



MINUTES OF A MEETING OF THE BOARD OF TRUSTEES Thursday 18th April at 09:30 a.m. in SU Boardroom

Present: Olivia Bowers (OB) (President of Wellbeing and Diversity); Lewis Bretts (LB) (External Trustee); George Coombs (GC) (President of the Students' Union), William Fade (WF) (Student Trustee); Richard Quayle (RQ) (External Trustee), and Stephanie Foxton (SF) (President of Education); Mike Wilkinson (MW) (External Trustee)

In Attendance: Dan Grayson (DG) (Clerk to the Board); Donna Smith (DS) (Chief Executive Officer); David Tait (DT) (Operations & Business Development Manager) [for items 13-4 only]

1. Welcome and Introduction

GC welcomed all to the meeting.

2. To receive apologies for absence

Pippa Martin (PM) (Student Trustee)

Absent without Apologies

None

3. Declarations of interest & review of Register of Interests - TB/1819/03/01

GC presented paper TB/1819/04/01. GC asked all Trustees to complete an updated register of interest's form which captures any interests of spouses and children.

The Register of Interests has been updated to include definitions of declarable interests from the Charities Commission.

LB noted that he is no longer retained by the Charity Commission, and his Declaration can be removed.

4&5. Minutes from 09 January 2019 and Matters Arising - TB/1819/03/02

The minutes of the previous meeting held on 09th January 2019 were **approved**.

Item 3: AGI to update Register for all Staff

Agenda item 3.

Item 3: DS to approve draft Register, and submit to People & Culture Committee

Agenda item 3.

Item 5 (25b): GC to circulate any further updates about the NUS to the Board

SF attended the NUS National Conference. The results of the various votes and elections can be found online when the minutes are released. These can be circulated later. SF reported a healthy debate took place. DS was asked to report on the financial impact to the Union of NUS decisions.

Action: DS to report on the financial impact of NUS Conference decisions

AOB1: GC to ask CB to update Companies House with the new Secretary

This has been completed.

Item 6: DS to amend Safeguarding Policy

DS added a substantial appendix to the Policy and will circulate the new policy.

Action: DS to circulate new Safeguarding Policy with appendix



Item 7: DS to present the full results of the survey
Agenda item 11.

Item 8: DS to review the KPI Tracker format in entirety
Agenda item 12.

Item 8: DS to bring departmental KPIs for managers presenting to the Board
Agenda item 12, 13-4.

Item 11: DS to review the appointment of Student Trustees to ensure a balance of skills.
Agenda item 16.

Item 12: DS to present full results and analogy

More responses by the Trustees are needed before an analogy can be created.

Action: DG to recirculate and collect responses to the NUS Good Governance Survey

Item 12: DS to make the survey an annual process

This will be made an annual process.

Item 13: GC to follow up with the F&R manager re: Trading Performance Update presentation

This can be presented at the Board's January 2020 meeting.

6. Election of a Deputy Chair – TB/1819/04/03

GC presented paper TB/1819/04/03. The Trustee Board was required to appoint one External Trustee each year at the April meeting to be the Deputy Chair of the Trustee Board, in line with Article 55.2 of the Students' Union Articles of Association.

Due to cycle of Board appointments, and the absence of one Trustee, the election is deferred until the Board's next meeting.

7. Draft 2019/20 Budget and Plan of Action 2019/20 – TB/1819/04/04

DS presented paper TB/1819/04/04. The Board received the draft budget and draft plan of action for 2019/20.

Proposed ask. The Union is asking for the same subvention as 2018-19. This budget includes new provisions, including two new staff roles (a Bar & Events Coordinator and a Customer Services & Governance Assistant). DS reported that this is a well-balanced proposal.

PPF Levy. There has been an increase of the PPF levy, which the University will cover.

VFM. Prior to the budget drafting, managers were asked to complete a value-for-money exercise. These have been healthy and will become an annual process.

Timetable and mitigation. The University's budget will be approved in June/July, at which point the subvention amount will be known. As such, there is still concern that the subvention may be reduced. As such, DS noted the need to promote the Union's commercial agility.

Risk. MW proposed that the University's budget and subvention should be added to the Risk Register, and that the Union should liaise with the University's Register to note the risk of lowered funding.

Action: DS to add subvention risk to the Risk Register

LB asked about possible contingencies. DS noted the importance of the Union to demonstrate its purpose, products, and successes. MW noted that the Sabbatical Officers have a very positive impact



on the Union, University, and student life, and this should be used to contribute to the argument for the subvention amount. It is important to keep the University's Governors well informed.

Perception. LB asked how asking for the same subvention is perceived by the University. DS reported that the University has asked the Union to maintain stability. As such, the Union hopes for a favourable outcome.

Savings and income generation. RQ asked where and how savings have been made. DS reported that administrative costs and a smaller number of student staff will save money. The Bar & Events Coordinator role would mean that less bar staff would be needed. There is a plan to increase income through diversifying and improving the Union's commercial services.

Staff team. RQ commented on the possible risks of a larger staff team and asked if these risks have been considered, including the commitments made to full-time staff. DS noted the need of a larger staff team to grow the Union and to achieve its objectives. LB noted the short-term flexibility of new staff (probationary periods, etc.). RQ asked if there is a KPI relating to the employment of staff. This is not known.

Zero-hour Contracts. DS noted that the budget draft does not include zero-hours contracts, of which DS does not approve. DS reported that the budget specifies the number of hours for which student staff can be employed. As such, hour-specifying contracts can be used. SF reported that a motion passed at NUS Conference encourages the scrapping of zero-hours contracts. The Board agreed with removing such contracts.

The Board **APPROVED** the Draft Budget 2019/20 and Plan of Action 2019/20.

8. Review of Delegation of Authority – TB/1819/04/05

DS presented paper TB/1819/04/05. The Trustee Board was invited to review of the Delegation of Authority.

Amendments. MW submitted proposed amendments to the Board. DS realigned the Delegations to streamline and consolidate them

The Board **APPROVED** the revisions to the Delegation of Authority.

9. Review of Subcommittees Terms of Reference – TB/1819/04/06-7

DS presented paper TB/1819/04/06. The Trustee Board was invited to review the current Terms of Reference of the Committees and Collectives of the Students' Union and considered a proposal for a new Service Development Committee.

Update. No updates to the Terms of References have been made.

Service Development Committee. DS proposed the creation of a *Service Development Committee* (SDC), which would oversee strategy and customer service. After discussions were held internally around the development of relevant services, it was identified that there are no policies and/or strategies in certain departments, such as a sports development policy in Student Opportunities.

SDC structure. The Committee would be structured in a similar way to the Board's other subcommittees.

Level of oversight. It was asked if the development of such policies needed to be held at Board Subcommittee level, as opposed to internal procedures with full-Board oversight. RQ noted that some of



the proposed Terms of Reference would fall under student democratic procedures, and not within the remit of the Board. This could result in possible tension between the Board and the Members relating to the development of policies which wouldn't necessarily include student input.

Staff development and training. RQ asked why this would be included in the SDC, but not in the *People & Culture Committee (P&CC)*. RQ noted that there may be fragmentation and cross-over between the two committees. DS noted that the SDC would focus on the customer service aspects. This part of the Terms of Reference could be trialled for the first year.

Value. SF noted the value of such a committee, particularly the ability to centralise and focus discussion on strategy. Presently, no strategy exists for individual roles/departments.

Initial operation period. MW recommended that the SDC operate for a year before a full review. MW believed that the proposal is appropriate way to cover the gap in strategy development. The Board agreed that the minutes for such a committee should be discussed at the first Board meeting post the creation of the SDC, and that a comprehensive review take place at the end of the Board's term.

The Board **APPROVED** the proposal, subject to the above conditions.

10. Approval of Bank Mandate – TB/1819/04/08

DS presented paper TB/1819/04/07. The Trustee Board, acting in the capacity as company directors, is required to confirm the signatories on the Bank Mandate of York St John Students' Union Ltd. The Board noted the additions and removals of signatories.

Commencement. The change in signatories commences on 01 July.

Risks. The Board asked about the risks posed by having Sabbatical Officers as signatories. DS noted that this is common practice across the sector, and that oversight exists.

The Board **APPROVED** the revised Bank Mandate.

11. Big Fat Survey Results Summary – TB/1819/04/09

DS presented paper TB/1819/04/08. The Trustee Board received a summary of the Big Fat Survey 2018 results.

Next steps. The next Strategic Plan can begin to be developed based on the results of this Survey.

Changes. GC noted the necessity for changes in wording, particularly around the Union's priorities. Wellbeing provisions scored the highest, which is not necessarily within the Union's gift. The wording should be changed to reflect the feasibility of possible priorities. The Board concurred.

12. Strategic Plan and KPI Progress Report – TB/1819/04/10

DS presented paper TB/1819/04/10. The Trustee Board received an update on the Union's progress to date on its Strategic Plan and Key Performance Indicators.

Updates and Reformat. DS has updated the current KPI tracker to reflect current progress. As requested by the Board, DS has developed a new, reformatted version of the tracker for the next cycle, which has the capacity to capture narrative and impact reports relating to specific KPIs.

MW asked that an ethical paper be included with the narratives.

The Board concurred that the new format will capture better information and should be employed for the next KPI cycle.



HEAR. LB asked about the KPI for the *Higher Education Achievement Record*. SF noted that at the time of creation, this was a priority for the University. After the restructure, this was no longer prioritised.

Wellbeing Zone. LB asked about the KPI for the University Wellbeing Zone. As the zone is run by the University, it is not within the purview or control of the Union. There is no question provided in the *Big Fat Survey* relating to this. OB noted that there may be better ways of representing this KPI.

Academic Representatives. LB asked about the accreditation of academic representatives. SF noted that the number is out of synch with the records and processes of accrediting academic representatives. DS will find out the correct number for the KPI.

ACTION: DS to collect the data and update the KPI relating to the accreditation of academic representatives

Necessity. LB reported reticence in having one huge document and noted that not everything needs to be or have a KPI. RQ emphasised the importance of having staff take more ownership of KPIs.

13. Departmental Insight Presentation – Operations and Business Development (Presentation)

DT gave the Trustee Board a presentation on the happenings of the Operations and Business Development department.

Intake. There has been lower foot-traffic this year to date compared to last year.

Attendance Monitoring System. The long-term use of AMS is being discussed with the University. More clarity will be sought from discussions in May. RQ asked about the commitment of University staff to use AMS. This is a matter for the University. MW asked after contingencies if AMS is not purchased again by the University. Clarity on this will be sought in the ongoing discussions. LB asked if the system is a potential conflict of interest for the Union in relation to attendance and representation. This will need to be explored further.

AMS Customers. DS asked if Universities or Unions should be the primary customers of AMS. There will need to be scanning and scoping exercises.

AMS Data processing. LB asked about data processing and data access in relation to GDPR. DT reported that only essential data is processed, as the data is house on University servers accessed by AMS.

Commercial Development. A commercial development working group will be convened to discuss diversification and expansion. A key element of this will be the Union's relationship with Sodexo. Definitions of the SU's core business will also be discussed.

14. Strategic Theme Focus Presentation – Our Partnerships & Collaborations and Our Communications & Digital Presence (Presentation)

DT gave the Trustee Board a presentation on the progress of the Strategic Themes.

Stakeholders. The Union is conducting a review of its stakeholders.

Social Media. The present KPIs do not accommodate platforms other than Facebook and Twitter, despite the most engaged platform at present is Instagram. It was suggested that adding the Officers' social media accounts to the measures of engagement. DT reported that it is difficult to get accurate analytics of social media engagement. The next set of KPIs will need to be revised to include new platforms and account engagement.



Engagement. The Board noted that next set of KPIs should include more diverse definitions of “engagement”.

Remote students. MW enquired as to engagement with remote students. DT reported that this was not possible with present analytics.

Opting in. As students must now opt-into membership, the Board noted the need to put resources into promoting the Union to new students. It may be necessary for a conversation with the University Secretary to happen to explore opt-in issues post enrolment.

15. Review of Constitution and Articles – TB/1819/04/11

The Trustee Board reviewed its constitutional arrangements and Articles of Association.

Memorandum of Understanding. The Memorandum is due to be reviewed, and the Union is awaiting a response from the University. A revised Memorandum will come to the Board at its next meeting.

Working Group. A working group has been established to review the Articles of Association. The deadline for their re-approval is summer 2020. The group will examine the Articles’ fitness for purpose and consider any proposed amendments.

16. Director & Trustee Terminations and Appointments – TB/1819/04/12

DS presented paper TB/1819/04/12. The Trustee Board, acting in the capacity as the Charity Board and the Board of the Company, is required to confirm the termination and appointment of Trustees and Directors of York St John Students’ Union Ltd.

Number of Trustees. DS noted that there are skill gaps on the Board – namely around commercial services and human resources – which could be filled with the addition of a new external Trustee, bringing the total number of external Trustees up to five. RQ agreed that this would be beneficial. MW and LB concurred, adding that the Board should always be student-led, and this should be considered when appointing new Trustees.

Balance. The Board expressed concern that with five external Trustees, the balance shifts from student and Sabbatical Trustees to the external Trustees, with the Chair holding a casting vote. It was suggested an alumni Trustee be appointed as one of the external Trustees to restore balance.

The Board **APPROVED** the addition of a fifth external Trustee to the Board.

[LB and RQ left the meeting at this time due to reserved business.]

Reappointments. The potential reappointment of two Trustees whose terms are to expire was discussed.

[LB and RQ returned to the meeting after this business had been disposed of.]

GC enquired as to how the process would work. DS noted that the Appointments Committee would consider applications from potential student and external Trustees and would recommend the appointment of certain candidates to the Board. MW noted that this process should be embedded into the revised Articles.

It should be noted in the recruitment packs that the Board welcomes applications from diverse backgrounds.

17. Risk Register Review – TB/1819/04/13



DS presented paper TB/1819/04/13. The Trustee Board reviewed and familiarised themselves with the Risk Register following updates made.

Amendments. The main change to the Register is the introduction of a risk matrix. Small additions and recommendations from subcommittees have been added. SF asked if the naming of Sabbatical Officers could be consistent throughout.

SUSS. LB enquired after the status of SUSS. DS reported that she had attended the SUSS AGM. The situation will be re-evaluated in September, but early indications show a decreased deficit. YSJSU staff will be contacted in June regarding their personal SUSS entitlements. This will be reported back to the Board's next meeting.

Risk. MW asked how much the University's risks may impact the Union. MW suggested obtaining the University's Register to evaluate potential additional risks. A hypothetical closure of the University was mentioned as a concern. DS reported that, at present, there is no business continuity plan.

ACTION: DS to create and present a Business Continuity Plan

18. Investors in People Update – TB/1819/04/14

DS presented paper TB/1819/04/14. The Trustee Board received an update on the Investors in People status, accompanied by a presentation.

Reassessment. The reassessment has begun with an electronic survey to staff being circulated in several weeks. DS outlined the timetable of reassessment. DS noted that the Union will be assessed based on new accreditation criteria. Some core areas of the new criteria have not been previously met.

Responses. RQ noted that there was an initially low response in management. DS noted that the online assessment will help spot any gaps and the assessor will help formulate an action plan to deal with any issues.

Accreditation. As the Union does not have certain resources or staff teams, it is highly improbable that the Union would meet the criteria for platinum, the achievement of which is a KPI. MW noted that it would likely be impossible. The Board thanked DS for her work so far.

Items to Note (items 15-24)

GC presented papers TB/1819/04/15 – 21. The Board was asked to note these reports.

Any Other Business

Committees Best Practice. The minutes of the committee meetings can be circulated within two weeks of the meeting having been held, as opposed to only being released with the papers ahead of the next meeting.

Staff Intellectual Property Contracts. LB asked if staff have signed an intellectual property agreement. DS reported that no such agreements are signed by staff.

Outgoing and Incoming Trustees. The Board noted its thanks to OB, GC, and SF for their work as Sabbatical Trustees, and WF and PM as Student Trustees. The Board wishes them well in their future endeavours. The Board looks forward to welcoming, and wishes good luck to, the incoming Sabbatical Trustees.

Meeting closed at 1.15 p.m.



Signed _____ (Committee Chair)

Date _____