

Board of Trustees
MINUTES
3.00pm 22nd March 2016
Room 1, The Union Building

Present:

Nick Johnson (NJ - Chair), Elisa Kanagarajah (EK), Rhian Johns (RJ), Ian Lockwood (IL), David Ayton (DA), Jamie Mitchell (JM), Joanna Miguens (JMg), Ryan Edge (RE), Carla Watton (CW), Jason Oakley (JO).

In Attendance:

Anna Clodfelter (AC), Tom Worman (TW), Rebecca Beard (RB), Lucy Simpson – Minutes

1. Apologies for Absence

Apologies received from Ian Watson & Orion Brooks.

2. Formal approval of the resignation of David Franklin and approval of Jason Oakley as the University Nominated Trustee

BOARD OF TRUSTEES APPROVED RESIGNATION OF DAVID FRANKLIN AND APPROVAL OF JASON OAKLEY AS THE UNIVERSITY NOMINATED TRUSTEE

Action: LS to update website & Companies House with new Trustee details

3. Declaration of Interests

No declarations of interests.

4. Minutes of Previous Meeting

Minutes from 12/01/16 agreed.

5. Matters Arising and Action Points From Those Minutes

**5.1 Work with media to pull together a set of media guidelines that they can sign up to – RB/OB
VERBAL UPDATE BY AC.**

AC - The guidelines have been updated and are now with IW and have been approved by the student media groups. Just waiting for IW comments and then they will be completed. They don't need to come back to Board if IW is happy.

RJ – is Endsleigh happy?

AC – all we've done is add the principles IW talked about from News Core and just tweaked it.

RB – Endsleigh wanted 5 caveats added which have been done and IW has also added feedback to this.

AC- will take it to SF&G when complete.

Action: AC to take final Media Guidelines to SF&G Committee

5.2 Reissue Management Accounts – AC COMPLETED

5.3 Remove Sports Strategy from future BoT Agendas – LS COMPLETED

5.4 Circulate the SWOT analysis – AC COMPLETED

5.5 Update the missing KPI section – RB COMPLETED

5.6 Establish protocols for communication of actions relating to freedom of speech and Prevent
AC – after discussions with TW & RJ, why would comms about Prevent be any different than comms about any other incident? Therefore, it will be picked up in the comms strategy.

TW – we will be doing a review of comms protocols for November board.

5.7 Check the coaching pack is adequate – RB COMPLETED

5.8 Add films to the risk register – TW COMPLETED

5.9 CONFIDENTIAL ACTION

5.10 Sabbs to discuss GGO and Trustee collaboration at UAB & Leadership – NJ/CW/OB/EK/JM going to SF&G14/04/16

5.11 Progress the suggestion of a University Governor on the Union Board of Trustees

AC – this went to Leadership yesterday and the agreement was that it will be picked up in the Governance Review which is happening next year. This will look at student officers, sabbatical officers (due to a HYS action), byelaw updates and now Board make up and membership because the Board would like a University Governor added and because of this we would then need to look at student membership and the weighting. We've agreed a process (having spoken to Adrian Parry – Director of Corporate Governance). He recommended that we have quite a stringent process for appointing the University Governor to help us manage the process and get the right Governor. If it's approved through the Governance Review then we have an agreed process in place to go forward, but this isn't going to happen quickly, it will happen over the next year or so. We are proposing that it is an addition to the current makeup of the board and there may be additional student trustees that go along with it.

RJ – will this flow through the SF&G Committee?

AC – yes, all the Governance Review will be through SF&G.

IL – if we are reviewing how we appoint a University Trustee are we doing the same for externals at the same time so they are aligned?

AC – the agreement yesterday is that the process would be the same. There were 2 options put to Leadership yesterday. One was to receive nominations by University Governors, followed by a selection process. Alternatively, a straight selection process where we send out packs to all Governors that are eligible and then select by applications. The second option was approved yesterday. Therefore it is the same process as for externals.

6. Finance Matters

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

Report taken as read.

AC – the detail is in the F&R Minutes. We are predicting a surplus rather than a deficit and by the end of April, beginning of May there will be a plan taken to F&R on what we intend to do with that surplus. It will be dependent on budget outcomes and funding requests from University outcomes.

BOARD OF TRUSTEES NOTED MANAGEMENT ACCOUNTS

6.2 Budget Update - AC (verbal)

AC – we budget bottom up here. Budgets are now in and CC will be collating these over the next couple of weeks. We give extra time for the student led budgets in the activities department. CC collates all the budgets and then SMT will go through them and work out the difference between the money we have and the money they want in each department and we then have a 2 day process on 21st/22nd April to guillotine the budget to get it back to a budget that we can run. F&R have indicated that we should put in a break even budget this time and not another deficit budget because we invested so much last year, so that's what we're heading for subject to funding coming in from the University. **CONFIDENTIAL COMMENT**

BOARD OF TRUSTEES NOTED THE BUDGET UPDATE

7. HR Matters

None

8. Strategic Matters

8.1 Business Analysis Project Update

Report taken as read & presentation by AC (slides attached)

AC – this all started from the 5 year planning process and it got to a point where we decided we needed some external help and from tender appointed John from Aperio. We have now had 4 full days and many more hours of research and exploration (departments, SMT, Sabbs, across departments). Managers and Sabbs came together and were really open about the good, the

bad and the ugly. It was tough and staff were extraordinary. The outcome was that we believe that we are here to represent students, listen to them and do what they need. This sounds really simple but it took this process to be able to clarify that this is what we need to do and establish what we believe is our purpose. The next stage is to work out what we need to keep doing and what we don't and this is going to be a really hard process over the next 6-12 months. We did decide the criteria against which we are going to evaluate all of the things we now do to enable us to make the decision. It will be built into everyone's IAP next year and we will do it across the organisation.

DA – on research papers slide, what does Union driven not student driven mean?

AC – rather than us sitting here and waiting for students to come to us and tell us what we need, we go out and find them.

AC – from all this we have now come up with the guiding principles that we propose that we will use as a Union moving forward, that will direct our strategic planning and in turn, our financial planning. There's some pre-work we need to do with the analysis and evaluation but this is not going to be a separate process it's going to be alongside and part of our strategic planning process (as this is what it is – the future focus of the Union). There may be more change than there would normally be with a strategic planning process but we don't know that yet so it will all run together over the next 16 months. We are proposing that at some point we will need external help just to keep us on track, particular as we haven't really looked at the business yet (only the Charity side). The external help really helped to focus on things that we wouldn't have seen otherwise.

QUESTIONS:

JO – are we any closer to understanding the charitable status?

AC – yes, our core purpose is to advance education by advancing the people and to do that we need to talk to them as individually as we can get. RJ is in the middle of a piece of work about targeted research at Kings.

RJ – this is fascinating and really exciting but it depends how far we want to take it. We've done a couple of in-depth pieces. One in-depth piece of research with the University specifically looking at the International Student experience. Another piece that we've done on our own looking specifically at the Liberation community and we're half way through doing a piece on post-graduates. We've uncovered loads of stuff but particularly with the Liberation project, we've unearthed all of these people who we didn't know were there who desperately want to talk to us and do stuff and we've suddenly got a whole group of individuals wanting more of us and our time and we're not set up to deal with it. The knock-on effect of that is they also want to talk to the University more and more and one of the challenges on this is are we ready and how do we get ready? And secondly, is the University ready to listen because at the moment UPSU has an amazing relationship with the University compared to others but it might be that we unearth a lot of different views that we haven't heard before and the University might suddenly find that we're telling them things they didn't know and will they be open to listening as there might be some hard truths?

JO – what mechanism do we feedback to the University.

AC – all sorts of ways.

JO – that is one of the issues that there are lots of avenues and if there is going to be a concerted effort to gather information, having an effective forum to feedback is going to be really important otherwise you could get it diluted via so many different points of contact that nothing ever gets resolved.

AC – GG has been talking to us a lot about capturing this 'low level noise' before it turns into catastrophe. How do you have those constant conversations and fix stuff? How that feeds back via Paul Hayes, the Course Rep System, Tutors, Student Hub, there always going to be lots of ways to feedback to the University and thinks the culture of the University would be that, yes, they would not just be up for but also wanting that student feedback. They want to know what students are saying. Are we ready? Not at all but we know that we're not and part of the

work we're doing with John is organisational readiness and this on-going cyclical process of when this comes at us, what goes or where do we get the additional resources from or where do we sign post it to, to make sure it still happens and we can continue to evolve. Until we look at the internal process of where our resources are we can't even begin to do this with the way we do things currently. This is why this is going to be such a long process before we can even begin to start to do it and there is some additional resources required for us to start to have these conversations and still allow us to do business as usual throughout the change process. We know we aren't ready but we are starting to think about how we could be.

CW – with the whole business development review that we did, the biggest problem we identified was that we weren't meeting our charitable aims and the second biggest problem was that we're not getting the feedback from students. The first problem is being addressed but not so much for the second problem. How are we going to do this? What kind of things are we looking to put in place in order to get that feedback from students?

AC – that's down the line as it depends on all sorts of things.

JMg – is the aim to speak to every demographic? How are you going to break this down?

AC – exactly. The aspiration has to be everyone. In different context (but applies), the NSPCC vision is about 'no child will ever have cruelty against them'. People said is that realistic which raised the question of what percentage is acceptable? So if we don't say every student, what do we say and who do we exclude? Our aim has to be every student, whether that's every student community has an opportunity to, or whether it's every single student has a conversation – unknown at this point. The vision has to be every student because otherwise you have to say which ones are excluded.

IL – why do we feel we are not achieving that charitable aim?

AC – the core purpose is advancement of education and to achieve that we have 3 charitable aims: Welfare/Representation/Opportunities for Development. And our priority is not Representation. All of the other stuff that we do is taking away from that so it's really a refocusing and flipping so we put the conversation first and then delivery second. Making the primary purpose about conversation/listening and then the action following. If we can't do it because we're busy having 23000 conversations then we will signpost to someone we have discovered is better at doing it than us.

IL – so it's the weighting we're giving to it at the moment that's off. So we are achieving it but it's the weighting that is wrong?

AC – we are achieving it but not very well.

IL – it's not that we have to go back to the Charities Commission and say we need to change it – it's not that serious?

AC – no. It might need to be re-worded but the underlying charitable aims are fine and this will be part of it with the second phase governance review going along at the same time.

RE – going back to the Next Steps. From what's just been said, is 4 days proposed external consultancy going to be sufficient? With a year's long implementation process, will we get out of this what we want and do we need to be thinking about investing more into this? Is once a month a better option?

AC – we discussed this a lot and much of the first year analysis is about doing a project (doing the evaluation of what we're doing and how we're doing it and whether we should be doing it or not against those agreed criteria) and as part of the consultancy, John will include telephone support. Having worked with John on this, not sure what benefit would come from a monthly conversation with him. Quarterly conversation maybe or adhoc when problems arise or at certain stages for a review of progress. Which is why these days were suggested. From the point of view of overseeing and running this change project over the next 16 months, is not sure what benefit extra days would bring but having not worked with external consultants, it's an unknown. Is looking from it from a point of view that when we get stuck or when we need something checked to ensure we're still on track, then that's when the consultant will come in,

rather than do we need a consultant to take us through this process. We don't feel that we do. The Board may feel differently.

RE – if we're going to go through a massive change process then we want to make sure it's effective first time around so maybe considering someone to project manage the whole process (not to say AC couldn't do it) but having someone who is used to project management and organisational change. Doesn't want to say, let's have 2 days here and then part way down the line decide we need another 2 days. Would outsourcing it all be more benefit?

IL – this depends on how quickly you want to push this. You are busy people already and still have day jobs to do and tend to agree that if we want to push this ahead quickly then we need to resource it. Interesting that we've asked for more money and some of that could resource this. Will we be bringing someone in to work alongside and this being their primary role, on the ground and taking it forward, working for us and delivering that? This will help us drive it ahead very quickly.

AC – If we get funding we are looking at 2 coordinators to do this and if we don't get funding then there will be budgets discussions.

IL – how much money are we talking about?

AC – they cost about £22k gross each.

IL – what can't we fund one already out of this year's budget and commit to it?

AC – we can but the difficulty is we are only looking at this but then we look at the budget and see £200k worth of staffing requests for student facing departments. Happy to take the advice but there are other aspects to look at as well.

IL – this is a primary move and for £22k in the budget would be certainly considering that fairly high up on the list.

RB – what do we think that a £19k research coordinator will bring or achieve? Doesn't think it will have a dramatic change in this post.

IL – but more would happen than if you don't do it. Better to put in an individual that's focused on the role to take it forward.

AC – there's resource proposed in the budget. Hears what is being said but there is also a lot of other things going on so is nervous about saying that Trustees tell us we have to have this role without having even seen all the other roles that have been proposed. Understands but has to represent all the people that aren't here and the wider picture. If we can afford it then absolutely it is a priority over some of the other things but if we don't get this funding then we have some really difficult decisions to make already about staffing resource so wants to be realistic. Unless Board are saying that it's a priority and Board will fund it out of surplus?

CW – if we have a project manager and they would see it through from beginning to end. What happens if something changes? A lot of this is planned on assumptions that were made about the student body over the next few years. There's a lot going on with HE and funding / student finance and that could have a really dramatic change to students over the next few years. So if we have a set project would that allow flexibility for change?

AC – this is just managing the change we have talked about, taking it from the current model to the model focussing more on students' needs.

DA – if we do get funding and we go for the two researchers, do you think it's better to have two people that we're paying £19k and the kind of people that would attract or go for paying £40k for one person with years of expertise that can deliver it a lot better than two?

AC – unsure.

DA – worried about the kind of people that generally go into coordinator roles and having two people working on the project, would that be enough experience or whether we should be looking at a higher level?

AC – not gone any further than requesting two researchers and putting in four days potential consultancy. Happy to take an action here that the Board are concerned about the resourcing of this change project and we need to go away and discuss how we can take this forward to bring back to Board.

Action: AC to investigate the Boards concerns about the resourcing of the change project and bring back to Board.

RJ – it sounds great but would like to look at any kind of budget implications in the context of everything else that's on the table. What would be really helpful is as we now have this set of criteria, then as we're looking at everything else that's coming in from all the other teams, is to look at those and judge them against that criteria so we're doing that right from the beginning. It is worth thinking about if the researcher is the right post to go for first off or do we need somebody who's pure change management to begin with and then go for the researcher a bit later? As soon as you start doing the research, you're going to uncover lots of stuff and then you could very quickly get to a point where you have lots of students who now have expectations that you haven't got the systems in place to deliver. This could lead to annoyance rather than support.

JMg – if we are thinking we have too many things we need budget for then we do need to manage student expectations at some points as well. If we're currently only just delivering our charitable aims then maybe we do all the things we think we need to do and students are just coasting along and not questioning us. We know that the end result will be better but maybe in the short term we keep delivering as we can and then if we do get budget then it will be better in the long run so expectations need to be managed carefully.

AC – it's really interesting that a student trustee is saying that.

DA – student voice and student representation are the things that are coming through but looking at the next steps, there seems to be a lack of student voice and student representation?

AC – we would do the internal bits first and get our house in order and we will involve Sabbs and then do student consultation in November with 5500 students again and ask them the questions again like we did with the strategy planning 3 years ago.

DA – the sessions we had with Sabbs and Managers, could something similar be run with student officers / chairs, as this could be extremely interesting to see what comes out of that and get the student involvement running right through the entire business plan rather than the end result.

AC – we can do this.

Action: AC to look at Student involvement throughout the entire business plan.

BOARD OF TRUSTEES NOTED BUSINESS ANALYSIS PROJECT UPDATE

9. General Reporting

9.1 Chief Executive Report to include Prevent update - for note, questions only

Report taken as read.

CW – where it talks about other Unions taking ideas away from us like the HYS structure. Is there anything we took away from them?

AC – does take away things like the London Southbank approach to marketing and also their performance management is based on competencies rather than KPIs and the course rep review came from Bournemouth.

RJ – on the Prevent update, what is the University's process? How much more is the University doing rather than abiding by the law?

AC – not much more but in a good way. We're doing more work on the Prevent agenda than they are. They are being proactive with regard to their safeguarding processes so it's not just Prevent but they have picked up a couple of Prevent cases through that process. From the Prevent Duty point of view, they are ticking the boxes but from a broader proactive approach, there is a safeguarding board (which AC sits on) which meets weekly to pick up safeguarding cases. Hopefully, if you look at what Prevent is there to do, the University is picking it up before it gets to the Prevent Duty type extremism/radicalisation stage. In a good way, they are not leaning on us or students. They are being as open as they can be. Since the report was written. HEFCE came in and did a pre-audit and the University has had to do some work as

HEFCE weren't happy with the level of information that had been provided by the Union (even though we don't have to provide anything). We've been very open and provided that information.

RJ – what kind of information are they asking for?

AC – in the draft joint external speaker policy (where the University references the Students' Union within it). There is a paragraph that went to Leadership yesterday in this draft policy that basically says that 'the Students' Union has its own internal processes, here is a link to those processes, then any relevant cases will be referred to the relevant University external speaker panel'. HEFCE jumped on that and wanted to see our processes (unfortunately the wrong link was put in). They wanted to see the blank form and they wanted to see some filled in. They wanted to know what the process was when something is red-flagged, what does the University do and they wanted some walk-throughs of the processes so we have now provided all of this information so the evidence is there. It's HEFCE putting the pressure on not the University.

RJ – it's probably less of a risk for that reason but particularly thinking about the Charity Commission, would it be helpful for us to check that we think our procedures are clear enough from our own perspective in case the Charity Commission asks for the same from us. It's one thing if it's HEFCE, the University would need to figure this out and their risk but for us it's going to be the Charity Commission that potentially will come and ask some questions.

Action: AC to check the Prevent process from a Charity Commission viewpoint.

RJ – it sounds like some students are beginning to campaign against Prevent?

AC – they were but now they're not. We had some mixed messages from ISOC to say that they were going to but when we met with them they said they are happy with what we are doing. We have a new exec in ISOC so it may all change. We have had many conversations with them and we have said that our primary purpose is to support them and if this means we have to step away with the agreement with the University then so be it. The University is very understanding and supportive of our position and will work with us as much as they can to support us in supporting students that want to campaign.

RJ – so we can easily untangle ourselves from their processes?

AC – yes because it just references our processes. So if our internal processes change then the link will remain live.

PAPER NOTED BY THE BOARD

9.2 Sabbatical Officer Reports – Sabbs

Report taken as read.

RE – in the VP Education & Democracy Report it talks about the issue with the refugee scholarship proposal. Doesn't want to discuss the subject matter itself but there was a petition made to offer scholarships to 20 refugees and there was also an opposing petition that gained more signatories than the original proposal. So not particularly focusing on the subject but more how are we managing this contentious issue and how are we making sure that what the Union is taking to the University is the actual student voice and not just one part of it.

CW – this came through the HYS ideas process and it got passed and taken to UAB so we have to action it. That's what our byelaws say we have to do. Is currently working with students to write the proposal. Once the proposal has been written it will go to Paul Hayes and then UEB will decide if they want to take it forward or not. Consulting with students and because it came through HYS we have to action it and CW is the leading Sabb on it.

RE – the person proposing the idea has taken 2 avenues, they have made their own petition (unsure what they are going to do with that) but they have also gone through HYS. The opposing petition has only done the opposing petition, they haven't come through the HYS avenue so because we are aware of it, should we liaise with the students and let them know there is the second avenue of HYS that has been used by the original proposer?

CW – that wasn't done because we can't change the original idea and doesn't know who the person who started the opposing petition is. But they must be aware of what is going on?

NJ – it is difficult especially with the opposing side, we need to make sure that even though there is external position (possibly from the Union or University but maybe not) going around Portsmouth as a wider community, we need to make sure that we are in charge of what the students want. There is no way of us checking that it's just students that have opposed the scholarships and it's not just students that are asking for it. Therefore, we've just acted from our HYS system. But it is a valid point.

EK – on seeing the petitions on social media, there were a lot of signatories not connected to the University and is relatively sure that one of the people that is running the opposing petition ran for a student officer position in the recent elections so would be pretty sure they know about HYS and would be surprised if they didn't.

NJ – in terms of risk mitigation, ideas that are maybe contentious ones could come to Leadership.

PAPER NOTED BY THE BOARD

9.3 Elections Update – RB (verbal)

RB - we have new student officer and sabb team which is good news. Whole fresh new sabbatical officer team which is the first time in 20 plus years. No nominations were received for part time officer and will re-elect for that role with the post grad officer role in October. Brief overview on how it went:

- First time running a process like this so it was real eye opener, however it went quite smoothly and smoother than predicted.
- Nominations were closed earlier than last year because we changed the structure (due to taking on student feedback) and only a simple 1 page nominations form was required.
- All manifestos and publicity submissions came later.
- After the nominations close date we invited everyone to a boot camp session (all day on a Saturday) and compacted all the guidance, rules and regulations into this advice session. This was very engaging and very interactive and attended by all the sabb officer candidates and about 60% of the student officers.
- After boot camp we had the submission of publicity, marketing materials and manifesto.
- The aim of the boot camp was to set out the rules and regulations relating to publicity and campaigning. Unfortunately it probably didn't work as we still had numerous queries which could have been answered by looking at information given at boot camp but from an engagement perspective it did serve its purpose.
- Questions time was in a more condensed format and it worked quite well, was less labour intensive and media were much slicker. The questions we received were very constructive and professional and doing it in third space worked really well. Attendance at this event is still an overall issue and probably something we need to look at in the long term. Possibly an online system would be more effective in engaging students. This will be addressed in the wash-up meeting next week.
- Another issue to come out of question time was the need to review and re-write the byelaws as they've become very prescriptive and contradictory by nature, this will also be addressed in the wash-up.
- Voting week worked very effectively. The whole Union staff pulled together and very impressed with all the support. We moved resources around in reaction to different volumes.
- We put in focussed incentives this year (printer credits and catering vouchers) for voting. They worked really well.
- Next year we need to look at focussing them in different areas a bit better (certain polling stations received one of those 2 incentives better than the others).

- There's a need for a better communications plan with lecturers and ADSs in advance of the nominations stage. There were a lot more lecture shout outs than campus campaigning this year which is a real change and we needed to provide more support and guidance to the University to prepare them and work more collaboratively next year so it doesn't have a detrimental impact.
- One of the main issues in voting week was the overwhelming feedback on social media sites about students begin harassed to vote. We have voting KPIs and it is our job to try and engage every single student but probably need to look at a more long-term solution working collaboratively with the University and maybe going down the route of an electronic platform when students log-in and they need to opt-out of voting rather than an opt-in scenario.
- Wash up next week and SMT are going to arrange a lunch with the new Sabbatical Officer team to try and bridge that gap between now and the summer training which is also in preparation and which will be presented in a report at SF&G

RJ – how many students voted?

RB – this will be on the elections report that comes into SF&G. Total 5255 students (20.8%). KPI was 5800 and last year we achieved about 5300. Although we didn't meet our KPI it was dramatically higher than the national average.

RJ – would be happy with that. Can you send us the manifestos of the incoming officer team?

Action: RB to send manifestos of incoming Sabbatical Officers to Trustees.

RE – as a student observer thought the elections went very well. Have heard a few comments (on social media and in passing) that do hold a bit of concern. This relates to the station that involved polling in the Union and served as a platform for distributing Varsity tickets. Having an incentive to that one demographic (coming in to collect Varsity tickets and as they were in it was suggested that while they wait, they vote), having given it some thought, does think that it is potentially unfair to candidates who aren't AU affiliated and that could be skewing voting demographics. In future elections this perhaps need to be thought about.

EK – did 2 shifts on the Union polling booth. May be slightly bias but found it more difficult to get those waiting for Varsity tickets to vote than those just coming into the Union. While it might have increased the numbers voting it might not have hindered those positions not of interest to people involved in sports as they could just vote for one category.

RE – the main issue here is the perception as we could never say that it has or had not affected the voting. And this opens us up to complaints.

AC – it's a fair point.

RB – the problem is that this is making an assumption that people didn't vote on the merits of manifesto points and wouldn't want to make that assumption. Understands the perception issue but we are therefore making the decision that we cannot trust students to vote based on the strengths of manifestos and that is uncomfortable.

RE – it's not only that in itself though because if you have one demographic, their idea of a good manifesto is likely to be different to a different demographic that doesn't have the incentive to come in, so even though they are assessing the manifesto on its merit they will have a different opinion to a different sector.

AC – we have voting stations in different places, yes that one was alongside a sport related event but we also had a voting station in the business school and in other places that are for one demographic of student. So if you have a business school student running do they have an unfair advantage of the voting station that's in the business school? We need to look at it across the board but does take the point that it was departure from what we've done before and it is already in the wash up so we will take that into account and we need to consider it.

RB – we heavily targeted the course rep page so the argument is that it's not just there.

RE – just wanted to make sure we weren't opening ourselves up to bad perceptions further down the line.

AC – and we need to be careful that what we're doing is fair so we do need to look at it and we will.

JMg – doesn't think that elections should happen alongside something else because if they are just voting for their friends then if the friend is running for something not sport related that vote won't just go to sport. Also the fact that we are tying in elections to Varsity which is an event where we know problems may arise and therefore this could have a knock-on.

EK – with this year Varsity was out of our control and the date was set by Southampton so that's something to be aware of.

JMg – it needs to be separate.

NJ – it's a fair point and will come up in the wash up.

DA – on continuity of service, the activities department shut down for the week. Is enough resources spent on staff who aren't already assigned to departments and whether it's a good use of resources to have a manager out on a polling station rather than paying student staff?

RB – understands the point but is actually of the opposing view. It requires a very specific outgoing skill-set to convince someone to do something they don't want to do, like vote. It's a sales skill and the staff (especially some of the managers) have very good sales skills and we needed that resource on site/campus. The calibre of the student staff that we had wouldn't have been anywhere near as effective as one of our permanent staff members would have been in that same position on that particular shift.

AC – or without the permanent staff oversight. We have had a conversation about quality of student staff and that is a separate work stream which we have just started.

RB – however, at the same time, that week is the biggest week of the year for the Union so absolutely believe our staff resource should get behind it. Did oversee the activities team opening hours on that week and they didn't shut down completely. Yes, they were more limited but we did plan and organise for that and gave the groups advance notice. It wasn't as well planned as possible but stands by how resources were allocated.

JMg – are we getting a good representative of what would be best for the students or are we just getting votes for incentives and quite a big swing as positions weren't getting randomised so the top positions were getting votes but not further down. Is incentivising the right thing to do?

NJ – are you talking quality over quantity?

JMg – yes.

DA – noticed that the GGO which was first on the list got a lot more votes compared to the one at the bottom.

RB – combining the student officers and sabbs elections was always going to cause issues but it was something we did deliberate a lot over. Take the point that looking at the individually position voting volumes then they were about a 3rd of what they were last year so appreciates that point. It's a national issue that all Universities face and we need to decide as a Union what's more important, KPIs on volumes (which puts the pressure on staff) or other factors.

NJ – we do set extremely high KPIs compared to nationally.

JMg – do you think it puts pressure on the candidates sometimes who might have seen what votes cast before and then think they could/could not win, as some of it could be done on a lot of people just wanting to be left alone and voting randomly?

RB – it comes down to the issue of informed voting and doesn't think general elections get it right in this country either. It's one of those, how do we educate the students apart from using every mechanism we have to provide as much information as possible.

JMg – can we work maybe with the University in the run up to elections when nominations open? Getting the University talking to students about what the Sabbs are doing? A lot of students get to elections and don't know what they are voting for so that involvement could start months before the elections?

RB – better collaborative working will be part of the wash up.

UPDATE NOTED BY THE BOARD

9.4 Finance & Risk Sub-Committee Minutes 23/02/16 – for note, questions only

Report taken as read.

AC – update from Blue Spire. They were working on the intervention project with the Finance Department. The Vat codes issue is now resolved. There is still a watching brief on it but it's easy to do with reports in Xero which is separate to our accounting process so they say it's easy for them to watch over those new Vat codes processes. They have had no issues up to last week. The difference was only just over £200 in Vat codes so it was even less than we originally thought. BACs payments can now be exported to the bank the same as the payroll process which has removed the manual entry errors. Blue Spire said there was some resistance from staff but all are on-board now. It has been incredibly helpful having an external person do this and this has helped with this process. There are now check points in the BACs processes to help with the 'too-quick approach'. The culture has been to get all the transactions on the system not that we need to get them on the system correctly. Now we have spot checks in the BACs process which Blue Spire has implemented and are working through with the staff. Next steps – there will be a process review which will be led by the staff with Blue Spire's involvement (it is important to do it this way round). Blue Spire will review and work through those processes with the finance team creating an internal financial procedures manual to go along with our out-facing financial procedures manual. This will be started after Easter.

IL – Blue Spire have done an exceptional job of supporting the team.

AC – has sent them a formal thank you from the Union.

IL – have we touched on cyber-fraud and has this has been built into the current processes as concerned that there should be double checks happening now.

AC – this has been raised with Blue Spire from F&R and they will ensure it is built into all of the processes.

IL – have there been any cyber-attacks?

AC – no.

TW – there have been a couple of student cards logged through the system for £5 payments and thinks this is due to students logging onto the University system and then leaving their account details logged in. There have been 2 in 3 months so not excessive.

IL – this is more sophisticated as spoof emails come in from the CEO (which is why they call it CEO fraud). Emails go to the accounts department asking for payments to be made urgently and the email is in the format so it looks like it's coming from the CEO (as they do their research).

AC – it's helpful that our offices are so close that if an email was sent like that CC would come in and check.

IL – the largest sum of money to go out in the UK was £18m as the bank doesn't correlate the name and account number. It then gets broken up really quickly and is gone. In America there was a sum of \$250m.

MINUTES NOTED BY THE BOARD

10. Trustee Matters Arising From Democratic Committees

10.1 Governance Conflict Byelaw Discussion – AC

AC – this is the email discussion.

RJ – it was an interesting discussion with some very valid points. When an idea comes in, does anybody check it at that point (from a Governance point of view) to see if it's something we can legally do?

NJ – this wasn't an idea into the HYS structure. This was a request from UAB members from the meeting.

RJ – just trying to take us one step back because if ideas are being checked at that point then actually you could say it was less helpful for Sabbs to be on that committee making a decision because they've already had that kind of check as a trustee which is just saying is it legal etc.

AC – we talked about that through the process of putting HYS together, whether or not there is a sifting process at the beginning and the reason we didn't do that was because then it's not student voice. We would be making the decision that it's not even going to be discussed. But it gets picked up if it's illegally or reputational damage at UAB but it's been through the process. We felt it shouldn't be sifted by us as a Union before it gets to be discussed by students.

RJ – the challenge is that if it doesn't get sifted (understands the student voice bit) it can actually have the opposite effect. If you're a student and you put in an idea for something that's outside our charitable objects but then it goes through all this discussion, you think that something is being done about it, it goes to UAB where no-one really picks it up and then as a Trustee Board we look at the idea and say we can't do that as it's outside of our charitable objects. Suddenly, you've got this person excited and then snatched it away. It seems to be the opposite of allowing the student voice because you can never get to the point where you can educate 23000 people as to what the bye laws etc. are. So having that check initially (doesn't need to be at every point in the structure) would work.

CW – you can also submit ideas in the room and these can't be pre-checked. If ideas get passed in the room then they have to be checked at UAB.

RB – UAB take the idea that's been passed and are then responsible for allocating actions so it does get picked up by UAB. If it's a reputational or legal risk then it's at that point that the trustees are responsible for saying that, although this idea has been passed and approved by the student body, it cannot be actioned because of this.

AC - RJ is saying, put that decision making process at the beginning?

RB – so it would be resource heavy at the beginning. Doesn't think we've had one idea that's that clear cut with it being inherently legal or reputational risk.

RJ – it depends on which debate you want. What Kings does at the moment is when a student puts an idea to student council we take it to the Union Action Group but that is the trustee body and the student council chair and it looks specifically at legality, is there any liable or reputational risk or is it against our charitable objects. If so, go back to the student and have the conversation at that point about how the idea can be amended to something that would meet that criterion so the idea could go through. What has been found is it's meant a lot less time than having to sort things out afterwards when something goes through all the way to Trustee Board and then we have to say, we can't do it.

CW – in terms of ideas that could potentially have those risks, the chair of the zone is normally a UAB member and this person could say, we can't do this because of xyz. Then it's a democracy vote and students tend listen to this viewpoint.

DA – faculty zones and exec chairs don't have that knowledge. If faced with an idea that obviously would be rejected by Board, wouldn't feel comfortable turning around to the students and saying that. Chairs have been told to be impartial and have not had that level of training.

RB – chair training was offered as it was recognised that chairs needed stronger training so a course was devised and chairs were invited but none attended.

DA – did attend chair training.

NJ – we need to keep the conversation to topic.

EK – what works quite well is that at least one Sabb and student officer attends faculty zones so when the discussions are had there we can say at that point. Sometimes students themselves block ideas that are financially/legally unrealistic.

NJ – the process of checking was agreed with the trustees so do we need to review this?

RJ – so who's responsible at the moment for checking?

AC – UAB

DA – when someone submits an idea online and a staff member picks up that idea and puts that idea live online. If that idea contained swear words or references to staff, that wouldn't be put online so there must be someone who checks ideas.

AC – but there's no filtering process. There's a process to remove swear words and ask for staff names to be removed but the staff member would never say that this idea cannot go forward. It's not for us to make the decision.

NJ – is this worth another discussion at SF&G?

RJ – it is possible the issue is not knowing the UAB process well enough. From the email trail there wasn't a clear sense of who in UAB understands enough to be really clear and make a decision about whether something fulfils the criteria. If that's the Sabbs then this changes the conversation we were having via email as that means that we would need some of them there but whether you can make that kind of decision when someone was coming with an idea in the room on the night, not sure RJ would want to make that decision as it's a lot of pressure to put on that Sabb.

RB – we have a wash-up meeting in 3 weeks so suggests it goes there.

RE – the actual issue with this was slightly different as thought about it more in terms of an organisational point of view. As a Union we have a particular challenge that we have governance but we also have democracy. On top of that we also have commercial and in the present structure we have 5 Sabbs that sit on the commercial directors board and also on the trustee board and now we are looking at putting them on the top of the democracy chain and that was the viewpoint being put forward as there were 5 people spread across every single board. Didn't think it was a good governance approach to have 5 people in those roles. Do we want Sabbs to be a governance role or democracy role? We also have to think on that if we have 5 people and these change and then the rest of UAB is also changing every year, then the average turnover of all these bodies are changing and there's no continuity. It's more a point of view to ask everyone, do we think Sabbs should be taking a democracy role or should there be a Sabb in a governance role? Thinks it should go into the implementation project change we're doing. Which is why it could be a bigger project than anticipated.

AC – if we're happy for it to not change immediately it can also be part of the secondary governance review and we are already looking at Board make up and governance as the external consultant has already raised, how can you have the same people on all of the decision making groups?

NJ – this did go through our governance review last year and Sabbs were majority to sit on the elected body as trustees. It's a valid point as with the old student council structure, sabbs historically didn't get to vote on that. They didn't get a vote on the democracy side, they sat as advisors which is what they sit on UAB as. It was passed in the governance review last year to have Sabbs on as trustees but not on the democracy route. There was also the decision to have GGO as chair so all this needs to be considered.

CW – the whole point of students' unions is that they are student led and sabbs are elected to be the student leaders of the organisation and that includes governance and democracy and the corporate side of it.

JMg – would argue that if you're putting the sabbs at the top of everything then it is not student led it's sabb led which is the 5 people that have been elected but 1500 might have voted that person in but many more didn't so we've lost the student led bit. Sabbs should sit on one side but doesn't think they should sit on all.

NJ – are the board happy for this to go into the governance review for Sabbs not to be on UAB and the GGO to join UAB as chair?

RE – the agenda item for SF&G (from action above 5.10 - Sabbs to discuss GGO and Trustee collaboration at UAB & Leadership). It will be interesting to know this outcome of this before we decide.

AC – thought the proposal was the GGO would come to board as observer?

CW – decided would be better to come to SF&G as more appropriate.

AC – the proposal to SF&G was for the GGO to be added as a sitting member of SF&G.

DA – the reason why it was proposed that the GGO chairs UAB rather than the president (which is the current state) is, if you look at the ideas that have been submitted across the year and

who they get allocated to, it's quite often they are allocated to the president as he's working full time and has connections into the university. For someone chairing the meeting and having things allocated to them, it didn't seem to work. Whereas the GGO are unlikely to allocate actions to themselves and then they also chair the accountability forums so it seemed to follow. So the accountability officer can go to the president at the meeting for un-actioned areas not as chair.

BOARD OF TRUSTEES APPROVED THE BYELAW CHANGES AS FOLLOWS:

THE GGO TO BE ADDED TO UAB AS THE CHAIR, SABBS WILL REMAIN AS ADVISORIES AND NOT MEMBERS OF UAB.

BOARD OF TRUSTEES AGREED THAT GOVERNANCE SHOULD BE PICKED UP AS PART OF THE GOVERNANCE REVIEW WORK THAT IS CURRENTLY GOING ON.

Action: RB to 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.

Action: AC to ensure Governance to be picked up as part of the Governance review work that is currently going on.

11. Any Other Business

11.1 Trustees Dinner After June Board (21/06/16)

NJ – as new Sabbs will be joining us for the next Board would it be nice to have a board dinner after?

BOARD OF TRUSTEES AGREED TRUSTEES DINNER AFTER BOARD ON 21/06/16

Action: NJ to organise Board Dinner for after 21/06/16

11.2 Trustee Summer Away Day in August

AC – it's something that many organisations do and we're never done here. We have meetings but no thinking time. The suggestion is that we have an away day discussing strategic planning and the business review and getting away from a formal agenda.

BOARD OF TRUSTEES AGREED TRUSTEES AWAY DAY IN AUGUST – DATE TBC

Action: AC/LS to confirm a date and organise away day for trustees

11.3 Trustee Session – Business Review Process Governance Structure

AC – this is the same conversation that we've just had about our consultant saying that our governance structure should be separate and this is part of the discussions we've had about the business review and the governance review and whether we will decide in time if we need some external voice on this. At the moment, every time we raise this we have 2 camps about our governance process and this will always be the case. Thought it might be useful to get some outside help from someone who doesn't have an opinion, to talk to us about options for governance structures. Maybe should leave this for now and re-raise it as and when it becomes a live issue as we're not quite there yet.

IL – would it be worth having an hour of his time at the way day?

AC – maybe someone's time. A facilitator session would be useful.

11.4 Meeting Schedule for 2016/17 – AC

RE – sent apologies for 21/06/16

BOARD OF TRUSTEES NOTED THE 2016/17 BOARD SCHEDULE

12. Date and Time of Next Meeting

Tuesday 21st June 2016 at 3.00pm

Room 1, The Union Building

ACTIONS

Action	Who	Update	Status
2 - Update website & Companies House with new Trustee details	LS		COMPLETE
5.1 – Take final Media Guidelines to SF&G Committee	AC	Added to agenda for 14/4	COMPLETE
8-1 – Investigate the Boards concerns about the resourcing of the change project and bring back to Board	AC	Agenda Item	COMPLETE
8.1 – Look at Student involvement throughout the entire business plan	AC	Agenda Item	COMPLETE
9.1 - Check the Prevent process from a Charity Commission viewpoint	AC	Email sent 31/03/16	COMPLETE
9.3 - Send manifestos of incoming Sabbatical Officers to Trustees	RB		COMPLETE
10.1 - 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	Agenda Item	On Going
10.1 - Governance to be picked up as part of the Governance review work that is currently going on	AC		COMPLETE
11.1 - Organise Board Dinner for after 21/06/16	NJ		COMPLETE
11.2 - Confirm a date and organise away day for trustees	AC/LS		COMPLETE

CONFIDENTIAL ITEMS

5.9 – Confidential Action from 12/01/16 Meeting	Confidential Update
6.2 – Budget Update	Confidential Comments

Minutes Approved: _____

Date: _____