

**Board of Trustees
MINUTES
3pm, 22nd October 2019
Room 1, The Union Building**

ACTIONS

Action	Who	Update	Status
6.1 Add Audit Actions and Discussion on Nominated Trustee to be part of the Audit Process on the next Finance & Risk agenda	LJ		Complete
6.1 Add UPSU Loan Repayment to Board of Directors agenda	LJ		Complete
8.1 Add staff and democracy to the strategic success measures document	AC		Complete

CONFIDENTIAL ITEMS

6.2 SUSS Legal Matter	Confidential item
7.2 Ex-Employee Matter	Confidential item
7.3 Student Complaint	Confidential item
10.1 Verbal update on HYS idea regarding the Bar	Confidential minute

Present:

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

In Attendance:

Anna Clodfelter (AC), Fern Lewis (FL), Rich Leader (RL), Paul Underwood (PU, Auditor - Observer), Laurie Jones – Minutes

1. Apologies for Absence

Carole Myall (CM)

2. Welcome and Adoption of Trustees

Board of Trustees formally welcome and adopted Mohammad Karmol & Zach Messer as student trustees.

3. Declaration of Interests

Anna Clodfelter (AC) declared an interest in item 7.1

4. Minutes of Previous Meeting

4.1 Board of Trustee Meeting on 25th June 2019 approved

4.2 Digital Decision on 19th September 2019 approved

5. Matters Arising and Action Points From Those Minutes

5.1 Put a form together for collected Sabb feedback for CEO appraisal (AC) **to be implemented for 19/20**

5.2 Start a workplace discussion to approve AC's link trustee (JO) **Complete**

5.3 Draft agenda for the Trustee Away Day and send out to trustees for comment (AC) **Complete**

6. Finance Matters

6.1 Year End Accounts & Trustee Report for Approval (PU)

Year End Consolidated Accounts:

- Year ended on 31st July 2019
- Consolidated position for the trading company and the charity was £2.278M (an increase on last year) and the expenditure was £2.163M
- Before pension, revaluation there was a surplus of £115k. The pension revaluation results in a deficit of £153k - overall movement of reserves of -£38k
- That gets added to the deficit brought forward of -£829k - carrying forward negative deficit of -£868k

- The negative deficit is made of the pension liability provision of £1.4M which is being paid over a number of years - nothing to worry about in terms of the negative balance sheet provisions, it's because the accounting standards changed and it is required to be brought into that
- Liquidity position - the group's net current asset position is +£502k

Audit

- Recommendation to keep a detailed fixed asset register - there were assets being recognised, but to keep a record of those which are disposed/sold
- Recommendation in regards to the way pension deficit is counted and bring it in line with how it should be recognised in the accounts
- One disagreement on accounting policy in the recognition of fixed assets - purchased laptops, which would usually be capitalised over a period of time, but because of their individual value it was thought they should be written off in year one, which is what has happened.
 - This is because of the way we buy them through the University. They are our assets, but then they go back to the University so they have no depreciated value to us. We purchase them, then we return them to the University at the end of their life.
- Recommendation that the loan between the trading company and charity is repaid.
- All audited areas are fine - looked at a set of risks to audit:
 - Income recognition; management override (making the accounts look better than they are); stock valuation and system; systems and controls
- Overall a clean audit report

Questions & Comments

- The points of recommendation highlighted will be tracked through Finance & Risk
 - Asset register:
 - In terms of keeping track of items, it's hard to reconcile the value in the accounts if they are not written out of the accounts when disposed of
 - The asset register is up to date and the insurance uses this, the issue is around a reconciliation between the accounts and the assets
 - Audit fee:
 - Audit has been out to tender recently - this is the Auditor's second year with UPSU/PSUT. They were the cheapest of those tendered, and AC is happy this is a reasonable fee for consolidated accounts
 - There is no direct relationship between Finance and Risk Committee and Auditors - all done generally through the finance manager
 - If this is an appointment made by the Board, there might be issues that the Board wants to raise to the Auditors directly - perhaps it should be part of the pre-audit.
 - **Action: LJ to put Audit Actions and Discussion on Nominated Trustee to be part of the Audit Process on the next Finance & Risk agenda**
 - **Action: LJ add UPSU Loan Repayment to Board of Directors agenda**
- BOARD OF TRUSTEES APPROVED THE YEAR END CONSOLIDATED ACCOUNTS & TRUSTEE REPORT FOR APPROVAL**
- BOARD OF TRUSTEES APPROVED THE AUDIT FINDINGS REPORT**

6.2 Audit Report (PU) **included in agenda point 6.1**

6.3 SUSS Legal Matter Update (AC) - **verbal update - confidential discussion**

7. HR Matters

- 7.1 Chief Executive Staff Appraisal outcome 18/19 and plan 19/20 – for approval (AC/HS)
- Approval for CE PRP for 18/19 will be done digitally as the meeting hasn't happened yet - the feedback meeting is next week
 - Asking trustees to approve CE objectives for next year
 - The appraisal format has changed, but the content is similar
 - It contains headings of job role, the operational plan of 19/20, AC's training and development record and the addition of AC's project scoping document and success measure document.
 - 360 degree appraisals
 - AC did one around 4 years ago, so is due another - will raise in feedback meeting

- If anything is additionally approved by the appraisal panel, it will be reported back to the Board of Trustees and the outcome will be communicated digitally
- There are lots of subjective metrics so would be good to see more objective measures
 - Inclusion of the organisational success measure - link out of to the organisational success measures on the second page

BOARD OF TRUSTEES APPROVED THE CE APPRAISAL PLAN FOR 19/20 AND NOTED THAT THE 18/19 APPRAISAL WILL BE APPROVED DIGITALLY

7.2 Ex-employee Matter (FL) - **confidential discussion**

7.3 Student Complaint (FL) - **verbal update, confidential discussion**

8. Strategic Matters

8.1 Strategic Success Measures (AC)

- An action from Board Away Day was to develop aims and measures of the strategy.

Benchmarking framework:

- Looking at strategic aims and charitable aims, financial plans for the charity and trading company and the ways to deliver these, e.g. agile working and task forces
- Spreadsheet explains what the measure is (e.g. Net Promoter Score (NPS), questions in the annual survey), how many times this is done and when and how it will be reported back.

Feedback on Benchmarking Framework:

- Acronyms - useful to have in full as not all familiar with
- Welfare - using UoP non continuation rates? Sometimes it's best for a student to not be at University - how will this measure welfare?
 - Welfare is difficult to measure
 - The decision at a trustee board was to find a hard metric, and this was the metric chosen by trustees and it can be changed. It needs to be used carefully - it's an imperfect metric
 - For note: student surveys are two per year and by email/social media/incentives
- Overall wellbeing means the overall wellbeing of students during their time at University is good (not specific to the Students' Union). Many of the impacts that the Students' Union has are indirect impacts. E.g. a student wouldn't know that we have lobbied the University to reduce timetables to reduce stress and increase wellbeing. It was decided that we don't need them to know that it's us impacting them, we just need to know they have a good wellbeing
- Under the measures, need to be clear about what we will accept as a positive measure - agree/agree + strongly agree? Needs to be clear
- NPS as measure - what is that measure we are aiming for? Is this the first time we have done this and it will set the benchmark?
 - We have a benchmarking to date document - for each of the success measures, the Insights Team have pulled together the data we have to date to show you where we are.
 - The only measures different from the strategic plan are ones that come from agile because there is a huge hole on how we measure this.
- Welfare benchmark goes down a lot - is that because more people have answered the survey or because more people have a lower welfare? What does good look like? Is a drop in non-continuation rates is a positive indicator? The IL will add what the positive indicator will be. It is still useful because if there is a sharp decline or increase we can do something about this
- NPS is something used around the relationship between a person and an organisation - this is to see what the affinity of someone is with that brand. Anything above 0 is excellent. We're looking at promoters/detractors, and we are trying to move the ones on the fence into promotor.
- Our NPS score will track alongside the University - if the student is feeling a certain way about the University, the NPS score for the University will dip, along with ours - 'the Union didn't do something about this'. We don't tend to get the positive, but we do get the detractors from all students other than those who are actively engaged with us. We need to understand the impact of the University NPS has on the Union
- Would be useful to have indicators of staff satisfaction, staff turn over, financial health. There are key metrics to indicate whether there is something to be concerned about or not. These things are around the health of the organisation:

- Financial plan in here on the strategic plan.
- The management accounts (which includes a reserves tracker) go to Finance and Risk - it was a Board decision to delegate this oversight to Finance & Risk and any exceptions are reported to BoT. The quoracy of Finance and Risk was changed to ensure that an external trustee is required.
- Helpful for the report that comes from Finance and Risk to be more detailed
- Board are happy for Finance and Risk to have oversight over the financial accounts. It would be useful to have some more graphic representation for these at Finance and Risk
- HR strategy will be being developed so things will come out around staff turnover/satisfaction
- Democracy - was taken out of the success measure. It was a number which meant driving for a higher turnout every year which meant incentivising everything. A decision was taken that quality votes were more important than quantity of votes. There are other democracy things (e.g. HYS) which sit in operational targets
- **Action: AC to add staff and democracy to the strategic success measures document**

Strategic Focus and Aims

- Where do our drivers come from - strategic aims, enablers which is member relations, tech, finance, people, spaces, what the success intention was, and do we have a success measure for it.
- FL/AC did a price of work to see if there are enough success measures, and if we were able to measure everything we do. The document called 'Strategic Focus and Aims' reverse engineers what we have been talking about - the things that drive us, the things we do, the workstreams we have, what the aims are and are we able to measure it.

BOARD OF TRUSTEES NOTED THE STRATEGIC SUCCESS MEASURES

9. General Reporting

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

- Operational plan on track and nothing to report - there will be a halfway update for Trustees
- Report of duties and responsibilities for CE from job description
 - To highlight - the brand review is an issue and some proposals will be taken to Board of Directors next time. There is also on a paper on Master Brand at AOB
- Broken down with CE, DCE and HoBM focuses and there are no exceptions
- Strategic themes of the University Strategy - launched last week, there are 9 themes. FL & AC went to a meeting to talk about how to work closely with the University on collaborative strategic development and how their strategic aims impact on what we are as a Students' Union. They responded really positively. This is a real significant difference from the last University Strategy is our involvement with the strategy this time round right from the outset.
- Angle on student voice - if the University are trying to identify a strong and active student voice and engagement then there are so many angles on how we can be part of that
- Last time there was strategic development was that is were some hard conversations to have. This year, as we're involved from the offset, they are positive about engaging with us and finding solutions around representation. We need to tap into all of those strategic champions and link directly with those people.

BOARD OF TRUSTEES NOTED THE CE REPORT

9.2 Sabbatical Officer Reports (Sabbs)

President:

- Website to rate accommodation
 - aims to put pressure on landlords to improve student houses
 - Looked into a partnership with another website, but their GDPR was terrible. Web developer is confident we will be able to set up our own website.
- Improving University bus route - a bus to go in the opposite direction rather than in a circle
 - Added some questions in annual survey for students to pay a small fee to improve the service. Once the results have come back, will set up a meeting with Bernie Topham to discuss the feedback and options
 - Possibility to look into running the busses later into the night
- Include more veggie and vegan options in the meal deals on campus - completed
- More water fountains
 - In conversations with Nick Leach about this

VP Education & Democracy

- Peer Mentoring Scheme
 - Got in contact with key staff who already do this to implement with them and aim to link up with wellbeing society
 - Aim is to pair BAME students - first year with a second/third year - to get support. Starting with BAME students as they have the biggest disparity. if successful can bring out to wider populations
- Microwaves and kettles in library
 - Microwaves will be in the library cafe to counteract issues with monitoring so staff can overlook
 - Kettles - library is getting hot water dispensers
- Increase in feedback system
 - The University is already piloting of a new version. Also looking at best practices in other Universities

Black History Month

- First event was cultural evening - different stalls/societies, food and performances - and there were 100-150 attendees
- Had an event with the author and rapper Akala. This event sold out which was 300 tickets

VP Sport

- Standardising kits
 - Have sourced some suppliers and got lots of designs. Plan is to take this to the sports clubs to get their democratic view.
- International playing tours
 - Meeting set up with Global to discuss University partnerships.
- Increase Give It A Go
 - UPSU clubs have really bought into this, and the marketing is going out for soon.
 - Sport and Rec clubs are more difficult to offer free sessions due to a different pay package, but talking to Sport and Rec staff to help support this
- Sport Reward System
 - Purple Points is almost ready to go. Working on the marketing to make it look more appealing and less like homework. This has had positive feedback and questions engaging with this.

VP Welfare & Community

- Recycling Reward Scheme
 - Aim to encourage better behaviour in regards to recycling in student communities
 - Aim to partner with a company called Jump - they set up websites tailored to organisations to encourage students to recycle and they can receive rewards/vouchers. Been challenging to get implemented due to having the correct contacts and cost implications.
 - In contact with local charities to see how we can work with the local community on this
- Student housing and landlords accountability
 - Working with Helena to have a 'rate your landlord' system. Currently coming up with a criteria for landlords to adhere to.
- Sexual Misconduct in Education
 - Educational sessions for students about culture, appropriate behaviour and night out culture.
 - Following on from the previous VP Welfare and Community, the aim is to improve the reporting procedures at the University.
 - Setting up a 'cardigan campaign' to promote information about consent and safe sex on nights out and the services students can access

VP Activities

- Expand student media to increase student engagement
 - Aim to have one website of good quality for all of media and to support them to work better together
- Increased travel opportunities
 - Working with Careers and Employability and aim to increase travel organisations at the Make Your Summer Count fair. Will be arranging travel fair in January
- Winter welcome week
 - This is in place for January and aims to get students excited to to come back to University. Events planned for every day during a week for January. Mainly aimed at the new starters in January, but is for everyone.

- Winter Showcase with the performance groups
- Entering University Challenge
 - Day put aside in November for the Open Test and the 5 highest scorers will get picked for the preliminary round

BOARD OF TRUSTEES NOTED THE SABBATICAL OFFICER REPORT

- 9.3** Finance & Risk Sub-Committee Highlight Report & Minutes from 27th August 2019 – for note, questions only (TP supported by AC)
- £25k deficit due to TOTUM card printers being removed from all Student Unions which meant that not as many students bought three year cards at graduation
 - This is now offered to University staff again, and will be able to sell cards after leaving NUS, although with less commission
 - Some clubs had some small aged debts who are transitioning across
 - These debts were racked up 4 to 5 years ago, and lots got them down. We didn't think it was fair for them not to start afresh. These totalled about £1.5k
 - Some more debts amounted to about £1.5k due to errors of a past staff member.
 - Finance & Risk agreed to write off £3k of the debts. There was a disciplinary matter which meant a group had a debt and this has not been written off
 - University increased parking permits from £75 to £500 per year and agreed to give UPSU 10 of these. F&R approved to pay for these parking permits which will be refunded through salary sacrifice
 - To note, this should be welcomed as it's due to sustainability in the city. The University was hugely subsidising these parking spaces. Aim is to encourage staff to use public transport or walk.

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

- 9.4** Board of Directors Highlight Report & Minutes from 27th August 2019 – for note questions only (HS supported by AC)
- BoD noted the end of year trading report + business development update
 - Discussion around the implications of TOTUM taking away the on campus printers, the success of retail last year and a potential partnership of Portsmouth Football Club. Also a discussion on the deficit created due to Summer Ball which was mainly due to the hiring out of Guildhall to hold the event
 - We now don't have venue due to Sports Centre, and it was cheaper when we did - only had to pay for the dressing of venue
 - Could be outsourcing next year. Although Grad Party at one of our night time economy partners meant a free venue as they would get the drink profits. We made a £7k profit on this, so it would be worth thinking about.
 - Discussion about the Wildrocket Business Consultancy

BOARD OF TRUSTEES NOTED THE BOARD OF DIRECTORS HIGHLIGHT REPORT & MINUTES

10. Trustee Matters Arising From Democratic Committees

- 10.1** Verbal update on HYS idea regarding the Bar (HS)
- The Waterhole Bar has closed, and some students not are not happy about this situation.
 - Students made a HYS idea to re-open it and had lots of engagement. Sabbs took the idea forward to Nick Leach who confirmed there isn't any feasibility of re opening due to the amount of loss it was creating and it is not financially sustainable
 - Comms will be going to students soon about the actions that have been taken
 - Students are organising a protest - University has been updated on this
 - CONFIDENTIAL COMMENT REMOVED

11. Any Other Business

- 11.1** Digital Discussion Records - Recording Workplace Conversations (JO)
- There is not a simple way of exporting the conversation that is had on Workplace
 - The simplest solution is to take screenshots to prove a true record of the conversation and will be approved with the minutes.
 - When making post there needs to be a differentiation between formal and informal discussion so it can be seen which should be recorded as screenshots

BOARD OF TRUSTEES APPROVED THE PROPOSAL TO RECORD FORMAL CONVERSATIONS ON WORKPLACE

11.2 Terms of Reference and Order of Business review (AC)

- These were reviewed in full 18 months ago
- Page one is from the Memorandum and Articles of Association for pre information. Some comments have been added on this section, and these will be reviewed with the Memorandum and Articles of Association review

BOARD OF TRUSTEES APPROVED THE BOARD OF TRUSTEES TERMS OF REFERENCE, WITH THE FIRST PAGE BEING REVIEWED IN LINE WITH THE MEMORANDUM AND ARTICLES AND ASSOCIATION OF REVIEW

11.3 Welcome Month (FL)

- Still analysing some of the figures and data
- Events were well received: walking tour; faith crawl; flip out trip; playzone trip; parents social mixer - we had micro impacts but they are a good start
- Freshers' was 2 days due to smaller venue, but estimated around 10000 attendees per day
- Induction talks were successful as normal - Sabbs talked along with various engaged students. One student in particular has some feedback about how the engaged student's talk on mental health was useful. The training was interactive. All speakers had public speaker training.
- There were two incidences of drugs - one potential dealer was chased off site by security, and there was a purse found with some class drugs in. Due to this, we will start up some more drugs working groups. One recommendation will be sniffer dogs at next year's Freshers' event to keep student safe
 - Potential that sniffer dogs will be criminalising students on the first day of term - need to think about what the outcome is. Need to be used to create a deterrent, but need to make sure that this is the best solution.
- Some issues with some risk assessments, and this is being reviewed
- There was an unofficial Freshers' Fayre, although there isn't much we can do about this as it's council property
 - These were commercial organisations who were not willing to pay fees set up or not allowed on our Freshers' Fayre. The issues are that lots aren't vetted, we have no control over them, they could be scam companies, there was a danger at the road crossing

BOARD OF TRUSTEES NOTED THE WELCOME MONTH UPDATE

11.4 University Nominated Trustee 2nd Term Approval (AC) verbal update

BOARD OF TRUSTEES APPROVED A SECOND TERM FOR JASON OAKLEY, UNIVERSITY NOMINATED TRUSTEE

11.5 Sabbatical Officer Review (FL)

- Note the update on the Sport Partnership
- Note verbal update:
 - Consultation: 1301 responses in total. For the 4 positions: 28.17% strongly agree and 50% somewhat agree that the positions focus on the students' wants, rights and needs. Similar numbers also agreed that the positions will be able to represent issues of diversity in the community, complements the existing rep structures and have a clear understanding of the officer roles.
 - For the 5th position, the respondents could choose options - president or a democracy/campaigns role. 67.91% said they'd prefer a democracy and campaigns role.
 - This will be a different name and a more centred remit around democracy and campaigns
 - There will still be 5 Sabbs, but instead of a president it would be a more clear remit and some of the current president duties will be split across them all
- More information here <https://www.upsu.net/insights/sabbatical-officer-review>

BOARD OF TRUSTEES APPROVED THE DELEGATION OF AUTHORITY FOR FINAL APPROVAL OF THE SPORT PARTNERSHIP POSITION TO STUDENT FOCUS & GOVERNANCE COMMITTEE OR LEADERSHIP WITH ANY CONCERNS WILL BE BROUGHT BACK TO FULL BOARD

BOARD OF TRUSTEES APPROVED THE DELEGATION OF AUTHORITY FOR FINAL APPROVAL OF THE SABBATICAL OFFICER MODEL TO STUDENT FOCUS & GOVERNANCE COMMITTEE OR LEADERSHIP (WHEN FULL CONSULTATION HAS BEEN ANALYSED) WITH ANY CONCERNS WILL BE BROUGHT BACK TO FULL BOARD

11.6 Master Brand

- Trustees need to approve the overarching brand narrative. The work Redbrick did is included in the slides. SMT and the Leadership Team are happy with master brand, but just want to review the sub brand
- How will the brand fit in with our values:
 - The values of the Union are what we do and how we act - our behaviours and our culture
 - The brand is our narrative/dialogue for how we speak to people
- There will need to be a piece of work to be done to pull together something about a collective language and tone

BOARD OF TRUSTEES APPROVED THE MASTER BRAND

11.7 Request to close strategic risk 011 regarding year one of strategic delivery (AC)

- Risk: Failure to deliver year one changes in UPSU culture and activity, removing ability to achieve 3 year strategic aims
- Mitigation: Trustees and SMT identified the issues that would stand in the way of success, a new risk register has been created for this for the 3 year strategy and clear aims set for year one delivery as at 24th October 2018.
- SMT and OMT actions - delivering change planning ongoing including 90 day taskforces, function reviews and UoP intervention workstreams - to be reviewed at year end `18/19 and closed with Trustee approval

BOARD OF TRUSTEES APPROVED THE REQUEST TO CLOSE STRATEGIC RISK 011 REGARDING YEAR ONE OF STRATEGIC DELIVERY

12. Date and Time of Next Meeting

Tuesday 28th January 2020 at 3.00pm
Room 1, The Union Building

Minutes Approved: _____

Date: _____