

Meeting:	Board of Trustees		
Location:	Microsoft Teams Meeting		
Date & Time:	Thursday 12 December 2020 at 10am		
Present:			
Francesco Masala	President (<i>Chair</i>)		
Ka Ho Ho	Postgraduate Officer (<i>Left the meeting under agenda item 10.1</i>)		
Freya Jackson	Community Officer		
Tom Sawko	Sport Officer		
Annie Willingham	Education Officer		
Rob Clay	Independent Trustee (<i>Joined under agenda item 7</i>)		
Kate Aldridge	Independent Trustee		
Marian McNeir	Independent Trustee		
Valerie Copenhagen	Independent Trustee		
Alexander Robinson	Independent Trustee		
In attendance:			
Gregory Noakes	Governance & Executive Support Manager (<i>Secretary</i>)		
Andrew McLaughlin	Chief Executive		
Mandy Wilson-Garner	Deputy Chief Executive		
Sam Wright	RSM Auditor (<i>Present for items 1-6</i>)		
Helen McHenry	Head of Finance (<i>Present for item 6</i>)		
Ben Palmer	Student Voice Coordinator (<i>Present for items 8.1, 10.1 and 10.2</i>)		
Item			
1.	Apologies for absence		
	Name	Reason	Accepted
	Jordan Kenny	Work commitments	Yes
	The Board noted that Rob Clay would be late to the meeting.		
2.	Notice of any other business		
	The following item was identified for discussion under any other business: 1) Minor amendment to Articles of Governance		
3.	Declaration of conflict of interest		
	The Board received a report on the Trustees' register of interests (<i>See R1 of the Committee reports</i>).		
	The Secretary explained that the purpose of the register was to allow the Board monitor each other's interests and identify any possible conflicts of interests before they occurred.		
	QUESTION: A Trustee asked how far back should they go in registering past interests on the register.		
	ANSWER: The Secretary agreed to look into what was the current recommended practice in this area.		
	ACTION: Secretary to research recommended practice for how far back Trustees should go in recording past interests on the register.		
	No Trustees present had any conflict of interest to raise relating to any items of business.		

4.	<p>Minutes of previous Board meeting</p> <p>The Board received a report on the previous meeting (<i>See R2 of the Committee reports</i>).</p> <p>They approved the previous minutes and noted the following matters:</p> <p>The Community Officer reported that the University had recently recruited a new Equality, Diversity and Inclusivity staff member who would now begin to look at the possibility of the University signing up for the race equality charter.</p>
6.	<p>Finance & Audit</p> <p><i>(The Head of Finance joined the meeting at this point)</i></p> <p>6.1. Trustees' Annual Report and Audited Accounts</p> <p>The Auditor reported that the Trustees' annual report and audited accounts was currently still in its draft form but a final version would be shared with the Board within the next few days. This year they had been more challenging around 'Going Concern' due to the impact of COVID-19 on The SU finances. An email from the University had however reassured them that The SU was still a 'Going Concern'.</p> <p>The Chair explained that normally the Trustees' annual report and audited accounts are signed by both the President and Chief Executive. However, as the Chief Executive was leaving this week it might have to be signed by just the President on this occasion. The Trustees' annual report and audited accounts would be shared with the Board for approval via a decision without a meeting before they were submitted to the Charity Commission.</p> <p>ACTION: Trustees' annual report and audited accounts to be shared with the Board for approval via a decision without a meeting.</p> <p>6.2. Audit Findings</p> <p>A Trustee reported that the audit had been carried out remotely this year and thanked the Head of Finance for their work on this recognising that this had created additional work for them. They noted that there were no new audit recommendations and only the segregation of duties recommendation remaining from last year.</p> <p>6.3. Finance Update</p> <p>A Trustee reported that the Finance & Audit committee would be meeting next week now to review the response of the University to The SU request for additional funding. The SU was in a strong position as it currently had large reserves it could draw on. However, the Finance & Audit committee were keen to reduce impact on the reserves as much as possible to preserve a suitable amount (£150,000) for future emergency use.</p> <p><i>(The Head of Finance and RSM Auditor left the meeting at this point)</i></p>
5.	<p>Strategy and Performance Monitoring</p> <p>5.1. Student Life Survey</p> <p>The Board received a report on student life survey (<i>See R3 of the Board reports</i>).</p>

	<p>The Chief Executive explained that there were still some adjustments to be made to this report to better link it to reporting on the strategic priorities. This would be done by removing some of the more operational elements within the report. They would ensure that they advised the Insights & Engagement Manager on this before they left The SU.</p> <p>A Trustee noted that the results appeared very positive given the current academic year.</p> <p>The Chair noted that the results of survey were reflected by the University's own survey.</p> <p>5.2. Complaints & Student Member Disciplinary</p> <p>The Board received a report on complaints & Student Member disciplinary (<i>See R4 of the Board reports</i>).</p> <p>5.3. External Speakers</p> <p>The Board received a report on external speakers (<i>See R5 of the Board reports</i>).</p> <p>The Chief Executive reported that this area was likely to receive more public attention in future due to the government's renewed focus on freedom of speech in Higher Education. This was part of the government's wider agenda of tackling Student Unions and what they saw as '<i>niche activism</i>'. It was noted by the Chief Executive that no external speaker had been refused the opportunity to speak on campus by The SU or University during their time working at The SU. The Chair noted that they had been assured by the Vice Chancellor that they would express public support for the work The SU did if government began to target Student Unions.</p> <p>5.4. SU Alumni Grant</p> <p>The Board received a report on SU alumni grant spending (<i>See R6 of the Board reports</i>).</p> <p>The Secretary reported that there was currently around £17,000 left of SU alumni grant to be spent and that this could be used on SU projects as long as they benefited students. One potential area that had been discussed by the SU alumni panel was the refurbishment of the 1 East Meeting room.</p> <p>The Board discussed The SU alumni application process and how this might be better promoted. It was noted that generally the same student groups tend to apply for the grant and often for quite minor things, such as new equipment. Consideration was currently been given to holding an event where students could potentially decide themselves what the grant should be spent on. Engaging students in this way might increase overall interest in the grant leading to more applications from a wider range of student groups. It would also allow for recordings to be taken which could be used by the marketing team to generate further interest.</p> <p>The Chief Executive noted that the information regarding this process was kept on the sports area of the website which might be creating the perception that it was for sports clubs only. They suggested that the information relating to the grant should be kept more centrally on the website to make it clear that it was available for all student groups.</p>
8.	<p>Project/Campaign Management</p> <p><i>(The Student Voice Coordinator joined the meeting at this point)</i></p>
8.1.	<p>ED&I Strategy Project</p>

<p>8.2.</p>	<p>The Board received a report on the Equality, Diversity & Inclusivity (<i>EDI</i>) strategy project (see <i>R7 of the Board reports</i>).</p> <p>The Deputy Chief Executive thanked Valerie Copenhagen and Kate Aldridge for their help with developing this client brief.</p> <p>The Student Voice Coordinator went through the report with the Board. It was explained that the purpose of this project is to identify the key EDI improvement areas for The SU to the inform the development of a EDI strategy.</p> <p>The Board discussed and agreed that going forward they should receive regular reports on the development of the EDI strategy in order to closely monitor this area of work.</p> <p>QUESTION: A Trustee asked if there would be any financial cost to the project. ANSWER: The Student Voice Coordinator confirmed there would be none at this stage.</p> <p>The Board approved the client brief and agreed there was no need for a business case to be submitted for this project.</p> <p><i>(The Student Voice Coordinator left the meeting at this point)</i></p> <p>Previously Approved Projects</p> <p>The Board received a report on previously approved projects (see <i>R8 of the Board reports</i>).</p> <p>QUESTION: A Trustee asked what the active travel project was. ANSWER: The Sport Officer explained that this was a project looking at finding new ways to support students in getting to campus in a more active ways such as cycling.</p>
<p>7.</p> <p>7.1.</p> <p>7.2.</p>	<p>Risk Management</p> <p>Risk Register</p> <p>The Board received a report on the risk register (see <i>R9 of the Board reports</i>).</p> <p>They reviewed and approved the risk register.</p> <p>Health & Safety</p> <p>The Board received a report on health & safety related activities (see <i>R10 of the Board reports</i>).</p>
<p>9.</p> <p>9.1.</p> <p>9.2.</p>	<p>Operational Matters</p> <p>Interim Chief Executive Arrangements</p> <p>The Board received a report on interim Chief Executive arrangements (see <i>R11 of the Board reports</i>).</p> <p>They reviewed and approved the arrangements for an interim Chief Executive and offered their support to the Deputy Chief Executive as they moved into this role.</p> <p>Officers</p> <p>The Board received a report on Officers (see <i>R12 of the Board reports</i>).</p>

<p>9.3.</p>	<p>QUESTION: A Trustee asked about a comment made by one of the Officers about feeling thinly spread. They asked what support is currently provided and if they needed more. ANSWER: The Officers reported that the support given by The SU was of a very high level and noted that the Deputy Chief Executive was largely responsible for this. They explained that the workload of the Officers varied considerably at different points in the year and this could have an impact on their wellbeing.</p> <p>The Board reassured Officers that it was important that they know how Officers were feeling so that they could put in place further support if needed. They advised Officers that they should not be afraid to prioritise the essentials and drop non-essential things as this year was very different to other years due to COVID-19. Not being able to do something should not be seen as a sign of weakness.</p> <p>Senior Management</p> <p>The Board received a report on senior management (<i>see R13 of the Board reports</i>).</p> <p>QUESTION: A Trustee asked the Chief Executive for an update on embedding the Edge into The SU. ANSWER: The Chief Executive explained that due the COVID-19 restrictions it had been a challenging year for the Edge as its been limited in what The SU can do. Going forward the priority for this area should be to make the Edge a distinctively SU venue.</p> <p>QUESTION: A Trustee asked if there was a director for the Edge who was a part of The SU staff. ANSWER: The Chief Executive explained that there was still a University employed director who was working on an arts strategy for the University. Unless it was recommended as part of that strategy there would be no director going forward. The Edge needs to become a space primarily for student use.</p> <p>QUESTION: A Trustee asked for an update on embedding Dartmouth avenue into The SU. ANSWER: The Deputy Chief Executive reported that currently the site was being used as COVID-19 testing site. However, future plans were to make the site a hub for volunteering and other community related student activities. In addition the site would also allow for the expansion of some student group activities such as boxing.</p> <p>QUESTION: A Trustee asked about the updated safeguarding policy and whether this would be coming to the Board for approval. ANSWER: The Secretary confirmed that this would come to the Board for approval. Adopting, reviewing and approving policies was one of the key responsibilities of the Board. This policy is one of a few old policies that the Governance & Executive Support Manager has not yet reviewed. They noted that it linked into the University's safeguarding practices and that therefore they did not at this time have any concerns with it.</p> <p><i>(The Board stopped for a 5 minutes break)</i></p>
<p>10.</p> <p>10.1.</p>	<p>Governance</p> <p><i>(The Student Voice Coordinator re-joined the meeting at this point)</i></p> <p>NUS Affiliation Referendum</p> <p>The Board received a report on National Union of Students (<i>NUS</i>) affiliation referendum (<i>see R14 of the Board reports</i>).</p>

The Secretary advised that the legal requirement referred to in the report *'there is a legal requirement (under the Education Act 1994) for students at the member organisation to vote on affiliation by secret ballot'* is not entirely accurate. The main requirements of the Education Act 1994 relating to affiliations are; for student members and the University's Council to be notified of affiliations and related costs, for a current list of affiliations to be approved annually by student members, and for a process to exist to allow a proportion of student members to challenge an existing affiliation.

The Secretary advised that the Education Act 1994 predates the establishment of the Board which was required when Student Unions were all made registered charities. As such there is no mention of the Board in the Education Act 1994 and there are no restrictions preventing the Board from taking the decision itself. However, as this is a decision that directly affect students it is still advised that a referendum should be held to allow students to decide the matter themselves.

The Board discussed the benefits that affiliation to NUS brings to The SU and the need to clearly communicate to students the facts of what leaving or staying will mean to them.

QUESTION: A Trustee asked if it was possible to start providing information to student about the upcoming referendum in advance.

ANSWER: The Student Voice Coordinator advised that this was possible but that they needed to be careful to make sure it wasn't too far in advance.

(The Postgraduate Officer left the meeting at this point)

QUESTION: A Trustee asked if there were any other mechanism by which The SU could access national representation if they were no longer a part of NUS.

ANSWER: The Chief Executive advised that NUS was currently the only national body out there for students.

The Board agreed that a referendum should be held for students to decide whether The SU should continue to affiliate to NUS.

10.2. **Returning Officer Appointment**

The Board received a report on options for the appointment of a Returning Officer (*see R15 of the Board reports*).

QUESTION: A Trustee asked for clarification on what the role of the Returning Officer was.

ANSWER: The Student Voice Coordinator explained that the Returning Officer was responsible for overseeing The SU's elections.

QUESTION: A Trustee asked if this was the Officer elections?

ANSWER: The Student Voice Coordinator explained this was all elections across The SU as well as referendums.

The Board agreed to appoint the Charlie Slack (*Head of Student Voice & Engagement*) as Returning Officer and Ben Palmer (*Student Voice Coordinator*) as Deputy Returning Officer.

They also agreed to confirm the following Acting Returning Officers:

- Student Voice Coordinator (NUS Delegates, CSSU Reps, EDIC Reps, Elections Committee)
- Sport Officer (Sport Committees and Sport Executive Committee)
- Education Officer (Academic Reps, Academic Exec, Senate & Faculty reps)

<p>10.3.</p>	<ul style="list-style-type: none"> • President (P&A groups, Media groups, activities & exec) • Postgraduate Officer (PG Execs) • Community Officer (D&S groups & exec, ISA Exec) <p>(The Student Voice Coordinator left the meeting at this point)</p> <p>Trustee Membership and Recruitment</p> <p>The Board received a report on Trustee Membership and Recruitment (<i>see R16 of the Board reports</i>).</p> <p>The Board noted that Rob Clay's term of office would end 12/10/2021 and that their departure from the Board would deprive them of a Trustee skilled in finance. It was important that whoever replaced them had these essential skills. Arrangements might need to be put in place to keep Rob Clay as an advisor to the Board if a suitable replacement was not found before October.</p> <p>The Board discussed the other vacant Independent Trustee role that was being reserved for a student. A Trustee suggested creating a recruitment video to highlight why students might want to become a Trustee and what they would get out of it in terms of skills and experiences.</p> <p>The Board discussed and agreed that The SU website needed to be updated with information about each Trustee.</p> <p>ACTION: Governance & Executive Support Manager to update The SU website with information about each Trustee.</p>
<p>10.4.</p>	<p>Committee reports</p> <p>The Board received a report on committees (<i>see R17 of the Board reports</i>).</p> <p>A Trustee suggested that it would be useful to receive copies of committee minutes in-between Board meetings. The Governance & Executive Manager agreed to do that going forward but noted that they would still need to present copies of all committee meetings to Board as this was a requirement within the Articles of Governance. This was to ensure that there was a formal record showing that the Board had received committee minutes with the exception of Complaints & Disciplinary committee which were confidential. These could be seen by Trustees on request.</p> <p>QUESTION: A Trustee asked had the previous decision to recruit a black student to the Board changed to a BAME student? ANSWER: The Chief Executive confirmed that this had changed as they had agreed limiting it to a black student might be too restrictive for recruitment.</p>
<p>11.</p>	<p>Any other business</p> <p>The following item had been previously identified for discussion under any other business:</p> <p>1) Minor amendment to Articles of Governance</p> <p>The Governance & Executive Support Manager reported that the University were in the process of removing the University secretary from their governance and that as a subsequent result there was a need for The SU to update its Articles of Governance.</p>

	<p>The University secretary role appeared in Articles 18.5 and 19 in relation to who Student Members should give notice to if they wished to opt out of SU membership. It was being proposed that this should be amended to be replaced with the Chief Executive role.</p> <p>Under Article 15 minor amendments can be made to Articles of Governance with the joint agreement of University Council and the Board of Trustees provided that students are informed of the changes.</p> <p>The Board discussed and agreed to the recommend amendments to the Articles of Governance.</p> <p>ACTION: The Governance & Executive Support Manager to amend the Articles of Governance.</p> <p>Chief Executive</p> <p>The Board requested that their thanks to the outgoing Chief Executive be formally be minuted. They noted that they would be very much missed by The SU and wished them the best with their new job.</p>
12.	<p>To confirm the date and time of future meetings</p> <p>The Board noted and confirmed the following meeting dates:</p> <ul style="list-style-type: none"> • Thursday 25th March 2021 at 9.30am • Thursday 17th June 2021 at 9.30am
The meeting ended at 1pm	
Item	Action
3	Secretary to research recommended practice for how far back Trustees should go in recording past interests on the register.
6.1	Trustees' annual report and audited accounts to be shared with the Board for approval via a decision without a meeting.
10.3	Governance & Executive Support Manager to update The SU website with information about each Trustee.
11	The Governance & Executive Support Manager to amend the Articles of Governance.