**Board of Trustees Meeting**

**Minutes**

**Date 18th July 2023**

**Time 16.30**

**Venue The Green 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:~** Phil Smith, Tracy Murphy, Mark Crook, Louise Marjoram, Steve Russell, George Dowding.

**In Attendance to Observe:~**

Incoming Full Time Officer, Vaishnavi Ravi, Enaya Nihal, Max Pike, Holly Roffe, Sophie Clark

Student Officer, Ben Abrahamson, Praneel Jani

**Apologies for Absence**

Shydle John, John Dubber, Enaya Nihal, D’Juan Blake, Jake Sperry, Thom Barnes Wise, Holly Roffe, Sophie Clark

**Declarations of Conflicts of Interest**

Emma Birch declared a conflict of interest with regards to Student Trustee Ratification.

**WB** welcomed the incoming Trustees, and requested the Board Ratify their appointments

Full Time Officers

* Vaishnavi Ravi
* Enaya Nihal
* Max Pike
* Holly Roffe
* Sophie Clarke

Student Officers

* Ben Abrahamson
* Praneel Jani

The Board of Trustees approved the ratification of the Full Time officers and Student Trustees.

**5**.**1 Minutes of the previous meeting**

The Minutes of the previous meeting, dated 18th May 2023, are approved as a true and accurate record of that meeting.

**5.2 Matters Arising**

No further matters raised

**5.3 Chairs & Full Time officer Update Will Brewer**

**WB** briefly ran through the Chair and FTO reports, which provided a review of the Officers year in office, highlighting a number of points:

* **TA** and **HR** have carried out great work in the Liberation Space, around Standing up against Islamophobia and Black History month.
* **TA** amazing work on the cost of living which has gone to University Senate and Council.
* **AT** has worked on improving Student experience within Societies and worked on campaigns around Sexual health and guidance
* **EB** has worked on the off campus club pass and BUCs, and has been awarded a role as representative for BUCs
* **CHL** has worked incredible hard on the TEF submission, and also on the Teaching and Learning Survey and Lecture Capture.
* **WB** worked on the Masculinities workshops which will be rolled out next year, the Harm reduction programme, and also working on Sexism in Sport presenting at the BUCs conference last week gaining really positive feedback.
* **JS** worked with **LM** and the Membership team on the Governance Regeneration programme, and stream lining the Governance Programme.

**HR** added that Impact assessment should have been brought back to this Board and requested an update. **LM** responded that we don’t have anything to add at this point we are working on a full bylaw review and will bring this back to the next Board Meeting, **TA** added that the committee composition for Impact assessment should include all FTO’s, and this should be considered in the Bylaw review.

**AT** highlighted that the FTO’s have worked closely with the Fetish Society throughout the last year, and have been a great society to work with very enthusiastic, proactive, and involved in a number of positive student events, they were awarded the Most Creative Society Award at the WSU awards which was well deserved.

**5.4 CE Update Philip Smith**

**PS** took the CE report as read and draw the Boards attention to the Salient points and those items which require approval, including

* **Atrium Refurbishment –** the project requires an uplift in funding, **JD** had responded prior to the meeting approving the uplift and endorsing the importance of the work.
* **MSL relationship** - **PS** would like the Board to acknowledge the points with regards to the relationship and endorse the approach which is being suggested and he will be updating at the next Board Meeting.
* PS highlighted the Committee and Directorate updates in the section below the line and the excellent work being carried out.

On Reflection - the first 8 weeks in post, **PS** drew the Boards attention to Officer support, a need to give Officers the time and space to be representative of our members. FTO training is currently being carried out by Natasha Patel, Learning and Development, and our People team to ensure our FTO’s are fully support to succeed.

Challenges around our commercial activity, **PS** is working closely with **SR** on this to develop and invest in this area.

**HD** made an observation, with regards to the priorities should there be a point in the objectives regarding Student engagement, as this is the one objective which within the KPI’s we are not achieving? **PS** responding that **LM** is already doing a good job on this, he would like to see an improvement within our engagement but against more realistic targets. **WB** added that Student Engagement runs through all our strategy and targets, but we do have some unrealistic targets which need assessing and this could be included in **PS’s** personal objectives which we will discuss in the following agenda point.

**AM**, questioned the completion of Mandatory Training which appears low, **WB** responded in terms of training we have rolled out our Learning Management Systems, Evolve, which should provide an improvement in completion of our training, and support Managers and Directors with an accurate update on the levels of completion within their teams, this will also be rolled out to all incoming Student staff from September 23. **AM** followed up asking if the platform will have all the training we previously recommended to be included, **WB** confirmed that this is now included.

**RP** asked **PS** what response he received when he advised MSL that he would be taking the position of MSL Chair of Board. **PS** will meet with the existing Chair to inform them of the WSU Board of Trustees instruction on Friday 21st July 23, and added this is an opportunity to work with the subsidiary of the WSU, MSL want to be in a position to grow, and the WSU need to have the information to consider all options with regards to this, the University have raised their concerns with regards to the relationship between WSU MSL. **RP** responded that the strategy and direction of travel as someone neutral, hears MSL’s concerns regarding being undervalued, **PS** would like MSL and the MSL Board to look at a strategic plan and 3-5 year view, so we can consider our expectations and asset value and how it helps us in our core business, **PS** also added that WSU needs to improve how we inform MSL of the value of their contribution to the WSU.

**WB** suggested that MSL don’t set themselves stretching targets and request bonus payments based on the low targets and we therefore don’t know what they could achieve. **AHW** agreed with what is being raised in this meeting, but historically there has been a lack of input in the relationship, if MSL was considered a part of the SU the quality of our relationship would be seen as very poor, if we want to get more out of the relationship we need to include them in a shared common purpose, and involve them in the WSU Board on a regular basis. **AHW** is available to assist and support in working with MSL on the relationship.

**CH** thanked **PS** for the report, and questioned the Atrium refurbishment, why is there additional funding required on top of the initial approved request, and will the Board be presented with a visual view of where this funding will be spent, acknowledging we had a presentation for the initial request. In May the Board signed off a request for £63K, however as this project has developed it is apparent that the amount of money would only go a limited way to impacting the space, this space is viewed by the University as key to making the Piazza the centre of campus, and we need to ensure we make this space a useful impactive and desired area for Students, which should then send a key indicator to the University. It is a relatively minor uplift on the basis that there has been very little investment in the last 10 years. **CH** requested more information on what we can expect, **PS** will share the visuals for the Atrium work with the Board. **TC** agreed with **CH**, but raised concern regarding the lack of heating, will the additional funding include work on heating, **PS** responded that the heating is the responsibility of the University and he is in conversation with the relevant department.

**RP** suggested that the pricing and costings looked very light for the work that is intended, **PS** responded that the contractors are confident that they can complete the work on budget.

**WB** requested the Board of Trustees formally approve the uplift in funding for the Atrium. The Board fully supported and approved the funding.

**PS** flagged the high risk of failure or disruption to the HR system which is no longer supported, this could lead to an inability to run our records and payroll system, **TM** will be scoping an investment proposal and will bring a request for approval to the next Board meeting, **PS** added that this work is essential and urged the Board to approve this investment when requested.

Management Information compliance, **PS** stated that we will request that the funding for this is to be included in our Grant request to the University next year, but there will be an additional £17k liability for the Union annually. **MC** will provide further information at a later date.

Finally within the CE report, **PS** would like to remove the reference of ‘*World Class SU for a World Class University’* **WB** requested the Board approve the removal of this statement within the SU.

**AM** requested to know where are aspiration is, we need to keep our aspirations and the concept of our vision and strategy in a new objective statement, **AHW** added to build on **AM’s** points, we need something that sustains an international focus, and we should include this in our new strategy statement, **WB** responded we are not removing our intention to be better but removing the wording for internal use, and any strategy would be in line with the University. **PS** agreed we should show ambition, however there is an inconsistence in understanding where we can all align under the focus of student experience. **AHW** asked if there was an alternative, **PS** suggested we are focusing on the vision piece ‘the best possible student experience at Warwick’, and there is a tag line which we use internally. **AM** questioned whether the new tag line has been through full consultation, **PS** responded that this is already in place and has been fully consulted on.

**HR** wanted to reiterate that our vision should be aligned to the Student experience, and not wholly aligned to what the University want, and although the Student experience has to be aligned to the University it can be as a critical friend if it is to the benefit of Students. **WB** requested the Board approval the removal of the phrase ‘**World Class SU for a World Class University’**. The Board approved.

**5.5 CE Objectives Will Brewer**

Directors left the meeting for the CE objectives discussion.

**WB** has worked with **PS** and **JD** to draw up the objectives for **PS’s** first year, and invited comments, **AHW**, requested the time period for the Objectives, there appears to be a lot of objectives, and although the journey of the objectives is clear, we can’t see the impact or outcomes, **WB** suggested that some of the objectives are going to be ongoing and may develop over time, we have provided clear finance objective on an improvement on reporting and a more sustainable 5 year financial plan which should be provided at the December Board, **AHW** suggested greater level of detail should be provided in the Objectives paper including a deliverable time scale. **WB** will check through and tighten up providing clear timescales where appropriate. **PS** responded he is happy with **WB** and **JD** drawing up the objectives and takes on board **AHW** observations.

**WB** added **PS** is on a 9 month probation period, and objectives will be included and reviewed in the probationary reviews, **AHW** suggested it would be good to include in the paper which are probationary objectives, **AT** and **PS** will discuss which are probationary, **HR** agreed with **AHW** and would welcome the objectives having measurable outcomes and being more descriptive. **WB** and **PS** will discuss further. **TC** welcomed the objectives and the plan.

**AHW** highlighted the objective of establishing effective relationships with key members of the University, adding she had worked with **GD** on this two years ago creating the stakeholder plan, what do we now mean by effective relationships, is this different, **WB** responded that **PS’s** objective relates to the University Executive Team, the work that **GD** did was regarding stakeholder mapping of our relationships below the executive level.

**AHW** highlighted that **WB** knows the background and detail for these objectives, but will be leaving in a few weeks, so we therefore need greater detail to ensure we always understand the objectives going forward. **AM** added possibly we need additional columns with further information and timescales, supporting documentation. **JT** suggested that there should be greater reference to the SU KPI’s, **WB** responded that the current KPI’s require further work, and although **PS** should work toward the existing KPI’s, he will also work toward new KPI’s, **PS** added that there should be conversation of what we measure in year, and will work with **AT** and **WB** on this.

**RP** highlighted that in the first year, and in view of the historical journey of the SU, the main objective should be stability and strategy and can see why their isn’t hard KPI’s, however they should be measurable.

**TA**, highlighted Objective 3b, aim to find the right balance and appropriate links between officer manifestos and longer term Union strategy to find a more consistent approach, and questioned how this is measurable, on the whole the objectives are good however possibly there isn’t enough regarding membership strategy, supporting the Officers and the relationship between Student voice and Campaigns. **PS** would expect to have a strategy with a number of strands, included membership and the points discussed, however there is a piece of work to do on the FTO approach, not being pulled into operational issues etc, we need consistency of what we offer, and we need to make sure we are agile and adaptable to different styles of officers. We should endeavour to make sure that what the FTO’s wish to achieve is built into the plan, but that when new officers come into office there is enough of an overarching plan to be adaptable. **WB** added that when new FTO’s come into office with a manifesto, that they are be able to link this to our strategy and feedback to the University on how it is all linked. **TA** responded that the ongoing strategy needs to be flexible and specific enough to have a tangible relationship with the manifestos.

**PS,** **WB** and **AT** will discuss the points raised in this conversation and update the objectives before forwarding out the Board.

**PS** requested to raise a number of points outside his CE report which are confidential.

**5.6 Financial Considerations Mark Crook**

 **Management Accounts**

**MC** having taken the paper as read highlighted a number of points, we are in a better position than anticipated, a number of posts which were built in to the financial plans 22/23 haven’t been filled which has provided a significant saving in salary costs, next years budget 23/24 will be based on the current structure in place. MSL are performing better than budgeted, and projecting a higher than anticipated contribution, we anticipate a gift aid contribution of approximately £280k, subject to staff bonuses.

SUSS Pension Liability: The pension liability included on the balance sheet is calculated 22/23 at 3.7% this may need to be increased, which well be agreed with our external auditors, but an increase of 0.5% would require approximately £500K to be charged to the Unions expenditure. This will bring our position at the end of the year with a notional charge to the accounts of £2m which is an accounting adjustment requirement.

**HD** queried the external auditors view on the notional £2m SUSS pension deficit with regards to the SU as a going concern, **MC** responded that in terms of the balance sheet we would not be a going concern, but due to the SUSS position it is only an issue if everyone within the scheme were to retire today which is unlikely and we are actually in a better the position than stated. **HD** responded asking if there is a trigger point when it becomes an issue, **MC** suggested that year on year the contribution goes up by 5% until 2037, this is a last man standing scheme and if we have a run of SU’s within the scheme closing we would pick up our share of their liability, which is why the University are keen to have discussions into ways in which to remove the SU from the liability, we would still have the debt to pay back to the University, but the liability risk would be removed. **RP** questioned whether in 2037 we will be liable for the debt, **MC** responded if we negotiate with the University to settle the liability we could pay the money back over a longer period of time to reduce payment amount and remove the risk of picking up further liability **MC** will keep the Board updated on the discussions with University.

**MC** explained we have £52k which was assigned for a Root and Branch review of the Students Union which was not carried out and now requests we move the amount to the designated funds. **WB** asked the Board of Trustees if they are happy to approve the move of the unused funds to the designated funds. The Board approved the redesignation of the funds.

**5.6.1 Reserves Policy**

**MC** explained as a Board under Charity Commission recommendation you are advised to establish a reserves policy to protect the Charity against unexpected loss of activity, loss of grants or unexpected expenditure, the Reserves paper proposes we have provision in place to cover an event where by we need to carry out a re-structure, with the following financial implications;

 Redundancy Pay £470k

 Pay in Lieu of Notice £300k

 Unrestricted Reserves Target £770k

Recommendation:

The Board of Trustees are recommended to approve the adoption of the proposed reserves policy for the WSU and a target for Unrestricted reserves of £770k. The reserves policy is reviewed annually.

The unrestricted reserves gives the trustees the opportunity to invest and distribute for our strategic needs, our unrestricted reserves are predicted to be approximately1.4m by the end of the year.

**AM** questioned the expenditure of unrestricted reserves for commercial enterprises, **MC**, stated we designated £300k of the Unrestricted reserves for infrastructure works that’s been used over the last 4/5years, in October last year the Board approved £100k to support capital investment and £100k to support business Development, part of the work **GD** is doing on the Atrium is coming from the business development reserves which is why we have approved this top up, and work **SR** is doing is coming from the capital investment reserve, we need to start to build up our reserves to ensure we are not using in-year resources to carry out large pieces of work.

**MC** will forward the papers pertaining to the approval of these funds. **AM** is concerned we are not basing our investment in Commercial areas on an increase in turn over within a stated time frame, but we are improving the look and feel of an area with no view on return The Board should be aware that we should be investing to increase returns.

**CH** asked if the reserves policy is based on the current salaries or includes possible increases, **MC** responded it is based on the estimated 23/24 Salaries, and is reviewed annually.

The Board of Trustees approved the Unrestricted reserves policy with reserves set at £770k.

**5.7 MSL Deed of Covenant Mark Crook**

**MC** distributed the Deed of Covenant for MSL it is a deed stating MSL’s legal obligations to make gift aid payments to the Students Union for the next 5 years.

The Board of Trustees approved the Deed of Covenant for MSL.

**5.8 Societies Federation Fee Anna Taylor**

Following the May 2023 Board meeting, as requested **AT** is returning to the Board with an adjusted paper proposing a reduction in Socs Feds fees to £20.00. Two points to note, the £20 price point for the undergraduate fee would still be set at a discount if purchased on the Multi-Year Membership (MYM), so we would like to retain MYM at this reduced price point, and we would not have to refund any MYM.

The cost to the SU would be £17k with implementation from 1st September 23.

**RP** felt that although this an improvement, we still need to formulate a long term strategy to remove Societies Federation Fees, **WB** agreed and added that this is the first step and the SU’s aim is to remove the Fees. **TC** added it is a good start, when will this be reviewed as in the paper it states every two years, but possibly annual would be greater step.

The Board of Trustees approved the reduction in the fee from £23 to £20 with a maximum exposure to the Union of £17k. The Board approved the reduction.

**5.9 Safeguarding Policy Tracy Murphy**

Following identifying that the Union didn’t have a Safeguarding policy in place, **TM** worked to provide the Board with a draft policy for their approval to continue work on the policy and to implement. **WB** suggested if the Board have any particular points to raise regarding this draft please pick these up with **TM** directly via email.

**AM** asked if we are confident we have all other legislative documents and policies in place, **MC** responded that a number of policies are currently being updated and will be taken to Audit and Risk. A major piece of work is being carried out on all Policy updates.

**AT** asked if there is a timeline to complete the work on the Safeguarding policy, **PS** responded that we have brought this to the board to approve that **TM** complete work on the policy and take to implementation. **WB** suggested that the Draft is quiet repetitive and long.

The Board Approved the Draft Safeguarding policy for **TM** to prepare for implementation

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**5.10 Cost of Living Confirmation Philip Smith**

**PS** provided the Board with the updated the Cost of living paper following discussions at the previous Board meeting in May 23, with a recommendation to award a 5% uplift for Grades 7 and below, 2.5% uplift for grades 8 and above. **MC** added that we now do have confirmation of a 5% increase in the Block grant from the University.

The Board of Trustees approved the Cost of Living increase.

**5.11 ASV Results / Ratification Louise Marjoram**

**LM** introduced the 4 motions taken to the All Student Vote, which now require consideration for ratification from the Board of Trustees. All motions are set out in the paper distributed.

Any officer who was involved with the proposal of these Motions will have to declare a conflict and refrain from voting on their Motion.

1. Cost of Living support for Students

**The Board of Trustees approved the Motion of Cost of Living for students**

1. Warwick SU to lobby the University to remove parking charges and provide financial support parking for MBChB Students

**The Board of Trustees approved the Motion regarding the removal of Parking charges for MBChB**.

1. Warwick Against Unethical Research

**The Board of Trustees approved the Motion Warwick against unethical research**

1. Warwick PRGs as Staff to be paid the Real Living Wage.

**Motion removed from ratification**

**HR** raised an issue with Motion 4, with the section regarding *Resolves that should be pushed by the VP Post Graduate and VP Education Officer and must be imbedded within the Students Union. Point 4 To explore feasibility of PGR academic council to include all PGR SSLC’s and Members of Warwick PGR collective and PGR’s in UCU or UCU members.* **HR** stated that within the original wording of the motion***feasibility***was not used. **LM** stated that this would have been brought up through Impact assessment and discussed with **HR**. It was agreed that this motion would be withdrawn from ratification at this point and the issues would be looked into.

**TC** suggested that if there is a problem which changes the wording of the Motion which isn’t agreed by the proposer, this should then go back to ASV prior to coming back to the Board for ratification. **LM** agreed that If there are changes to the resolves it would have to go back to ASV.

**AM** requested that the Board be informed what this issue was with this Motion, and how we are going to mitigate against a similar issue arising again. **LM** agreed.

**ITEMS BELOW THE LINE FOR INFORMATION**

**5.12 Cost of Living Senate Document Louise Marjoram**

**5.13 University – Annual Compliance Mark Crook**

**5.14 Sub Committee Updates**

**5.15 Action Log**

**5.16 AOB**

**MC** informed the Board we have received a complaint raised by a student against the Student Union and the Club for a sum of £6k following an incident / accident at a martial arts sports club, this is with our insurance and we are taking advise on how to proceed.

**JT** raised an issue with the process for awarding the sports kit supplier, as a number of Students had expressed concern, **WB** suggested we could review of procedures for awarding the supplier, **EB** agreed that this process does need reviewing, **PS** assured **EB** and **JT** that he would ensure the process is reviewed and will liaise with other SU’s to ascertain best practice across the sector.

**HR** asked for clarification as to why we didn’t follow the views of the Students, **WB** explained we worked within the procedures considering cost, quality, the range of products, delivery times etc where taken into consideration and the panel voted 2-3 on the supplier. This discussion can be picked up outside the Board Meeting.

**TA** wanted to express disappointment that we haven’t discussed Impact assessment, and feels that we have been undemocratic within our procedures with regards to this, and added the Impact Assessment committee should be led by Full time officers and not Directors. **WB** suggested that the review of Impact assessment is being carried out with **LM** and will include the Full time officers, **PS** will support on this.

**TA** suggested that although we have the GDPR data protection agreement with the University, we don’t have our data protection policy on the Website.

**HR** raised that we should publish the accounts for Students, it was agreed that although we are compliant we could be more transparent.

**PS** extended a thank you to the outgoing Officers, and welcomed the incoming officers.

**WB** thanked the Student Trustees who have been on the Board, and welcomed the incoming Student Officers. Also Thank you to Azzees Minot who is leaving the Board in July 23. **WB** added that he wanted to thank the Directors for all their help and support, and **TM** and Emily Chilton as interim CEO and Deputy People and Development Director.

**Next Meeting – 12th October 2023**