**Board of Trustees Meeting**

**Minutes**

**Date 18th May 2023**

**Time 16.30**

**Venue Kevin Gatley Room 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.

Phil Smith incoming CE in attendance to observe.

**Apologies for Absence**

Harnaik Dhillon, Shydle John, Thom Barnes Wise

**Declarations of Conflicts of Interest**

No conflicts of interest raised.

**4.0 Student Trustee Ratification**

The student Trustee ratification will be actioned via email, please respond with your approval of the Ratification of two Student Trustee applicants:

* Ben Abrahamson
* Praneel Jani

**4**.**1 Minutes of the previous meeting**

The Minutes of the previous meeting, dated 16th February 2023, are approved as a true and accurate record of that meeting.

**3.2 Matters Arising**

No further matters raised

**4.3 Chairs & Full Time officer Update**

**WB** briefly ran through Chair and FTO reports, highlighting the main points:

* Jack – Spring Elections
* Tomi – Cost of Living work, Sleek and Senate.
* Hamza – UCU work, GTA survey,
* Anna – Soceities Federation Fee’s Bid, reforming societies for students
* Chih Hsiang – Report on Teaching and Learning with strong data.
* Will – has been working and delivering the Masculinities Project. Continuing work in the Safe night space, and running a project similar to the Bristol Rules project, Warwick Rules.
* Emma – recently presented at the BUCS West Midlands on Trans inclusion, and put a together paper for the off Campus Club pass.

**TA** apologised for not getting his report in, and will forward it to MCC for distribution to the Directors shortly.

**4.4 CE Update**

**TM** welcomed Phil and is looking forward to him starting on 23rd May, she went on to thank the Board and Directors for their support during her time as interim CE.

**TM** highlighted salient points from the CE report:

**Learning and Development** held the second all colleague event in April, and received both positive and constructive feedback, we have our colleague values agreed:

* **Inclusive**
* **Collaborative**
* **Responsible**
* **Problem Solvers**
* **Adaptable**
* **Supportive**

We will start now to embed the values in to all our recruitment processes, colleague check-ins, and aligned with the inclusivity section and colleague well-being section.

We have carried out some colleague filming for Inclusivity, and the Marketing team are working on the editing, we will have a long and shorter version available.

**Marketing Update – George Dowding**

Marketinghave 2 new starters in the Team, Sharon Gill - Communications and Marketing coordinator, and Carly Knight- Business Development manager.

**GD** highlighted a number points within his report

* **CHL** Teaching & Learning Survey
* **HR** on the Graduate Teaching Assistant Surveys
* Spring Officer Elections – 73 nominations and working on attaining 4889 votes
* Worked with Enaya Nihal, Womens officer on International Womens Week

**Membership Services Update – Louise Marjoram**

LM highlighted work carried out for the Spring Officer Elections; we were shy of just 100 votes of our target of 5000

Student Activities have now joined the Membership services team

**People and Development – Emily Chilton**

The P&D team have been working on Colleague values, external benchmarking to ensure we remain an attractive employer and counter our previously high turnover.

**Operations – Steve Russell**

Commercial performance overall strong. The big highlight is Energy saving initiative, we have surpassed our targets with actual usage down by 50%.

**JD** thanked **TM** for all the work she has done as Interim CE. Very positive CE report, but queried the low level of completion of mandatory training querying whether this is a concern, **TM** responded we are launching the Learning Management System which will give greater visibility of who has and hasn’t completed their training, **JD** asked for assurance that all crucial training has been completed such as H&S, **SR** responded that all Student staff receive in person training alongside the mandatory training.

The Board congratulated Tracy on an excellent job as Interim CE and recognised the significant progress and impact she had made on WSU in such a short space of time.

**4.5 Financial Considerations**

**4.5.1 Management Accounts**

MC briefly highlighted the salient points within the management accounts:

* The management accounts show a surplus at this point, however it does tend to peek at this time and slow down as the term ends.
* Highlighting the first two quarters of energy usage, the third quarter is £20k below our estimates.

**4.5.2 5 Year Plan**

**MC** ran through the plan for the next 5 years, this plan is based on Business as Usual with no growth, the SU does have significant financial challenges, costs associated with generating commercial income are increasing, i.e. commodity costs

Staffing costs are increasing, to pay, retain and recruit staff, including National Living Wage

The Block grant will be increased by 5%, however the University have stated they will be accepting no further bids for additional funds.

The plan sets out that each year of the following 4 years, we will have to draw down on our reserves if we don’t do anything to address the deficit.

The Directors and FTO’s have put forward a number of bids for additional funding to be considered for projects, as an organization we know we need to invest to at least protect our existing financial position, be reactive to change, and replace outdated redundant systems to support students in being able to fully engage in a full range of activities. The bids include improvement in the Commercial areas and offering, a new HR system to improve out interpretation of data, continuation of campaigns work, a reduction in costs for students, and investing in the future. **MC** provided a full report into the financial position prior to the trustees considering the additional requests for funding.

In addition to the Bids the Board are going to be asked to consider Staff and FTO pay.

With the arrival of Phil Smith as CE, we can look at the Union critically and at what it does, how it does it and why and then develop a plan to bring the Union back to a stable financial position. We will also continue to lobby the University for additional financial support.

**WB** explained the Board will look at each bid individually.

**Points raised on the Five year Plan.**

**TA** asked **MC** why the University aren’t accepting any bids for further funding, **WB** responded that the University aren’t giving further funding to any department, however following the Governance Regeneration work the University Council agreed that the SU have met the threshold to put a case forward for additional funding, and although this has been agreed, it is highly unlikely to be successful, **MC** added some rational for our bid to the University. **TM** added that the University relationship has strengthened and we have the foundations of an agreement to work with greater collaboration going forward.

**JD** added a number of comments,

* The University conversation is difficult, but it is unrealistic to assume that we can turn this around quickly. We need our own budgets and income to stack up before relying on the university.
* Deficit Budget, we are looking at a small deficit for this year, but for the following four years this deficit increases using our reserves, if this continues we will become insolvent.

**JD** suggested we don’t consider the 5 year plan at this point, but focus on next year being a manageable year. We need to only consider the bids which are crucial, and requested more information and detail on the bids, suggesting it would have been better to have the bids scored against each other, to give more clarity as we are proposing to spend money the Union doesn’t have.

**WB** suggested that he agreed with **JD**, that not all bids can be successful in the current financial position.

**WB** added options for considering the bids

1. Delay a bid on the basis of requiring further information
2. Approve on the basis that the University significantly increases the block grant, (£200k increase)
3. Or a simple Yes approved or No not approved.

**JD** responded he felt that was a sensible way forward on the bid approval, but suggested there is a bigger question of the approval of the 5 year plan, he is not comfortable to sign off a 5year plan which runs at a deficit and deplete the reserves.

**WB** suggested approving next years budget in principle with the requirement to review and potentially set a Board date to review the Five year plan when **PS** has had the opportunity to work with the team and to re-look at the Five Year Plan, possible in 6 months. **TM** added this is already added into the Objectives, that **PS** will make these considerations and come back to the Board in December. **PS** added that December is a realistic time line and agreed there is a piece of work on Size or Shape and what we may have to stop and start, and December will be a good starting target for an update.

**AHW** added that in addition to coming back in December we also need some options of what sort of Students’ Union we are going to be, including some conversations with the University about the services they want the SU to deliver which also reflect on them.

**RP** suggested we also may need to review the Charity Commission rules as to the level of reserves we should hold. **MC** responded the balance of reserves should be between £500k – £1m, but we bring the Reserves policy back to the Board on an Annual basis.

**SR** requested **MC** give the Board a brief explanation of SUSW.

**Students Union Services Warwick – SUSW**, this is a subsidiary company for any activities outside the Charitable purposes of the SU, i.e. renting out the Copper rooms for an event open to the public, any surplus at the end of each year is Gift aided to the Union, and is included in our income balance.

**RP** suggested that following research on Unions and Block grants, possibly WSU should do some work on benchmarking, the Grant the SU gets is comparable to like sized SU’s and that the commercial results are also positive, so possibly the areas of concern are not Commercial income.

**WB** stated before we consider the bids, the Board are to note that some bids would not be drawing on unrestricted funds, but on designated reserves, which we designated earlier in the year for business development and commercial purposes.

**4.5.3 Cost of Living Payments**

**Bid 1 – Cost of Living Payment – Already included in the Budget – Tracy Murphy**

We have considered the cost-of-living payment taking into account the Cost of Living increase awarded by the University which has been set at over and above 5%, we have carried out benchmarking and have taken the decision to propose a cost of living increase across the board at 5%, which would come into effect from August 2023. **WB** suggested the Board could approve or suggest a reduced award.

**JD** added that University’s across the board are setting a 5% increase and would be strongly in favor of approving this.

**PS** questioned whether the suggested increase would be on condition of the University confirming their intent to increase by 5% or above, and any decision taken today should remain confidential within the Board until such time as we can confirm the University increase and our pay award.

* **The Board of Trustees approved the Cost of Living pay increase of 5% on the condition we receive the predicted 5% increase in block grant from the University.**

**4.5.4 Full Time Officer Pay Review**

**Bid 2 – Full Time Officer Pay Review (3 yearly) – Emily Chilton**

The FTO pay is reviewed every 3 years, we have carried out bench marking, and the role of the FTO within the SU structure, the recommendation is that the officers pay is increased from Grade 4 paypoint 11, £23,283, to paypoint 13 £25,836. Which will put FTO’s at the starting point of Grade 5.

Point to note - the FTO pay review will be carried out earlier in the year going forward, to allow for it to be included in our information to attract new Full Time officers to the role.

**AT** and **EB** to abstain from comment or voting on the basis of remaining in post as a FTO next year and affected by the outcome.

* **The Board of Trustees approved the Full Time officer pay review to £25,836**.

**Bid 3 Outlet Improvements – Becci Burrows Watson and Lyndsay Kettle**

**BBW** and **LK** ran through their bid and presentation, supported by a priority list:[Commercial Priority List](https://warwicksultd.sharepoint.com/%3Aw%3A/s/BoardPapers/EXA7YF8oHk5Ev-NkHge-4wwBCMZYd5u1BQ2ljkX88dBn6A?e=uGO5Lx) The bid is based on feedback from the Students, and investing in our tired outlets which require updating, improving and creating greater visibility.

**MC** added designated reserves could be used

We are showing growth in a number of our commercial activities and we would want to maintain that, but we need to update our outlets and visibility to draw people in.

The budgeted revenue is built on these improvements.

**RP** suggested that you have to invest in your outlets just to maintain and look to at the bid in its entirety and suggested he would approve this as he believes it is vital to continue to trade at this level. **PS** asked the 2 student officers if they felt the investment would be what Students want. **TC** responded that it isn’t quite there, we need to draw students in and retain them, and currently the Bread oven and Curiositea are very tired, but **TC** questioned the Graffiti board in the Bread oven what is the rational behind that, **BBW** suggested that it would give the feel of a street food market, to make it more appealing and inviting. **CH** queried whether the Bread Oven would be street food, rather than baguettes and sandwiches, and asked if the success is based on diverting customers from the independent outlets, **SR** added that the critical time for keeping customers is Welcome Week and weeks one and two, when their habits are embedded.

**BBW** felt we would need to re-brand all of our outlets as they are currently very outdated.

**JD** suggested overall this is a relatively low level of investment and a one off, and is in principle in favour, however **JD** doesn’t feel the Board are being given a full understanding of the impact the team expect this to achieve.

**JD** suggested we approve this bid as a block, but requests the team come back with more information on the impact they expect from this investment, but also to return with a longer term investment plan.

**PS** added his concern would be that we possibly haven’t considered whether greater investment in equipment such as the coffee cart, would be more flexible and offer a great return.

**WB** suggested the Board consider the Bid minus the Coffee machine in the Dirty Duck, which was deemed a low priority.

**CHL** questioned whether this is approval depending on the additional bids, **WB** responded that no this is approved, and funds will come from designated funds. **JD** added that he agreed this is not linked to the revenue budget.

* **The Board of Trustees approved the Outlet Improvements with the exception of the Coffee Machine in the Dirty Duck which will be removed from the list.**

**Technical Lighting – Steve Russell**

Will be put on hold until next year, **SR** is confident they will continue to work for another 12months.

**Recurring Campaigns – Louise Marjoram**

Every year the SU looks to source external and internal funding to support recurring campaigns that should be the staple of what we provide for our students. Month long or day celebrations that recognise the events, achievements, and activism of some of our most marginalised students who have impacted, shaped and continue to shape our Warwick Community should be standard practice each year for SU. Black History Month, Pride, Islamophobia awareness, Mental health awareness month, International Womens week, etc.

LM is requesting a small amount of funding (£4k), recurring every year.

**HR** asked whether it takes into consideration the amount that has been spent historically, **LM** responded that no, the funds would be in addition to Innovation fund bids, offering the ability to match funds from other sources i.e. the University.

**TM** queried whether this funding is enough to resource all the recurring campaigns and allay the University point that we don’t do enough across all cultural events and campaigns. **WB** suggested that this is a reasonable start, and if we where to try to cover every event, campaign, that would be a huge amount of work for the campaigns team which we don’t have the resources for.

**AHW** expressed that we need to go back to the University regarding this, stating that the Union representing Warwick students speak to the heart of what we do.

**JD** suggested that this is non-negotiable spend and we just need to plan properly and agrees with **AHW**, this is a perfect opportunity to pitch to the University for the funding. **WB** stressed that we have included this within our Block grant bid. **LM** responded that yes it is non-negotiable, but we haven’t had the funds previously, and have had to go to the University for the funding.

* **The Board of Trustees approved the Recurring spend of £4k for campaigns.**

**Societies Federation Fee Proposal – Anna Taylor**

The Societies Federation fee which WSU currently charges for participation in society activity is out of line with sector standards and unaffordable for many of our members. **AT** would like to propose a new plan for the use of income from the fee in order to lower the price and deliver better value for our members.

The current 1 year price is £23.00, since 2010 we have retained a portion of this fee to go towards operating costs.

Frequent feedback from members is that it is too expensive and a barrier to participation.

Having carried out benchmarking we are not inline with sector standard in comparison with 20 unions including a number within the Russell Group, we are not in line both from the point of view of charging a fee but also the amount we charge.

**AT** provided a sliding scale of a reduction in fee with four proposals, stating that due to the current financial position of the Union, Options 1 and 2 may not be viable options. But as a conversation going forward we need to reassess our fee’s inline with the sector standard.

The Board of Trustees are recommended to:

* approve a reduction of the Societies Federation Fee in line with one of the funding models above.
* allow for the use of the closed societies fund to enable refunds to multi-year society purchasers to be made.
* to review the fee every two years, with a commitment to lowering the fee and moving towards a more sector-standard price point when financially viable for the Union.

**MC** clarified that the fee is Vatable so we don’t get the full amount, and the retained amount covers our coordinator costs.

**RP** expressed surprise at the charge for Society federations at WSU, at Kent Union the funding comes directly from the Block grant, as it is part of the Core activities. Fully understanding the financial pressure at Warwick SU, possibly a three-year plan to remove the fees fully would be a good approach.

**JD** added he agreed with **RP** and the argument **AT** is making, and although not affordable currently, we should look to eradicate the fee going forward and it be included in a plan for our long-term future. **JD** suggested that there is potential to approach the University for assistance on this, not through the Block grant but as additional funding to assist Students with the current cost of living crisis, to ensure there isn’t a barrier for participation.

**TM** responded that we have cost of living reports going through University Committee’s end of June and we can add this in.

**PS** questioned the Closed Societies Funds, **MC** explained that we have a central fund from closed societies, and the proposal within this report is to use the funds to refund any multi year Society federation fees, however it is a limited amount. **PS** went on to suggest the Board consider using the Closed Society funds as a hardship fund for those students who can’t afford the membership as a short term solution? Secondly rather than giving refunds would you consider giving SU outlet Vouchers/credit to cover the refund?

**AT** responded that the hardship fund would be taking from students to give it back, and they don’t support students having to support other students. **PS** agrees with **JD** removing the fee isn’t currently an option until we have negotiated with the University. **TA** responded that possibly students subsidizing other students is not necessarily a bad thing, **WB** agreed.

**WB** asked the Board to consider Options 3 and 4. **TA** suggested we should carry out some work on pricing points students would be willing to pay.

**JD** suggested it is a great proposal and something we should be doing, but currently we cant afford it, therefore he is not comfortable signing off on something that impacts out deficit further.

**JT** felt possible a smaller decrease than option 4.

**RP** added that he agreed with **JD** and **JT**, it is difficult to approve the reduction in fee, suggesting that we do more work looking at a 3 year plan of reductions to phase it out completely, also phasing out the multi deals so we don’t have to refund, enabling students to see over 3 years what we are actively achieving, including an approach to the University.

**WB** suggested that we could consider agreeing to option 4 in principle on the proviso that the Block grant award is considerably high than anticipated.

AT requested that the Board approve the reviewing of the Societies Federation fee on an annual basis

* **The Board of Trustees approved the reviewing of the Societies Federation fee on an annual basis.**

Following **JT** suggested of an option below option 4 of a £20 fee with no multi year membership. **TC** expressed concern voting on a bid where we don’t have a full set of figures, suggesting **AT** bringing back the Bid to the July Board 2023, for the board to consider the £20.00 fee.

* **The Board of Trustees agreed to defer a decision to the July 2023 Board.**

**End Period Poverty – Louise Marjoram**

The EPP has been successfully running via the Womens’ Officers for the 22/23 and 23/24 academic years, however the funding model has been based on the Officer bidding to a particular pot for funding and there is no guarantee of success year on year.

Ideally this campaign needs to be self-sustaining and not reliant on bidding for new funds each year.

At a recent Cost of Living working group and through the SU survey, it highlighted that 23% of Warwick students struggle to afford menstrual products in the current climate.

This is a small amount of funding which has a huge impact, possibly this should be taken to the University Cost of living meeting and asking them to assist with this. **WB** has been working with Adele Brown for the University to provide free period product provision across the campus, and the signs are positive for this to be achieved and therefore suggests the Board approve the funding at SU level on a year by year basis.

* **The Board of Trustees approved the funding of £3360k for a term of one year (23/24) for the ongoing work towards ending period poverty.**

**Research and Insight Resource – George Dowding**

GD explained the bid is to recruit a Research & Insight Coordinator at the earliest opportunity to lead on SU research activity, support with strategically important projects, contribute to our new Block Grant bid, and drive us toward being a data-led organisation. Salary £33 - £37k

**HR** responded that across Unions they do have this resource.

**RP** agreed that the need is there but we can’t really afford it, possibly think about alternatives, such as collaborative working with Coventry Union with a shared resource or working with MSL on research and insight.

**JD** added that he can see the need, however, wouldn’t feel comfortable approving permanent staffing roles.

**TM** added that we do need this sort of resource but feels now is not the right time to add to the staffing costs, however as a crucial resource we should look at it as part of a wider structural review. **TA** agreed and added that the role is critical as the University becomes more data driven. Possibly we could work in partnership with the University utilizing students to carry out different kinds of research. **WB** agreed parttime paid project work, also with the new learning management system there is a learning opportunity, to improve general data ability and Knowledge.

**PS** suggested this a role the Union needs, and would like to consider this in his December conversation along side ‘What we do and How we do it’, if we are going to be a data driven organization.

* **The Board of Trustees agreed not to approve the request at this point, but to consider within the December conversation, and to bring back to the Board December 23**.

**Atrium Refurbishment – George Dowding**

Atrium Refurbishment to reinvent the space as somewhere vibrant and welcoming for students, so they are happy to spend time there socializing, studying and using SU outlets. The proposed funding amount £63k, this money would provide contemporary furniture and lighting, plus large plants to soften what currently feels like quite a cold, unwelcoming environment.

**WB** added could this possibly fall within designated funds, **MC** will consider this.

**JD** suggested we should do this work the Atrium space desperately needs refurbishment, but consideration should be given to timings within the outlets. **MC** suggested timing to do this is crucial. **SR** suggested that all furniture needs to be sturdy and moveable. **MC** suggested it may provide a business development opportunity if the space is improved. **SR** added a note of caution that currently there is no heating in the space. **RP** agreed on the Business Development opportunities but the Heating will be a huge issue.

* + **The Board of Trustees approved the funding of £63k for the refurbishment of the Atrium.**

**Liberation Room Refresh – Louise Marjoram**

Over this academic year we have seen an increase in the usa of our Liberation Room by part-time Officers and more broadly liberation student groups. The room itself is very dark and dreary and at times has been left in an unfit state. By refreshing the décor and making it a welcoming space this will give those students who use it a sense of pride and ownership.

One of the recommendations with the Governance Regeneration project was for the SU to allocate spaces within the building for use by PTOs – given the limitation on rooms this is not possible and so making this room more accessible, practical and attractive would be a feasible solution.

Looking at the Welcome Hub model, it would be good to get some artwork commissioned.

**LM** is requesting £2k to complete the refresh work, starting with a conversation from the Liberation groups getting them involved regarding the décor and utilizing furniture in storage from both the University and Union.

* + **The Board of Trustees approved the funding of £2k for the refresh of the Liberation space.**

Following the completion of the funding bids, **MC** added we do have a risk of the HR system failing and although we don’t have a bid to put the funds in place immediately the board need to be aware of the potential for the HR system to fail at some point, some functions are no longer IT supported, this may result in a request to the Board for emergency capital expenditure as loss of payroll facilities could be an organizational risk. **TM** added the reason this hasn’t come before the board for funding today is due to resources within the People and Development team, This would be quite a big project with a cost of approx. £120k, in the new year we will start to work with departments to assess the requirements.

**4.6 Draft Calendar Of Business 23/24**

Draft calendar of business for 2023/24, is included please review and feedback any issues with dates to **MCC**.

**4.7 Action Log**

**4.8 AOB**

* **Risk Register**

The last Audit and Risk committee, we were unable to approve the Risk Register due to non-quoracy, **MC** emphasized the importance of attending the A&R meeting to approve in June. **WB** added in light of the concerns regarding the HR system this should be included as a risk on the register.

* **Impact Assessment**

LM made the board aware that we currently carry out impact assessment, however a motion had been taken to Student Council to look at the Impact assessment process, this was not within the remit of student council to approve as a motion, therefore **LM** would like to suggest we look at the Process and bring it back to the July 23 Board for discussion and approval, as it is ultimately the Board of Trustees responsibility to make sure that any motions that come through from the students don’t impose a financial, reputational or legal risk to the Organisation. Currently sitting on the Impact Assessment committee are the DDO (JS), MC as company secretary, WB as Board Trustee, and other Directors from an Operational point of view.

**TA** responded they proposed the motion to revise Impact Assessments, with the opinions that it no longer reflects our democratic structures, the process isn’t transparent with no officer input, with motions being taken down or amended when they shouldn’t have been, no compliance with our regulations in terms of committee composition and a lack of consultation with the proposers.

**Next Meeting – 18th July 2023**