

# BOARD OF TRUSTEES

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**Date:** 5<sup>th</sup> December 2012

**Time:** 16.30pm

**Venue:** MR 4/5

(Warwick SUHQ)

**Circulation:**

Nick Swain, James Entwistle, Cosmo March, Anna Chowcat, Silkie Cragg, Natasha Cabral, Ben Sundell, Judy Ryder, James Hunt, Emma Cox, Aled Evans, Nathaniel Shiers, Samuel Hewlings, Amelia Moore, Jacqui Clements, Tracey Grant, David Dedman

## MINUTES

**Meeting Quorum: 9**

### **2.1 APOLOGIES FOR ABSENCE**

Silkie Cragg, Emma Cox, Amelia Moore, David Dedman

JE in attendance from agenda item 2.4 Chairs Business

### **2.2 DECLARATION OF CONFLICT OF INTEREST**

None declared

### **2.3 MINUTES OF THE PREVIOUS MEETING AND ANY MATTERS ARISING**

**RESOLVED:**

That the minutes of the meeting held on the 10<sup>th</sup> October 2012 be approved.

**Matters Arising**

**4.9 Democracy Review**

Amendments to By-laws noted.

**6.4 Chairs Business**

**Strategy Day**

Papers noted.

**Reported: (By: JC)**

Policy approved by the Finance & HR Committee at the meeting held on 27<sup>th</sup> November 2012.

#### **NSh**

In the previous two years we have targeted £50K reserves, achieved £200K in both years, if repeated this year would achieve overall target in one year.

#### **Reported: (By JC)**

Successful years have helped the Union to focus on development of Membership Services, there have been good reasons for achieving £200k, it is a huge increase in percentage terms of budget figure as a surplus but not a huge increase if looked at as percentage of income and costs, slight variation on either of these and the £50K could easily become a £200K deficit.

#### **JH**

The £200K designated target is a fluctuating amount dependant on application of reserves to investment projects; this should be reviewed on an annual basis.

#### **Reported: (By: JC)**

We are mindful of the decisions based on development of the building, if the development is funded by the University we may choose to enhance further and use some of the designated reserves if achieved for that purpose.

#### **Reported: (By: NS)**

It was discussed at Finance & HR Committee how this figure would fluctuate over time given factors such as inflation.

#### **Recommendations:**

The Board are asked to consider and approve the proposed Reserves Targets set out in the paper and the attached proposed Reserves Policy.

- Warwick SU's General Reserves Target is set at £530k
- Warwick SU's Designated Reserves Target is set at £200k
- Total Reserves Target is set at £730k (current position is £523k)

**Resolved: All three recommendations approved, unanimously.**

#### **6.12 Insurance Provider**

##### **Reported: (By: TG)**

To note insurance policy covers all the subsidiary companies. Papers and position on indemnity insurance noted.

#### **1.9 KPI's 2012 – 2013**

Two additions approved via email noted.

## **2.4 CHAIRS BUSINESS**

### **Tom Smeaton**

To note Tom's funeral will be taking place tomorrow at 11.30am at St Mary's Collegiate Church in Warwick, all friends and colleagues welcome.

Tom's family have requested donations to Warwick Hospice and Warwick SU Advice & Welfare Department.

The Chair on behalf of the Board of Trustees and Warwick SU thanked Tom's family for this very kind gesture.

#### **New University Staff**

Professor Lawrence Young and Professor Andrew Coates newly appointed staff at the University have made visits to the Students' Union in the last week. Jo Horsbrough the new Deputy Registrar will be visiting the Students' Union next term.

#### **National Demonstration**

The National Demonstration took place on the 21<sup>st</sup> November 2012, a very well organised event in terms of WSU's responsibilities.

#### **Housing Day**

Extremely well received, approximately 1,000 people in attendance.

#### **Reported: (By: JC)**

To note it was the most successful Housing Day the Students' Union has hosted.

#### **All Student Meeting**

To note the meeting due to take place this term was postponed, format of submission deemed inappropriate.

#### **Reported: (By: CM)**

Too short notice period given importance of the issue. Issue in question the boycott list and the decision on whether to remove policies or attribute a renewal date to policies which they currently do not have, given the volume involved two meetings to be scheduled to deal with this issue.

## **2.5 NOTIFICATION OF ANY OTHER BUSINESS**

None

## **2.6 AUDITED ACCOUNTS 2011 – 2012**

Papers noted.

#### **Reported: (By: TG)**

**To note - Page 19** reserves policy statement, given discussions taken place earlier in today's meeting statement may require expansion.

**Page 23 & 24** - Subsidiary company that is not wholly owned, balance sheet shows for the first time share capital owed to a third party, do not disclose a SOFA with minority interest, auditors have not seen this before. Auditors technical team looking at how to marry minority interest on the balance sheet with the disclosure on the SOFA. Decision may be taken given small amount involved to roll share capital into general reserves, taking advice. £495.00 share capital appears in the cash flow to ensure consistency, small disclosure change likely, if major disclosure will be submitted back to the Board of Trustees for approval.

**Page 26** – To note going concern titled as ‘Future Funding’, in discussion with Auditors, University is a charity and will not give written guarantee as underwriters, relationship between the SU and the University such that the auditors do not see it as an issue going forward.

**Draft accounts submitted to FGPC committee to note.**

Management letter to be made available in the New Year.

**Resolved: Audited Accounts 2011 – 2012 approved in principle, unanimously.**

## **2.7 MANAGEMENT ACCOUNTS**

October Management accounts noted.

**Reported: (By TG)**

On track to achieve £57K, approved £60K subject to one small change, associated to increase in postage charges, surplus reduced by £3K to account for this.

£42K ahead of budget to date.

Movements against original budget Membership Services and Central Admin & General Overheads phasing issues. Membership Services late in concept, some costs will now fall into November.

Central Admin service provision some salary costs in Finance Department to accommodate appointment of cashier. Some training costs will now be attributed to November/December, not savings, budget phasing issue.

Coins and vending still a concern.

Dirty Duck balance between food and bar sales changed, drink sales down lesser margin on food sales. F&B Department reviewing the situation, considering alternative markets.

Cash position healthy. Debtors position 120+ days better than this time last year.

**Reported: (By: JC)**

To note financial information to be submitted to the Board of Trustees reduced as a result of feedback received, Finance & HR Committee will continue to receive the financial detail as previously submitted to that committee with the exception of a couple of graphs.

Any comments to JC. Board of Trustees will receive the full pack of accounts twice a year, at budgeting period in February and at year end.

**Reported: (By: JH)**

Increase in cash - we should now be looking at alternative investment options to maximise return.

**Reported: (By: TG)**

We are now in a position to transfer £150K to a longer term investment opportunity.

**Resolved: October management accounts approved, unanimously.**

## **2.8 SEARCH & NOMINATIONS**

Papers noted.

**Reported: (By: JC)**

Interviewed eight individuals. The two proposed candidates were exceptional from this group. If appointment approved training to take place in January to enable attendance at the next Board of Trustees meeting scheduled for the 13<sup>th</sup> February 2013.

Membership of sub committees to be approved at the February Board of Trustees meeting, current student trustees to notify JC of any preferences to membership of committees in advance of that meeting.

**Resolved: Proposed candidates approved as student trustees, unanimously.**

**Shadi Brazell and Philip Kallberg**

## **2.9 RESEARCH WORKING GROUP**

Paper noted.

**Reported: (By: JR)**

Some concern that the size of the budget will not be big enough to carry out this process, the working group may have to come back to the Board of Trustees when proposal received to request an increase in the budget to provide for this.

**Reported: (By:CM)**

To note this is not a definite yes we will tender the process out, to look into it as a viable option.

**Reported: (By: JR)**

Ordinarily we would put a tender document together and obtain costings, on this occasion we have invited companies in for discussion to see if we can glean ideas at no cost to the Union. Preliminary tender process, unsure at this stage what information the tender document would contain.

**Nsh**

Can you confirm, are the board being asked to give approval to meet with the companies or to approve commencement of the tendering process?

**Reported: (By: CM)**

The Board is being asked to give permission to meet with these companies and if we are happy with what they bring to the discussion we go ahead but still retain the option to conduct in house if need be.

**JE**

I am in favour of the tender process but there is a difference between spending the money and sanctioning the research, is this two different proposals?

**Reported: (By: JR)**

This is in part of what the group were mandated to do, to see if the survey can be conducted in a better way, keeping you apprised of where we are at, and the options we are considering.

If increase in budget required or fundamental choices to make they will be resubmitted to the Board of Trustees for consideration.

To note the two companies that have worked with Student Unions in the past have good success rates, this has been picked up through other networks by JC.

**AC**

Demographics and representation are priorities.

**JR**

These are the key issues.

**TG**

The main consensus around the table is that we are in contact with our members; and what they actually want, finance is not the main issue. Requirement to be realistic about the budget going forward, have made a note.

**Nsh**

Some of the questions are associated to KPI's so we will not have a lot of negotiation with them, with regards to the analysis, do we feel like the Union is not doing a good job or is it more the fact that it takes up resources and time.

**Reported: (By: JR)**

The analysis has been conducted externally.

**Reported: (By: CM)**

The breakdown results were compiled by an individual at the WBS.

**Reported :( By: TG)**

The analysis of the information accounted for over 50% of the budget.

**JR**

Concerned that if we are looking at something radically different it could cost more money.

**TG**

Would need to work very quickly if this is to go ahead we may be required to communicate via email.

**Reported: (By: JR)**

If a quick decision is required we may need to seek approval via email.

**Recommendations:**

To agree to the Working Group approaching the companies mentioned in the Report to tender for the research project. To agree to the budget (of £3,500) being spent with the selected agency and for them to carry out the work as the research group sees fit working with recommendations and advice from the chosen research group.

**Resolved, recommendation approved, unanimously.**

**2.10 PAY REVIEW**

Paper noted.

**JE**

Is there going to be any attempt to introduce the living wage.

**Reported: (By: JC)**

This report reflects the Board's decision last year to move over as many years as it could afford to towards the living wage. The pay review that we have budgeted for includes this taking us a step nearer to the living wage rate. The Board of Trustees would have to make the decision on whether they wanted to accelerate this process. To note the reward review is currently being under taken and one of the specific elements is an evaluation of the issue of the living wage, report and recommendations from the review expected to be submitted to the next Finance & HR Committee on the 17<sup>th</sup> January 2012, and subsequently any recommendations coming forward, this does not preclude any changes you may wish to make to that.

**NSh**

How does the Union decide which Trade unions to recognise?

**Reported: (By: JC)**

There are stringent processes that you have to follow in order for the staff to choose which trade unions they wish the SU to recognise, very difficult to move away when decision taken. UCU, Union, and Unite three trade unions associated to Warwick SU, these have been the recognised trade unions for many years. Warwick SU has very good relationships with the trade unions.

**Recommendations:**

The Trustees are asked to approve option 2 as recommended by the Finance & HR Committee at the meeting held on the 27<sup>th</sup> November 2012.

1. To continue to monitor the pay negotiations at a national level and to review the situation again in 2013.

2. To implement the 1% offer that is on the table. If the final settlement at the national level is higher than this amount, then the Trustees to decide whether the SU can afford to match the final offer (and to backdate the difference, as it has done in previous years) or to consult representative bodies. It appears unlikely at this stage that anything above the 1% pay offer will be implemented for University and Colleges staff.
3. For the Trustees to implement an offer of higher than the current 1% offer.

**Resolved: Option 2 as recommended by the Finance & HR Committee approved, unanimously.**

## **2.11 CLOSED SESSION BUSINESS**

See closed session minutes

## **2.12 ANY OTHER BUSINESS**

2.12.1 Board Review Working Group

**Reported: (By: JR)**

At the last meeting it was agreed that it would be very useful to have a student trustee as a member of the working group.

JR to circulate email.

## **2.13 FOR INFORMATION**

2.13.1 Finance & HR

Noted.

2.13.2 MSL

Noted.

2.13.3 SUSW

Noted.

2.13.4 Search & Nominations

Noted.

## **2.14 TIME AND DATE OF NEXT MEETING**

Noted.