**Board of Trustees Meeting**

**Minutes**

**Date 16th February 2023**

**Time 16.30**

**Venue SU HQ**

**Circulation:~** Will Brewer, Anna Taylor, Emma Birch, Hamza Rehman, Tomi Amole, Chih Hsiang Lo, Jack Sperry, Thom Barnes Wise, D’Juan Blake, Caleb Heather, Tom Chaloner, Shydle John, Jake Thomas, Angella Hill Wilson, John Dubber, Robert Pegg, Harnaik Dhillon, Azzees Minot

**Executive Board:~** Tracy Murphy, Mark Crook, Louise Marjoram, Steve Russell, George Dowding, Emily Chilton.

**Apologies for Absence**

Thom Barnes Wise, Chih Hsiang Lo, Angella Hill Wilson

**Statutory Accounts and Letter of Representation. – In Camera**

Paul Oxtoby – RSM Auditors present to discuss the Audit findings with the Trustees.

**PO** offered a brief overview including, RSM UK carried out testing on the risks identified and discussed the four main points

* Revenue Recognition
* Management Override of Internal Controls
* Going Concern
* Pension Liability

Points raised by the Trustees.

**HD** questioned the Pension and whether the NUS do a revaluation, and also the risk of the University not paying the financial grant would constitute a risk of not being a going concern.

The Executive team returned to the meeting, and were invited to raise any questions.

The Board of Trustees were requested to approve the Statutory accounts 2022 and Letter of Representation.

**Board Approved**

**Declarations of Conflicts of Interest**

No conflicts of interest raised.

**Appointment of a Deputy Chair of the Board**

Following one nomination for the Deputy chair role John Dubber. The Board approved the appointment of **JD** as Deputy Chair of the Board.

**3**.**1 Minutes of the previous meeting**

The Minutes of the previous meeting dated 8th December 2023, are approved as a true and accurate record of that meeting.

**3.2 Matters Arising**

No further matters raised

**3.3 Chairs Update & Full Time Officers Report** **Will Brewer/ FTO’s**

The Chairs and FTO update are taken as read.

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**3.4 CEO Update Tracy Murphy**

**TM** discussed the highlights of the report

* Launch the I&B plan.
* First all employee event on the 6th January, with discussions regarding expectations from a colleague to colleague point of view, and also the group received extensive feedback from the teams, we will be pulling together an action plan, and holding a further event in April 23.
* Insights Report – **GD** to report later in the meeting.
* Zero Waste Shop in the new welcome hub.
* Elections – 72 nominations for officer positions
* People and Development to start a benchmarking exercise on Benefits
* L&D work to build up the information for the development of the learning management system, working with external consultants Charity Learning Consortium.

**LM** – Membership Space

* Elections - Manifestos support sessions, Question Time Q&A
* Islamophobia awareness Campaign

**JD** congratulated the team on the increase in candidates for Officer roles, and asked whether the team are aware of why the increase, are specific roles gaining more interest. **LM** responded that the interest is due to the increase in staff in the membership team, with an increase in work with the Liberation associations and Societies, also an increase in outreach work including meet and greets. There is a balance across candidates for the Full time officer roles with approximately 4 candidates per role. Part time officer roles have on average 6/7 candidates standing.

**WB** added the WBS have included the Officer roles as one of their placement years, and is one of the highest paid roles.

**3.5 Management Accounts Period 5 Mark Crook**

**MC** takes the paper as read and highlighted the salient points including:

* The SU are facing continuing pressures including the National Living Wage increase.
* We are still awaiting the Invoices for Heat Light and Water, to assess the implications of the increase in utilities.

**JD** raised the predicted MSL surplus figure, and questioned how confident are we that we will get this amount in Gift Aid from MSL. **MC** responded that historically MSL do underspend on their plans and is confident we will get this and possible and uplift of £30k-£40 and stated that any surplus from MSL is covered by a Deed of covenant that states the surplus has to be paid to the SU, the Deed is up for renewal at the end of this year (2023) and there are plans to take a paper to the MSL Board and WSB Board to renew for a further 5 years.

Expenditure – Central Services – over spend - **MC** explained that this account has a number of notional accounting adjustments.

**HD** questioned the cashflow – increase in creditors and decrease in debtors, **MC** responded that there is a figure in our accounts for money which belongs to Clubs and Societies, which remains their funds. Debtors figure of 1.4 million, which includes and accrual for the Block grant of 1.2m which when the accounts were drawn up we hadn’t received.

**3.6 Student Feedback Survey George Dowding**

**HD** raised the low, 10% response rate, **GD** responded that this figure is generally a good response rate. Added we would always try to increase the response rate.

**GD** talk through the key points

* Overall Satisfaction Rate – 67% - In the 2021/2022 the SU Pulse satisfaction score was 49%, and 42% within NSS. Satisfaction is highest amongst UG first years at 79%, dropping to 52% for UG finalists.
* Lower satisfaction result for Disabled and Black Students.
* 77% agree that the SU promotes diversity and inclusivity. 2020/2021 SU Pulse – 69%
* 59% of students agree they ‘have a good idea of what the SU does’, however a significant minority,17% disagreed.
* 66% of students agreed that ‘the services the SU offer enhance my university experience.

**TC** questioned the drop in satisfaction from first years to third years, dropping from 79% to 52%, **GD** responded that this figure is concerning and we will work to improve the satisfaction levels as students progress through their time at University, **TM** added this reduction may be due to the third year students not living on Campus and therefore not using the services as frequently, **WB** also suggested that it may be the case that Third years at this point have been dissatisfied but with the improvements which have been made, this figure may improve with time.

Second point – point 3, 59% of students agree they ‘have a good idea of what the SU does’, however a significant minority of 17% disagreed and point 7 36% of students are aware of all four elements of this part of the SU’s work (processes, representation, officers, campaigns), whilst 93% are aware of at least one. **TC** suggested improved website focus on what the SU does may help to increase awareness amongst students.

**CH** – questioned whether this survey has been used before, **GD** responded that this is a new survey and first time it has been issued, it has been developed working with the University, and **CH** asked how often will it be repeated. **GD** suggested we will modify and release it again in Term 3. It will be run annually in Terms 1 and 3. **CH** also questioned, do we monitor how students find the survey and if this was monitored could we increase the response. **GD** suggested emailing out is the most successful way to get response.

**HR** asked what the SU can do to better promote the work the Full time officers do, **GD** agreed there is more work required to better highlight the work and also to focus on the Officers involved in specific campaigns and work. **LM** added to consider the disparity between the awareness and engagement, and we should be considering how we bring in line the awareness and engagement. **WB** added we also need to get better at celebrating our successes and better promote what we are working on. **AM** added that it isn’t a fair question to ask and judge success, and possibly post campaign ask the question as to whether they have participated and there opinion. **AM** offered their assistance with any wording of questions for the surveys.

**TA** pointed out that they think something generally that we need to get better at is being more participatory with our campaigns - getting students to be more actively involved in coming up with ideas and strategies, taking responsibility for doing things. I think this would help with both awareness and the success of campaigns.

**AT** suggested we have a ‘What We Do’ section on the website, and include a ‘this is being led by this officer’. **WB** agreed an Active Campaigns section, which the Officers could update with their work.

As well as sorting out the active campaigns, I think there are also various student-led campaigns that we could do better to integrate into the SU, e.g work around supporting international students is something we are doing, and students are working on, but we don't necessarily frame our work as a campaign.

**TM** added we do have the opportunity to redefine the questions so we can look at this, and need to celebrate success and be outcomes focused and we will work on this.

**3.7 Operational KPI’s Tracy Muphy**

**TM** Introduced the KPI’s each area has five operation KPI’s which support the drive and transparency which have been discussed at the Governance and Appointments Committee.

This will be populated into the spreadsheet, and following agreement will be distributed to all areas and the WSU Board. **WB** suggested it will be on the Agenda for the May Board Meeting

**3.8 Proposals for use of Designated Funds Steve Russell & Mark Crook**

**BBW** and **LK** went through the Performance and Future plans presentation.

The operations team have carried out a full assessment of the present performance and future opportunities and have established a prioritised list of options for the Board consideration.

|  |  |  |  |
| --- | --- | --- | --- |
| High Benefit /Low Costs | High Benefit / High Cost | Low Benefit / Low cost | Low Benefit / High Cost |
| * New Door Tills * Curiositea 2nd Till * Curiositea Redecoration * Dirty Duck Rebrand * Dirty Duck Lit sign * Dirty Duck Coffee Machine * Terrace Bar External Furniture * Terrace Bar Promotional Screen * Terrace Bar Sound System | * Bread Oven redesign & redevelopment * Extend Venue Bars * Glasswashing Facilities – * Venues * Curiositea redesign for 2 * coffee machines * Curiositea Extension * Curiositea Hatch/Takeaway | * Bread Oven External Areas * Curiositea Furniture * Curiositea flooring * Dirty Duck Graffiti steps * Dirty Duck Redecoration * Green Room reopening / Re-purposing * Terrace bar daytime food offering * Terrace Bar coffee machine * Dirty Duck Coffee machine | * CP2 Bespoke pool hall   area   * CR2 fixed seating * Dirty Duck Toilets – renew * Dirty Duck – bar   Refurbishment   * Graduation extension of   Duck/ Grab and Go Offer   * Pool Room outlet potential * Additional CCTV |

**JD** congratulated on the list and would like to see projected costings and options. The green room re purposing and opening would be great, currently a waste of the commercial space

**CH** questioned the timeline for developing these ideas, **MC** responded that we are currently in the process of our five year forecast and as a Board we will have to make decision on priorities, HR Systems, Marketing Data Analyst etc. **CH** questioned whether there would be development committees or workshops to work on the ideas and develop. **BBW** responded we would involve as many groups as possible from FTO and membership. **WB** added we would always work with Student feedback.

**AT** suggested that the Library café used to have a good range, which has now been reduced, also the Neighbourhood in Leamington spa is a really good space offering variety and Choice, also Involving students in testing the food options as we did with the Coffee in Curiositea would be good.

**JS** grab and go option is always good, the external visual aspect of the Bread Oven suffers currently

**RP** A lot of items on the list, generally 20% of profit should be ploughed back in, currently the WSU are trading well, and you will require investment just to stand still. **RP** felt the pod option within the Bread oven is a really good idea.

**MC** stressed that the Board need to be aware our commercial contribution is part of the Charity, we need to factor in that we have a finite number of customers, we don’t trade a full year, and the campus is saturated in competitor outlets.

**TC** added that a lot of Students will focus on value for money, i.e. within the Bread over you used to provide hot sandwiches, which now aren’t available, which means the only place you can get hot food is Pret a Manger. **BBW** responded that we had to remove the hot option in order to speed up service, but agreed a lot of students were disappointed.

The Board agreed the Bread oven would be a priority to work up the plans. In terms of the lower impact points, the following priorities would be:

* Dirty Duck lit signage
* Dirty Duck Coffee Machine
* Curiositea – cheaper but comparable offer to Pret
* Curiositea signage to show it is open
* Merchandise
* Using local produce for smoothies
* Promotional screens – with option to sell space
* More benches and seating in the atrium

Prioirties for the Operations team are to work on the Bread Oven costings and Curiositea costings.

**3.9 Bench Marking / Officer Pay Review Emily Chilton**

**WB** referred the board to the People and Remuneration committee minutes with regards to Full Time Officer Pay, we were planning to bring a pay proposal for the next 3 years, however it has come to our attention that we need to regrade the role first, the Board will be kept updated. When this next comes up for review in 3 years time, we will carry out the work earlier in the year in order for the revised pay to be used in promoting the officer roles for election

**3.10 WSU Consolidated Statutory Accounts / RSM Audit Findings**

**Mark Crook**

Previously approved in the meeting

**3.11 Student Council Motions Ratification Louise Marjoram**

**Recommendations:** The Board are asked to approve:

* Disaffiliation from NUS (Over Failures of Alleged Bigotry) total vote 1156.

For 487 / Against 416 / Abstain 253 - **Ratified**

#### Motion to take a stance against the development of Autonomous Weapons total vote 1122. - Ratified

For 710 / Against 294 / Abstain 118

#### Warwick SU supports student welfare during Strike Action total vote 1076.

For 676 / Against 252 / Abstain 148 – **Ratified**

#### Warwick SU to oppose the University's overcompliance with Home Office guidelines on the monitoring of migrant/international students total vote 1051.

For 710 / Against 187 / Abstain 154 - **Ratified**

#### Warwick against the arms trade total vote 1089.

For 585 / Against 381 / Abstain 123 - **Ratified**

With regards to the Motion, Disaffiliation from NUS, **LM** has received an email this evening calling for the Board not to Ratify this motion, however the Motion went out to the whole student population, and although close the vote was to disaffiliate.

**MC** highlighted risk of disaffiliation from the NUS if a large number of SU leave, putting NUS continuation at risk, and the impact on the SUSS pension. Consider the implications of NUS collapsing their financial liability would fall on the remaining Students Unions in the SUSS pension scheme including WSU), However WSU leaving NUS UK, would not necessarily have any effect on any other SU leaving the NUS.

**WB** asked the Board to approve the Ratification on the NUS UK disaffiliation.

**11 in favour and 2 against.**

**WB** will send round a draft response to the Students who contacted the Board requesting they shouldn’t ratify the NUS UK disaffiliation.

**3.12 Impact of Statutory Pay Increase Emily Chilton**

**EC** ran through the recommendation being made by the People and Remuneration committee, and ran through the recommended pay point increase for pay point 1, including the outlined implications for the our existed pay point grades and provided the recommended new paypoints for April 2023.

**Outline of New Entry Level Pay Structure**

Table below is the recommendation for Pay Point 1, which continues with 3 rates based on age;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Age Band** | **Current SU Rate** | **Current Statutory Rate** | **April 2023 SU Rate** | **April 2023 Statutory Rate** |
| 23 and Over (NLW) | £9.50 | £9.50 | £10.42 | £10.42 |
| 21-22 (NMW) | £9.18 | £9.18 | £10.18 | £10.18 |
| 18-20 (NMW) | £8.72 | £6.83 | £9.60 | £7.49 |

**Recommendation for New April 2023 Payscale**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Grade** | **Paypoint** | **Current Rate** | **Current Salary** | **New Rate** | **New Salary** |
| 1 | 1A  1B  1C | £8.72  £9.18  £9.50 | £16,551  £17,424  £18,031 | £9.60  £10.18  £10.42 | £18,291  £19,396  £19,854 |
|  | 2 | £10.25 | £19,529 | £10.52 | £20,044 |
| 2 | 3 | £10.47 | £19,948 | £10.78 | £20,540 |
|  | 4 | £10.79 | £20,558 | £11.04 | £21,035 |
|  | 5 | Removed April 2022 | | | |
| 3 | 6 | £11.00 | £20,958 | £11.32 | £21,568 |
|  | 7 | Removed April 2022 | | | |
|  | 8 | £11.32 | £21,568 | Removed April 2023 | |
| 4 | 9 | £11.56 | £22,025 | No Change |  |

The Board were asked to approve the pay point increases. **The Board approved**

**3.13 Committee Minutes**

The committee minutes are taken as read.

**3.14 Action Log**

**3.15 AOB**

MSL **TM** provided an overview of the MSL relationship, we have taken legal advise regarding the number of Directors on the Board, the legal advise us we need to is to strengthen the governance, MSL should provide a strategic plan, also how they govern the issue of payments to staff, and the CEO in the Bonus payment scheme, the CEO is currently part of the decision making process. A&R will manage the monitoring and decision making for MSL.

**MC** added that a number of governance points within the Memorandum and Articles require tightening up.

* No limit on the number of directors
* No time limited on the length of time a lay trustee can serve as a director.
* No limit on the level of Bonus that can be awarded.

A&R will be charged with opening up negotiations with MSL and reformatting and rewriting the Mems and Arts of MSL.

**TC** consolidated statement Tom Chaloner’s name spelt wrong. **MC** to correct.

**JS** ask for papers to be PDF versions in future. **WB** to speak to **MCC**.

**Next Meeting – 18th May 2023**