

# BOARD OF TRUSTEES

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**Date:** 11<sup>th</sup> July 2012

**Time:** 5.00pm

**Venue:** MR 4/5

(Warwick SUHQ)

**Circulation:**

Leo Boe, Sean Ruston, Chris Luck, George Whitworth, Chris Sury, Matthew Rogers, Cathy Watts, Andrew Clarey, Tom Smeaton, Judy Ryder, Jordaan Wolfson, Charlotte Ogilvie, Silkie Cragg, Alicia Mou, James Hunt, Emma Cox, Jacqui Clements, Tracey Grant, David Dedman

## MINUTES

**Meeting Quorum:** 9

**6.1 APOLOGIES FOR ABSENCE**

Tom Smeaton, Alicia Mou, Emma Cox

**Observers:** Nick Swain, Cosmo March, Ben Sundell

SR in attendance for item 6.11

**6.2 DECLARATION OF CONFLICT OF INTEREST**

None Declared.

**6.3 MINUTES OF THE PREVIOUS MEETING AND ANY MATTERS ARISING RESOLVED:**

That the minutes of the meeting held on the 13<sup>th</sup> June 2012 be approved.

**Matters Arising**

**4.13.1 Board of Trustees Review**

Papers noted.

**Reported: (By JR)**

Working group meeting next week to prioritise issues and to formulate an action plan in consultation with the CEO. Action plan to be circulated to the Board of Trustees.

Items for recommendation, comment or approval to be submitted to Board of Trustee meetings as required.

To note process could take up to two years to complete, membership of the working group JR, TS, NS, and SC.

#### **4.9 Democracy Review**

Papers noted.

##### **Reported: (By JR)**

Board of Trustees Review Group of the opinion that a Lay Trustee should hold the Vice – Chair position on the Board of Trustees to ensure continuity, role defined in job description to be a support to the President. Majority of Unions have this arrangement. Changes to Memorandum and Articles of Association would not be required, could incorporate into the By-Laws.

##### **Reported: (By CL)**

In process of re-writing By-Laws, will incorporate into the process for consideration.

##### **Reported: (By GW)**

Changes to Memorandum and Articles of Association ratified by University Council at a meeting held earlier today.

**Resolved: That the proposed Memorandum and Articles of Association be approved, unanimously. 13 for, nil against, nil abstentions.**

#### **6.4 CHAIRS BUSINESS**

##### **Reported: (By LB)**

Strategy Day scheduled to take place on the 19<sup>th</sup> September 2012.

Current agenda items:

- MSL
- Unions Reserve Position
- Impact of Fees Regime
- Big 5 Survey
- NSS – Question 23/Key information sets.

Role of Vice – Chair and recruitment of student trustees to be considered as agenda items.

To note University Senate and Council approved title changes to the top three members of University staff as follows:

Vice - Chancellor - Vice Chancellor and President

Registrar – Registrar and Chief Operating Officer

Deputy Vice Chancellor – Deputy Vice Chancellor and Provost

(changes for external purposes only)

**The Chair welcomed the new Sabbatical Officers in attendance at the meeting.**

## 6.5 NOTIFICATION OF ANY OTHER BUSINESS

Reported: (By GW)

- Board Evaluation - Stakeholder communication
- Email Strategy

## 6.6 MANAGEMENT ACCOUNTS

Accounts noted.

Reported: (By TG)

Accounts include estimated loss of £15K for the summer Party. Year to date forecast surplus against budget of £94K represents increase in surplus for the year of £47K.

Debtors – older debts reduced. Provision against bad debt £4,600.

Clubs and societies total income at the end of May £1.6m, last year income figure £1.5m.

Clubs and societies debt reduced considerably, most improved in this area The Boar, significant reduction in debt.

Rowing club – had provision to purchase new boat in advance of selling old boat, this is now sold, VAT to be added, some of provision to be released, Outstanding debt in the region of £8K.

To note corporation tax computation submitted to HMRC.

**Write off of £4,600 against bad debt approved, unanimously  
13 for, nil against, nil abstentions.**

## 6.7 MSL

Papers noted.

Reported: (By TG)

**Proposal: Resolution**

That the Board of Trustees of Warwick Students' Union approved the purchase of additional shares (ordinary £1 shares) in Membership Solutions Limited, up to the value of £10,000.

Each share of £1.00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company.

This is dependent on the authorisation and issue of such shares by the Board of Directors of MSL at their meeting in July 2012.

**Proposal approved, unanimously 13 for, nil against, nil abstentions.**

## 6.8 ELECTIONS

Paper noted.

## 6.9 ANNUAL AUDIT

Paper noted.

**Reported: (By TG)**

Pre audit to take place to look at terms of reference, full audit scheduled to take place during early September. Any issues raised will be incorporated into the Management Letter that will be submitted to a Board of Trustees meeting.

## 6.10 BIG 5

Papers noted. Results and priority objectives noted.

**Reported: (By JC)**

Working group remit to determine how we approach the survey next year. To report back with recommendations including who to invite to tender.

**Reported: (By SC)**

Number of part time officers elected specifically to represent certain demographics that may have useful input.

**Reported: (By JC)**

Can incorporate into Terms of Reference to ensure working group actively consult and involve those officers.

**Reported: (By LB)**

Requirement to research timelines of other surveys that happen across the University.

**Reported: (By AC)**

Translation an option to increase diversity.

**Reported: (By LB)**

University have employed individual (EL) to work with the SU on internationalisation and international student issues, may be worth involving her.

**Reported: (By JR)**

Would like to volunteer as a Lay Trustee to sit on the working group have back ground in large scale surveys.

**Reported: (By CL)**

Will consult with part time officers and EL.

Recommendation to set up a working group comprising Marketing Manager, Democracy and Development Officer, PG Officer, Promotions Manager, HR Manager plus a student or Lay Trustee **approved unanimously, 13 for, nil against, nil abstentions.**

## 6.11 SUMMER PARTY

Interim reported noted.

**Reported: (By SR)**

**Summer Party**

Requirement to consider two headline acts with broader appeal and sponsorship opportunities if event to take place next year.

**Reported: (By JR)**

Graduation Ball failed to break even owing to rising costs, how was the price for the tickets calculated.

**Reported: (By SR)**

There was an error made when calculating the food costs.

**Reported: (By JR)**

Graduation Ball is considered a prestigious event, is there not potential for the University to subsidise if necessary.

**Reported: (By JC)**

Have considered broaching the issue, need to act carefully and timely.

With regards to the Summer Party these were exceptional circumstances, important not to make knee jerk reaction. Requirement to balance risks associated with the event.

**Reported: (By GW)**

Requested that consideration is given to submitting the budgets for these events to Finance and HR Committee, not to approve just to view

**Reported: (By JC)**

Finance & HR Committee would have to consider this in relation to their Terms of Reference and Delegation of Authority.

To note Summer Party Event between £35K - £45K surplus over the two years, no major reputational damage this year.

Full report to be submitted at a later date.

## **6.12 INSURANCE PROVIDER**

Paper noted.

Delegation of authority to take forward by working group consisting of TG/JC/GW/CM **approved, unanimously, 13 for, nil against, nil abstentions.**

## **6.13 TRUSTEES ATTENDANCE REPORT**

Paper noted.

**Reported: (By JC)**

To note two inquorate meetings where apologies/ non-attendance not notified until the day of the meeting resulting in delays in decision making process.

Requirement to ensure attendance where possible and submit apologies where necessary in a timely manner.

A number of Trustee Boards have KPI's; attendance at meetings may be a KPI the Board Review Group may wish to consider.

## **6.14 CLOSED SESSION BUSINESS**

See closed session agenda.

## **6.15 ANY OTHER BUSINESS**

### **6.15.1 Board Evaluation – Stakeholders**

**Reported: (By GW)**

Financial presentation previously submitted to the Board of Trustees – disappointed by the lack of support from the organisation to communicate this information to our stakeholders - **noted**.

**Reported: (By TG)**

Now taken on as a scheduled task, project to take back third party activities to show to Execs at the beginning of the academic year.

### **6.15.2 Email Strategy**

**Reported: (By GW)**

Members Email usage outdated. Technical ability to use alternative methods, something the Board should consider over the next academic year.

**Reported: (By CL)**

MSL progression with ability to contact and interact with our members, need to grasp full potential.

Steer to pursue this strategy approved, **unanimously, 13 for, nil against, nil abstentions**.

### **6.15.3 NUS Society of the Year Award**

**Reported: (By LB)**

Warwick Economics Society won the NUS Society of the Year Award.

### **6.15.4 Sabbs Elect**

**Reported: (By LB)**

To note SC will take forward the internationalisation portfolio. To discuss Environmental portfolio with the incoming Sabbatical Team.

## **6.16 FOR INFORMATION**

### **6.16.1 Search & Nominations**

Noted.

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

Noted.