

**BOARD OF TRUSTEES**

**Date: 14th December 2016 Time: 16.30pm Venue: MR4/5 SUHQ**

 **Meeting Quorum: 10**

**MINUTES**

**Circulation:**

Luke Pilot, Hope Worsdale, Becky Gittins, Chloe Wynne, Marissa Beatty, Ted Crowson, Nathaniel Shiers, Sam Fry, Emily Dunford, Sophie Worrall, Dammy Sokale, Jonas Eberhardt, Richard Adetunji, James Hunt, Emma Cox, Nyasha Pitt, Graham Parker, Helen Timbrell, Jacqui Clements, Tracey Grant, David Dedman, Faye Lloyd.

**2.1.O APOLOGIES FOR ABSENCE**

Nyasha Pitt, Graham Parker, Dammy Sokale, Jonas Eberhardt, Richard Adetunji

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

The Sabbatical Officer Team registered a conflict of interest in agenda item number 2.10.O.

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

**Resolved:** That the open minutes of the 17th October 2016 were approved as true and accurate record of that meeting.

**2.4.O MATTERS ARISING**

None.

**2.5.O CHAIRS BUSINESS**

* **Student Occupation**

Student occupation currently taking place in The Slate, NSh and HW in communication with the University and student protestors to progress the negotiations, any further developments will be reported to the Board of Trustees.

* **Autumn Elections**

Term one elections taken place, largely successful, co options conducted for unfilled posts. Resignation received from one of the part time officers, position has now been co-opted.

* **By- Law Change**

The Board of Trustees discussed the concerns raised during the email vote process.

Frequency of which changes to the by-laws and the potential to open the system up to flaws in the democracy process acknowledged.

**SF** reported that the reasoning behind the 5% quorum was to promote turnout, to motivate campaigners and encourage a larger turnout.

**BG** surmised quorum figure raised at the last democracy review to create a culture change, to encourage active campaigning.

**EC** raised the issue around the principles of how many times changes are made as opposed to the content.

Most outside organisationsby-laws are written and remain the same for several years, they are tested, there can be a tendency within Student Unions’ to have incredibly detailed documents compared to a lot of charities, potential to request clearly written documents outlining the vision and value, as opposed to being over descriptive.

**HW** – requirement to ensure tested but tested in such a way that it isn’t of detriment to member engagement.

**NSh** – With regards to By- Law changes requirement to ensure that all our members have the ability whilst they are studying here to actually change the By-Laws, some members are only here for one year and if they believe there is something structurally that should be changed they should have the same ability as those students who are here for three or four years.

**DD** advised the Board of Trustees that given the number of by-law changes in the last five years there were now some contradictions in place. Requirement to identify the contradictions and consider a mechanism that allows changes to take place that improve engagement which also effectively manages the risks.

**2.6.O 2015 – 2016 STATUTORY ACCOUNTS/AUDIT REPORT**

 **(WSU/SUSW/MSL)**

 Previously circulated papers and papers tabled noted.

 To note first draft prior to incorporation of pension deficit.

 **TG** talked through the associated notes and figures to the accounts.

 **JC** reported that the Audit and Risk Committee had had sight of the accounts, external auditors given assurance that the numbers are correct.

 It was proposed that given the delay due to the pension deficit issue that the statutory accounts be submitted for approval as part of the Board of Trustees strategy session taking place in January 2017, comments to be submitted to TG in advance of that session.

 **NSh** raised the issue of insurer’s view of a deficit figure over a period of years.

 **TG** reported that the Students’ Union held a separate insurance policy for the pension deficit (PPF levy).

 Cover sheet to be submitted with the accounts at the strategy session outlining the major changes.

 Requirement to prepare detailed explanation with regard to the deficit figure for circulation to stakeholders and the wider community (including the website) acknowledged.

  **Resolved:** TG to finalise accounts and submit to the Board of Trustees Strategy session for approval. TG to prepare explanation text for distribution as required.

**2.7.O MANAGEMENT ACCOUNTS** **– OCTOBER 2016**

Papers noted.

 TG reported excellent October result, income almost exactly on target against budget; surpluses generated from delay in spend in staff costs, professional fees around implementation of new systems, depreciation around systems.

 IT systems spend to take place in the current financial year.

  **Resolved:** Year to date figures for the end of October 2016 and the debt provision noted.

**Matters for decision/discussion**

**2.8.O COMMUNICATIONS STRATEGY ROADMAP**

JB in attendance for this agenda item.

 Paper noted. Presentation received.

 **SF** raised the issue of the new Communications and Marketing Manager post, would a new post not be better suited in the area of Membership Services rather than communication as it would allow the individual to be more student focused.

 **JB** advised that having knowledge of many different models with experts working across different areas of an organisation, it was not considered that that approach would be the right one for this organisation, requirement to have a dedicated communication specialised resource.

 **JC** reported that discussions had taken place with the senior team around developing the structures to deliver on the strategic aims across all areas, none looking in isolation but not yet in a position to have fully formulated proposals, one potential proposal coming forward from the Membership Services Department, requirement to have an individual focusing and drawing together the projects.

 It was noted that the Communications and Marketing Manager post was at a £21K additional cost.

 Discussion took place as to whether the post would attract a greater pool of applicants if advertised as a permanent post, and should management of Reception sit within this role.

**JC** reported that she had been in conversation with other colleagues looking to recruit Marketing and Communications staff at this level, ordinarily a proposal such as this would not be submitted part way through the year but given the strategic approach did not want to stop the development of what is critical to this, very conscious about asking for a permanent post significant commitment to make when we do not have the rest of the plan for the next three/four years in place, this was part of the reasoning behind the decision, if suitable applications not forthcoming, revised proposal would be submitted back to the Board of Trustees.

The Board expressed their support for the strategy as presented and congratulated the Communications Director on the quality of the report**.**

 **Resolved:**

 The roadmap for the development of the Communications Strategy and the emerging priority areas for action, **approved,** unanimously.

 The team structure changes (as described in section 4 of the document) i.e. a new Grade 7 post with some changes to line management arrangements, the associated budgetary implications of the new Grade 7 post and timelines for consultation and recruitment. (section 5.1.1 of Annex A), **approved,** unanimously.

 The likely future request for a substantive one-off investment in the website and brand development project; further proposals to the resourcing and structure of the communications and marketing function - including insight and research, **noted**.

**2.9.O FINANCE STRATEGY/RESERVES POLICY**

Papers noted, presented by JC.

 Discussion took place with regards to the wording ‘designated for building infrastructure development’ and how that could be perceived. Infrastructure could relate to a number of areas such as the website and not necessarily just the building. It was noted that this would not commit to building expenditure only.

 Concern raise that the word ’infrastructure could be interpreted in any number of ways, is the word ‘infrastructure protective enough?

 **JC** acknowledged the concerns but felt that the it was not so much about ‘protecting’ but stating that the Students’ Union are building reserves in order to have the financial ability to invest wherever appropriate to invest strategically at the point investment required, rather than protected.

 Requirement to ensure Trustees responsibility to the pension deficit and the provision for it is acknowledged and noted was agreed.

 **Financial Strategy**

JC noted requirement to review the acid test ratio entry following the pension discussion, modification to section twenty nine, bullet point three required to reflect this and incorporate the meaning of ‘acid test ratio’, to discuss with JH.

 **Resolved:** With amendment to section twenty nine bullet point three as above Finance Strategy **approved**, unanimously.

 Reserves Policy **approved**, unanimously.

**2.10.O SABBATICAL PAY REVIEW**

Paper noted.

 **SF** raised the question of at what rate would the salary be advertised if the salary is only being finalised five days before the Officer elections begin.

 **JC** reported that the salary would be advertised as it currently stands but noted as subject to review.

 Sabbatical Pay Review Sub Committee - Expression of interest received from SF, SW, and EC.

 **Resolved:** JK to email those trustees not present requesting expressions of interest, email vote to take place thereafter.

 Timeline **approved**, unanimously.

**2.11.O SUSW SHARE ISSUE**

Paper noted.

Item deferred.

**Matters for information**

**2.12.O TRUSTEES TRAINING EVENT**

Paper noted.

 To note specific finance training session to take place between 3.00pm – 4.00pm, immediately prior to the main agenda sessions.

 **Resolved:** Training plan noted.

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

* **Audit & Risk**

**Boar MOU –** discussed, to be readdressed with relevant parties and more broadly with media societies generally.

**Server & IT Update –** update received, going well.

* **Finance & HR**

**Event Planning Pack**  **Approvals –** sub group approved (BG/DD/RA and CW in the absence of RA) to approve packs not submitted by the deadline for the meeting but for which approval required before the next scheduled Finance & HR Committee meeting.

**Equal Opportunities Report** -presented by LS, fits well with the Equality and Diversity work currently taking place.

* **Search & Nominations**

**Trustees Training 2016 – 2017** - discussed.

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

None.

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