



## BOARD OF TRUSTEES

Date: 5<sup>th</sup> December 2018

Time: 16.30pm

Venue: MR2 SUHQ

Meeting Quorum: 10

# MINUTES - Open

### Circulation:

Liam Jackson, Ben Newsham, Larissa Kennedy, Ellie King, Jemma Ansell, Leonardo Palma Carranza, Balraj Dhingra, Jacqui Clements, Mark Crook, Nirmla Devi, Andy Ward, Angella Hill-Wilson, Nyasha Pitt, Graham Parker, Jill Finney, Ben Hayday, Max Renna, Bethany Kynman, Alice Dermody Palmer, Brendan Tan.

### IN ATTENDANCE

Colin Watson - agenda point 2.3. C MSL  
Jane Batchelor

### APOLOGIES FOR ABSENCE

Jill Finney, Max Renna.

### DECLARATION OF CONFLICT OF INTEREST

**JC** declared a possible conflict of interest regarding NUS, as a Trustee on the Board of the NUS Charity.

**AHW** declared a possible conflict of interest regarding NUS as consultant carrying out a time bound piece of work for the NUS.

### REGISTER OF INTEREST FORMS

All attendees required to re-sign Register of Interest forms - completed.

### 2.1. O

#### MINUTES OF THE PREVIOUS MEETING – OPEN

That the open minutes of the 10<sup>th</sup> October 2018 were approved as a true and accurate record of that meeting.

1.9.O Key Strategic Programmes of Work 2018/2019

**LJ** and **JC** to meet with Jill Finney regarding Officer support from the Board on their work.

1.11. O Strategic Review Roadmap  
Volunteers to Strategic Review Steering Group, correction to Brendan Tan.

**2.3. O CHAIR'S BUSINESS Liam Jackson**

**AVS – All Student Vote**

**Ben Newsham**

**BN** updated the Board on the All Student Vote which saw a 13% increase in the number of votes, which was a record high. The students voted on a wide range of topics and issues, which were all passed as Union policy.

**2.4. O AUDIT REPORT & STATUTORY ACCOUNTS (Paper) Mark Crook  
Andy Ward**

**MC** previously presented the Warwick Students' Union statutory accounts to the Audit and Risk committee on the 13<sup>th</sup> November 2018. Paul Oxtoby, RSM Auditors, attended to field any questions or queries from the Trustees. The audit had gone very well, with minimal recommendations, main point highlighted the VAT payment error, which resulted from a reporting error which has been resolved and shouldn't occur again. **AW** (Audit and Risk Chair) concurred with **MC**. The Audit and Risk Committee approved the Accounts.

**Resolved:** Board of Trustees approved the Statutory Accounts 2017/18 and the letter of representation. They noted the audit report.

**LJ** and the Board thanked **MC** and the Finance team for the work involved.

**Matters for decision/discussion**

**2.5. O STRATEGIC FRAMEWORK FOR MEMBERSHIP SERVICES UPDATE (Paper) Nirmla Devi  
Liam Jackson**

**ND** explained that the purpose of the strategic framework was to support and feed into the Board's organisational strategic review, focusing on the provision of membership services. The process has allowed for a critical review of what the Students' Union does in these areas, with an end goal to provide a service that has value and impact for students.

The Membership Services Strategic Framework Task Group's methodology included:

- Desk top research
- Engagement with Internal Stakeholders. (the largest group being students, Membership Services have held 377 student engagements, which should rise to 390 by the end of the year)
- Open door policy

Points highlighted by Students:

- Unsure of how to navigate the Students' Union and its different services.
- International students have very little understanding of the work we do – the SU is an 'Alien Concept' due to potential cultural differences
- Wellbeing – students unsure of where they can go to find help across the University – it is difficult to navigate

- Employability – students want something different to what has always been on offer

Where issues are highlighted or flagged with regards to other departments the information will be passed on to the relevant department.

Next Steps: **ND** informed the Board that the Framework document will be prepared by January 2019 and fed into the Task group at the end of January followed by feeding in to the Strategic review Steering group in their meeting in February 2019.

**BH** suggested the collected data will be a useful tool when shaping the Strategic review.

**LK** expressed that students appreciate being listened to and the opportunity to gain a greater understanding of what the Students' Union does. The Board thanked **ND** and her team for the work involved.

**Resolved:** Framework document prepared for January 2019 to be shared with the Steering Group and then the Board.

## 2.6. O

### NUS UPDATE (Paper)

**Jacqui Clements**  
**Liam Jackson**

**JC** provided an NUS update for Information to the Board as an affiliate of the NUS.

Contrary to press reporting the NUS are not bankrupt; they are projecting a significant deficit by year end if they do nothing. However, they are taking radical action, including proposing to reduce staffing costs. The NUS Turnaround Board have initiated a Voluntary Redundancy exercise which should be completed by the end of the calendar year. Should it be necessary, there is the option of compulsory redundancies. Staff are currently being consulted through the voluntary process.

The NUS governance needs completely restructuring to ensure its continuation. **JC** highlighted that any staff member, elected officer or trustee can access the NUS Connect website, to make comments on the consultation document or ask questions.

There are significant implications for Warwick Students' Union if the NUS should fail given that the NUS are the largest employer in the SUSS pension, with liability for a significant proportion of their share of the existing pensions deficit cascading to the remaining SUSS members.

Questioned about the impact of WSU seeking disaffiliation, **JC** noted that there would be a number of implications the Board would need to consider; we receive a number of benefits, including training resources, legal advice sourced by NUS for SU's, access to campaigning resources, and significantly for WSU, purchasing power through a purchasing consortium. The Board would need to fully consider the implications of losing both the quantifiable and less quantifiable benefits. **JC** has requested that Steve Russell draw up a predicted cost and benefit report following the loss of the consortium and noted that Officers would want to include the less easy to quantify benefits.

**JC, LJ** and **BN** attended the NUS Strategic Conversation, reporting that although there was criticism within the room, there was also goodwill to help and support to re-establish the NUS on a sound footing.

**AW** stated that the NUS must have been aware for a while as an ongoing concern where have the problems arisen, **JC** noted that NUS themselves have cited inadequate and overly complex governance, issues with financial discipline across the three NUS entities and overall reliance on NUS services plugging the spending gap. It was noted that they do hold significant assets but that long term sustainability was the key.

**AW** enquired as to whether the NUS situation offers MSL options to work with Totum. **JC** stressed that NUS no longer wholly owns NUS Extra, or Totum. NUS has 20% shareholding in One Voice which is the company that owns Union Cloud and delivers TOTUM.

## 2.7. O BY-LAW APPROVAL (Paper)

**Ben Newsham**  
**Nirmla Devi**

**BN** presented eight updated By-Laws brought before the Board for approval and ratification, following prior approval at the Student Council.

The Equality and Diversity By-Law has not as of yet been updated, requiring further work and should be available to bring before the Board of Trustees by Term 3.

1. [Membership](#)
2. [Decision Making and Policy](#)
3. [Who Represents Me](#)
4. [Union Meetings](#)
5. [Student Activities](#)
6. [Elections](#)
7. [Trustee Board](#)
8. [Disciplinary](#)

Two motions that were passed in the aforementioned All Student Vote necessitated changes to the proposed By-Laws above, which have been incorporated. The two motions are:

1. [Inclusive Voting for Societies & Sports Exec](#)
2. [More Voting isn't the Answer: Repeal Policy 93](#)

**Resolved:** Board approved the 8 By-laws for ratification as listed.

**Resolved:** Equality and Diversity By-Law to be updated and brought before the Board of Trustees approval and ratification in term 3.

**Noted:** The Democracy team are updating all the Regulations due to these changes.

## Matters for information

### 2.8. O STRATEGIC REVIEW UPDATE (Paper)

**Jacqui Clements**

Following a full day strategic review, **JC** requested if there were any additional questions or points.

**LJ** expressed his thanks to the external facilitator Mo Wiltshire from Teal Thinking.

**JB** briefly ran through the Communication plans which are being put in place for the launch of the Strategic review document.

**2.9. O BOARD EFFECTIVENESS UPDATE (Verbal)**

**Liam Jackson  
Jacqui Clements**

Following the Boards request **JC** drew up two options for restructuring the Board and Committee meeting timetable and frequency, returning to the Board with proposals.

**JC** has drafted for both options:

- Delegation on Authority Document
- Calendar of Business
- Terms of Reference

The Board effectiveness Group met and have settled on one preferred option. **JC** will formally submit the Board Effectiveness paper at the February 2019 meeting for approval.

**Resolved:** Submit the Meeting structure for approval February 2019

**2.10. O COMMITTEE CHAIRS FEEDBACK – OPEN (Verbal)**

- **Audit & Risk**

**Andy Ward**

**AW** updated the Board on relevant Audit and Risk items discussed 13<sup>th</sup> November 2018.

Brexit Risks – **MC** stressed that we won't be any clearer on the Risks presented by Brexit, until a decision has been made by the Government. We will add as an Agenda item on the February Board if we have a clearer view.

**Resolved:** February Agenda item Update on Brexit if we are in a position to do so.

**2.11. O ACTION LOG (Paper)**

**Jacqui Clements**

**2.12. O ANY OTHER BUSINESS – OPEN**

No further business raised