

**BOARD OF TRUSTEES**

**Date: 19th July 2017 Time: 16.00pm Venue: MR4/5 SUHQ**

 **Meeting Quorum: 10**

**MINUTES**

**Circulation:**

Hope Worsdale, Nathaniel Shiers, Emily Dunford, Liam Jackson, Michael Kynaston, Ellen Holmes, Ellie Martin, Niall Johnson, Sophie Worrall, Dammy Sokale Ben Hayday, Robert Blagov, Marta Gonzalez – Iraizoz, James Hunt, Emma Cox, Nyasha Pitt, Graham Parker, Jill Finney, Jacqui Clements, David Dedman, Karen Linnett.

In attendance:

**6.1. O APOLOGIES FOR ABSENCE**

Chloe Wynne, James Hunt, Marissa Beatty, Jonas

 Eberhardt, Karen Linnett.

  **Absent without apologies**

Dammy Sokale, Richard Adetunji.

**6.2. O DECLARATION OF CONFLICT OF INTEREST**

LP declared a conflict of interest in agenda item number:

 6.6. C Any Other Business

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

**Resolved:** That the open minutes of the 21st June 2017 were approved as a true and accurate record of that meeting.

**6.4. O MATTERS ARISING**

None.

**6.5. O CHAIRS BUSINESS**

* Welcome to Marta Gonzalez – Iraizoz, Michael Kynaston, Liam Jackson, and Ellen Holmes (new Trustees in attendance).
* Welcome to Jill Finney (new Lay Trustee).
* Graduation Week – in progress.

**6.6. O MANAGEMENT ACCOUNTS** **– April 2017**

 Accounts noted.

**JC** reported currently ahead of budget, anticipating current trend to continue, forecast for the full year currently £170K surplus, against a budget of £26K, largely driven by slower recruitment at beginning of the year, also considerable success in the commercial areas, increase in income and control of cost of sales.

MSL sales to hit income of over £1m.Significant milestone for MSL

Terrace Bar improved performance discussed, was this deflecting business from The Dirty Duck, it was noted that the Terrace Bar with its different offer attracted different clientele, The Dirty Duck holding its own, this outlet would be the next area of focus for SR and BBW for 2017-18.

JF and EC joined the meeting part way through this agenda item.

**Matters for decision/discussion**

**6.7. O GENDER PAY GAP**

Paper noted.

It was further noted that MSL figures not incorporated into the statistics, no legal requirement to publish gender pay gap figures given the size of the company. Remuneration Policy to be readdressed in light of the information that has come out of the Gender Pay Gap review.

 It was agreed that a narrative be incorporated into the publication of the information.

 To reference the binary nature of the legislation and the Union’s position on gender definitions. Agreed to remove the decimal points for ease of presentation.

 To incorporate Warwick SU’s use of a robust job evaluation scheme, and Warwick SU’s values, to incorporate adjectives where appropriate to bring the narrative to life.

 **Resolved:** Gender Pay Gap figures for 2017, noted. Recommendation to publish the figures after the Finance &HR Committee has seen and approved the finalised accompanying narrative statement **approved**, unanimously.

**6.8. O GDPR SOFTWARE PURCHASE**

DDa in attendance for this agenda item.

 Papers noted.

 It was noted that the Audit & Risk Committee had discussed whether the University would be doing something similar and whether Warwick SU could collaborate in some form.

 Meeting taken place with the University IT Director, University staff had looked at the system who have confirmed it would automate what is required and would provide alerts to the organisation if data has been breached immediately, University assessing the software for their own purposes, further meeting to take place with DDa next week. To note University purchase of the software would not change the cost to Warwick SU, but would mean with the transfer of data to the University Data Centre both organisations would be working with the same systems.

 To note DDa negotiated cost down substantively, in discussion with regards to becoming a case study in the Students’ Union sector.

 DDa reported that if the University were to decide to go with a different provider it would not affect the Students’ Union, as the Students’ Union would still maintain complete control of the administration of the data.

It was noted with regards to ongoing costs that all updates would be included for the first year, thereafter a 20% off first year costs that includes updates, it was further noted that this type of product likely to have add on costs as opposed to substantial change costs. Therefore it was not recommended to purchase the ongoing updates. Discussion took place with regards to MSL and how it would be supporting its members in terms of people who have bought the MSL system.

JC reported that MSL provides the software in order to help people utilise the data that they hold, it is their data and what they cannot do is provide advice on GDPR, however MSL can respond to issues such as how do clients automate things like archive policies, these discussions are taking place.

JC reported that she was not aware of any other union looking at this software, aware of other unions and NUS supporting unions to look at issues around GDPR particularly to do with data shared by the University back to their SU’s; this being the main focus, most people aware of the twelve steps.

It was further noted that the initial view was that the Students’ Union would look to depreciate the cost but given the current financial situation it was now likely that it would be attributed as a one off cost.

It was noted that data handling strategy had previously been discussed by the Audit & Risk Committee, it was further noted that there was a requirement to revisit all policies and procedures in place as a result of GDPR.

**Resolved:** The purchase of the Varonis software to enable Warwick Students’ Union to meet the GDPR compliance conditions in time for May 2018 and to continue compliance long term, **approved**, unanimously.

**6.9. O BY-LAWS 5, 7, & 8**

Papers noted.

 Discussion took place with regards to the changes to By – Laws 5, 7, 8, and Regulations 3 and 6, along with the new draft Regulation 10.

 It was acknowledged that further work was required with regards to Reg 10, but currently constrained by resource issues.

 JC reported that this was raised at impact assessment, impact assessment group did not feel it was significant enough that the trustees would give authority to say this should not progress.

 NSh raised concern with regards to the number of issues associated to this that had not been addressed.

 It was acknowledged that it should be reviewed moving forward.

 Reg 6 – requirement to be very clear with regards to utilising mass emails acknowledged.

 **Resolved:** By – Laws 5, 7, & 8 **approved**, unanimously.

**Matters for information**

**6.10. O MSL/SUSW SHARE ISSUE**

See 6.3.C Minority Shareholding.

**6.11. O MSL INTELLECTUAL PROPERTY LICENCE**

JC reported that with the move from the Students’ Union to form a company in its own right in 2010 along with the only employee of MSL, prior to 2010 the Intellectual Property for the MSL system as it was remained with the Students’ Union, the Students’ Union owned the IP for the system at that point in time (licensed the use of the system to MSL), subsequent to that the system has been improved and developed, the IP relating to the changes belongs to MSL., ownership of the IP as it is would create problems particularly if MSL was to be sold.

 A transfer of the IP completely from the Union into MSL has been advised, currently in communication with the lawyers, currently have first draft of the agreement, discussing further with the legal advisors and auditors.

 The Board agreed that subject to no material matters arising to change the recommendation, permission was given to take this item as an email vote, if required over the summer period.

**6.12. O ELECTIONS REPORT**

Paper noted.

 EC – woman/man binary split to consider for the future.

 **Resolved:** Report noted formal report to be presented to the October meeting of the University Council.

**6.13. O STRATEGIC PLAN UPDATE**

Paper noted.

 JC talked through the progress to date.

 To note highlights to read successful IIP and not IIB and staff survey as outlined in the executive summary.

 Discussion took place with regards to the content of the document and the requirement to incorporate delivery against strategy, emphasising the highlights and what they mean, requirement to identify the balance between the strategy and the long term direction versus what will happen this year in order to take a step towards that, requirement to incorporate where the SU currently is on the trajectory, about impact.

 The danger of getting caught up in the terminology and not adding another level of complexity was discussed.

JC reported that as an internal document it drives the departments to think about the projects and reflecting on what has been achieved. CL tasked with talking to other Student Unions and other sector organisations about how they report strategy progress to the board, CL also addressing impact and impact measurement.

JC to consider all points raised, everybody’s perspective on what they may look like welcome.

 **Resolved:** Progress to date, noted.

**6.14. O COMPLIANCE**

* **ANNUAL COMPLIANCE STATEMENT**

Paper noted.

**Resolved:** Annual Statement of Compliance 2016-2017, noted.

* **APPOINTMENT OF AUDITORS**

**Resolved:** Appointment of RSM UK Audit LLP for 2017/2018 **approved** unanimously.

**6.15. O ANNUAL COMPLAINTS REPORT**

Paper noted.

To note item eight now closed, subject to appeal. In process of discussing support provided in particular for officers around how complaints are investigated and managed from a training point of view and more formal structures around that.

It was further noted that a formal complaints policy that was being monitored and measured to this degree instigated last year, this is the second report, numbers about the same as last year, very similar themes, introduced due to the significant rise in the preceding two years particularly around social media and people looking for the Students’ Union to sort friendship problems within clubs and societies, previously some significant cases that cost a lot of money to resolve as a result of which the process was reviewed.

The issue of Sabbatical Officers roles in such investigations and the required training and appropriate levels of expertise was raised.

JC reported that the issue of support and training would be raised outside of the meeting, requirement to consider that as a membership organisation, student representatives have a role to play in the process.

**Resolved:** Report noted.

**6.16. O BOARD OF TRUSTEES KPI’S AND ATTENDANCE RECORD**

Papers noted.

 JC reported:

KPI’s – To note Ofcom complaint - Ofcom have now confirmed they will not be investigating the matter further.

Charities Sector new Code of Governance has just been launched as consequence of that it is likely that the Students’ Union response to that may be the requirement to review the KPI’s in this document for forthcoming years.

 **Resolved:** Trustees KPI’s and Attendance Record noted.

**6.17. O BOARD EFFECTIVENESS WORKING GROUP NEXT STEPS** Paper noted.

**Resolved**: Proposed actions and membership of the new working group to consist of HW, NP, SW, and JK, **approved**, unanimously.

**6.18. O END OF TERM OF OFFICE**

NP on behalf of the Board of Trustees and the student body thanked those members coming to the end of their term of office for their contribution to the Board of Trustees and Warwick Students’ Union.

JC and LP also thanked those coming to the end of their terms of office.

LP wished HW good luck as the incoming Chair.

HW thanked the Chair for his contribution.

**6.19. O COMMITTEE MEMBERSHIP**

 **Resolved:** Paper noted, committee membership, noted.

**6.20. O COMMITTEE CHAIRS FEEDBACK – OPEN**

* **Audit & Risk**

None.

* **Finance & HR**

None.

* **Search & Nominations**

None.

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

None.

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