



**MINUTES OF A MEETING OF THE BOARD OF TRUSTEES**  
**Thursday 16<sup>th</sup> April at 09:30 via Zoom**

**Present:** Lewis Bretts (LB) (External Trustee); Sue Doherty (SD) (Student Trustee); 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); Richard Quayle (RQ) (External Trustee) (Deputy Chair); Mike Wilkinson (MW) (External Trustee)

**In Attendance:** Dan Grayson (DG) (Clerk to the Board); Aidan Laycock (AL) (for item 9); Donna Smith (DS) (CEO)

**1. Welcome and Introduction**

TH welcomed everyone to the meeting

**2. To receive apologies for absence**

**Absent without Apologies**

None

**3. Declarations of interest & review of Register of Interests - TB/1920/04/01**

Outstanding amendments to the register have been made. There were no new declarations.

**4. Minutes 09 January 2020 and Matters Arising - TB/1920/04/02**

The minutes of the previous meeting held on 09 January 2020 were **approved**. The Clerk to the Board will cause the Chair's signature to be added to the minutes.

KJ's name is spelt incorrectly and will be fixed.

*Item 18* KJ raised a concern about the accuracy of her comments reflected in item 18. The language should instead read:

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.

The Trustees **approved** the minutes of the previous meeting.

***Item 10* DS to review process for upkeep and holding of documentation**

There are now two versions of the core BCP. The sensitive one is locked down, and a similar one is elsewhere for access for the team.

***Item 11* DS to provide engagement total to TB**

To be discussed under item 12.

***Item 12* DS to distribute skills audit survey**

To be discussed under item 10.

**Item 14 DS, TH, RQ to create an action plan re: Governance Audit**

This will be picked up in May. Other issues have had to take precedence once the COVID-19 crisis began.

**5. To approve the 2020 – 25 Strategic Plan – TB/1920/04/03**

DS presented paper TB/1920/04/03 – Strategic Plan 2020-5. The Trustee Board was asked to discuss and approve the Plan.

DS thanked the Trustees and other contributors to the various strategy meetings which have been held over the past months. DS presented the introduction to the plan which encompasses mission, values, and objectives. The purpose of these is that they can be lived and breathed; the plan should not simply be occasionally referenced. Through employee appraisals and departmental plans, the new strategic plan will be disseminated to and embedded in the organisation.

The Trustees expressed thanks to DS for the hard work put into forming this plan.

**Students & Language.** LD asked if students had seen the language yet. DS replied that this would be shared with students after the Trustees approve it. It will be shared initially through the weekly CEO circular.

**Language changes.** MW noted that there is inconsistent pluralisation in the introductory paragraphs. DS will correct this.

LD and RQ felt that the language in the mission could be shortened and simplified without reducing the meaning. RQ proposed and it was agreed that the words “by providing opportunities and experiences” can be removed.

**Ethics and Environmental Enablers.** JM asked what plan there was in place to achieve these targets. DS reported that she is working with the Operations & Business Development Manager on an environmental action plan. The Trustees affirmed that this issue matters and should be strongly considered by the Union.

**ACTION: DS to circulate the Strategic Plan to students for feedback**

**6. To approve the Draft Articles of Association – TB/1920/04/04**

DG presented paper TB/1920/04/04 – Draft Articles of Association. The Articles of Association are up for their termly reviews. The Review Group has considered a number of proposed amendments to the Articles, which are summarised in this report. The Trustee Board was asked to discuss and approve the proposed amendments before submission to the solicitors for advice. Final consideration by the Trustee Board will be given at the Board’s July 2020 meeting.

Thanks were given to DG for creating the draft.

DG walked the Trustees through the proposed changes to the Articles:

1. Trustees as final arbiter of interpretation
  - The Trustees **agreed to** this amendment.
2. Trustees to become sole Members under Company Law, and students to become Student Members
  - The Trustees **agreed to** this amendment.
3. Trustees as conferrers of Associate Membership
  - The Trustees **agreed to** this amendment.

4. Creation of Annual Student Members’ Meetings to replace previous Annual General Meetings
  - The Trustees **agreed to** this amendment.
5. Change from Appointments Committee model to Nomination Committee model
  - The Trustees **agreed to** this amendment.
6. Change of the length of Student Trustee terms from two years to one year, with the Trustees able to approve a second year
  - The Trustees **agreed to** this amendment.
7. The Chair of Student Council be automatically nominated as a candidate for Student Trustee
  - The Trustees **agreed to** this amendment.
8. Changes to the mechanisms for removing a Sabbatical Trustee
  - The Trustees referred this amendment back to the Review Group.

**ACTION: DS and DG to convene the Articles Review Group to discuss mechanisms of Sabbatical Officer removal**
9. Movement of language concerning the removal of Elected Officers
  - The Trustees **agreed to** this amendment.
10. Changes to the Trustee Board quorum requirement
  - The Trustees **agreed to** this amendment.
11. Lowering the bar of agreement for electronic decisions from unanimous to simple majority
  - The Trustees **agreed to** this amendment.
12. Including in the enumerated Trustees responsibilities “*Maintain and protect the reputation of the Union; the appointment and dismissal of the Chief Executive Officer; ensure the Union’s legal compliance*”
  - The Trustees **agreed to** this amendment.
13. That Byelaws are set by the Trustee Board with due consideration given by the Student Council
  - The Trustees **agreed to** this amendment.

**ACTION: DS and DG to consult solicitors about the draft Articles and report back to the Articles Review Group**

**7. To approve the Draft Memorandum of Understanding – TB/1920/04/05**

DG presented paper TB/1920/04/05 – Draft Memorandum of Understanding. The Memorandum of Understanding between YSJSU and the University is up for its termly review. The Review Group has considered substantial changes to the Memorandum which are presented here as a draft. The Trustee Board was asked to discuss and approve the draft for proposal to the University. Final consideration by the Trustee Board will be given at the Board’s July 2020 meeting.

The Trustees reviewed the draft Memorandum of Understanding and noted the University Secretary’s suggestions. The Trustees asked DS to speak with the University Secretary to seek greater clarity around some suggestions, particularly on the Union’s provision of advice and advocacy.

**8. Strategic Plan and KPI Progress Report – TB/1920/04/06**

DS presented paper TB/1920/04/06 – Strategic Plan and KPI Progress Report. The Trustee Board was asked to discuss the progress of the Plan.

DS noted that data from the Employee Engagement Survey showed an increase in metrics. This is alongside the amnesty period of the Investors in People assessment. A new survey will be circulated to staff on Monday 20 April for that assessment.

**Annual Members' Survey.** DS noted that the Annual Members' Survey had been conducted in December 2019 and full results would be presented to the Service Development Committee in May. DS reported that there is a drop in satisfaction metrics.

#### 9. Strategic Plan Theme Presentation – Communications & Digital – Verbal

AL was invited to deliver a presentation on the Strategic Theme of Communications & Digital Presence.

Clerk's Note: *Due to its commercially sensitive nature, the Trustees instructed that this item be discussed in camera. The private version of these minutes is retained by the Clerk.*

#### 10. Trustee Board Skills Audit – TB/1920/04/07

DS presented paper TB/1920/04/07 – Trustee Board Skills Audit. As there are several new Trustees on the Board, vacancies for Trustees and also a requirement to re-assign buddies, a skills audit of the Trustee Board at this point would be beneficial. These responses represent three External and one Student Trustee

The Trustee Board was asked to discuss the results of the Audit.

Thanks were expressed to DG for compiling and analysing the data.

DS noted the results can be used to factor into the next round of Trustee recruitment. She noted particularly a need for Trustees with HR, IT, and Health & Safety expertise, as well as the expertise currently found in LB.

MW noted that there is a degree of subjectivity as to the individual responses of the Trustees. DS noted that this is supplemented by having an expert from the University sit on the subcommittees where necessary.

LD noted that she was keen to build up her skill set as much as possible to assist the Board.

#### 11. Employee Engagement Survey Report – TB/1920/04/08

DS presented paper TB/1920/04/08 – Employee Engagement Survey Report. An Employee Engagement Survey was conducted in November 2019. The Trustee Board was to receive the results of the survey.

Thanks were expressed to DG for compiling and analysing the data.

DS noted that there had been some question changes, and the section on leadership expanded to include the management team, not just the Chief Executive. LB noted that the results from the Student Opportunities team are very encouraging. DS reported that one qualitative comment about a feeling that male employees are more benefitted than female employees has been investigated and resolved.

**Recognition and Reward.** The results show that there is still work to be done around recognition and reward, and student staff personal development, especially in the bar. DS reported that this is already underway as part of the Investors in People action plan, and anecdotal evidence suggests that this work is benefitting student staff and the organisation.

**Trust and Respect.** RQ pointed out the increase in the metric for trust and respect of managers, and being treated with dignity, except for some student staff. DS reported that the concern has been acted on and more work is being done with these staff to resolve any issues.

**Investors in People Survey.** LD expressed concern about the timing of the *Investors in People* survey going live under the current circumstances, and RQ expressed concern about survey fatigue. DS noted the timing is due to the amnesty period and is unavoidable.

#### 12. Update on Trustee Recruitment – Verbal

TH gave an update on Trustee recruitment.

The Trustees recently received LB’s resignation, which takes effect at the end of the academic year.

The Trustees agreed that the Appointments Committee should seek to appoint new Trustees to bring the Board’s total membership to five external trustees. Student Trustees will be recruited from September.

The Trustees asked that the applications period be open for five to six weeks, beginning on 20 April 2020.

**ACTION: The Appointments Committee to cause the recruitment of Trustees with an extended application period**

### 13. Update on COVID-19 Response – Verbal

DS gave an update on the Union’s response to the COVID-19 crisis.

DS reported that the COVID-19 Business Continuity Plan has been circulated. Staff were already working from home at the time the University announced its closure. The managers report that the staff team are coping as well as can be expected. There is concern about welfare and wellbeing as the isolation progresses. The team is trying to keep up interaction, especially through a weekly social event.

DS sits on the University’s Major Incident Team which meets weekly. There are a number of options being explored by the University and by the Union for implementing the start of the 2020-1 academic year.

**Furlough of Student Staff.** The Finance, Audit & Risk Committee has agreed to the furlough of student staff from 20 April 2020 and for the Union to seek to join HMRC’s Coronavirus Employee Retention Scheme for student staff. It is not believed that any permanent staff are at risk of redundancy and need to be furloughed at this time.

**Safety Net Policy.** The Sabbatical Trustees have worked diligently with the University to establish a Safety Net Policy, with which they are happy. Initial reception from the student body has been positive.

**Student Wellbeing.** KJ has been working on wellbeing resources for students, including FAQs on social and health matters, and government guidance. These have been well received. KJ is in constant contact with the Wellbeing Team and is working with them on support provisions. Most students have returned home. KJ is liaising with City of York Council on issues concerning private renters.

### 14. Update on University Activity from Presidents – Verbal

The Sabbatical Trustees gave an update on University activities.

### 15. CEO Probation Period Outcome – Verbal

*DS left the meeting and returned once the matter at hand was disposed of.*

RQ gave an update on the CEO’s probationary period outcome. The Trustees were very pleased with the work conducted by the CEO.

### 16. June Board Meeting and Meal – Verbal

TH proposed holding a fifth Trustee Board meeting in June 2020 to bridge the gap between this meeting and the Board’s next meeting in October, and to allow the new Sabbatical Trustees to sit in on the meeting.

DS noted there is enough outstanding business to warrant asking the Chair to call an extraordinary meeting in June. TH agreed, and meeting will be scheduled for late June. DS and DG will organise this.

**ACTION: DS and DG to set a meeting for the Board in late June**

### Items to Note (items 17-22)

TH presented papers TB/1920/04/09-14, which the Trustee Board was asked to note.

**Item 19, Minutes of the Finance, Audit & Risk Committee.** RQ asked about the discussions around the budget. MW reported that there are more discussions to be had with the Committee and the Trustee Board.

**Item 21, Minutes of the Service Development Committee.** MW asked about the Boathouse. TH clarified that the Boathouse is owned by the University. MW asked about the physical limitations of advice spaces. DS reported that the Union is working with the University on finding space and a small capital project has been planned to refurbish some Union space to be more appropriate for advice work.

**Any Other Business**

No items were received at this time.

**Meeting closed at 13:05**

Signed \_\_\_\_\_ (Chair)

Date \_\_\_\_\_