		<i>Completed</i>
5.1	Year-end accounts and trustee report will be further reviewed by the President prior to approval	JB		<i>Completed</i>
7.1	Possibility of key person dependency for financial planning will be added to risks of Project 25	LS		<i>Completed</i>
7.1	More detail will be added to Project 25 reports for information for board members so that they understand all processes taking place	LS		<i>Completed</i>
7.1	Lucy Simpson will be invited to Board of Trustees, Student Focus & Governance Committee, Operations Committee, and Finance & Risk Committee as Project 25 Operational Manager	LS		<i>Completed</i>
7.2	UAB will assign a student champion to each appropriate operational objective of the KPIs	JB		<i>Completed</i>
7.2	The phrase "clubs" will be changed to "student groups" in the KPIs	AC		<i>Completed</i>
7.2	15/16 KPIs will be shared with the Board	AC		<i>Completed</i>
7.2	The KPI for the Housing Fayre should read 1,000 visitors	AC		<i>Completed</i>
7.2	The KPI for the Student Travel should read 500 visitors	AC		<i>Completed</i>
8.1	UPSU will liaise with Islamic Society to agree advice	FL		<i>Completed</i>

	needed with Prevent			
8.1	At the 1st board meeting of every year a full update on Prevent and what UPSU does and doesn't do will be provided	AC		<i>Completed</i>
8.1	An annual review of the risk register will take place by the Board, and will include Prevent	TW		<i>Completed</i>
8.1	UPSU will review Prevent's presence at Fresher's Fayre	AC		<i>Completed</i>
8.1	An update will be provided on the University's stance on Prevent	JO		
8.1	The University and Union will liaise to create a joint statement on Prevent	JO/ AC		<i>Completed</i>
8.1	UPSU will investigate why Prevent training did not take place at committee training	RB		
8.2	The possibility of using an external company for free printing credits will be researched	JB		<i>Completed</i>
8.3	UPSU access to the University starter survey will be reviewed	TW		<i>Completed</i>
8.4	UPSU will review the code of conduct and reputational risk for student groups associated with Eskimo 11	FL		<i>Completed</i>
10.3	Point 3.22 of the bye-law amendments will be reviewed	JB/RB	Reviewed and change delayed until governance report completed	<i>Reviewed and change delayed</i>

**CONFIDENTIAL ITEMS**

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Minutes Approved: \_\_\_\_\_

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