

Board of Trustees
MINUTES
4.00pm 21st June 2016
Room 1, The Union Building

Present:

Nick Johnson (NJ - Chair), Elisa Kanagarajah (EK), Rhian Johns (RJ), Ian Watson (IW), Ian Lockwood (IL), Orion Brooks (OB), David Ayton (DA), Jamie Mitchell (JM), Carla Watton (CW), Jason Oakley (JO).

In Attendance:

Anna Clodfelter (AC), Tom Worman (TW), Rebecca Beard (RB), Chereilyn Cuthbert (CC) – left after agenda item 5.2, James Belmonte (JB), Oludolapo Bolaji (OB), Alexandra Paschali (AP), Bethany Moody (BM), Ben Conway (BC), Lucy Simpson (LS) – Minutes

1. Apologies for Absence & Introductions

Introductions made.

Apologies received from Joanna Miguens & Ryan Edge.

DA congratulated on his ratification by UAB and continued student trustee status for 2016/17.

2. Declaration of Interests

No declarations of interests.

3. Minutes of Previous Meeting

Minutes from 22/03/16 agreed with amendments to 8.1 (Liberation not LBGT).

4. Matters Arising and Action Points From Those Minutes

4.1 Update website & Companies House with new Trustee details – LS **COMPLETE**

4.2 Take final Media Guidelines to SF&G Committee – AC **COMPLETE**

4.3 Investigate the Boards concerns about the resourcing of the change project and bring back to Board - AC **COMPLETE at 7.1**

4.4 Look at Student involvement throughout the entire business plan – AC **COMPLETE at 7.1**

4.5 Check the Prevent process from a Charity Commission viewpoint - AC **COMPLETE - EMAIL SENT 31st March**

4.6 Send manifestos of incoming Sabbatical Officers to Trustees – RB **COMPLETE**

4.7 Action the byelaw changes as follows: the GGO to be added to UAB as the Chair and Sabbs will remain as advisors and not members of UAB – RB **UPDATE. The HYS team are currently undertaking a system wide review, which will end on the 27th June following a final meeting where all actionable changes for Year 2 proposed/debated/reviewed/challenged etc. over the last couple of months will be agreed and finalised. This will then enable the HYS team to implement all Bye law amendments required, including these two in question, in one go, ready for circulation and questions and finally October Board sign off.**

4.8 Governance to be picked up as part of the Governance review work that is currently going on – AC **COMPLETE**

4.9 Organise Board Dinner for after 21/06/16 – NJ **COMPLETE**

4.10 Confirm a date and organise away day for trustees - AC/LS **AGENDA ITEM 10.3**

5. Finance Matters

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

Report taken as read.

IL – looking the Budget and the elected officers line, it says £5000?

CC – it's been widely reduced only because a lot of the training and associated travel /welfare costs are now sat in Student Voice as they are the ones who actually sign it off. So the

Sabbatical budget has been really reduced. They will have oversight on what Student Voice do but if you look at Student Voice section, that is huge as it contains all of the travel etc.

IL – in the note (schedule 6) it says £1000 as opposed to £5000 so one of those figures is incorrect?

CC – the rest is detailed on the next page so the total is £5000.

IL – a question on the salaries total. There is a total of £84920 where on note 4 it's £839?

CC – but it also includes the 2% which is in a separate line.

IW – questions on budget. Block grant has gone up by just under 10%. Why is that?

AC – because NJ asked for it and they agreed. We put in an investment proposal for £240k and they agreed to give us £100k of it in this year but they did say that's all they could afford this year so they are looking at increasing our funding.

IW – a question rather than a thought, when looking at the budget and see that our commercial income is dropping by 6% year on year but our block grant is going up by almost 10%. Our dependency on the goodwill of the University increases and our risk profile goes up significantly and our ability to control our own destiny moves away from us. Concerned about that long term, particularly as we start to think about project 25. We should be aware of this as an issue going forward that we don't lose sight of the fact that the more we can do to become less reliant on the gift as it's more than 80% of our income.

AC – the way that we've tried to look at it (NJ/TW/AC) is to work with the University so we become essential to their delivery so we are looking at their strategic aims and objectives over the next 5-10 years and we are a service provider and they are therefore giving us this money to deliver some of their strategic aims. Therefore, we are not a nice to have, we are essential to the development of the University.

IW – but we still want to maintain the separation so we have the ability to challenge and not be part of them as we should be representing students. Conscious that the more dependent we become on them for funding then the less our ability is to weigh against them. It's not something we need to do anything about but it's something we need to bear in mind as we go through our long term plans.

NJ – doesn't think it stops our ability to challenge but it is a fair point especially with the leave campaign and the big decision at the end of the week and how the University sectors changing and how reliant we are on that funding. It's something to bear in mind long-term especially if the University is getting less students and therefore less money. In terms of representation doesn't think that the money relationship necessarily stops that.

IW – just conscious that we have taken a hit with the commercial budget this year and if we're saying we're prepared to let it slide then that is fine operationally but we just need to think about what we want to do about this long-term as it doesn't feel like it's the right direction if we're going to look at an independent model.

IW – the other point on the salaries – got confused by the numbers as it says that the salaries have gone up by £46k but they have gone up by £83k year on year. The £46 might relate to last years budget but not last years end? Couldn't work out headcount and thinks this should be included as couldn't work out if the increase was year on year wage inflation or headcount.

AC – there is a staff structure paper coming up later but we can do this piece of work and set it out very clearly.

IW – it feels like it's a significant increase. We have an additional £100k block grant and we are spending £83k more on staff salaries. What would we have done if we hadn't got the increase in block grant? Would we still have done this?

AC - last year we had some pilot staff salaries in the investment line so they weren't sitting in the salary line. They've been pulled through into the salary lines (3 of the 4 roles were retained).

IW – where do we see that drop down on this budget?

AC – because what BoT have got is not broken down line on line on last years but this can be extracted for BoT.

IW – it's very hard to look at this budget so what would be really useful would be a year on year comparison just as a presentation so the story can be told as can't get the story from these figures. Interested in setting out the budget, less worried about phasing, more worried about what's happening year on year and showing where things have been reallocated and headcounts, wage inflation.

Action – AC to produce a year on year comparison of the budget figures and extract salary breakdowns and headcount

CC – the staff pilot roles £40k are listed as a separate line in the management accounts.

BOARD OF TRUSTEES NOTED MANAGEMENT ACCOUNTS

5.2 Budget for Adoption - CC/AC

Report taken as read.

NJ – this has already been approved by Finance & Risk Committee.

IL - looking at the cashflow as it is related to the budget and where we're going with the budget and the increases in the salary. The question is will this cashflow impact so it would be useful to understand it as part of this conversation.

AC – we have business as usual going on and the growth and development of the organisation and we also have this future Project 25. At the moment we have both and we don't know where Project 25 is going to take us. We are a service delivery organisation and therefore it's the people that makes things happen and that's where our costs sit. We are currently running with payroll at about 60% of turnover. What we've got here and with the cashflow, until 19/20 (it says 18/19 but give or take £20k) we are stable and safe. By which time we will know where we're going with Project 25, what staff we need, HR resource strategy to deliver that, then we will have the 5 year financial plan and we'll know what PSUT needs to deliver, or do we go to the University and ask them for more funds. What is it that we're going to deliver and what do we need to do it? At the moment, we have to continue the growth and development and the continuous improvement for the students. We can't stop and wait. We knew last year when we were budgeting that we were about £80k short of the staff structure that we aspired to and we had that conversation in the budgeting process last year. The Board agreed to sit it in the investment line and we took it out of our reserves. When we did the budgeting process this year we pulled half of them in and we put in the new staff structure at the lowest cost that we can to heighten the delivery of the service that we deliver at the moment. It's not going to continue like it is as it can't, something has to change but we don't know what it is yet but in 18 months we will know more.

IL – it's just that the cashflow projections even without Project 25 don't look great.

AC – we will need more steer because our aspiration is that we double our block grant and we start getting the block grant that we deserve that the bigger Unions already receive. They are funded properly by their University. We've crept up by £60k the first year AC was employed, and £100k this year but it's by us asking rather than looking at the model and telling them, this is what we are going to delivery for the University to make sure that students stay here and this is how much it's going to cost, so do they want that or not and if not then we'll downscale and have different scenarios and models and the associated costs to deliver the service that the students deserve from their Union.

IL – happy with that but needs input from other people to understand where we're going with it. From a business perspective the forecast looks bleak but we need to be able to have the markers in to be able to review at certain points so if Project 25 drifts too far out, what would we do? How do we reduce this drift so we can bring it back to being a sustainable business, whether that's going to the University or reducing headcount? We need to have plans in place.

AC – yes and this is Project 25.

RJ – we knew what we were getting into this time last year when we set last year's budget and had those pilot roles. That was always going to be the prediction and we know that but wanted to try these pilot roles and see how they went. What would be really helpful would be

anecdotal feedback as well as the paper on how those roles and how the staffing structure now looks the way that it does. Thinks the Project 25 is fantastic and the critical first steps in this have to be looking at the overall budget and predictions out to 25 and beyond as this can't continue like this. We can't be sat this time next year saying we haven't resolved this issue. Doesn't see this as a massive risk.

IL – we didn't know Project 25 was coming out so there is another level with additional costs.

RJ – that's fair but in terms of the cashflow piece that wasn't a massive surprise so doesn't feel like a big risk as long as the mitigation is early enough in the process of Project 25.

IL – absolutely and this is fundamental. If it turns it around and part of Project 25 tells us what things will look like in the future and here's the cashflow relating to that it will be brilliant.

NJ – is any of this going to be looked at during the Away Day?

AC – not sure we can look at cashflowing and financial projections but we can look at modelling of some scenarios. We won't know by August 23rd any more than we know now. Visioning stuff, yes but not what it's going to cost.

RJ – what would help is knowing more about what the University is looking to achieve over that time frame. To have some really good clear information from the University about their predicted student numbers, what their demographics are going to look like etc. would be really helpful in terms of us then setting something up which does provide a service that is going to delivery some of those University priorities. It's a much easier conversation to go to the University and say, we need a bigger block grant because we are going to be delivery x, y and z and are prepared to sign up to KPIs.

AC – these are the kind of conversations that we're having with Paul Hayes at the moment. Which is why we have got the funding to deliver some of the things we are trying to deliver. We did talk about having someone from the University come and chat at the away day unless JO could do this?

JO – if you give an idea of what is needed and the time period then very happy to bring that back. It's just knowing what we want – student numbers and predictions will be available on what they are hoping to achieve and also thinking about the wider implications and things the University wishes to deliver.

NJ – we can pick this up again in 10.3 when we discuss the Away Day. Thank you to the Finance Team and AC for all their hard work on the budget process this year.

BOARD OF TRUSTEES APPROVED THE ADOPTION OF THE BUDGET AS APPROVED BY F&R COMMITTEE

BOARD OF TRUSTEES NOTED THE CASHFLOW

5.3 SUSS Deficit Update (AC)

Report taken as read.

CONFIDENTIAL DISCUSSION

BOARD OF TRUSTEES NOTED THE SUSS DEFICIT UPDATE

6. HR Matters

6.1 Update on amendment to structure – AC

Report taken as read.

RJ – anecdotally how have the pilot roles worked?

AC – the Advice Centre pilot role has become a triage role. It's completely changed the delivery of the service so the impact of that role in particular was significant. The impact from the roles in Student Voice has also been significant with our principles going forward with Project 25 and that is where the investment must be. The Finance Administrator pilot didn't work so well but we took the original need and looked at it with the changes that have happened particularly in Student Opportunities this year and re-allocated that administrative support across that department. We took it out of Finance and put it over in Student Opportunities. The biggest impacts were in the student facing services and the growth and development in those areas has gone towards us getting this funding because the University has seen the development and

the improvement within those departments and the impact it is having on students. We've always been very good over in Opportunities, we've had the resource to deliver to the clubs and societies but the 2 elements of our charitable aims with the welfare and the representation were running on tiny staff structures. So we've really seen big impacts from those 2 roles. But if you deliver a better service then more students engage in it therefore you need more people to administer it so that's where we are now, putting the administrative support in to allow our coordinator levels and manager levels to work with students to develop the services. Otherwise we will just stand still.

DA – on this point, we are putting a lot of positions in students facing roles, how much do we have in terms of support of the back room teams (HR/Finance etc.)?

AC – there's never enough. There's a limit to the amount of people we can have and if we're going to have people then we need to be looking after our students and work with the infrastructure we've got to make it as slick and effective as it can be to deliver the back office. We need to look at the structure in the Finance & Central Administration department. More people means more recruitment and LS can't do it all on her own so that's going to be the next place that we look. We haven't looked at that structure.

DA – each year we are adding these great positions but we need to think about what happens if we grow our staff team next year then we need to look at capacity.

AC – and this is what our cashflow / Project 25 is all about. We are at capacity and we are not having any more people for this model. We are in transition and we need to be clever and look at where we want to be in 10 years time. The investment we have just made is the most informed investment based on the impact of what we do as an organisation.

RB – although the majority of roles are administration roles, what we've done is promoted our coordinators to line managers. So although we have brought in additional staff and resource, we have been smart in terms of the way we have re-structured the overall framework. This enables HR support to be absorbed into the coordinator function which professionally develops them as a result. We are utilising other external sources for training and development as well so we are being smarter.

IL – with that restructuring would like to see the impact on headcount and what the cost to the budget is in terms of salaries as this is an on-going expense.

AC – it's an increase of about 9% of total salary, if you lay in what was in the investment line. What we've paid out in payroll last year and next year is about a 9% increase.

IL – that still sits in the 60% model?

AC – that puts us at 60%, we were on around 51%.

IL – and the headcount?

AC – will also track back over last 3 years so we can see it clearly (action detailed in 5.1).

BOARD OF TRUSTEES NOTED THE UPDATE ON AMENDMENT TO STRUCTURE

7. Strategic Matters

7.1 Business Analysis Project Update

Report taken as read.

NJ – we are asked to discuss and approve the objectives and timeline and the budget expenditure from surplus.

AC- at last Board there was a presentation about what we have been doing. This time TW/AC have brought a mini-business plan about what's happening with this project. What has been circulated is not what the delivery of what Project 25 is going to be but the change management project which will get us to a point where we know what we're going to do, know how many people we need to do it and how much it's going to cost over the next 10 years. It's a basic, broad time line with some basic objectives, who's going to do it, by when and what good's going to look like.

RJ – looks good and very exciting. The question is what is in scope and what is out of scope. Given that so much of this is around really understanding the students and being their voice to

the University. Is the democratic structure and all the current stuff in-scope or out of scope? Or is it *the* scope?

AC – it has to be in-scope because the democratic structure is representing our students and we do what they ask us to do. Thinks it has to be added to the in-scope as it's not in the out of scope either, it's just not on there at all.

RJ – agrees. It has to be but wasn't quite sure that it wasn't sitting in-scope or out of scope as it was the scope.

AC – we've fallen into that trap that RE brought up before, that we've got this structure over one side and democracy on the other and how do they come together? So actually if we bring it in-scope with this project it will force us to bring what appears to be those quite separate areas of operation together as they are one thing.

RJ – at the moment we have the Charity, PSUT and democracy as 3 quite separate things but maybe part of Project 25 is saying that actually commercial does need to be a bit separate but is there something about the Charity and democracy fundamentally being one and the same thing.

IL – agree with that but we need to be careful about how far we bring it into scope.

AC – it's happening anyway.

IL – we don't want to bring it into scope to review the whole thing if it is fit for purpose.

AC – it's being reviewed anyway.

IL – we need to be careful about how far we bring it into scope of Project 25. It's a separate project and if the results of that project are fit for purpose with Project 25 then that's fine but wouldn't bring it and try to review it as part of the project and have this project team looking at it.

AC – thinks it has to, as number 1 in-scope is departmental activity and the Student Voice Department is delivering democracy so therefore it has to be. A bit of clarity that we have to include the democratic areas in there is required. Mainly because when RJ asked the question, it caused hesitation rather than straight away saying it's in there. That's why.

IL – some more bodies might be required in the time-frame then.

AC – we might. It won't fundamentally change the time-frame as this is the plan from where we're standing at the moment. Will add democracy to the departmental activities in the Project Plan.

RJ – if it's not in there then we may forget and we'll keep it separate and the whole point of this project is making sure that representation is the thing and therefore we've got to be really mindful about the language we use and how we position it in here otherwise it will get lost.

AC – agrees because it was lost.

JO – being new to this thinks it is a fantastic idea and an ideal time as the University is undertaking big changes as well and it's important that we are linking with those changes so we maintain our unilateral stance on things as well as being student advocates. Also making sure we're not doing things that the University should be doing. Working with them to fill the gaps by providing the student support but not providing the support that the University should be providing. Going back to previous comments, we are in danger of being a victim of our own success in certain things and we don't want to become a substitute for something that should be offered by another institution.

OB – where it talks about student engagement at appropriate milestones, how are we defining that? Which sections of students are appropriate at certain times considering that the research coordinator won't be starting until November? How are we starting engagement with students on this project before we have the research coordinator?

AC – this project came from engagement and consultation with students, it exists because of that. Therefore the consultation to get us to this point has already happened because that is where it came from. The engagement and involvement with students this talks about is the engagement and involvement with the change management project. The consultation is really difficult as we are talking about what this organisation will look like in 25 years time. It will be

done in the way the project team and board decide to do it as an ongoing basis but it is very different to consulting about a referendum or fair funding which impacts on students tomorrow. This is visioning stuff and we need to be consulting with people who aren't born yet. The consultation has happened and will continue to happen as it's at the heart of the entire project as that's what it is about. It will be engagement and involvement rather than consultation – it's a different way but similar to the way the university do their strategic planning. They define principles based on what they have been told and what they think about themselves, looking at ideas and involvement in the change etc. That's why it talks about involvement rather than consultation.

DA – just on the point of consulting with people that haven't been born yet, are we consulting with people of 6th form age, partner colleges etc?

AC – if we can afford it then it would have to be included. We would like to ask the University to support us with this as it would have to be external as we don't have the resource.

CW – we have partner and associate colleges as well that we go out to anyway and talk about course reps etc. They run A-level courses and pre-university courses so it would be worth going into those.

BOARD OF TRUSTEES NOTED THE BUSINESS ANALYSIS PROJECT UPDATE & APPROVED THE OBJECTIVES AND TIMELINE AND THE BUDGET AND EXPENDITURE FROM SURPLUS

7.2 Operational Plan Update

Report taken as read.

OB – because of Project 25 we are extending the last year of the theme into 2018 so are we changing the KPIs at all to link with that or are we just going to deliver the same in 2 years rather than 1 year?

AC – both of those things. What you're looking at are the KPIs for this year, what we're looking at doing for next year to give our teams the capacity to start Project 25 and yet still deliver our current day to day aims, this won't look like this for next year. Some of the lower level (tick box exercises) that were important to us 3 years ago but actually are being delivered in a different way or will be picked up Project 25 anyway, will be removed. TW has done a lot of work looking at the model for objectives and KPIs for next year so it will look significantly different. We will still deliver the strategic aims, but some of the lower level actions, if they don't fit with the Project 25 principles, we won't do.

OB – and this will come back to Board?

AC – yes.

BOARD OF TRUSTEES NOTED THE OPERATIONAL PLAN UPDATE

8. General Reporting

8.1 Chief Executive Report to include Prevent update

Report taken as read.

CONFIDENTIAL DETAILS

OB – we have changed the frameworks we are doing and are now working towards the NUS Quality Framework, who does that sit with?

AC – everybody and will become part of everyone's objectives and KPIs. People will audit and get themselves a phase A score and then there will be action plan from that for each department. Probably overseen by SMT and reporting into Leadership. The responsibility for the development plans will sit within each department.

RJ – can we have a matrix of delegated authority for the new Leadership TOR? Things like, recruiting to a certain level or spending a certain amount over budget.

Action – AC to produce a matrix of Leadership delegated authority from the new TOR for November Board.

PAPER NOTED BY THE BOARD

8.2 Sabbatical Officer Year End Summary Presentations (at end of agenda)
PRESENTATIONS NOTED BY THE BOARD

8.3 Operations Sub-Committee Minutes 26/04/16
 Report taken as read.
MINUTES NOTED BY THE BOARD

8.4 Student Focus & Governance Sub-Committee Minutes 14/04/16
MINUTES NOTED BY THE BOARD

8.5 Finance & Risk Sub-Committee Minutes 24/05/16
 Report taken as read.
MINUTES NOTED BY THE BOARD

9. Trustee Matters Arising From Democratic Committees

9.1 Byelaw Amendment for Approval
 Report taken as read.
BOARD OF TRUSTEES APPROVED THE BYELAW AMENDMENT

10. Any Other Business

10.1 Review of subcommittee structure including A&R bye law change
 Report taken as read.

AC – when we put the new sub-committees in a year ago we agreed that we would review them after a year. In simple terms, we think they are working quite well. We think the Terms of reference need to be looked at and tidied up a bit. What we did discover was that when we did the re-structure we forgot about the Appointments & Remuneration Committee. We had a lengthy conversation about what we should do with it, do we need it etc. Therefore the proposal is that the 3 main responsibilities are allocated amongst the other existing new committees.

CW – sounds logical.

IL – did RE have some comments?

AC – he didn't send it in to NJ. It was left with him to contact NJ and he hasn't. AC has had a conversation with him and he was happier at the end of the conversation but said he was going to talk to NJ.

IL – and he hasn't?

AC – no. Can raise his points if required?

NJ – yes.

AC – RE was concerned that taking A&R away diluted the strength of the governance because the A&R committee is responsible for remuneration (mainly CE and Sabbatical Officers). If it's on any of the other committees then they are made up of Sabbatical Officers and staff so therefore that dilutes the governance. He asked AC to look at Cooperative Groups A&R committee. They have a more complex structure than ours with remunerations as well (they have directors and packages etc.), which we don't have. He also said that the committees were changed in October 2015 and to change them now and then potentially again after a governance review – are we at risk of a situation of constantly changing governance practices and what does this display to our members? He also asked if Leadership considered how this fits in with the governance review and how the governance issues raised may effect this decision. AC responded that the review of the committees did not find any holes in the committee structure that A&R or similar should fulfil in addition to what we already have and we are already in a position where our governance agenda suits our organisation. AC read the Coop groups TOR but there are only 30 of us in total and it fits them but doesn't necessarily fit us. In regards to further changes so soon after a structure change and governance review, AC believes an effective Board should review its committees at least annually anyway which is why

the TOR and membership are reviewed annually and also AC personal view is that it doesn't weaken our governance structure, having a slick, effective and sleek governance structure allows for board members to engage and therefore it strengthens it. RE responded that he was grateful for AC's responses and he would get in touch with NJ.

NJ – what's the boards thoughts? It's difficult with RE not being here. Is there a rush for this decision?

AC – only that we would need to reschedule A&R.

NJ – can we proceed without RE here?

IL – yes as his views have been shared.

AC – we can take his views on board.

IW - the A&R only meets once a year?

AC – yes.

DA – agrees with the reallocation of 2 of the responsibilities but thinks the appointment of the new Chief Exec is too big a role to put on the Operations Committee.

AC – what happens currently is that all A&R does is appoint a panel and somebody to agree a process. In the past an HR consultant has been appointed by A&R to undertake the recruitment of the Chief Exec.

DA – in the trustee training last August they spent half a day on how to appoint a chief exec. The opinion of the trainer is that Trustees should be heavily involved in that process.

AC – absolutely and a good HR executive is the person that you need to do that. We don't have that level of expertise in the organisation. All A&R would do is appoint someone to do that.

BOARD OF TRUSTEES NOTED THE SUB COMMITTEE REVIEW

BOARD OF TRUSTEES APPROVED MAINTAINING THE CURRENT BOARD SUB COMMITTEE STRUCTURE OF OPERATIONS, FINANCE & RISK AND STUDENT FOCUS & GOVERNANCE SUBJECT TO A FULL REVIEW OF THE TERMS OF REFERENCE AT THE FIRST MEETING OF THE 16/17 CYCLE

BOARD OF TRUSTEES APPROVED REMOVING THE APPOINTMENTS & REMUNERATIONS COMMITTEE WITH ASSOCIATED AMENDMENTS TO F&R, SF&G AND OPERATIONS SUB COMMITTEES AND THE RELATED CHANGES TO THE RELEVANT BYELAWS

10.2 NUS Discussion (NJ)

Report taken as read.

NJ – RE asked for an NUS conference report to be submitted. One amendment to the paper – the NUS effectiveness is that we bring in £36k per year for NUS sales not £22k. RE wanted us to discuss the effectiveness of NUS and the value for money, whether we should hold our NUS referendum separately to our Officer Elections and whether the Board should have a stance yes or no during the referendum. Feedback was asked for from RE before the meeting but we didn't receive anything. Not sure how easy it is to look at the effectiveness of NUS but open to people's thoughts on the report.

EK – thinks we should hold the NUS referendum separately from the Officer Elections. Since we've combined the Student Officer Elections with the Sabbatical Elections there's a lot to go through when you're voting and we're adding more and more things and this is too important. It's becoming more and more of a hot topic and we need to have it standalone as it's become that important.

CW – doesn't think Trustee Board should have a say in whether we affiliate with the NUS. Believes it should be completely student led decision and it should be through referendum. Understands that there are a lot of financial matters about the cost and effectiveness of paying out to NUS but it should be student led rather than Trustee led.

DA – talking about holding it separately – lots of politically engaged students (those that would get up and campaign for either side) because we hold it at the same time as our Sabb elections and because they want to run as a Sabb, concentrate on that campaign rather than the NUS campaign so thinks it would be good to hold it separately. With regards to the Board decision

on whether we should affiliate or no, it should be a student decision. However, if we think it's not good for our beneficiaries to be a member of the NUS as a Board we should say that. We have all these figures in front of us and a lot of expertise in the room we could say to students that as Board we don't think we should affiliate (like the government did in the EU referendum as an example). Then students can make up their own mind. The decision should ultimately be the students but as a Board we can say no/yes because we have that expertise, knowledge and skills to make that decision.

JO – the facts could be presented accessibly and effectively so people can look at them and make up their own minds as opposed to us having any stance. We should definitely be reaching out there by presenting the facts with the benefits, the perceived risks and try to make sure as a Board that this is done fairly.

CW – agrees with JO that it's more of a transparency and clarity thing. We need to be transparent to students about what it costs us and the benefits rather the Board taking a stance for either side.

IL – the clarity of information about the benefits of being a member or not, we should give that. Whether we as a Board should take a position – thinks we should probably take a neutral position. Give out the facts and let the students decide rather than trying to influence it. Even amongst us, suspects there will be a difference of opinion so difficult for Board to take that decision.

IW – why is this question we are asking? What is the burning platform to say this is an issue?

AC – doesn't understand why NUS affiliation is untouchable by Board. We pay almost £50k for something. Surely as a Board, you should have an opinion on whether or not that significant amount of money we pay annually is effective for our beneficiaries. Never understood why it's such a big lump of money that the Board never discusses. We discuss lots of other lines in the budget and whether they're effective and impactful etc. but we never put out if this affiliation is. What are our student members getting for their £50k and if they didn't get it could they still get what they want and we look at it in a different way? Not saying, absolutely the Board should go out there with a stance but doesn't understand why NUS affiliation is not looked at by Board when it's such a significant investment annually.

NJ – the trigger for it being discussed is that several NUS delegates went to NUS conference in March and there was a back lash from a result of what happened at conference and all the delegates from Portsmouth and others in the room thought that NUS wasn't fulfilling its purpose anymore. It's lost sight of what it's there to do and NJ personally feels that running it with the Elections means the debates aren't partaken at the level it should be as a lot of the facts are hidden. A lot of the decisions at conference were supporting the ideologies of the officers that were elected and not representative of the 7 million students it was meant to be representing. As a result of that several other SU's have gone to referendum.

EK – just had one year as a Sabb and before just thought NUS was just a discount and a lot of students think this. Having engaged with NUS this year, has felt that it does not represent our students. There are a lot of campaigns that NUS do that represent a certain type of student which we don't have lot of in our University. There was nothing that EK felt she could engage with NUS this year that would have particularly helped in any way if didn't share the same interests as the campaigns they were running. There was very little that EK felt as a Sabb could engage with NUS with what EK wanted to do with manifesto points which EK felt would impact on the students she represented. Which is why it's so important that we flag up the fact that the NUS is not just a discount card. It's a lot more than that and it needs to be highlighted a lot more and it isn't highlighted enough in the Sabb Elections.

JO – picking up on what Ac said, there may well be objective measures which we can look at and which maybe Board should have a say on which are linked strictly to financial. But there is a wider issue for the student body to decide on whether we should be affiliated. These are maybe 2 separate things.

AC – agrees.

CW – looking on the NUS website and it says that the students union decides on whether to affiliate based on the views of its individual members. Was wondering if there was some rule of contract that says you have to have a referendum in order to affiliate or disaffiliate to the NUS?

AC – you have to have cross campus ballot (the exact wording is in the Education Act).

DA – having a stance at Board is not saying we're not going to go to referendum, it's whether as a Board we should say, yes we should affiliate or not. We're not saying we are making the decision at Board.

OB – moving the referendum away from Elections, it should be in the first term. We run AMM in the December and we ask students to approve affiliations to BUCs/SRA etc. and we include NUS but they can't actually say no as we've already voted to affiliate. Students can't say no at that point as it's already gone to cross campus ballot.

NJ – so to clarify. In terms of moving the referendum away from Officer Elections, everyone's happy with that. RB to work with Student Voice Team to work out when this will be held next year.

IW – are we sure a referendum is the right thing for this issue? With a referendum you are going to end up with almost half the population cheesed off. You then have a huge healing issue to deal with. Is that where we want to spend our energy? What is this trying to solve? The turnout for the Sabb elections was 20% which means 80% of the students didn't bother. That feels very uncomfortable as a democratic process. Can't see us getting any higher than that in a referendum but you're asking a very simple question. Are we sure we want go there because once we've done it, (like the EU referendum) these things are hard to reverse. You can't leap in and out. Why is the NUS broken, can we fix it, why aren't we fixing it? Why aren't we affiliating with like-minded others who are also cheesed off as presumably we aren't only Student Union to feel this way. Why aren't we saying, ok we want to change this and how do we do this? Or do we collaborate and say, there is an alternative to the NUS and we set up something extra. If we go down this route then you are loading the gun and then you have to pull the trigger. Not taking a view one way or the other but just thinks that referendums are a very blunt instrument. You will never be able to explain the complexities of the benefits of being affiliated or not being affiliated. There are no facts, there are only views.

NJ – we have the referendum every year.

RJ – what can we do and can't we do from the byelaws on affiliation? Some Unions have it very clearly in their byelaws that it has to be a student triggered referendum for example.

DA - byelaw 10:

10.1. External Affiliations

In accordance with the Education Act 1994 external affiliations can be approved at AGM, General Meeting or by Cross Campus. Where a cross campus ballot is used it should follow the guidelines outlined in 10.2

10.2. Cross Campus Ballot

1. Where external affiliations are decided by cross campus ballot. In this instance they should follow the guidelines outlined in 10.2.2, 3 & 4

2. The ballot will only be valid if over 10% of the full membership vote, otherwise, the issue shall be put to the next General Meeting

3. The Trustees may appoint a returning officer, and allocate funds as they see fit

4. As far as possible, the ballot should comply with the Byelaw 5, the regulations for Elections

AC – so it's what it says in the Education Act along with our election rules.

JO – 10% is an incredibly low figure.

NJ – a lot of the turnouts for referendums were extremely low.

JO – that's quite scary that 90% of the people may not have actually taken part. Talking about the focus of the NUS and what it's about. If the student view is about getting a discount then removing such a small thing to some people might not be such a big impact and trying to set up

something yourself is quite difficult to do. We might like people to engage more in other things the NUS does but for many people it will be quite small focus.

EK – coming back to that, it's so much money that we spend on it and the fact they only see it as a discount is really bad. If they knew how much of their own money was spent on it then they would try and understand that it's more than just a discount. Most of the time you only need a student card to get a discount not an NUS card. From an AU point of view, there's always so much talk about the AU wants more funds and then we spend this money year on year on the NUS.

DA – an issue with the discount is the Unions approach to the discount throughout the year. For example if you go on the UPSU website, the first thing that flashes up is often the NUS discount. It's almost like the Union is campaigning the entire year to stay in the NUS. As an organisation we are promoting the discount. When it comes to the referendum in March then people do believe it's about discounts as this is what as a Union we are telling them about the NUS. There's very little on the website about how the NUS spends the money so it's what we're doing as a Union to tell students about the NUS and that's why students are obsessed with discount because that's what we're telling them it's about.

NJ – so we as a Union need to be more open and transparent about the work NUS does.

RJ – agrees with having the referendum earlier and see how it goes. There is something that we need to pick up in Project 25, do we actually know whether students of Portsmouth feel that NUS campaigns are relevant to them or not because it might be that the 80% of students that are not voting in the Sabb elections actually would feel really strongly about some of the NUS campaigning if they knew what it was. So actually one of the things that NUS are very good at is particularly the liberation groups. Those are the things that historically at Portsmouth have not been looked at because of the demographic of students but with this demographic changing it might be that those are the very things that we need to start looking at. Within Project 25, as we're shifting our attention and focus, NUS may become more relevant to us and this is possibly something that we need to be thinking about.

BOARD OF TRUSTEES NOTED THE NUS REPORT

BOARD OF TRUSTEES APPROVED THE MOVING OF NUS REFERENDUM AWAY FROM SABBATICAL/OFFICER ELECTIONS

NJ – there are mixed feelings about whether the Board should have a view during the NUS referendum.

IW – believes we need to have a view because you can set out the facts but there are also lots of useful stuff that NUS offer (as detailed in the report) and you can't put a quantifiable value on that so there will be no facts so believes the Board has to have a view.

JO – would want more data in terms of what the discount offers in terms of savings to the students so this can be compared to the costs. If they save £100k then would consider it is money well spent.

NJ – is this something Board can decide closer to the referendum?

RJ – actually really disagrees with IW. It's impossible for us to quantify. An LGBT student on campus who feels really strongly that the only way they are going to get representation is through NUS. This can't be quantified what difference it makes to an individual student. Want them to have the opportunity to speak up and say it.

DA – can we not say as a Charity/Business we think financially but politically we are not going to say?

RJ – we can't separate the 2 out. You can't go to NUS and say that we only want their politics not their commercial stuff.

NJ – can we pick this up in the Board Away Day?

BOARD OF TRUSTEES AGREED TO PICK UP THE DISCUSSION ON WHETHER THEY SHOULD HAVE A STANCE ON THE NUS AT THE AWAY DAY ON 23RD AUGUST.

10.3 Board Away Day 23rd August – theme and format

AC – due to time constraints, will circulate information.

Action – AC to circulate information on the Board Away Day Format

10.4 Sub-Committee Allocation

NJ – just to let Board know that Sabbatical Officer allocation onto sub-committees will be completed over handover and will go to Leadership. Board will be informed of decisions.

10.5 Bank Account Signatories

LS – to note for the minutes, the Barclays Bank accounts need to be changed on a yearly basis with the agreement of the Board. The following will become the official bank account signatories for both UPSU and PSUT from 1st July 2016 and all other named on the account will be removed:

- Anna Clodfelter
- Tom Worman
- 5 new Sabbatical Officers (James Belmonte, Alexandra Paschali, Oludolapo Bolaji, Bethany Moody, Ben Conway)

The persons named on the 4 deposit accounts (Charity Bank, Lloyds Bank, Santander & Unity Bank) will change as follows on 1st July 2016 and all others named on the account will be removed:

- Anna Clodfelter
- Tom Worman
- President (James Belmonte)

11. Date and Time of Next Meeting

Tuesday 11th October 2016 2016 at 3.00pm
Room 1, The Union Building

NJ – thank you to all out-going Sabbatical Officers and good luck to all new Sabbatical Officers.

AC – thank you to NJ as Chair.

ACTIONS

Action	Who	Update	Status
5.1 & 6.1 - produce a year on year comparison of the budget figures and extract salary breakdowns and headcount for last 3 years	AC		Complete
5.3 - forward response from Maria Riccio to Trustees	AC	Sent 23.06.16	Complete
5.3 - obtain confirmation in writing from solicitors of section 75 not being triggered in a closed scheme	AC		Complete
5.3 - obtain a copy of the SUSS rules	AC		Complete
8.1 - produce a matrix of Leadership delegated authority from the new TOR for November Board	AC	FOR JANUARY BOARD	Ongoing
10.3 - circulate information on the Board Away Day Format	AC		Complete

CONFIDENTIAL ITEMS

5.3 - SUSS Pension Deficit	SUSS PENSIONS MATTER - CONFIDENTIAL DETAIL
8.1 – Chief Executives Report	CONFIDENTIAL DETAIL

Minutes Approved: _____

Date: _____