

**Board of Trustees
MINUTES
3.00pm 26th June 2018
Room 1, The Union Building**

ACTIONS

Action	Who	Update	Status
9.4 Circulate SUSS Legal Matter update document	AC		Complete

CONFIDENTIAL ITEMS

7.1 Update on Confidential Matter	Confidential Item
9.4 Finance & Risk Sub-Committee Highlight Report & Minutes	Confidential Discussion

Present:

Marcus Campopiano (MC), Angel Layer (AL), Anita Butler (ABu), Amber Mathurin (AM), Adele Benson (ABe), Ben Swiergon (BS), Jason Oakley (JO - Chair), James Thompson (only present for items 9.2, 11.5 and 11.6)

In Attendance:

Anna Clodfelter (AC), Tom Worman (TW), Fern Lewis (FL), Lucy Simpson (LS), Violet Karapaseva (VK – observer), Charlotte Beaney (CB – observer), George Pykov (GP – observer), Moises Frias (MF – observer), Sophie Butler (SB – observer), Laurie Jones – Minutes

1. Apologies for Absence

Rhian Johns (RJ), Thea Noli (TN)

2. Welcome to new Sabbatical Officers

3. Declaration of Interests

No declarations of interests.

4. Minutes of Previous Meeting

Minutes from 10th April 2018 agreed.

5. Matters Arising and Action Points From Those Minutes

5.1 Point 3.22 of the bye-law amendments will be reviewed (JT/FL) **Reviewed and change delayed until governance report completed** – Will be completed by the next Board of Trustees

5.2 Invite Trustees to budget refinement days (LJ) **Complete**

5.3 Update Board Papers with AL's updates (LJ) **Complete**

5.4 Update the Finance and Risk Highlight Report to change the language of 'prudent budgeting' so it's clearer (MC) **AC to take this action, will be completed outside of Board**

5.5 Share the collated skills audit with Trustees (LJ) **Complete**

6. Finance Matters

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

AC: (For the benefit of the incoming Sabbatical Officers) Management accounts are signed off by Finance & Risk, but the accounts come to Board of Trustees and so trustees can have full insight/ask any questions they may have – for note and formal approval. Q3 management accounts are important because they set the scene as a reforecast of how we will end the year with more information than the previous two quarters

- We're looking at a surplus, despite more proactive approach to spend and move money outside lines. PSUT keeps making money, which, as the income generator of the charity, is good. There are underspends in salaries due to recruitment gaps

TW: PSUT Management Accounts:

- Generated more income than budgeted to
- We have invested in some consultancy to drive forward new business
- We've had new commercial partnerships – e.g. Unite, Astoria
- £7k of unbudgeted income – companies won't send us the invoice, which have now been reversed
- Staffing changes – central costs have been cheaper and there have been savings on management charges

AC: Slide 11 is where we think we will be at the end of the year – details underspend and overspend – there is nothing we haven't known about throughout the year as we've been more proactive. We're within our core budget, and we will deliver the reserves we need to

MC: Just to highlight to the incoming Sabbs: if the lines are close together it's a good thing, but if they are far apart, that's when we need to ask questions

BS: Any extra money, has that gone straight into reserves?

AC: Yes – we're not assigning it to anything this year.

BOARD OF TRUSTEES NOTED THE Q3 MANAGEMENT ACCOUNTS

6.2 Budget – for formal adoption (AC/PG)

AC: This is taken to Finance & Risk Committee for consideration/scrutiny and comes here for formal adoption. Finance and Risk committee recommend that you adopt this budget. Headlines:

- It was agreed in November at Finance & Risk and Board what the parameters of the budget would be – a break even budget.
- We agreed a trading strategy and everything else was agreed around the strategy through cost envelopes
- The reserves are fairly complicated – if existing trustees are happy, I will go through this with new Sabbs at another time
- There is an increase in income – we are very fortunate and grateful to receive an increase in our block grant when the University needs a 5-7% savings per department
- Expenditure – it will be more difficult than usual to track year on year due to the changes in the organisation, but we've built the budget in a way that our financial adviser will be able to do that. We are within the budget of £1.3M, but it broken down differently to previous – e.g. £40k extra staff costs, but there is also a reduction on costs elsewhere

TW: PSUT budget:

- Trading strategy that sets out financial targets over the next three years. We are slightly ahead of where we should be next year.
- High risk: NUS extra cards – we've had a 5% decline in sales
- We've invested a bit more in staff which has pushed up some more management charges, but bringing in £45k which is a continuous growth

JO: What is the staff withdrawal to NUS extra?

TW: At the moment University staff get a free card. We've made the assumption due to cuts and because of a conversation that has been had, it's unlikely this will continue – We've budgeted on the loss of £10k

AC: University also have a better new discount package

- Risks – Our financial adviser has highlighted the risks associated with this budget. Commercial trading is always risky, because we don't know. Staff vacancies – we have historically had holes. As a charity, it's important we spend our money and have impact on students. Activities underspend – historical risk. Hopefully the agile model will stop this happening. With a break even budget and the £100k excess reserves we have, it's a very low risk

BOARD OF TRUSTEES APPROVED THE 18/19 BUDGET

6.3 Audit Tender – for approval (CC/AC)

AC: We are required to have external auditors look over our finances and our processes. We were this year required to tender for a new auditor. Two options went to Finance & Risk

MC: We are a low risk organisation so Morris Crocker had the right balance. However, as they are a small company, we needed to check they could handle our growth. They can, so Finance & Risk's recommendation is to go with Morris Crocker

AC: This is a one year contract, which mitigates the risk if they don't work for us – we can go back out to tender

JO: Is Counterculture happy with this decision?

AC: Yes

BOARD OF TRUSTEES APPROVED THE AUDITORS MORRIS CROCKER

6.4 Bank Signatories (CC/AC)

BOARD OF TRUSTEES APPROVED THE NEW BANK SIGNATORIES

7. HR Matters

7.1 Update on Confidential Matter - Verbal Update (AC) **STRICTLY CONFIDENTIAL – DISCUSSION REMOVED**

8. Strategic Matters

8.1 P25/Future Union (LS)

LO: This is an overview of the whole project

- Outcomes: Future Union – involved a new HR structure, 3 year strategy and 3 year trading strategy. The only major ongoing area is the development sport. The partnership with Sport and Recreation and the Union is one element that we are working on at the moment, but there is also a new sports strategy we're working on
- Need trustee input – we've talked about conducting a referendum on the representation within this partnership to make it a stable one and runs with student voice throughout. Realised that a referendum wouldn't give us any context if it was a low vote. Decided that consultation is the best way to go forward. We're asking approval from trustees approve for a one question consultation at Freshers and AU Zones

JO: We've had a referendum already?

LO: No, we've done some consultation already and we've taken that feedback to create the model and now we need approval to go to consultation to ask students if it covers the wider remit for sport within a partnership rather than approving the actual model

MC: Slide 53, it gives an overview of what we already have and how we represent our students currently which is mainly through AU Zones, and then the second model includes more than just the AU, includes everyone in sport like gym users, get active stay active – everyone who participates in sport can have a voice. They still have the Have Your Say process and they can talk the University/Union if they have a problem but this gives students another doorway into representation. The question isn't do you like the model, it's whether they think it represents them within their sport

LO: This isn't the final model either – we just need approval to see what students think of this

ABu: If people vote low, how will you know what needs to improve?

LO: If anyone votes 3 or less, they will need to provide reasons

MC: They can also click on the model on the bits they don't like

AC: Thank you to LO for the past two years – it's been an extraordinary project to work on, and would like to formally thank her in front of trustees for the work she has done – she has been outstanding

BOARD OF TRUSTEES NOTED THE FUTURE UNION REPORT

BOARD OF TRUSTEES APPROVED THE SPORT PLAN FOR CONSULTATION

9. General Reporting

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

AC: The report is set put the same as my appraisal document – so you can appraise whether I've done my job properly. Highlights:

- KPIs: currently we have exceeded 17 of our KIPs which is great particularly in a year of change. We've met 10, not met 6:

- 150 ideas through HYS: we only had 80 to date
- 6 candidates per Sabbatical Officer position: we had 8 for president, 6 for sport, 5 for welfare, 1 for activities and 5 for education
- Didn't hit the AU members – missed this by about 400
- Didn't hit the non-sport group members – by about 2,500. The impact was the give it a go process, I think we had the members but they didn't sign up
- Didn't meet the GP from commercial events due to Grad Ball – this may be beaten by year end
- Wanted a 55% open rate on open emails – we hit 52%, however the national average is lower than 30%

JO: This is exactly what the new structure/strategy is designed to address

AC: Summary of the continuous improvements

- Impactful projects from sabbatical officers this year that have made impactful change and are long lasting
- Master planning – this building is being changed – won't come online until 2022, but incoming Sabbs will be involved in the planning
- It's been a great year – P25 and all of these achievements in year and to see the ethos of Future Union in year is great

JO: Masterplan – they've just announced the Sport Centre. Do you have any concerns in the short term about the impact the masterplan will have on what you can offer?

TW: Our outdoor events will suffer significantly. Wider issues on the masterplan is the lack of communications and we don't know what's really happening so we don't know what the impact will be

JO: Will this impact on business and whether there is any other spaces around

TW: I've been looking for the past 6 months

JO: When that's built will there be an ongoing impact?

TW: Not significantly – this year's Freshers' Fayre is being modelled on the footprint that the Sports Centre will take up so we can test and see what the issues are. They are investing money on landscaping to ensure it's viable for events

ABu: Who sits on the panel for your appraisal?

AC: Usually an external trustee, University nominated trustee and the president. You need to appoint and approve

BOARD OF TRUSTEES APPROVED FOR RJ, VK AND JO TO SIT ON THE CEO APPRAISAL PANEL

9.2 Sabbatical Officer Presentations (Sabbs)

[Presentation available to view here](#)

AC: It's apparent from the presentation how much the Sabbatical Officers have achieved this year - they have done it because they have been one of the strongest Sabbatical Officer Teams we've ever had. The Sabbatical Officer team has been extraordinary as individuals, and above extraordinary as a group of people this year. As trustees you've had to make some difficult decisions this year, and you have been smart, challenging and flexible. The legacy of Future Union will sit with you – thank you

9.3 Trials and Triumphs From the Year (OMT)

AC: This is an additional item for the board as a summary for each individual functions of the Union – their challenges, successes and focuses for next year. We don't have an Operations Committee anymore and it was delegated to full board to keep an oversight operationally

MC: It was quite wordy – AC's is easy to read. I wouldn't want them to feel like it was an accountability session. What did they think of it?

LO: It has made them think back over the year about what they have done – which they wouldn't have done without this exercise

AL: I think it's really worthwhile – especially at this time of year where people are coming and going

MC: It looks a bit clouded on how you track it – we had an excel spreadsheet that had 12 years of data which was more logical. For me it's a really good detailed log of when things are happening and if we're hitting targets

AL: I think stats are easier to read when they have been written out and put into context

AC: there as a decision that the operational KIPS wouldn't come to board, this is about a high level snapshot of key areas in the functions

MC: As long as that KPI tracker is still there for OMT to use – it doesn't have to come to trustees. For new Sabbs numbers won't make sense if there is nothing to compare it to

AC: We can build that into induction

JO: It makes an important point for our incoming Sabbs to consider if they are getting the information they require. I found this useful as it enabled me to see what had gone on and it was nicely worded

MC: I don't necessarily want the sheet of data here, but I would like to see it carry on

AC: Perhaps we could add contract details for OMT to access it if they wanted?

JO: We need to recognise the fantastic work that has been done during a year of quite significant change

BOARD OF TRUSTEES NOTED THE TRIALS AND TRIUMPHS REPORT

9.4 Finance & Risk Sub-Committee Highlight Report & Minutes from 29th May 2018 – for note, questions only (MC supported by AC)

MC: Segmentation Tool – this is to audit students who are here. RJ mentioned one which we hadn't researched into – I emailed RJ and SO to find out what this one was

TW: The action was to double check the model wasn't just categorising into a sporto category for example. Instead there would be categories that are 'most likely to fall out of University' etc.

AC: The feedback from Redbrick is that that is what we will get. SO had this conversation and it was confirmed by Redbrick – they will come and spend a significant amount of time with us before they are speaking to students so they can understand what we need/how we will use the information.

MC: The budget was recommended to Board. The pension contribution has increased to 7% from 6% and Finance and Risk approved that the extra 1% will need to be funded by UPSU staff

AC: The SUSS Pension Matter go to the next Finance and Risk Meeting. There is a verbal update to come here for the SUSS Legal Issue

JO: Is there an update from Charities Commission regarding the SUSS Pension Matter?

AC: Still waiting to hear back from them

JO: Will this affect our work?

AC: No, we're just waiting, and we're already paying it.

STRICTLY CONFIDENTIAL – DISCUSSION REMOVED

MC: It was also decided at Finance and Risk that the new Sabbs will make a stance on Prevent, we recommended new auditors and the minutes are there

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

9.5 Board of Directors Highlight Report & Minutes from 29th May 2017 – for note questions only (JT supported by TW)

TW:

- NUS are a significant risk us, NUS Extra income generates about £50k per year, but we're looking at about a £20k loss. They are due to be launching something called Totum
- We are doing a full review of graduation ball because sales are slow this year, it's fairly expensive and it's becoming less popular
- Housing fair dates have been changed to fit in better with house hunting
- Viability report from our consultants that are building business models for us to explore. Drift Bar – owned by the council and it's in a terrible state. Board felt it was too high risk and we would have to invest £200k start up

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

9.6 Student Focus and Governance Highlight Report & Minutes from 1st May 2018 – for note questions only (AL, supported by FL)

AL:

- We talked about the student officer review and discussed whether it should go to referendum or consultation from students – the committee decided on conducting some more in-depth

consultation, which happened in May and now we have some feedback. Hopefully the new representative model will be launched in September

- Discussed issues around the prayer space and the prayer space charter
- Discussed VP Activities' Drug Harm Reduction Campaign
- We also talked about the changes to the committee structure which is a later item
- The student charter was discussed and approved today

BOARD OF TRUSTEES NOTED THE STUDENT FOCUS AND GOVERNANCE HIGHLIGHT REPORT AND MINUTES

10. Trustee Matters Arising From Democratic Committees

None.

11. Any Other Business

11.1 Student Officer Models Consultation (BM/FL)

AL: The review has been going on for a very long time. Initial feedback has been positive, and now we need to find a way to deliver the model to students so they understand it. We want to get the model approved and any feedback or comments would be greatly appreciated. Students really like the model. At the moment there are 5 potential networks, but we're looking to make this smaller next year to start off in the initial year.

JO: I thought this was very good and I understood it straight away – a really clear model. I was pleased to see at least 5 networks

MC: Do the 5 networks increase or decrease depending on what students need

AL: Over the summer Insights Lead will find the groups that need the most representation currently and we will continue to support them, but if a network is doing very well, we will encourage them to go into a society as opposed to a liberation group.

MC: Keep in mind that AU Zone may change to Sports Zone so that will need to be changed in the documentation

BOARD OF TRUSTEES APPROVED THE STUDENT OFFICER MODEL

11.2 Sub Committee Review Completion (AC)

AC: Our sub-committee structure has been reviewed. We were particularly talking about what powers trustees delegated to committees – there was a particular conversation about the delegation of power – the decision was that some finance powers should be delegated to a committee. We reviewed the committees, tweaking the Terms of Reference and looked at when meetings fall in the year. Changes were made and approved and there were some outstanding actions that are here for your approval.

BOARD OF TRUSTEES:

- 1. Approved the updated Memorandum and Articles Of Association**
- 2. Approved the Terms of Reference of the special purpose committee**
- 3. Approved the final updated memberships, remit and responsibilities as set out in the updated Terms of Reference for:**
 - a. finance and risk committee**
 - b. student focus and governance committee**
- 2. Approved the newly created Terms of Reference for Board of Trustees**

11.3 Agree Purpose and Outcome for Board Away Day (AC)

BOARD OF TRUSTEES APPROVED THAT THIS ITEM WILL BE AGREED DIGITALLY

11.4 Trustee Recruitment Update - verbal (AC)

AC: We have shortlisted 4 candidates

LJ: They are being interviewed this week. We have a potential student trustee candidate too

JO: There is a strong field this time

AC: We hope to have them in post at the trustee away day in august have them in post by Away Day in August

11.5 Extraordinary Item (FL/AM/AC)

AM: Victory Radio have been offline for the whole of last year – they had a lot of technical difficulties, some of which related to the server. This year they have gone back online but they rely heavily on the alumni. University has a contract with the MoD and the radio servers are flashing up as a problem – the University's only option is to switch off the server so they don't breach their contract. The radio needs to be refurbished, and hasn't been for around 10 years. All of these problems keep re-occurring, so long term we are investing in the future of the radio

MC: The main point of discussion at Leadership was that if someone else asked for this amount of money, we need to question if we would give it to them, e.g. if Sailing Club asked for some more boats. It's hard to justify it when we think about it like that. I think we need to see a significant fundraising target from the radio – it's a lot of money to invest. If we invest in this money, can we guarantee we can keep it if the Union building gets taken down?

AL: Some of it can be picked up and moved, but some of it can't

JT: This isn't an investment to expand what they do, this is so they can operate as a society. In the interest of fairness we should ask them to fundraise, but I think we should do this to allow them to continue. They have done everything they can do with the resources and knowledge they have

ABu: The radio station is a really good thing to have – but how can they do more for the rest of our student groups? If we agree fund that money, they should have a service level agreement to cover sports events or Union events and help out our student groups, which should also increase their listening

ABe: Would match fundraising be an option at all?

AL: I'm concerned because it's out of student time now, so proposing this would be to potentially incoming student who just wanted to get involved in a radio station. Are we taking an opportunity away from them?

AM: The issue is that they could switch it off at any time – this is time sensitive

AC: As trustees you need to consider the Future Union ethos and approach – just because we've always had a radio station, doesn't mean we should always have a radio station. Someone else could probably do this better than us, and there is a partnership between CCI and Express FM. It sits outside the way we fund anyway. If we are going to fund them, they would need to do some stuff for us, so it's a service. £10k is a lot of money, and as trustees you need to consider if it fits with the ethos and approach we're taking for Future Union about being responsive and impactful for students and does it fit with the fairness and the way we allocate our charitable funds within the framework and remit we have done for other student groups

ABu: The idea of a partnership with Express FM was brought up in Leadership, FL was going to look into this, but not sure if this has happened yet

JT: It's exclusively to CCI students – I would be highly doubtful we would be able to get any additional air time. They already use their time with our societies, so have that level of service agreement. I'm not sure anywhere else can do this. This is an opportunity we offer to all students, and students involved have found work in the radio industry

AL: What is the exception? If we can't provide an exception then I don't think we should use the money to invest.

ABu: Can we offer them more support rather than money? Can we help with a crowdfunding?

JO: I am not hearing the exception – therefore I don't think we should be doing this sort of money

AM: It's difficult – but I don't think I'd give that level of money to any of my other student groups – it's just a shame if the radio is lost

AC: We would as a Union of course is to commit to maintain a radio option for our students – just as important as the things we really wanted to fund but couldn't as it is the right thing to do – we would do our best to support. There is an option two for a development grant

MC: This is underspend money

JO: If we do anything, why don't we increase the development grant by £10k

ABu: CCI have been mentioned multiple times – is the equipment already available in the University? Is there a way the equipment could be used by Victory Radio? It seems like a cost effective way, short term at least

MC: If we are saying no, they are a media company – do we need to think about reputation?

AM: Can we look into giving it to a development grant?

AC: If you assign the money to the development grant, it will be available for all students – it won't be ring-fenced to Victory FM. In the forecast it's assigned to the development grant – it can either go in our reserves pot or you can assign it to the development grant for students

ABu: The media groups could also increase their membership – it only costs £10 to be a member of the media groups

AM: They used to be free, and charging £10 has already made their membership decrease

GP: How many members/listeners do they have?

AM: Around 150 members and they have about 100 listeners at a time

BS: Increasing their membership won't make a huge difference considering how much money they need

MC: I think they should make a real effort to fundraise

GP: Fundraising would be a good way to advertise themselves

JO: The board is not in the position at this time to agree this. Are we in agreement to approve for the money to increase the development grant

AC: Just to be clear – we're asking to amend the budget to assign £10k of surplus as restricted funds in addition to the budgeted development grant for student groups

BOARD OF TRUSTEES APPROVED TO AMEND THE BUDGET TO ASSIGN £10K OF SURPLUS AS RESTRICTED FUNDS IN ADDITION TO THE BUDGETED DEVELOPMENT GRANT FOR STUDENT GROUPS

11.6 Affiliate Institutions (FL/AC)

AC: This came up from a side issue from the work we were doing on the prayer space. Affiliate Institutions pay to be an affiliate and they can join clubs and societies and use our facilities. We only have one affiliate relationship which is LSI – they pay us a fee and students pay us another £45 on top of this. They are not entitled to use the University spaces that we use for our clubs and societies due to lots of issues like insurance. There are some questions you need to ask yourself on slide 91. The impact is low on our students – it's only £250 funding and LSI students are not our responsibility as students, so we recommend that we stop offering affiliate memberships in their entirety

JO: The alternative would be for them to seek out insurance which is unlikely

AC: Having had conversations, we're struggling enough on campus as it is without offering access to other people who aren't staff or students

JO: And we don't have many affiliate members?

MC: There was one last year I think, none this year

JO: I see no issue

AC: It's caused some significant issues in the prayer space

BOARD OF TRUSTEES APPROVED TO STOP OFFERING AFFILIATE MEMBERSHIPS

Thank you to the Sabbatical Officer team, to JT as the chair and BS as a student trustee – all their knowledge and expertise has been very valued in the past year.

Thank you from JT to trustees for being part of a great trustee team, who have contributed to help move forward with Future Union

JT wishes the incoming Sabbatical Officer team the best of luck for the next year

12. Date and Time of Next Meeting

Tuesday 9th October 2018 at 3.00pm

Room 1, The Union Building

Minutes Approved: _____

Date: _____