**BOARD OF TRUSTEES**

**Date: 13th December 2017 Time: 16.30pm Venue: MR2 SUHQ**

**Meeting Quorum: 10**

**OPEN MINUTES**

**Circulation:**

Hope Worsdale, Liam Jackson, Michael Kynaston, Ellen Holmes, Ellie Martin, Niall Johnson, Emily Dunford, Sophie Worrall, Dammy Sokale, Ben Hayday, Robert Blagov, Marta Gonzalez – Iraizoz, James Hunt, Emma Cox, Nyasha Pitt, Graham Parker, Jill Finney, Jacqui Clements, Mark Crook, Nirmla Devi

**SR in attendance for agenda items: 2.1.O, 2.2.O, 2.3.O, 2.4.O, 2.5.O, 2.10.O, and 2.6.C**

**JB in attendance for agenda items: 2.10.O and 2.6.C**

**GP in attendance for agenda items: 2.1.O, 2.2.O, 2.3.O, 2.4.O, 2.1.C, 2.2.C, 2.5.O, 2.6.O, 2.10.O, 2.6.C,**

**EC not in attendance for agenda items: 2.5.C (in part), 2.11.O, 2.11.O, 2.7.C, 2.12.O, and 2.8.C**

**2.1. O APOLOGIES FOR ABSENCE**

 Sophie Worrall, Ben Hayday, Ellen Holmes

**2.2. O DECLARATION OF CONFLICT OF INTEREST**

None declared.

**2.3. O MINUTES OF THE PREVIOUS MEETING – OPEN**

**Resolved:** That the open minutes of the 18th October 2017 were approved as a true and accurate record of that meeting.

**2.4. O MATTERS ARISING**

 **1.4. O Matters Arising**

 **6.7. O Gender Pay Gap**

**JC** reported that the Finance & HR Committee had approved the text of the report with a couple of minor amendments, report to be published before end of January 2018.

 **6.11. O MSL Intellectual Property**

 To be submitted to the February 2018 Board of Trustees meeting.

 **2.5. O CHAIRS BUSINESS**

* Rents negotiations with the University – meeting taken place with the University in August with priorities around freezing or lowering lower end rents and the establishment of a PG housing ladder, all suggestions taken on board by the University proposal produced reflecting this, outcome a rent freeze on some halls of residence, along with a significant rent decrease in the lower end halls of residence from £86.00 to £75.00 a week.
* Buses – progress made with regards to replacement bus passes, some additional services now in operation. Good relationship established with the University going forward on this issue.
* WeGetConsent Campaign - next steps of campaign meeting going ahead in Term 2, senior buy in obtained from the University.
* Sports Day and Kick Homophobia out of sport all part of the Reshaping Sports campaign.
* Community – LK coordinated an event at the Brunswick hub in Leamington bringing together the local Councillor, MP’s, students, local residents, fabulous community meeting, press involvement. LJ interviewed, MK and NJ in attendance, will continue to build on this.
* PG workshop – a lot of exciting initiatives coming from this workshop.
* Study Spaces –LJ working on this, University now have three different work streams, this was the number one issue that came from the member survey.
* Welcome week 2018– Preparations ongoing Students’ Union involved at every stage.

**2.6. O MANAGEMENT ACCOUNTS**

Papers noted.

Sports Membership income (refund) and associated impact noted, MC reported given other pressures on some other memberships potential bigger impact going forward, this is being addressed specifically in terms of membership and changes from clubs to societies, further report to follow.

Pension fund deficit – noted. Organisation currently in a really strong financial position, income generation in the first quarter strong, cash increased by over £300,000 in the first quarter, reserves grown in the last twelve months, necessary reserves in place to meet the Unions strategic objectives.

MC and JC currently addressing how the 2016-17 financial position is communicated to members and the wider community in terms that are easy to understand..

It was noted that given the current interest rate position the fees associated with investment into the longer term market would negate any associated benefits, therefore income deposited into a deposit account on a daily basis earning the basic rate of interest, this may be readdressed if income levels continue to increase.

It was noted that the Students’ Union Treasury Management Policy is scrutinised by the Audit & Risk Committee on an annual basis, noted that the next review date February 2018.

Statutory accounts 2016/2017 - MC reported audit team field work complete, addressing final issues, largely around long standing provisions, not anticipating anything fundamental, likely to be commentary around control and process.

Next year’s process to involve a soft close in May, field work to commence in July, to be completed by the end of September.

JH congratulated the commercial team on the strong start to the year.

 **Matters for decision/discussion**

 **2.7. O REDECORATION OF SUHQ - COST PLANS** Paper deferred.

Verbal update received from JC.

Currentlyworking with the University, University Estates Department and an external organisation with regards to costings and how this will work for the SUHQ building and then The Atrium area in the second building, nearing completion with regards to completing the details with regards to the costs. Costing for SUHQ building currently looking likely to be circa £150K. Work in the Atrium area likely to be covered by the lease and therefore will be covered largely by the University with the exception of the furniture which has been budgeted for in the Capex.

 Work ongoing with regards to drawings, furniture required and some of the electrical work required, Resources Room redecoration and the refresh of the Meeting Rooms which will be included in the £150K.

 University to cover redecoration work in The Atrium and any disability access requirements to include a push button on the entrance doors to Xananas Restaurant. Discussion taken place with auditors with regards to whether the costs for the work is capitalised or given the current reserves position it would be more sensible to take straight off the I & E, this will form part of the paper that will be submitted to the Board of Trustees.

 Impact on bottom line dependant on what we do, and dependent on the decision we ask the Board to take, some delay in getting the working drawings, unlikely work will be completed by Easter but if approved at

 the February meeting progression can be made with a view to completing the work by the end of the year.

 Discussion took place with regards to whether the budget when finalised could be approved via an email vote rather than waiting until the February 2018 Board of Trustees meeting.

 **Resolved:** Budget when finalised to be considered for approval via an email vote **approved** unanimously.

 **2.8. O TRUSTEES TRAINING EVENT CONTENT - JANUARY 2018**

JC reported agenda to cover five topic areas, agenda will be circulated with links to some non - compulsory pre reading material.

 Agenda to incorporate

* GDPR
* Housing – out of the Board effectiveness discussions the requirement to create more opportunities particularly for Student Trustees and the Sabbatical Team to talk more about their experiences as students, this agenda item is the opportunity for the group to share their experiences on this issue, members of the Advice Centre will be in attendance for this agenda item.
* The Charities Commission – GP and EC to lead this agenda item.
* Quality Students’ Unions - NUS representative to present this item.
* Race Matters – NP and JC to present.

 Some additional information to be distributed in booklet format, to be distributed in advance of the meeting if possible.

 **2.9. O BOARD EFFECTIVENESS WORKING GROUP ACTION PLAN** Paper noted.

Discussion took place with regards to the issue of Lay Trustees as mentors and if this recommendation was not to be taken forward how would meaningful relationships with officers and trustees be established going forward.

HW reported that in recent years this approach had not necessarily worked or been desired, feedback from the current officer team suggests a framework and guidance around where expertise lies, a skills based approach would be more beneficial.

 Where a specific individual requests a mentor this would be facilitated, but this would not exist as a complete standard.

JC reported that going forward the working group would continue to meet and monitor progress incorporating the work being conducted by the

 NUS with regards to sector governance, next meeting of the working group March 2018 with an update to be submitted to the following Board of Trustees meeting.

It was agreed that a briefing take place at the Strategy Day with regards to the expertise available on the board at which point a decision can be taken as to whether an external mentor is required or a buddying system in a more informal setting.

 JC to modify the Action Plan accordingly.

 **Resolved:**

* Action Plan approved, subject to amendment as above.
* Progress on specific actions noted.
* The work being undertaken externally that will inform future actions, noted.
* That progress will be updated with the Board on a regular basis, noted.

**Matters for information**

**2.10. O 2.10.O COMMUNICATIONS & ENGAGEMENT STEERING GROUP UPDATE**

Papers noted.

 JB reported next meeting to take place in March 2018, a lot of work ongoing, top line recommendations coming out of that group likely to be significant changes from an HR perspective, structure perspective and the budget perspective.

 **Resolved:** Terms of Reference for the Communications and Engagement Steering Group noted.

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

* **Finance & HR**
* Update on commercial situation as discussed above.
* Management accounts
* Approved event planning packs for African Summit, Economics and TEDX
* Staff Survey
	+ - * Gender Pay Gap Statement – approved
			* Club/society transfer balances
			* Audit - ongoing

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* **Search & Nominations**

 See main agenda item – student recruitment.

* **Audit & Risk**

 None

**2.12. O ANY OTHER BUSINESS - OPEN**

 **2.12. O.1 Email responses**

JF requested that the ‘Copy All’ option is not used when responding to emails unless in response to a Board of Trustees email vote for which a copy all response is required.

 **Time and Date of Next Meeting:** Noted.