

**Board of Trustees  
MINUTES  
3.30pm, 25th June 2019  
Room 1, The Union Building**

**ACTIONS**

Action	Who	Update	Status
9.1 Put a form together for collected Sabb feedback for CEO appraisal	AC		
9.1 Start a workplace discussion to approve AC's link trustee	JO		
11.1 Draft agenda for the Trustee Away Day and send out to trustees for comment	AC		

**CONFIDENTIAL ITEMS**

5.1 Find the information on the SUSS Legal Matter offer and send to trustees	Confidential agenda item
7.1 HR Matter Update	Confidential agenda item
11.4 Replacement of VP Sport	Confidential agenda item

**Present:**

Violet Karapaseva (VK - Chair), Charlotte Beaney (CB), Sophie Butler (SB), Moises Frias (MF), Baldev Gill (BG), Vicky Turner (VT), Jason Oakley (JO), Chamith Ponnampuruma (CP)

**In Attendance:**

Anna Clodfelter (AC), Fern Lewis (FL), Rich Leader (RL), Helena Schofield (President Elect - HS), Rama Hilouneh (VP Education & Democracy Elect - RH), Hayley Turner-McIntyre (VP Welfare & Community Elect - HTM), Tom Plant (VP Activities Elect - TP), Laurie Jones – Minutes

**1. Welcome and Introductions of New Sabbatical Officers**

**2. Apologies for Absence**

Ian Robinson (IR), Adwait Deshmukh (AD)

**3. Declaration of Interests**

No declarations of interests.

- CB declared declarations in items 11.4 for options 2 and 3 (did not get to option 2 or 3 as trustees agreed with option 1)
- AC declared interests in item 8.1

**4. Minutes of Previous Meeting**

Minutes from 24th April 2019 agreed.

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

**5.1** Find the information on the SUSS Legal Matter offer and send to trustees (AC) **Complete**

**5.2** Send Segmentation Report to BG (AC) **Complete**

**6. Finance Matters**

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

Report taken as read.

- At the time of the Management Accounts, we were forecasting an additional £6k surplus. We are aware of in month underspends, that is likely to increase by £10-15k.
- This is dependant on the 2nd PSUT event, but we're close to break even
- In F&R we will look at a designated pot for future union planning
- There are underspends in student groups and salaries
- Nothing unusual in the accounts
- Unfortunately some of the things we planned in order to spend the underspend, we weren't able to fulfil for a number of reasons

**BOARD OF TRUSTEES NOTED MANAGEMENT ACCOUNTS**

## 6.2 Budget Adoption - Approved by F&R, for questions only (AC)

- This has been looked at in detail by F&R
- There was a question and discussion on the PRP (pay related performance) and around the provisional £80k associated with the pension provision. Both questions were answered and the budget was passed
- Proposing a break even budget

**BOARD OF TRUSTEES ADOPTED THE 2019/2020 BUDGET**

## 6.3 Bank Signatories (CC/AC)

- As a result of the Audit report, there was some question about some of our bank accounts.
- Taken us a year to get to the bottom of those as there were old signatories on the mandate
- F&R committee approved changes to allow admin access to SMT and FACAM
- This is also to approve the sabbatical officers for 19/20 - to note, PS (VP Sport) is resigning so he will not be added as a signatory

- **Deposit accounts: Anna Clodfelter, Fern Lewis (Guillen) and the new President Helena Schofield**

- **Barclays accounts:**

**UPSU: Anna Clodfelter, Fern Lewis (Guillen), Helena Schofield - President, Tom Plant - VP Activities, Phil Samuel - VP Sports, Hayley Turner-McIntyre - VP Welfare and Community and Rama Hilouneh - VP Education and Democracy**

**PSUT: Anna Clodfelter, Rich Leader (interim Head of Business & Marketing) and Helena Schofield - President**

**BOARD OF TRUSTEES APPROVED THE ABOVE BANK SIGNATORIES FROM 1ST JULY 2019**

## 6.4 Financial MOU Amendment Proposal - (AC)

- Raised in CEO Report, UoP had requested to change the notice clause for a reduction in the block grant - AC challenged. Thought this was resolved, but it was then challenged again by UoP
- The outcome UoP were looking for was to clarify a woolly clause that gave us 2 years notice. Where that sat in budgeting could be advantageous either way.
- It was to clarify that notice period of a planned strategic reduction in block grant, but also a forced measure rule in there that in the of something outside their control, like the Auger Report, meant they had to make an in year reduction, and they wanted to not breach the MOU
- The University legal team have come up with the changes
- AC recommendation is for trustees to agree, but trustees to decide if this puts at UPSU risk. This hasn't been through any legal oversight yet.
- It is helpful to have a number - the 10% is ok and doable - this will need to be reviewed on going. Currently based on where our finances have been in the past 10 years, it wouldn't have a significant impact and we'd be able to manage it
- 'reasonable endeavours to provide UPSU with as much notice [...] as possible' - concern due to no figure attached to it and there may not be time to respond. Bare minimum could be a quarter of a year in financial terms?
  - It's Auger that's driving this as no one knows when it's coming in. They will have to give us notice. Worry is if we ask for three months notice, they will give us only 3 months. Would rather state 6 months, but is that realistic?
- Should we come up with a risk mitigation strategy so we can define how to deal with a 10% cut in a year, or a budgetary plan to identify areas we can potentially discombust. Short term risk - do we need a quick protocol as well, or do we need to include six months operating costs in the reserves, including our block grant. Can't get away from this due to the current climate, so need to have a robust plan in place.
- In events where UoP don't even have 6 months, would adding additional working such as 'at their earliest opportunity UoP become aware'
- The block grant comes in monthly blocks - the University are aware of their financial obligations for the year. Can this be given in one block sum every year, as then if it was reduced it wouldn't be until the next one?
- AC is comfortable with this decision. If it happens, it happens and if the University haven't got enough money they will let us know as soon as possible and it's something we can't get away from. It's something that would happen anyway
- Strengthen - 'shall **commit** to providing UPSU with as much notice' rather than 'shall **endeavour** to providing UPSU with as much notice'.

- Reasonable risk - there is a good working relationship so they can tell us  
**BOARD OF TRUSTEES APPROVE THE AMENDED MOU PROPOSAL**

## 7. HR Matters

### 7.1 HR Matter Update - verbal (AC/FL) **CONFIDENTIAL**

## 8. Strategic Matters

### 8.1 YR 1 Future Union Summary (AC)

- Slide 30 - restated what trustees set as an intention where we would be by summer 2019 on the two main strategic aims - we're pretty much there, but have been struggling on benchmarking - both are in amber for this reason. Most of that is due to the work on segmentation not progressing as far as we wanted it to
- It doesn't put us at risk strategically. Progress is tracking, and there is a lot more positives than negatives
- Slide 32 goes down a layer into operational objectives - there were 26 workstreams across the charity and business and to make those changes across the organisation
- There were also workstreams to ensure we maintained excellent quality and the existing stable offer
- 93% of everything we set out to do, we succeeded or exceeded. This is an absolute credit to the staff teams who we handed this plan to this time last year.
- There are some key successes listed, plus the challenges. We knew it would be difficult but we didn't realise the knock on impact - we thought we were all on the same page and it turns out we weren't
- The October Trustee Away Day really helped us focus on what it was we wanted to achieve and focus on the things we needed to get done.
- Staff motivation/morale has suffered this year. Staff have been change-fatigued this year, there has been lots of staff changes, and we're moving out of this. This was the longest period of low morale I have experienced in my 6 years here.
- Next we look to whatever will happen with Auger and post NUS. We are looking at funding freezes and how we manage that. We're looking at what will happen with the building, and UoP's strategic review and what we have planned chimes in with what the University is doing. We are liaising much closer with strategic development with the University than we ever have before. We're also looking at the new PSUT development

**BOARD OF TRUSTEES NOTED THE YR 1 FUTURE UNION SUMMARY**

## 9. General Reporting

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

#### CE Report

- Update on the loss for Summer Ball - HoBM has done a report and investigation on this and there were a number of issues we are now rectifying
- Ilovetour - a loosely termed sports tour that takes students from University Sports Clubs to another country, but it's a drinking holiday
  - We distanced ourselves 3 years ago - we used to be in a position of heavy involvement
  - As time has gone on the behaviour has stayed the same, and we have concerns around student welfare. Our Sports teams still go, although not in the same numbers.
  - We have had reports of some really quite shocking behaviour by our students, resulting in our students being sent home
  - We will work with Sport & Rec within the University to come up with a strategy on how to manage this. As a result of an investigation I've been doing on a student complaint parallel to this, it is apparent that the behaviour in culture in sport is not what we thought it was and that certain behaviour around drinking and initiations have been pushed underground and actively hidden from us as an organisation

#### CE Appraisal

- Appraisal is set at the beginning of the year, worked on during, and appraised at the end with Performance Related Pay + recognition for hard work
- Explains in the paper VK'S proposal to amend the CE appraisal for this year which is done by a panel - this is set out on slide 41. Board are asked to review and agree that process which included feedback from the outgoing president which hasn't happened yet
- Agreeing panel:
  - For the appraisal process - rather than carrying out with a panel of trustees, a number should be specified as this could be daunting - 3 is probably about right
  - President, external/university trustee, one other trustee -
  - Include the word 'normally' - don't want to tie ourselves down

- Process/mechanism for capturing the outgoing president feedback:
  - Likely to be completed remotely as Sabbs leave end of June, and anonymous, or would be best to sit down so trustees can have a discussion?
  - Collating it - sent to the clerk for initial anonymity. Purpose is to capture Sabbatical Officer feedback because they work with CE, but they will be finishing as it will be completed in August. If a significant concern was raised - it would be investigated in the normal way
  - From CE perspective - This is an appraisal of objectives, but it's not useful to compare to a 360°. This is about getting Sabb observations on KPIs. If there is a format which directs the feedback to 'this is what the CE intended, what is the feedback'. Helpful to have an 'anything else' area for feedback. Shouldn't anonymous feedback on objectives, not sure on the benefit. The 'anything else' section can be anonymised
  - Clerk to anonymise
  - **Action: AC to put a form together for collected Sabb feedback for CEO appraisal**
  - Should there be all trustee feedback as well as outgoing Sabbs? 3 people undertaking the appraisal - does this make it a 360 rather than an appraisal?
  - It's worked well in the past. Ask for comments from trustees e.g notify who the panel is, and trustees can communicate any comments to the chair this is the panel
- Link Trustee:
  - Board are also asked to organise a link trustee for the CEO. THIS is really beneficial for the CE, the board and the president (as the president has little experience in supporting and dealing with the CE so it's helpful for them and the CE to be supported). The link trustee also provides external scrutiny. RJ who has resigned used to be AC's link trustee.
  - It's like a mentorship, but it's also checking in and accountability (only accountability is the report sent to BoT). Better governance to have a trustee link for CEO, particularly in the case of an inexperienced president who has never been a trustee before and is trying to learn the job.
  - Link trustee and CE tended to meet before the board meeting, or after, plus telephone conversations around every other month, unless something tricky going on, in which case there would be more conversations
  - Trustees agree that a link trustee should continue
  - This can be done digitally as not all trustees are here - AC does not prefer this position to be an external trustee
  - This would be best to have a digital workplace discussion and approval
  - **Action: JO to start a workplace discussion to approve AC's link trustee**

**9.2** Sabbatical Officer Final Presentations (Sabbs) Presented at the end of Board  
[Link to Sabbatical Officer Presentations](#)

**9.3** OMT Trials and Triumphs (OMT)

- This is a new paper to give trustee oversight about challenges and successes from Operational Teams and is for discussion and comment
  - This is really operational, just to give a flavour of and some context of what has been happening over the past year
  - Trustees really liked reading through what's been going on and the challenges for the year. This has been a good year.
  - AC does not recommend that this paper is circulated more than once a year. Trustees agree that it will be an annual report. Trustees would like to see a short summary for next year too
- BOARD OF TRUSTEES NOTED THE OMT TRIALS AND TRIUMPHS FOR THE YEAR**

**9.4** Student Focus & Governance Sub-Committee Highlight Report & Minutes from 7th May 2019 (SB/CB supported by FL)  
**BOARD OF TRUSTEES NOTED THE STUDENT FOCUS & GOVERNANCE HIGHLIGHT REPORT & MINUTES FROM 7TH MAY 2019**

**9.5** Finance & Risk Sub-Committee Highlight Report & Minutes from 11th June 2019 – for note, questions only (MF supported by FL)  
**BOARD OF TRUSTEES NOTED THE FINANCE & RISK HIGHLIGHT REPORT & MINUTES FROM 11TH JUNE 2019**

- 9.6 Board of Directors Highlight Report & Minutes from 11th June 2019 – for note questions only (VK supported by FL)

**BOARD OF TRUSTEES NOTED THE BOARD OF DIRECTORS HIGHLIGHT REPORT & MINUTES FROM 11TH JUNE 2019**

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

**10.1 UAB Trials and Triumphs (Sabbs)**

- Success in 48 ideas - not all reached backers. Of the ones that reached backers, we actioned 12, reacted 5 and suspended 2
- All ideas are discussed by UAB, and the student voice is always considered in those decisions
- Can we increase participation to the new group of students?
  - In the HYS Scrutiny Panel it was agreed that we need to communicate much more efficiently with how ideas have been actioned. HYS website is updated regularly, but this isn't posted on social media for students to see
  - We also haven't been bringing updates to the zones once they have happened either, unless they are completely related to those students
  - We do some social media campaigns - e.g myth busters
  - An end of year summary for students would be nice
- Doubling our resources in Student Focus will help this year. We are looking at doing a personal tutor or lecturer handbook guidance so when students are telling their lecturers they are dissatisfied, they can go through the HYS process
- In the HYS Scrutiny panel, they really liked the Union staff involvement this year and want to have more Sabbatical Officers involved (currently only involved in an advisory capacity)
- The ideas that come through HYS are fed into the Insights function and they inform some of the work we do in task forces. If they are not picked up by UAB because they haven't got backers, it's still highlighted that it's an area of interest for students - would be useful to report this at the end of year summary

**BOARD OF TRUSTEES NOTED THE UAB TRIALS AND TRIUMPHS OF THE YEAR**

**11. Any Other Business**

**11.1 Trustee Development Day Focus (AC) *Verbal Update***

- Usual format: presentation from someone in the University to talk about their priorities for the year - we've had Dean of Learning and Teaching, Head of DCQE, we're looking at having someone from Global to talk about international students this coming year. The rest of the sessions are identified from trustees
- AC can also suggest some ideas too. New Sabbs may have some ideas after some trustee training
- Suggestions:
  - Team building exercises - 'get to know you' style
  - WonkHE? Auger?
  - University Strategy and work out how UoP and UPSU align
  - Good governance review/workshops - how an effective Board works
  - Last year we worked on 3 things we want to be plus work on the strategy
- **Action: AC to draft agenda for the Trustee Away Day and send out to trustees for comment**

**11.2 Sabbatical Officer Review (BM/FL)**

- This was requested by Board of Trustees in 2017 to review Sabbs to fall in line with Future Union
- Aim is to have new roles elected in 2020, which is the next elections. Timeline is in the report - it's tight but doable
- We didn't want to just look at other Unions, but rather wanted a unique offer. Insights did some research with 239 students, and had over 1600 qualitative comments returned (8 questions in total)

**Agreed Principles:**

- Be Agile in their role (and be open to role review)
  - *Understand that things change and the role may change too*
- Be physically & digitally visible, whilst listening and feeding back to students
  - *Be out and about, seen on campuses, at events & lectures. Be present in different ways*
- Be clear on their roles - what they do and don't do
  - *Compliment the current rep structure e.g. networks/course reps/execs*
- Be aware of pertinent student issues
  - *Campaigns: welfare/environmental/diversity issues etc*
- Have authority delegated by the students to lead the Union for the benefit of the students

- *Be clear about who they work for / listen and act*
- Ensure their contributions to the student experience are actively communicated
  - *Shout about what they do / get others to shout for them / feedback / be accountable*

**Other things to consider:**

- Should they be called Sabbatical Officers? Will a student know what a Sabbatical Officer is?
- Should have some link to segmentation
- Charitable aims should be considered
- Should be a clear link of sabbs and current rep structure

**Next Steps:**

- Create some models based on the principles

**Questions and Discussion:**

- Trustees are asked to note the timeline, work so far, and what is coming up
- Should sabbs be trustees? When will this be discussed?
  - We want to melt down the positions and build them back up. There is a Governance Review coming up which should be done alongside the Sabbatical Officer Review as governance is a legal responsibility
  - Student Union have many different models around - some have 2, some have 5 like us
  - It's whether it is deemed there is a conflict of interest within the trustee/sabbatical officer role
  - Lots of positives from both sides - plus the experience the Sabbs get from being a trustee, but there can be challenges of own agenda
- Students will understand Sabbs work and what they do - is there a plan, as this is one of the biggest issues
  - These are just design principles - we will have a plan for this and do as much as we can reasonably do
- Should Sabbs be called Sabbs - is this a question for the working group rather than here?
  - Yes - we may look at best practise, or may need to do another piece of work on this

**11.3 Outcome of the Governance & Legal Advice to amending the Memorandum and Articles of Association (BM/FL) ([Link to Presentation](#))**

**Detail:**

- Trustees asked us to look at our AMM process and suggested it wasn't fit for purpose. Currently hold a meeting once a year where we engage 100-150 students to make decisions about the Union, yet we have 26,000-29,000 of students.
- Started the journey by getting some legal advice on whether we could change the AMM process. That threw up quite a lot of questions and results. The outcome was that it was a long process and it didn't feel right - wasn't sure that the legal advice understood the SU sector or HE sector.
- Got some outside governance advice - Nick Smith who is a governance consultant and also created the templates for our Memorandum and Articles. He is not a legal adviser. His advice was that whilst the legal advice was right, it wasn't good governance. He has helped us pick out what we can make happen in practice
- Started out looking at AMM, but this turned into how to change our articles. The legal advice is to first go to the University, then consult with students and then go back to the University. This again wasn't good governance. All current changes need to have approval from the University - via their board or a designate. This can be done in tandem with student approval
- If we are going to make any further changes to the Memorandum, we may as well wait for our formal review which happens every 5 years. Last review was in June 2015, so we'll be looking at it in 2020. If it is an aesthetic change or a change to a committee, that can be changed, but a process or detailed change need to go to the University and students. If we do make changes, they need to go through an EGM.
- AMM - our documents are very loose and Nick Smith's interpretation is that we can deliver AMM in any format we want to.
- He also identified that we do a code of practice with the University (agreement of how we operate) every year. He identified that isn't something very usual and normally done less regularly

**Outcomes:**

- As we are due to review our governing documents in 2020 and it's unlikely there will be any significant changes, one of the recommendations is that any further changes are picked up in the formal review.
- If there was any major changes we'd need to follow the EGM process.
- We need to check that we have complied with getting University approval with any changes we have made since December 2017. Confident that there are no more changes from that point onwards that students need to ratify, but from a University point of view that piece of work needs to be done.
- The next recommendation is we begin making conversations with the Director of Corporate Governance to identify the process going forward. Our Memorandum and Articles from a governance point of view are not

fit for purpose as they were written a long time ago, need updating and revolutionising. Will be doing a review next year, and we need University buy in. The Governance Review will determine at what stage the University approves that.

- AMM - need to deliver it in different ways, not in a meeting format
- For the past few years, we've been trying to change AMM delivery - we've had a roadshow format, going around campus, explained the items to students and got them involved and then held the meeting. This has helped maintain a decent level of attendance, but it's still only 148 at the last count.
- We asked some students some questions when we changed the HYS process and 93% of 500 students said they don't like meetings.
- There is currently 5 key items that are discussed and democratically decided at AMM - receives the accounts for PSUT and UPSU - because it's receive rather than approve, this is the reason why he feels we don't need to hold a meeting, because it's for information. As an organisation, need to be transparent and give students the opportunity to comment/ask questions.
- Also to consider affiliations of external organisation and currently we are not affiliated to anyone (used to be NUS, BUCs). We do have affiliations with AdviceUK, NVCO which are for employees - need to be clear about how we define an affiliation and will get clarification. The interpretation is a benefit to the wider student body, but this will be checked
- There are policy lapse items (every two years we ask students if they want to keep policies agreed through the democratic process) and there is an accountability report from elected officers.
- Additional there have been other items, but it's not essential that these are discussed at AMM - policy approval and approval to changes to governing docs
- Want to engage wider views. In charity law we are not legally obliged to have an AMM as a meeting.
- For 2019 - better engage a wider amount of students. We're looking to have an online hub in October/November which will have all the information like policy lapse, financial reports, Sabbatical Officers can provide reports online and via videos. Already have an alternative process for Student Officers to report back their work to the Union Actioning Body
- Don't want to rely on only an online place for it. We've identified 4 key events to engage students directly - welcome month roadshow, StART talking week in November, first Network meetings (students who *are* into meetings attend these) in October and November, and the course rep conference in October

**Questions/comments:**

- Moving online, is there a quorum? AMM currently has no quorum, and we use 50 as a guidance so would need to set a KPI for engagement, but with these events we'll get more than 50, and I'm confident we'll get more than 148 as we had at AMM. When we just did the roadshow over a week we had around 900 students engage. Everything is just for receipt/report, other than the Policy Lapse that will require a quorum. This is a pilot so it will grow.
- The process for new affiliations - will this be promoted to students? We've got lots of procedures on referenda, general meetings, which we are not very good at promoting. We won't find one channel but we need to be clearer with students on where to go. The students who really want to be affiliated will know where the process is.
- This is the right approach and it's more flexible. The link to HYS platform will be good to direct people
- Right approach long term - concerned about 1st/2nd year students to catch on. Would a better approach be to have both systems at the same time to start the change to online voting and get students in that mindset? This is something that has been coming for two years, from trustee point of view we were asked to look at it 2 years ago. We need to ask ourselves why are we holding this in the first place? There is no reason from what we can see that we need to hold this meeting, the only process which needs student approval is the policy lapse, so why does the policy lapse need to be in a meeting. Financial reports are for transparency. It's more about asking why are we using the resource for a meeting when that resource can be put into other events.
- In terms of governance at the roadshow, we had 900 students overseeing things that we didn't get at the meeting.
- At those events there will be a designated time to approve/receive the documents? September there will be a launch of the website, October the policy lapse will be up for a 28 day period, and then it will be online for votes in a month period in November giving students more time to vote. Hopefully we can get the financial reports up in mid October. Those who want to vote will in November through the for StART talking tool.
- Crucial for Future Union - we've driven the people in the room, but we disregard to those who are not on campus.
- Thank you for BM's hard work on this over the past few years

**BOARD OF TRUSTEES NOTED THE GOVERNANCE REPORT UPDATE & NEXT STEPS AND APPROVED THE PROPOSAL FOR 2019 AMM DELIVERY**

**11.4** Replacement of VP Sport (AC) *Confidential*

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

Tuesday 22nd October 2019 at 3.00pm

Room 1, The Union Building

- Thank you to all the Sabbs for their hard work over the past year and it's amazing to see how much other things you have done alongside your manifesto points
- Thank you chair for chairing Board of Trustees

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

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