

Board of Trustees
MINUTES
2pm, 21st April 2020 2020
Digital Meeting via Hangouts

ACTIONS

Action	Who	Update	Status
Share actions to UMT	LJ		Complete
Complete attendance monitoring form	LJ		Complete
6.1 Work with PG to find out if the cessation of trading impacts on how much VAT we are able to reclaim	AC	Update in minutes	Complete
6.2 Put something out for a digital discussion workplace regarding budget plans before the Board of Directors and Finance and Risk on 26th May 2020.	AC	Paper sent out in May 2020	Complete
6.2 Add potential Covid-19 recurrence to RAID Log	AC/FL		Complete
12.4 Send out review of sub-committees out digitally	AC		Complete

CONFIDENTIAL ITEMS

7.2 SUSS Legal Matter Update	Confidential item
8.1 Staffing Structure Update	Confidential item
8.2 Ex-employee Matter	Confidential item

Present:

Helena Schofield (HS - Chair), Gerard Matthews (GM), Rama Hilouneh (RH), Hayley Turner-McIntyre (HTM), Tom Plant (TP), Ian Robinson (IR), Vicky Turner (VT), Baldev Gill (BG), Jason Oakley (JO), Mohammad Karmol (MK)

In Attendance:

Anna Clodfelter (AC), Fern Lewis (FL), Destiny Karakus (DK), Mike Kiddell (MK - observer), Brendan McCarthy (BM - present for 12.1 and 12.2), Nick Smith (NS - Governance Expert - present for 12.1 and 12.2), Laurie Jones - Minutes

Not In Attendance:

Carole Myall (CM), Zach Messer (ZM), Mary Williams (MW)

1. Apologies for Absence

Mary Williams (MW)

2. Welcome and Adoption of Trustees

Formal resignation from Jason Oakley

Welcome and formal adoption of Mary Williams, University Nominated Trustee

3. Declaration of Interests

No declarations of interests.

4. Minutes of Previous Meeting

Minutes from 28th January 2020 approved.

5. Matters Arising and Action Points From Those Minutes

5.1 None

6. Covid-19 - 50 minutes

6.1 Strategic Level Update (AC/FL)

- Finance, Risk and Governance:
 - Paper at 6.2 for Finance

- Risk - RAID log which captures risk, action, issues, decisions and SMT use this on a twice weekly basis to update and add as they arise
- Governance - investigated charity commission requirements of reporting. A number of SUs are impacted to the point of being insolvent without Government support - big commercial Unions are losing multi-millions in the last two quarters but UPSU is not in this situation so do not need to report anything to the Charity Commission. Will be regularly reviewing this.
- PSUT:
 - Unable to trade - key issue is financial which is picked up in 6.2
 - Looking at higher losses than originally anticipated due to the cost to sale and ongoing management charge costs, added to the lack of turnover - loss of £75k when originally only looking at £91k profit
 - **Action: AC to work with PG to find out if the cessation of trading impacts on how much VAT we are able to reclaim**
 - **Action complete - response from PG:** *It should not change things from a PSUT perspective - VAT on any expenditure should remain fully claimable on the basis they were still business related (though would imagine a decrease in expenditure for the period). The Union might see a bit of an increase in irrecoverable VAT on its overheads which are partially recoverable, depending on the ratio of business income (societies/events, which might reduce) and exempt income (sports, which we were expecting to drop out?) in the period. It will be possible to see this on completion of the Q3 return (due 7th June) and Q4 (due 7th Sept). To note, all organisations have the option of deferring VAT payments over the next few months, though HMRC will still expect the amount to be paid by the end of the 20/21 tax year.*
 - Have now furloughed the remaining PSUT team with effect from 23/04. Casual staff have also been furloughed. Only remaining PSUT employee is % of AC. All staff furloughed are being paid their full salary.
 - Have applied to the Government for grants which is 80% of salary and we have chosen to top up to 100%. Grants should be paid in 6 days
 - There will be no more trade for this year; except for potentially some digital business income because student unions are going digital and lots don't have the same digital support.
 - Business Development Manager (Sales/Partnerships) will come back off furlough after 3 weeks to do work with partners and work with digital partner to see if there is anything we can do for digital business
 - Looking at 3 options: Business as usual, socially distant, or completely digital
 - There will need to be discussions around liability going forward, appetite to maintain PSUT if it remains solvent, whether the Board prepared to retain PSUT with no profit for the next 12 months. Would be looking for feedback at the Board of Directors in May and the Board of Trustees at the end of June.
- Staffing:
 - Currently there is a recruitment freeze
 - SMT is supported by 2x Strategic Projects Coordinator. The biggest issue is that the Finance and Central Administration Manager (FACAM) is off on long term sick leave which has been very challenging. Peter Greaney (PG) has been a good support but we do not have access to the same regular financial information. Working with PG to come up with another plan.
 - Redeployment of staff is working well - already in a good place to do this as we are an agile organisation.
- UoP Relationship:
 - At the time of writing, we were thinking about how to replace involvement with the University with the removal of the silver crisis response groups. Student Focus and Advice

Manager has done a good piece of work to ensure that staff and Sabbs are involved in all the key decision making committees that replaced the silver group.

- Sabbs have done fantastic work, lobbied really hard, representing students in difficult and challenging conversations with the University
- Key piece of work is to maintain excellent relationships and trust at the same time as lobbying University on challenging and key issues.
- Strategic Planning:
 - Strategic direction has already been agreed and set but due to circumstances, underpinning work has halted. We have actually catapulted 2 years forward in representation, lobbying, activist activity
 - Next step is to revisit strategic planning with this 'as is' state.
- **BOARD OF TRUSTEES NOTED THE STRATEGIC LEVEL UPDATE**

6.2 Financial Position and Planning (PG/AC)

- Financial position for this year:
 - Budgeted surplus of £107 including the pension
 - PUST is looking to lose £75k. We were tracking about the same amount ahead of budget - in simple terms, the PUST loss is wiping out additional surplus which is why not at huge risk
 - PSUT is not giving any profit so we intend to do a cost saving exercise in-year. Although we have been verbally promised our block grant as static, there is still concern that the University does not know what their intake will be and what that impact will be. It would be irresponsible not to have a concern about a potential block grant cut.
 - Need to protect surpluses and funding as much as possible as we go into the uncertainty of next year. The increased pension deficit contributions will kick in the following year.
- PG has given cash position and low risk liquidity - £600k which is around 5-6 months of operation and there is information on background on how PG is supporting in FACAM absence
- Budget assumptions
 - PG has recommended not to do scenario planning as can't predict the correct scenario
 - The proposal is to use the 19/20 budget and roll that budget to 20/21 making only changes as identified on the slides
 - Final bullet point on PUST contribution - assumption that the best case scenario is 50% turnover
 - Will do a RAG rated set of costings we would remove based on if those at risk areas of funding did not come to fruition. This is based on impact and risk assessment
- Timing - the plans for PUST will drive the forecasting. The first piece of work will be to do an 'in-year look'. We will do a quarter 2 forecast and we will do an in year cost saving exercise to the end of the year. In parallel, we will do some forward looking to what our best case and worst-case scenarios for PSUT and the RAG rated budget piece of work will be done in line with that. Then will bring for approval at Finance and Risk and to the Board of Trustees a best-worst case budget plan.
- Trustees requested a board discussion to input in some of the options to understand it better
- **Action: AC to put something out for a digital discussion workplace regarding budget plans before Board of Directors and Finance and Risk on 26th May 2020.**
- Management accounts - huge period of change so intend to get the Q3 management accounts at the next Board meeting.
- Only staff currently furloughed are from PSUT, the charity staff are still working from home so charitable objectives can be met.
- Completing year end accounts - may need to add something in as to why we haven't reported to Charity Commission. May need to add a recovery strategy, or strategies for Covid-19 recurrence.
- **Action: AC/FL to add potential Covid-19 recurrence to RAID Log**
- **BOARD OF TRUSTEES NOTE THE HIGH LEVEL FINANCIAL POSITION**
- **BOARD OF TRUSTEES APPROVE THE ASSUMPTIONS AND BUDGET MODEL PROPOSAL**

6.3 Operational Level update (FL)

- Student Support and Campaigns Workstream - Sabbs will update in item 10.2
- Staff and Wellbeing Workstream
 - Staff are all working from home - managed to do this very quickly
 - Support for staff through pulse surveys, insuring they are not isolated, managers checking in regularly, access to mindful employer and resources
 - Introduced staff newsletter, virtual lunch bench and we are actively encouraging more training
- Business continuity
 - Maintaining comms with internal staff and trustees
 - Maintaining business relationships with UoP staff - balance comms with them and activist vs pacifist campaigns and bring them round to a new way of working
 - Maintaining comms with external partners
- Core services
 - Making sure Freshers' Fayre is planned - currently eventualities of normal, gathering of 500 or less or virtual
 - 3 versions of activity for 6-8 months to plan for all eventualities
 - Working with University, caretakers and estates to ensure building is in a fit position to return
 - Staff resource issues - e.g. working from home and equipment
 - GDPR compliant - everyone has received a briefing
 - H&S - everyone has signed a H&S form for working from home

7. Finance Matters

7.1 Quarterly Management Accounts - **nil report** (AC)

7.2 SUSS Legal Matter Update (AC) **CONFIDENTIAL DISCUSSION**

7.3 Budget Update (AC/PG)

- Budget process is detailed in item 6.2

8. HR Matters

8.1 Staffing Structure update (AC) **CONFIDENTIAL DISCUSSION**

8.2 Ex-Employee Matter update - verbal update, full paper to F&R Committee (FL) **CONFIDENTIAL DISCUSSION**

9. Strategic Matters - Covered in Covid-19 Update

10. General Reporting

10.1 Organisational Health and H&S Highlight Report (including KPIs and CE Objectives - for note, questions only) (AC)

- Everything is covered in other papers and in this paper - nothing is masked by the Covid-19 situation. SMT have as much control as possible and nothing is being missed.
- **BOARD OF TRUSTEES NOTED THE ORGANISATIONAL HEALTH AND H&S HIGHLIGHT REPORT**

10.2 Sabbatical Officer Reports (Sabbs)

- Manifesto points have taken a back seat due to reactive Covid-19 Response projects taking priority
- President:
 - Accommodation: partnership with existing Rate Your Accommodation website called Marks out of Tenancy. Free partnership, just need students to fill out reviews. Marketing has not gone out yet due to Covid-19 comms
 - Women in Leadership event - postponed to 1st October and HTM is taking over

- Rent contracts during Covid-19 - many students have gone home and have asked their landlords and providers rent releases from contracts. Written to private halls providers in Portsmouth. Most of them have agreed. Looking to do a similar things with HMOs in private landlords, although this is more complicated
- No Detriment Policy - found out that Southampton were implementing this policy. Petition has been started by a student that has 8000 signatures. There are loads of different ways to implement this, but aim is for Covid-19 to not negatively impact students end of year grades
 - Accreditation of degree from accreditation boards - this applies differently to different courses, so some would not be able to do this as the course will not be accredited. For those it does not apply to (e.g. those regulated by professional bodies) there will be other mechanisms of support.
- UPSU hardship fund - University is already doing something similar so would be duplicating work.
- VP Education and Democracy:
 - BAME Attainment Gap: support from University of Sussex, aim to have student volunteers and students employed next year.
 - Water dispensers and microwaves: this has been approved and will be installed when the University is back open
 - Feedback System: planned some co-creation sessions which have been cancelled, but will be continuing this next year.
 - Can't Predict Me campaign: use of predicted grades affecting students admission into University, particularly those from working class or BAME backgrounds. Good opportunity to raise awareness about the BAME attainment gap
 - Non - negotiable exams: University already started conversations with professional bodies, so this is to see if students had the support they needed from the Student Union
 - Online resources - we did a survey and the issues raised were that the quantity of online resources are not enough. Starting a campaign with a suggestion box. It was also about closing the feedback loop.
 - Support for PGR students - as a Union we are not great at supporting PGR students. Working with Grad School, created a Facebook group which is a community for PGR students so they know they are supported and sharing resources and links around mental health and funding
- VP Sport
 - Standardised Kit: Working with Sport and Rec and close to finishing contract. Covid-19 has slowed this process but will be complete before term ends
 - International Playing Tours: Working with the Global Team and have discussed places students can visit and what partnership Universities we have. Key sports are cricket, football, rugby and netball but this can branch out to other sports clubs
 - Give It A Go: This was really successful when it was able to run
 - Working on LGBTQ and BAME in sport
 - Purple points: sports award scheme which has had really good student engagement
 - Work with Global Office about supporting international students
 - Working on fun/engaging social media content
- Welfare
 - Recycling Reward Scheme: Difficult for this year to implement due to getting the right contacts in the University but will carry on next year. Now have a recycling hub in the Union.
 - Landlords accountability: creating template for students to use emails to landlords to negotiate ending contracts early
 - Policy and education on sexual misconduct: Discussions with University about reporting procedure and including in the student code of conduct. OfS have also been in contact with the University so it is a big topic for them. Work will be carrying on next year

- ECF process - working with Sabbs to ensure deadlines being extended appropriately to make up for lost time and support students best we can. Sent a letter to the heads of schools. Many courses are taking on the suggestion of a minimum of 5 working days extension, but wanted to have a 10-day extension. It is on a course-by-course basis.
- Discussions with University for Student Experience and Wellbeing - personal tutor and welfare calls
- VP Activities
 - Media expansion: working with Wild Rocket and now they are working normally this will be progressed.
 - Travel Opportunities: most have been cancelled for the summer, but hopefully it is a good inspiration for next year. Travel Fair and Make Your Summer Count was successful
 - Winter Welcome Week - success, but numbers not as good as expected. Will be held next year for those January starters, especially the refreshers fair with some changes. Held a Pride event which had a good attendance.
 - Fun/engaging social media content - Sabb outreach, wellbeing advice, quiz etc.
- **BOARD OF TRUSTEES NOTED THE SABBATICAL OFFICER UPDATE**

10.3 Finance & Risk Sub-Committee Highlight Report & Minutes from 25th February 2020 – for note, questions only (TP supported by AC)

- **BOARD OF TRUSTEES NOTED THE FINANCE AND RISK SUB-COMMITTEE HIGHLIGHT REPORT AND MINUTES**

10.4 Board of Directors Highlight Report & Minutes from 25th February 2020 – for note questions only (HS supported by AC)

- **BOARD OF TRUSTEES NOTED THE BOARD OF DIRECTORS HIGHLIGHT REPORT AND MINUTES**

11. Trustee Matters Arising From Democratic Committees

11.1 UAB Update (FL)

- 88% of positions on UAB filled. Unfilled positions were: Part-Time, Distance Learner and Mature network chairs.
- 23 ideas in total with 600 backers across those
- Campaign highlights: lobbying to save and improve the Waterhole Bar; improvements to bus service; strong support for English Literature students idea
- Improvements: more development of training for UAB, more campaign based work and UAB to take a lead rather than Sabbs, more contributions of papers and risk assessments need tweaking to ensure ultra vires is fully considered
- Can't Predict Me Campaign was highlighted as ultra vires
 - Concern that it was not directly targeting our students.
 - This has been mitigated by RaH as the campaign focus has moved to UoP admissions and raising awareness on the BAME attainment gap.
 - Students who had been impacted by the predicted grades were A-Level and GCSE students so thought it would be a perfect way to introduce the BAME attainment gap and get discussions started. Directed to students going to UoP and how they have been impacted
- **BOARD OF TRUSTEES NOTED THE UAB UPDATE**

12. Any Other Business

12.1 Mem/Arts Review (BM/NS)

- Nick Smith (NS) is governance expert that has been sourced externally - he has a rich background in Student Unions, Higher Education and the Charity Sector
- Update on Memorandum and Articles of Association review. Timescales went through Student Focus & Governance in December.

- Risk assessment - NS given us good feedback and reassurance with the Covid-19 situation and despite the current situation, we still have the ability to continue this review as it's a Union priority
- **BOARD OF TRUSTEES NOTED THE MEM/ARTS REVIEW**

12.2 Company Law Membership (BM/NS)

- Broadly, there are two models: lots of Unions in the past (including UPSU) have every student as a company law member which means they have various powers and voting rights and if you want to do anything like change Articles, must have the ability to ask every student. It is now more common in lots of organisations that whilst everyone is a member for most of the business they undertake, for things related to governance, company law members are a much smaller group. E.g. University of Portsmouth - the company law members will be the Board of Governors rather than every student.
- Proposal: company law members are just the trustees - students can still appoint leaders, have a say in politics, representative policy but won't be required to appoint auditors or in the future if there is a change to the articles, you will ask students, but you won't be required to do proxy, obey company law rules about notice, and other onerous rules which don't add anything to student experience.
- Reason we need to know now is that it makes a difference to the Governing Documents. If all students are Company Law members there are 13 articles related when this can be changed to one paragraph if trustees are company law members.
- Process to make trustees company law members:
 - It will need to go to a student body meeting of usually 100 students. It will need to follow company law process/rules with things like due notice
 - It will need to go through the University and to the Charity Commission and Companies House. As you are using the NUS model, it's unlikely they will have any issues with this
 - We can do this in tandem with the Mem/arts review - looking to do a meeting in October and we can do this at the same time. Expectation is to do it all in one go with proper explanation for students
- **BOARD OF TRUSTEES APPROVE THE CHANGE THAT TRUSTEES WILL BE COMPANY LAW MEMBERS RATHER THAN STUDENTS**

12.3 Elections Report (FL/BM) *Verbal update*

- Elections took place in February
- Total of 17 candidates
 - Academic Representation Officer: 3 candidates
 - Democracy and Campaigns Officer: 5 candidates
 - Development Officer: 3 candidates
 - Learning Experience Officer: 2 candidates
 - Welfare Officer: 4 candidates
- 2953 voters, which equated to 30,784 votes
- Elected candidates:
 - Academic Representation Officer: Edward Walls
 - Democracy and Campaigns Officer: Destiny Karakus
 - Development Officer: Mike Kiddell
 - Learning Experience Officer: Rama Hilouneh
 - Welfare Officer: Hayley Turner-McIntyre
- Now focus us on induction, particularly a remote induction
- No formal complaints or anything raised where the RO needed to get involved
- **BOARD OF TRUSTEES NOTED THE ELECTIONS REPORT**

12.4 Sub-Committee Positions (AC)

- **Action: AC to send our review of sub-committees out digitally**
- It was agreed that the sub-committees will be reviewed annually

Thank you for Jason Oakley for his hard work in his position of University Nominated Trustee and good luck in his new role

13. Date and Time of Next Meeting

Tuesday 23rd June 2020 at 2.00pm
Room 1, The Union Building

Minutes Approved: _____

Date: _____