



MINUTES OF A MEETING OF THE BOARD OF TRUSTEES Thursday 9th January at 13:00 in SU Boardroom

Present: Louise Duffy (LD) (External Trustee); Tim Holmes (TH) (President of the Students' Union) (Chair); Kirsten Jolley (KJ) (President of Wellbeing & Diversity); Jenny Marchant (JM) (President of Education); Mike Wilkinson (MW) (External Trustee)

In Attendance: Paul Murtough (PM) (Student Opportunities Manager); Donna Smith (DS) (Chief Executive Officer); Jane Marshal (JM) (Chartered Accountant)

1. Welcome and Introduction

TH welcomed everyone to the meeting

2. To receive apologies for absence

Lewis Bretts (External Trustee); Richard Quayle (External Trustee) (Deputy Chair); Sue Doherty (Student Trustee)

Absent without Apologies

None

3. Declarations of interest & review of Register of Interests - TB/1920/03/01

There were not declarations of interest at this time.

4&5. Minutes from 18th April 2019 and Matters Arising - TB/1920/03/02

The minutes of the previous meeting held on 27th November 2019 were **approved**.

Item 7: DS to amend the Risk Register to reflect the Union's provision of advice and the associated risks thereof Agenda Item 08

Item 8: DS to make the proposed amendments to the BCP ASAP, and recirculate to the Trustee Board Completed

Item 9: DS to revise the Schedule of Business in conjunction with Committee Schedules Agenda Item 07

Item 15: Lack of academic engagement with the External Stakeholder Survey to be taken to SU/EXEC

6. To approve the Annual Trustees Report and Accounts – TB/1920/03/03

TH noted that there is a potential problem with regard to signing the accounts due to the board not meeting the quorum required. However, the Articles of Association state:

'The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than half plus one. Unless otherwise fixed, the quorum shall be half plus one and such quorum must include at least two Sabbatical Trustees, one Student Trustee and one External Trustee'

This presented the opportunity for the Board to temporarily 'fix' the quorum to allow for decisions to be made in the current meeting.

MW expressed a concern with doing this at present, noting had this been agreed prior to the meeting it would not present an issue. However, it was felt this could be considered in the future as a resolution.

TH noted that there had been some changes to the quorum agreed in the Articles Review Group which met on the 27th November, following the previous meeting of the board. These will not come into action until the next cycle beginning in July.

MW declared to the board, and for the benefit of the auditor, that the current situation to not meet quorum at two meetings (one being Finance, Audit and Risk) is unusual and disappointing.

Both TH and MW also noted that this situation cannot be, in all cases, pre-empted.

JM noted that the current timings were out of sync with the running of the board and significantly the union's Annual General Meeting.

MW noted that the AGM had taken place in December.

PM explained that previously the authority for approval of the accounts had been delegated to the board as it was felt that the union met the requirements for members' approval via the student trustees and Officers.

In order to proceed accordingly MW asked JM for a suggested course of action.

It was proposed that;

- A) If the board were happy to do so, the accounts could be signed but not dated and following the meeting e-mail correspondence could be pursued with the absent members of the board. At such a time that this happens the accounts will then be dated and distributed to the auditors.
- B) At such a time that is convenient the Chair of the Board (TH) could present the accounts to the auditors by visit to the office following e-mail correspondence and approval from absent members of the board.

The members of the board approved option A and deemed it appropriate to sign the accounts and seek approval from the remaining members.

Action: TH to e-mail the board to approve the accounts

JM presented the accounts to the board.

No questions were posed

MW requested an additional note to praise the positive comments surrounding the standard of the budgeting as highlighted by JM.

7. To approve the Schedule of Business and Meeting Dates 2020-1 – TB/1920/03/04

DS presented paper TB/1920/01/04. The Board are requested to review and approve the recommendations. The proposed changes will align with the financial year of the union.

It was requested that FARC be moved to the 12th August in order to present more time.

It was also noted that the All Student Meeting could be more flexible as to when it is held.

Approved.

8. To approve Byelaws relating to Executive Council changes – TB/1920/03/05

DS presented paper TB/1920/03/05. The Board are asked to review and approve the proposal.

KJ asked for clarification on the 'detailed handover; specified in item 1.8 of the proposed changes.

PM noted that this is yet to be agreed but to say that there will be a more formal piece of work in place to ensure a smooth transition.

KJ further asked questions surrounding changes to the role descriptions of the Presidents.

PM noted that changes to the roles are done when deemed appropriate, and previously this had been at the approval of the members.

There were no further questions.

The proposal was approved.

9. To approve Byelaws relating to Sports and Societies Policy – TB/1920/03/06

DS presented paper TB/1920/01/06.

MW requested that for clarity there be express links to current university/union policies and procedures regarding actions from student disciplinary.

All amends were approved pending review of the absent members of the board.

10. Review of Risk Register – TB/1920/03/07

DS presented paper TB/1920/03/07.

DS noted that only significant change to the register was the inclusion of the Digital Coordinator.

KJ asked what the process for handover would be in the event of loss of staff, and where that information could be found if required.

MW expressed that the union should consider where information such as this is stored and how accessible it is.

Action: DS to review process for upkeep and holding of documentation

11. Strategic Plan and KPI Progress Report – TB/1920/03/08

DS presented paper TB/1920/03/08. The Trustee Board was to note the updates to the current progress of the Strategic Plan.

DS provided an overview of the recent Employee Engagement survey which presented 'no stark surprises' and surrounded concerns around the integration and recognition of bar staff linking to their overall satisfaction in employment with the union.

LD asked if there had been good uptake to the survey

DS stated that overall, yes but will provide concrete numbers to the board.

Action: DS to provide engagement total to TB

12. Strategic Plan Theme Updates from Student Opportunities - Presentation

PM was invited to present to the Trustee Board updates from the Student Opportunities Team.

Headlines surround:

- Developing partnerships with the university and local community for volunteering opportunities
- Creating robust policies and procedures for our student groups to ensure a consistent service to our members.
- Developing the advice provision and working in partnership with the university casework manager to ensure we continue to provide an effective service to the members.
- Working with the university to develop a new Sport Strategy which will seek to provide a new direction for sporting development and opportunities and York St John.
- Engaging 360 students in the academic rep system with 70% trained as of 6th January 2020 (down 1% when compared to the same point in 2019)
- 5% of Academic Reps have currently reached 'bronze' for accreditation.

JM asked a question surrounding the HEAR and the jump from 2% to 15% (as reported in 2019).

PM explained that this was due to the reporting of final HEAR statistics taking place in the summer.

MW noted the HEAR should be pressed. It was also noted as an aside that with regard a 'quality v quantity' approach to representation this could be something taken to service development committee, equally with the future advice provision.

13. Trustee Board Skills Audit – TB/1920/03/09

DS presented paper TB/1920/03/09.

The Trustee Board are asked to complete an online self-assessment by Sunday 1st March 2020.

DS noted that a link to the survey shall be distributed.

Action: DS to distribute skills audit survey

14. NUS Good Governance Code Self-Assessment – TB/1920/03/10

DS provided an overview of our current context in relation to the assessment. This is to ensure that as a union we have good governance mechanisms and an effective board of trustees.

It was highlighted that there is room for development on how the board work as a collective. There was also a recognition of the lack of diversity within the board and how this could be raised as an issue.

MW stated, with respect to this comment that the electorate provide the board with three members which are deemed to be representative of the body of the university.

There as also comments made surrounding a provision for Equality and Diversity training – an online provision would also be available.

DS provided an option to bring in an external consultant, Anthony Blackshaw who would be able to provide training, particularly to new trustees.

LD said that there appear to be gaps (personally) as a new trustee.

Action: DS, TH, RQ to create an action plan

15. Trading Performance Update – TB/1920/03/11

DS presented paper TB/1920/03/11. The Trustee Board received the recent updates on the union's trading performance.

The take away from the update was to report that the union is currently 7% in comparison to the same point last year, whilst 7% down on the budget.

MW asked when we would anticipate the agreed subvention for next year.

DS reported that after discussions with Rob Hickey, Chief Operating Officer the university are reported to be facing the final year of the current deficit. Cuts are still to be expected but as savings were made ahead of the current budget this is potentially up for negotiation. With this in mind there is scope for potential new initiatives to be put in place.

16. IIP Amnesty Action Plan – TB/1920/03/12

DS presented paper TB/1920/03/12. The Trustee Board was to review the current agreed plan

DS gave an overview, Sandra has worked to create an action plan and from this the managers will work to create a plan for delegation. Areas for improvement, similar to the employee engagement survey surround performance management and reward and recognition (student staff).

There is also some work to be done on value penetration within the team – DS proposed for LD to help with this.

MW asked how is this prioritised against current work? What is the hourly relationship to the workplace? How much more challenging is this when compared to other organisations?

In response to these question DS stated that there would be work done to create a framework for future development. There are also factors such as contract changes, but this may have not been priority had it not been for IIP. There is a benefit of this to ensure we continue to develop, and it may assist in the development of the strategic plan.

17. – Update on Trustee Recruitment – verbal

TH provided an overview of the appointments committee which took place last semester. On the day the student trustee candidate failed to attend, and the committee unanimously agreed to not appoint the external candidate.

LD felt it would be good to share the recruitment adverts among the other external trustees to aid in the process. It was also suggested that feedback from previous student trustees may help in the recruitment of the absent post.

DS asked what the board would recommend about re-recruiting.

It was agreed that the union should go back out for recruitment.

DS, further to this asked if we were looking in the right places.

MW stated that it is potentially a danger being rigid in our approach to seeking new members.

It was also felt that the Appointments Committee has too narrow a brief and membership. MW provided previous context of ‘nominations committees’ which make recommendations to the board for sign off, providing a much broader brief.

18. Trustee Buddy System - Verbal

KJ expressed support for the scheme and asked how it works in practice and how pairings would be selected. KJ noted the benefit of the scheme in giving External Trustees a greater understanding of the Union, and Sabbatical Trustees a greater knowledge of this and other sectors.

MW noted this was previously in place and it was deemed to have worked effectively.

DS emphasised this was to aid the officers but could serve as a two-way transaction.

LD asked what the barriers are to becoming a Trustee.

It was noted that officers present a context but for externals that is something which is not necessarily guaranteed.

19. Update on University Activity from Presidents – Verbal

TH provided an update on the appointment of the new Vice Chancellor. Officers were present on the selection panel and discussion panels.

MW highlighted how positive it was that the officers had such integral involvement.

Creative Centre – currently there is no contractor signed but the development is due to start soon.

The new chancellor, Rita Chakraborti is due to be installed on the 30th March

MW asked if this was a public event

The officers believed that it would be.

DS noted that she will be attending the Finance and Capital Development committee to present on the finances of the union.

There will also be a governor's lunch with the board on the 27th February.

20. Trustee's Development and Strategy Day – Verbal

DS notified the Board of the upcoming event.

TH also noted that lunch with Governors which will take place on 27th February.

Items to Note (items 21-25)

TB/1920/03/13 – The confirmation of Appointments Committee is noted by the Board – please see item 17 for full report on the recruitment of Trustees.

TB/1920/03/14 – Activity reports of the Sabbatical Officers are received and noted.

TB/1920/03/15 – The Minutes of the Annual General Meeting were received and noted.

MW asked for clarification on a few items.

What is the quorum? Noting that it was not met for the purpose of decision making.

DS provided the answer that it is 1% (70 students)

Affiliations:

MW asked if we meet requirements, what is missing? It was noted that UJS (Union of Jewish Students) was included in the minutes.

DS noted that when members were asked if there were any gaps the Union of Jewish Students was noted as one.

TB/1920/03/16 – The paper was received and is noted.

TB/1920/03/17 – The paper was received and is noted.

Any Other Business

No items were received at this time.

Meeting closed at 16:30 p.m.

Signed _____ (Chair)

Date _____