Meeting:	**Board of Trustees**
Location:	**Microsoft Teams Meeting**
Date & Time:	**Thursday 17 June 2021 at 9.30am**

Present:

Francesco Masala	President *(Chair)*
Ka Ho Ho	Postgraduate Officer *(left the meeting under item 10.1)*
Freya Jackson	Community Officer
Tom Sawko	Sport Officer
Annie Willingham	Education Officer
Rob Clay	Independent Trustee
Kate Aldridge	Independent Trustee
Marian McNeir	Independent Trustee *(Joined the meeting under item 4)*
Valerie Copenhagen	Independent Trustee
Jordan Kenny	Independent Trustee
Alexander Robinson	Independent Trustee

In attendance:

Gregory Noakes	Governance & Executive Support Manager *(Secretary)*
Nicky Passmore	Chief Executive
Charlie Slack	Head of Student Voice *(Present for item 5 only)*
Jacob Withington	Incoming Education Officer
Meg Crossman	Incoming Community Officer
Siddharth Singh	Incoming Postgraduate Officer
Elizabeth Stacey	Incoming Sport Officer
Zoë Paumelle	Incoming Activities Officer

Item	
1.	**Apologies for absence** 	Name	Reason	Accepted	 | ---	---	---	 | Valerie Copenhagen	Urgent work matter	Yes	
2.	**Notice of any other business** The following items were identified for discussion under any other business: 1) Staff resignations 2) Archives
3.	**Declaration of conflict of interest** No Trustees present had any conflict of interest to raise relating to any items of business.
4.	**Minutes of the previous meeting and actions arising** The Board approved the previous minutes and noted the actions arising from the previous meeting. The Chief Executive reported that the advert for recruiting a new Trustee would be going live in the next few days and The SU would be seeking to promote it widely. **QUESTION:** A Trustee asked about plans for recruiting another student to join the Board. **ANSWER:** An Officer explained that this was the wrong time of year to be recruiting a student to join the Board as traditionally student engagement with The SU starts to wane

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before the summer holidays. It was agreed that plans should be drawn up ahead of the next meeting in September.

ACTION: Governance & Executive Support Manager to plan out recruitment for student to join the Board.

(Marian McNeir joined the meeting at this point)

5.	**Citizenshift & A Political Policy Making Framework**

The Board received a report on citizenshift and proposing a political policy making framework *(See R1 of the Board reports)*.

(The Head of Student Voice joined the meeting at this point)

The Head of Student Voice explained the background and rationale behind this project. Its purpose was to create a means by which students could shape and influence The SU decision making on various issues. To differentiate these from policies these would be referred to as standpoints which would be recorded in a single document. It was noted that the model being proposed would differ to other Student Unions in that it would be about agreeing positions and not actions.

QUESTION: A Trustee asked what would prevent SUmmit being hijacked by factions to promote political standpoints.
ANSWER: The Head of Student Voice explained that standpoints would not be permitted to be political as they would need to confirm with The SU charitable objects.

QUESTION: A Trustee asked how SUmmit would handle discussion around potentially sensitive topics or those that they might be ill-informed on.
ANSWER: The Head of Student Voice explained that members would receive appropriate training and that SUmmit would have various options such as requesting further information or recommending a referendum to decide the matter.

QUESTION: The Chief Executive asked on the behalf of the absent Trustee what the difference was between SUmmit and the assemblies.
ANSWER: The Head of Student Voice explained that the assemblies were forums for discussing things while SUmmit was the body that would approve standpoints. A standpoint might be developed in the assemblies and then taken to SUmmit for approval.

The Board discussed and agreed to approve the adoption of SUmmit subject to a review by the Board in six months.

ACTION: Board to review SUmmit in six months' time.

(The Head of Student Voice left the meeting at this point) |
| 6. | **Chief Executive Report**

The Board received a report on CEO first eight weeks in post *(See R2 of the Board reports)*.

The Chief Executive explained that there was currently a lack of documentation in place between the University and The SU setting out the relationship between the two organisations. While the relationship was a positive one there were places where the University were too involved in making operational decisions for The SU. Some examples of this were staff recruitment, Chief Executive remunerations and the block grant. |

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The Board discussed and agreed with recommendation that the Chief Executive should work with work with the appropriate senior staff at the University to discuss the creation of a high level relationship agreement ensuring this covers staff employment.

ACTION: Chief Executive to work with the appropriate senior staff at the University to discuss the creation of a high level relationship agreement.

The Board discussed and agreed with the recommendation that the Chief Executive should work with University HR department to review the approach to staff recruitment and Chief Executive pay review. However, any proposed changes to the Chief Executive pay review should be subject to Board approval.

ACTION: Chief Executive to work with University HR department to review the approach to staff recruitment and Chief Executive pay review.

The Board discussed the recommendation that the Chief Executive should approach the University to gauge appetite for a multi-year block grant arrangement and decided that this should be postponed until the financial situation improved.

The Chief Executive reported that when the Edge had been taken on it had not been agreed who would be responsible for the equipment. Early assessments of the costs associated with the equipment had shown that the budget given by the University was nowhere near sufficient to cover it. This had communicated to the University along with the message that The SU role within the University's art strategy would be programme delivery only.

The Chief Executive asked if the Board were happy with this approach and they confirmed that they were.

7.	**Finance & Audit**
7.1.	**Reserves**

The Board received a report on reserves *(See R3 of the Board reports).*

The Chief Executive explained that when COVID hit the Board had agreed to cover a deficit budget up to £150,000 using the reserves. However, The SU had done better than expected this year in terms of finance with the loss currently being forecast for -£49,000. This would leave £260,000 in the reserves. At the last Board meeting a break-even budget had been presented but since then the University had unexpectedly reduced the block grant by -£25,000.

The Board discussed and agreed the following recommendations included within the paper:
- To approves the retention of the minimum free reserves limit at £150k for 2021/22.
- The Head of Finance and Governance Manager to work to ensure Finance and Audit committee agendas include regular reporting against reserves.
- For a dedicated reserves policy to be created separately from the Annual report and scheduled for regular review through the new Governance calendar.

ACTION: Head of Finance and Governance Manager to ensure regular reporting against the reserves to Finance & Audit committee.

ACTION: Head of Finance and Governance Manager to develop reserves policy for adoption.

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7.2.	**Budget Scenarios** The Board received a report on budget scenarios *(See R4 of the Board reports)*. They discussed the various scenarios contained within the report and agreed that in the event that scenario 4 might need to be implemented the University should be consulted first. It was noted that scenario 3 was currently considered the most likely worst possible case scenario which if required would reduce The SU to minimum reserves. **QUESTION:** A Trustee asked if this report would be shared with the University. **ANSWER:** The Chief Executive explained that they were not required to share this with the University but that they would as they felt it was important to be honest with them about such plans. A Trustee suggested and the Board agreed that this should be a standing item on Finance & Audit committee meetings. Future reports on budget scenarios should also include a line about the impact each scenario would have on the reserves. **ACTION: Finance & Audit committee to monitor budget scenarios and future budget scenario reports to contain line about impact on reserves.** The Board discussed and agreed to approve the recommended contingency plans contained within the report subject to the University being consulted first if scenario 4 was ever necessary.
8.	**Strategy and Performance Monitoring** The Board received a report on KPIs *(see R5 of the Board reports)*. They discussed and agreed that changes made to the report were a significant improvement. However, concerns were expressed that the sample size might be too small to give a proper representative view and it was suggested that the response rate needed to be increased. It was also suggested that the number of respondents and trends for the previous year should be added to the graphs within the report. **ACTION: The Insights & Engagement Manager to make amendments to the report and to look at ways to increase the response rate.** The Board discussed and agreed that the current KPIs should be relooked at over the next 6-9 months to ensure that these are the correct ones for The SU. **ACTION: The Chief Executive and President to relook at the current KPIs and to bring recommendations on how these could be improved to Leadership Committee and then Board.**
9.	**Governance**
9.1.	**Governance Calendar** The Board received a report proposing a governance calendar for adoption *(see R6 of the Board reports)*. They discussed and agreed to approve the adoption of the governance calendar.
9.2.	**SU Policies**

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The Board received a report proposing a plan for adoption of policies and their continuous review going forward *(see R7 of the Board reports)*.

QUESTION: A Trustee asked if these policies would be submitted to SUmmit or the Board for adoption
ANSWER: The Chief Executive explained that these are organisational policies and therefore belong to the Board.

The Board agreed to approve the plan for adoption of policies and their continuous review going forward.

9.3.	**Committee Structure and Membership**	

The Board received a report on committee structure and membership *(see R8 of the Board reports)*.

They discussed the Finance & Audit committee membership and the Officers assigned to this committee. One of the Officers expressed a desire not to be on the committee as they felt they did not have the skills and experiences for this role. After discussing the matter it was agreed that this conversation should be continued separately to this meeting.

ACTION: Decision to be made on which Officers should be on the Finance & Audit committee.

10.	**Operational Matters**	
10.1.	**Officers**	

The Board received a report on Officers *(see R9 of the Board reports)*.

They discussed the concerns expressed within the Postgraduate Officer's report and agreed that it was important that Officers raise concerns such as these with the Chief Executive in the first instance. The Chief Executive explained that they believed the lack of budget assigned was likely a cost saving response to Covid but would need to look into it further to be sure.

(The Postgraduate Officer left the meeting at this point)

10.2.	**Area Operations**	

The Board received a report on area operations *(see R10 of the Board reports)*.

The Chief Executive explained that these reports would continue to be improved going forward in order to better show the progress areas were making against their area plans in line with The SU strategy.

The Board discussed and agreed that the new report format were a positive step forward in the development of these area reports. They noted that they would like to see the approach taken to completing the reports standardised along with colour coding being added to more clearly highlight the progress being made.

A Trustee suggested and the Board agreed that it would be good to see a similar format adopted with the Officer reports.

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11.	**Any other business**	
	The following items had been previously identified for discussion under any other business:	
	1) Staff Resignations	
	The Chief Executive reported that three staff members had resigned recently in the last few months which accounted for about 8% of the workforce. This meant that The SU was currently understaffed.	
	2) Archives	
	A Trustee reported on a conversation they had had with the University's archivist where it had been noted that there was very little recorded on The SU for the past few years. The Chief Executive suggested that the archivist should send an email around to let staff know what kind of things they were interested in collecting. A Trustee suggested that the archivist should also email the alumni department as they still had lots of things from their own University days that they could donate.	
	Thank you	
	The Board formally thanked and congratulated the outgoing Officer team for the excellent work they had done over the past year under very difficult circumstances.	
	The outgoing Officer team thanked the Board and staff for all the support that they had given over the past two years. The older Officers noted that they felt that the Board had come a long way in the two years they had been on it and were sure it would only grow stronger going forward.	
12.	**SU News**	
	This item was not discussed.	
13.	**To confirm the date and time of future meetings**	
	The Board noted and confirmed the following meeting dates: • Thursday 9th September 2021 9.30am • Thursday 9th December 2021 9.30am • Thursday 31st March 2022 9.30am • Thursday 16th June 2022 9.30am	

The meeting ended at 12.50pm.

Item	Action	Action Owner	Exp Finish
4	To plan out recruitment for student to join the Board	Governance Manager	09-Sept
5	To review SUmmit in six months' time	Board	09-Dec
6	To work with the appropriate senior staff at the University to discuss the creation of a high level relationship agreement.	Chief Executive	09-Dec
6	To work with University HR department to review the approach to staff recruitment and Chief Executive pay review	Chief Executive	Mar-2022
7.1	To ensure regular reporting against the reserves to Finance & Audit committee	Head of Finance Governance Manager	09-Sept

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7.1	To develop reserves policy for adoption.	Head of Finance Governance Manager	09-Sept
7.2	To monitor budget scenarios and future budget scenario reports to contain line about impact on reserves	Finance & Audit Committee	09-Sept
8	To make amendments to the KPIs report and to look at ways to increase the response rate	Insights & Engagement Manager	09-Sept
8	To relook at the current KPIs and to bring recommendations on how these could be improved to Leadership Committee and then Board	Chief Executive President	09-Dec
9.1	Decision to be made on which Officers should be on the Finance & Audit committee	Chief Executive Officers	25-Jun

Chair:	
Date:	