

BOARD OF TRUSTEES

Date: 20th February 2019

Time: 16.30pm

Venue: MR2 SUHQ

Meeting Quorum: 10

Minutes - Open

Circulation:

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

APOLOGIES FOR ABSENCE

Angela Hill Wilson, Graham Parker, Jill Finney, Larissa Kennedy

DECLARATION OF CONFLICT OF INTEREST

JC registered a conflict of interest as a Trustee for the NUS and as a Director for MSL.

BT registered a conflict of interest with regards to the Audit Tender process.

REGISTER OF INTEREST FORMS

All forms signed

3.1. O MINUTES OF THE PREVIOUS MEETING – OPEN

That the open minutes of the 5th December 2018 were **approved** as a true and accurate record of that meeting.

3.2. O MATTERS ARISING

No Matters raised

3.3. O CHAIRS BUSINESS

Student Officer Elections – we have received a large number of candidates for both full and part-time roles, voting commences week commencing 25th February. **LJ** expressed appreciation of the Board to all those involved in the planning of the elections.



LJ informed the Board, that a request has been received to host a petition for the no confidence of a sabbatical officer. The deadline for the petition to reach quoracy is 8th May. The procedure will be followed and the Board will be kept updated.

Varsity – the annual series of sporting engagements between Warwick University and Coventry University. The competition will commence Friday 22nd February with Football and culminating with Netball on Sunday 24th February.

Futures Festival – A four day Career Opportunities Festival focusing on alternative careers taking place in week 9, 4th March 2019.

3.4. O MANAGEMENT ACCOUNTS PERIOD 5 – OPEN (Paper)

Mark Crook

MC gave an overview of the accounts. The Students' Union are currently ahead of the forecast with better than anticipated performance, venue income currently £50k ahead. This is in part due to a delay in planned and budgeted recruitment and also postponed project work.

MSL continue to trade ahead of forecast for both sales and contract renewals, however it is anticipated that investment in development will account for this surplus.

Debtors – no major concerns to highlight

NP raised a concern regarding a 10k deficit in the Terrace Bar; **MC** explained that this was due to a transfer of costs for casual labour. **MC** will supply **NP** with the full detail.

Resolved – **MC** to update **NP** with the detail on the transfer of expenses from Venue to the Terrace bar for casual labour.

Matters for decision/discussion

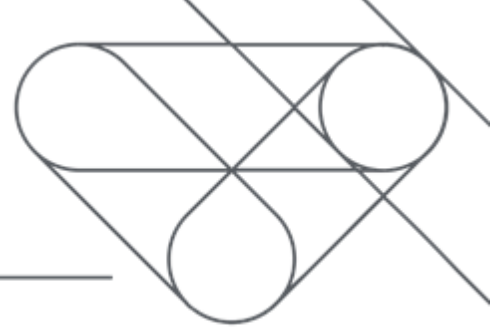
3.5. O AUDIT TENDER – OPEN (Paper)

Mark Crook

MC ran through the Audit tender process and advised the Board that the Audit and Risk committee met on 5th February 2019 and recommended that Warwick Students' Union and MSL remain with the existing Auditors RSM for a term of 3 years. **MC** will discuss with RSM the possibility of rotating Lead Auditor, as is good practice when continuing with the same Auditing Company. The Board of Trustees were requested to vote on the approval to remain with existing Auditors RSM.

Resolved: The Board voted to approve the Audit and Risk recommendation and remain with RSM. **BT** abstained from voting having declared a conflict of interest.

Resolved: **MC** to contact RSM and discuss Lead Auditor rotation



3.6. O MSL RECAPITALISATION – OPEN (Presentation)

Colin Watson
Mark Crook

MC discussed the possibility of recapitalisation to strengthen the MSL balance sheet. The current low balance value can be detrimental when trying to attract new clients.

Any investment would be held in ESCROW and would purely increase the balance sheet.

MC asked the trustees to consider the following points:

- The financial balance position is detrimental when securing new business, should the WSU assist in improving through the investment.
- The current market threat to MSL.
- Possible alternative ways for WSU to utilise the funds – what are the opportunity costs
- Whether the Board are happy with the prospect of no return on the invested funds
- What is a reasonable amount to invest?

Why Now? **JC** explained that MSL need to strengthen the balance sheet, and it is better to do this at a point of no immediate urgency so the Trustees have time to carefully consider the options rather than rush to make a decision under pressure.

Resolved: **CW** will meet with the Board to discuss the options for recapitalisation, producing a business case paper and **MC** will contact the Auditors for advice on behalf of the Trustees.

3.7. O NUS UPDATE - OPEN (Paper)

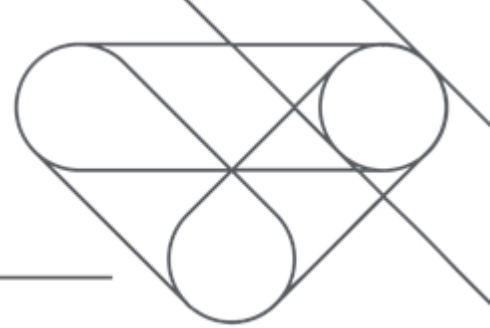
Jacqui Clements

JC updated the Board on the current NUS position, and the NUS Turnaround.

The NUS plans

- Getting to Safety (2018/19)
 - Transition Period (2019/20)
 - Reform (2020/21)
1. Restructure to 7 full time officers, 4 deemed too few and 12 too many
 2. Funding model preference – Single or Gateway
 3. Decision implementation, lack of follow up on decisions taken

Motions will be tabled at the NUS conference in April, with seven student delegates from WSU attending. Warwick Students' Union as a member of the NUS have one vote in the Company Law meeting which will take place no less than 21 days after Conference, **JC** asked the Board to approve **LJ** as the WSU representative to cast our vote.



JC highlighted the risks to WSU if the NUS should collapse or if Warwick Students' Union disaffiliated with them. The SUSS risk remains, but also, without the Trading consortium the Union would lose benefits to the value of approximately 91K in savings per annum, leading to the requirement to hire a full time purchaser with a possible salary of up to approximately £35k.

Resolved: LJ to cast the Vote at the NUS Company Law meeting on behalf of WSU.

Resolved: JC to inform the Board of the NUS final proposed motion once it is announced.

3.8. O BOARD EFFECTIVENESS REVIEW - OPEN (Paper)

Jacqui Clements

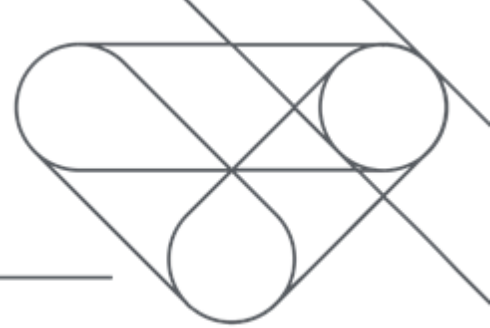
Following Board discussions and working groups, **JC** proposed two options to improve Board Effectiveness, both options suggested changes to the delegation of authority and the committee time table, with the intention of:~

- A reduction in duplication of work
- A reduction in administrative tasks
- Provide leadership
- Ensuring all the Board Members are fully informed
- Improvement in Board Operation
- Ensure the culture of the Board
- An increase in time the Board are together to discuss Strategic issues
- Board reflection time at the end of each meeting.

JC asked the Board to consider and approve option 1 on the recommendation of the Working Group, having provided an overview of the reasons, as detailed in Appendix 1 (attached):~

1. An increase in Board meeting time to 3 hours, to allow 15 minutes for the Trustees to consider the effectiveness of meetings at the end of each meeting.
2. A reduction of the number of Sub committees to 3, with the removal of the Finance committee to reduce duplication.
3. Audit & Risk to remain as is
4. Governance and Appointments will replace Search and Nominations and will take over the ratification of the By-laws from the Board.
5. Budget subcommittee for low level finance decisions

BN highlighted the reduction in the role of the Democracy and Development officer as they would no longer be chairing the Finance committee, **JC** stressed that these were recommendations and would invite discussions to tweak the changes. It was noted that the Budget Sub Committee would have slightly more involvement and the DDO chaired that meeting. It was **agreed** that Sabbatical Officers would feedback any views on which committees each officer trustee should sit on in order to finalise the composition.



Resolved: The Board of Trustees approved the adoption of Option 1 Board effectiveness recommendation. **JC** will start to implement the changes overseen by the Working Group, updating the Terms of Reference etc. to ensure we can initiate the changes for the new academic year.

3.9. O XANANA'S BRAND REVIEW – OPEN (Paper)

Becci Burrows-Watson

Becci Burrows Watson attended the meeting to update the Board on the Xanana's rebranding exercise. Xanana's has been trading for 21 years, with little more than cosmetic upgrades.

In order to ensure Xanana's remains commercially viable in the future it requires a full rebranding, taking into consideration where it sits within the Warwick Students' Union portfolio of commercial enterprises, the University of Warwick Campus master plan, and who are the target market within the campus and wider local community.

BBW would like approval to start the Design work, and requests an agreed initial spend of up to £16k to cover the initial design costs.

Resolved: Board agreed the initial design work for Xanana's up to £16k.

Second Phase of the rebranding exercise will be to consider renaming.

Three renaming options is to be considered:

- Persons of political significance,
- Facts or Figures from around the WSU and Campus for example the location grid reference figures,
- Students' Union values.

Members will decide on the final naming options.

Matters for information

3.10. O STRATEGIC REVIEW UPDATE – OPEN (Verbal)

Jacqui Clements

JC gave an overview of the work carried out so far on the Strategic review, and raised concern over the amount of time originally set aside to work on the review being taken up dealing with other problems and issues. **JC** suggested that the Board need to consider taking on a consultant to facilitate some of the work.

To help frame the review work, **JC** would like to hold a Trustee's Strategy day to take place on 30th April, (this would be instead of the scheduled meeting on the 10th April).



The Board were asked to consider whether they would prefer to meet from 10.00 till 16.00 or 13.00 - 19.00.

Topics to be discussed:

- University Campus Master Plan
- Membership Services Strategic Framework
- Income Generation Strategy
- Strategic review – big challenges

Resolved: MCC to email all trustees regarding their preferred time option for 30th April 2019, Trustees Strategic Meeting.

Resolved: JC to Review the Strategic work and consider what resources are needed use for additional assistance.

3.11. O MID YEAR – TOP 15 PROJECTS – OPEN (Paper)

Jacqui Clements

JC gave a brief overview of End of Term 1 review 2018 – 19. Highlighting areas of concerns, but also the successes.

3.12. O SABBS CAMPAIGN UPDATE – OPEN (Verbal)

Liam Jackson

LJ updated the Board on the Officer Priority Campaigns - Term 1 2018/19

Providing information on the progress so far:

- Working towards Warwick Wednesdays
- Closing the Black Attainment Gap
- Enabling all students to Make Their Mark
- Fighting for International Students' Rights
- Easing access and improving Mental Health & Wellbeing Services
- Reshaping Sport
- Getting a Better Bus service
- Better enabling students to transform their education
- Making Warwick a more comfortable campus
- Representing students in the community

Resolved: The Board noted the update.

3.13. O COMMITTEE CHAIRS FEEDBACK – OPEN (Verbal)

- **Audit & Risk**
Audit tender discussion and Brexit implications

Andy Ward



- **Finance & HR**
Recruitment diversity and HR challenges
Commercial outlets update
CCTV Cameras tender

Ben Newsham

3.14. O ACTION LOG (Paper)

Jacqui Clements

The action log was provided, **JC** to update completed and ongoing actions

3.15. O ANY OTHER BUSINESS – OPEN

BD raised the intention to create a new Sports Club constitution code of conduct that will be taken to Audit and Risk, to be implemented as policy.

Time and Date of Next Meeting – 8th May 2019

Signed: _____
Chair of Board of Trustees 2018/19

Date: _____