



MINUTES OF A MEETING OF THE BOARD OF TRUSTEES Tuesday 20 April 2021 at 4 p.m. via **Zoom**

Present: Jamie Andrews (JA) (Sabbatical Trustee) (Chair); Amanda Chetwynd-Cowieson (ACC) (External Trustee); Katherine Mathew (KM) (External Trustee); Andreas Pavlou (AP) (Student Trustee); Richard Quayle (RQ) (External Trustee); Mike Wilkinson (MW) (External Trustee); Aimee Yeoman (AY) (Student Trustee)

In Attendance: Dan Grayson (DG) (Clerk to the Board); Donna Smith (DS) (Chief Executive Officer)

Clerk's Note: Jenny Marchant resigned as President of Education and Sabbatical Trustee on 01 April 2021. The Trustee Board thanked Jenny Marchant for her contributions to the Trustee Board during her terms of office.

1. Welcome and Introduction

JA welcomed everyone to the meeting.

2. To receive apologies for absence

Emma Palmer

Absent without Apologies

None

3. Declarations of interest & review of Register of Interests - TB/2020/03/01

Outstanding amendments to the register have been made since the last meeting.

Jenny Marchant has been removed from the Register.

4. Minutes 12 January 2021 and Matters Arising - TB/2021/03/02

The minutes of the Trustee Board's meeting on 12 January 2021 were approved.

Item 11: DS to update Strategic Plan Progress Report to include comparison of expenditure funded by subvention.

This has been completed. The Dashboard will be received at the Trustee Board's June meeting.

5. Minutes of Correspondence Decisions – TB/2021/03/03

The minutes of decisions taken by correspondence since the last Trustee Board meeting were approved.

6. Trustee Board Charter – TB/2021/03/04

DS presented paper TB/2021/03/04 – Trustee Board Charter. The Trustee Board was asked to discuss and approve the proposed Charter.

DS reported that the Good Governance Code Steering Group discussed the current Trustee Board Code of Conduct. The Group discussed the benefit of a Charter, which outlines the responsibilities of both the Trustees and the Students' Union. If approved, the draft Charter would replace the Code of Conduct, and Trustees would need to agree to the Charter.

MW commented in support of the draft Charter. MW noted the Charter promotes Trustees giving their best efforts to support the Students' Union.

The Trustee Board approved the Trustee Board Charter.

7. Trustee Board Development Programme – TB/2021/03/05

DS presented paper TB/2021/03/05 – Trustee Board Development Programme. The Trustee Board was asked to discuss and approve the Development Programme.

DS reported that discussions in the Good Governance Steering Group, and discussions in Trustee Board and subcommittee meetings, gave rise to the programme and toolkit. The training programme is both for new and existing Trustees.

JA noted that the document is helpful for Sabbatical Trustees, and thanked DS for putting it together.

Training. RQ asked how Trustees will be identified as benefitting from areas of development. DS noted that this could be addressed in the next item of business. DS noted that the responsibility for continuous Trustee Board and Trustees' learning and development would fall to the Trustee Board. DS and RQ suggested that this responsibility could lie with the Deputy Chair.

MW suggested the possibility of discussions with individual Trustees to see what development they would benefit from and suggested that the responsibility may be best shared between multiple Trustees. RQ noted the benefit of well-structured conversations with Trustees depending on their trusteeships. KM noted the existence of the Trustee Board skills audit, and MW suggested the People & Culture Committee could assist with assessing the needs for training.

KM asked if the University could offer training from an external perspective to rate the Trustee Board's performance. DS noted that there are opportunities for external assessors, including the National Union of Students, and some arrangement may be possible with the University. MW commented in support of utilising training materials offered by the University and emphasised the usefulness of completely external auditing and training. RQ suggested a discussion between the Deputy Chair and one of the University Governors, or another Students' Union's external trustee.

KM suggested that options for training delivery and Trustee Board performance be further discussed, and either a subcommittee or the Trustee Board recommend some options. DS suggested that the Good Governance Code Steering Group could discuss this. The Trustee Board agreed with this recommendation.

Buddy System. KM asked if it would be possible for the Trustee Board to reintroduce a buddy system during the implementation period of the Charter and toolkit.

The Trustee Board approved the proposed Development Programme.

8. Chair and Deputy Chair Role Descriptions – TB/2021/03/06

DS presented paper TB/2021/03/06 – Draft Chair and Deputy Chair Role Descriptions. The Trustee Board was asked to discuss and approve the Role Descriptions.

DS reported that there has never been a clear definition of the responsibilities of the Chair and Deputy Chair. This document arose out of discussions in the Good Governance Code Steering Group, and Byelaw Review Group.

JA noted that there seems to be more of an onus on the Deputy Chair, and likely some of the responsibilities should fall to either the Chair or be shared between the Deputy Chair (for example, the CEO appraisal and recruitment processes). JA noted that changes to the responsibilities would reflect the position of the Chair. RQ agreed with JA's note concerning the CEO appraisal responsibility.

Risk Management. RQ suggested that responsibilities concerning ensuring risk management and sound financial health would be better placed with the Chair rather than the Deputy Chair.

MW agreed with JA's comments, but noted that it may be unreasonable to expect a Sabbatical Trustee to lead on risk management. RQ noted that the Deputy Chair may not sit on the Finance, Audit & Risk Committee. RQ suggested that the responsibility may simply be ensuring the proper functioning of risk management, for example through the Finance, Audit & Risk Committee. MW suggested wording could be included to refer to relevant subcommittees. JA suggested further discussion may be needed about this.

AP noted that there is scope for reviewing where, in a particular year, the responsibility could sit. AP suggested that this document could be treated as a baseline list of responsibilities. JA agreed, and suggested that the responsibilities could be discussed during Sabbatical Trustee handover.

AP suggested that this responsibility could be moved to the *Collective Responsibilities* section, to emphasise a partnership.

MW commented that the responsibility lies with the Finance, Audit & Risk Committee, noting the established processes concerning risk, and may not need to be included in this role description. The Trustee Board agreed with this comment. RQ suggested that the responsibility listing could be removed or rewritten.

RQ and MW noted that this responsibility is held throughout the Trustee Board, in various subcommittees and recruitment; and through the Chief Executive Officer's management of the staff team. MW is confident that the current systems are effective.

JA suggested that the responsibility could be written to emphasise the responsibility to "equip" the Trustee Board to effectively manage risk. KM agreed with this suggestion.

ACTION: DS and DG to amend the role descriptions and the Trustee Board will discuss electronically.

Development of Trustees. DS will suggest wording for including a responsibility around Trustee Board and Trustee development in the Deputy Chair role description.

ACTION: DS to add wording to the Deputy Chair role description to include a responsibility about Trustee Board and Trustee development

The Trustee Board deferred approval of the proposed Role Descriptions pending the agreed amendments.

9. Recommendations of the Nominations Committee – NOM/2021/01

JA presented paper NOM/2021/01 – Recommendations of the Nominations Committee. The Trustee Board was asked to discuss and approve the Recommendations.

The Trustee Board discussed the Recommendations and reviewed the recruitment process. The Trustee Board approved the Recommendations. Accordingly, **TIFFANY BURNETT** was appointed to the Trustee Board for a triennium beginning on 01 July 2021.

10. Strategic Insight Presentation – Students as Partners – TB/2021/03/07

DS gave a presentation on the strategic theme of *Students as Partners*.

11. Update on University Activity

DS and JA gave an update on the University's activity since the last meeting.

12. CEO Appraisal Update

DS absented herself from the meeting until this item was disposed of.

RQ gave an update on the appraisal of the Chief Executive Officer. The appraisal was conducted in February. RQ thanked the Trustee Board for their input.

13. HE & Students' Unions Context Presentation – TB/2021/03/08

DS gave a presentation on the HE and Students' Union sector contexts.

14. Update on Governance Action Plan – TB/2021/03/09

DG presented paper TB/2021/03/09 – Update on Governance Action Plan. The Trustee Board was asked to discuss the progress of the implementation of the Action Plan.

DG reported good progress on the implementation of the Action Plan. More work is to be undertaken on the Equality, Diversity, and Inclusion Principle. DG noted that the Charity Commission has revised sections of its Governance Code, and DG intends to conduct a diagnostic.

Standing Committee. DG noted the possibility of creating a standing committee of the Trustee Board which could, in the long term, consider matters of governance, including the structure of the Trustee Board's agenda. The Trustee Board felt that there was no need for such a committee, and that governance work is currently undertaken to a sufficiently good standard.

Items to Note (items 15-22)

JA presented papers TB/2021/03/10-6, which the Trustee Board was asked to note.

Any Other Business

The Trustee Board was asked if there were any other items of business to discuss not already covered elsewhere on the agenda.

AOB1 Trustee Board Agenda Structure

KM commented that in future meetings she would like the “so what?” test to be applied during the presentation of reports and presentations – that being the consideration and outlining of the impact of an activity, rather than solely reporting on engagement. KM would also like consideration given to the production of one or two case studies (either real-life or amalgamated) to bring to life the impact the Students’ Union has on students. The Trustees agreed with this suggestion.

KM proposed a variation in the standing items on the Trustee Board’s agenda to place the Sabbatical Officer Campaign & Activity Reports towards the top of the agenda. This proposal was agreed to, and DG and DS will amend future agendas accordingly.

AOB2 Termination of Director

The Trustee Board noted the termination of Jenny Marchant as Trustee and Director of York St John Students’ Union

Meeting closed at 19:00

Date of next meeting: 22 June 2021

Signed _____ (Chair) Date _____