



## Minutes of the Trustee Board and Board of Directors

Wednesday 11<sup>th</sup> April 2018 from 5pm

**Present:** Amy Roberts (AR) (External Trustee), Annie Severn (AS) (President of Wellbeing & Diversity), George Coombs (GC) (President of the Students' Union), Joseph Lynch (JL) (Student Trustee), Mike Wilkinson (MW) (External Trustee), Richard Quayle (RQ) (External Trustee), Stephanie Foxton (SF) (President of Education) and William Fade (WF) (Student Trustee).

**In Attendance:** Olivia Bowers (OB) (incoming President of Wellbeing & Diversity) and Chris Bateman (CB) (CEO)

### **1. Trustee Buddy Time and Papers Review**

The Trustees were given time to review papers before the Board Meeting.

### **2. Welcome and Introductions**

GC welcomed all to the meeting.

### **3. To receive apologies for absence**

Lewis Bretts (LB) (External Trustee)

### **4. Declarations of interest & review of Register of Interests - TB/1718/04/01**

GC presented paper TB/1718/04/01 – Register of Interests.

An addition to the register was noted by the Board from LB in the form of LB currently being retained by the Charity Commission to work on a project not connected to the Union.

Student and Sabbatical Trustee memberships of clubs and societies were declared and noted.

It was proposed that the declarations be reorganised within the register alphabetically by individual Trustee going forward.

**Action: CB to update the Register of Interests**

There were no further declarations made.

## 5 & 6. Minutes from 10<sup>th</sup> January 2018 and Matters Arising - TB/1718/04/02

The minutes from 10<sup>th</sup> January 2018 were **approved**.

Updates were given on the matters arising from the meeting on 10<sup>th</sup> January 2018.

**Item 2: Joint meeting with Governors** – CB updated that he intends to invite University Governors to meet the Trustee Board at the July meeting.

**Action: CB to invite University Governors to meet Trustees**

**Item 2: Research Sub Committee Student Rep** – SF updates that the current rep was self-appointed and the SU worked closely to support them. MW asked about continuity, SF assured links being made and the rep is a PHD student so will be fulfilling the role for the next couple of years. RQ observed this would be good for strengthening relationships and representation of post graduate students.

**Item 6: External Diagnostic update** – CB confirmed he had briefed the Board electronically on 1<sup>st</sup> February as requested.

**Item 6: QSU Recommendations** – CB confirmed ‘value for money’ would be incorporated into the reviewed Finance Committee terms of reference.

**Item 8: Complaints Policy** – CB confirmed an updated policy had been published on the SU website and he will be working with LB going forward to undertake a full review of this policy.

**Action: CB and LB to review Complaints Policy**

**Item 9: Strategic Plan Progress** – CB confirmed the updates had been made as requested and a new dashboard would be presented later in the meeting. CB also confirmed further analysis had been undertaken into the data for 3<sup>rd</sup> year students that had responded ‘neither agree or disagree’ to the NSS q26 equivalent with no significant learnings being made.

**Item 10: Horizon Scanning** – GC confirmed he had met with the York Inner MP and discussed a number of matters including student housing.

**Item 12: Charity Governance Code** – CB presented the results of the recent Charity Governance Code self-assessment survey undertaken by the Trustees. These results were discussed by the Board. CB is to draft an action plan following this and circulate to the Board.

**Action: CB to draft a governance improvement action plan**

**Item 21: Annual Student Meeting** – CB proposed a 1% of the student body attendance at future annual and all student meetings. This was **agreed** by the Board.

## 7. Director and Trustee Terminations and Appointments – TB/1718/04/04

CB presented paper TB/1718/04/04. The Trustees and Directors **approved** the terminations of AS and JL as at 30<sup>th</sup> June 2018, the continued appointment of AR for a further three years, and the appointment of OB from 1<sup>st</sup> July 2018.

GC thanked AS and JL for their service to the Trustee Board and welcomed OB.

#### **8. Approval of the Bank Mandate – TB/1718/04/05**

CB presented paper TB/1718/04/05. The removal of AS and addition of OB to the bank mandate was **approved** by the Board.

#### **9. Appointment of Deputy Chair – TB/1718/04/06**

GC presented paper TB/1718/04/06. RQ volunteered to continue in this role. This continued appointment was **agreed** by the Board.

#### **10. Appointment of Auditors – TB/1718/04/07**

CB gave an overview of the tender and procurement process that had been undertaken ahead of the final recommendation being brought to the Board for the re-appointment of BHP Chartered Accountants. This was discussed by the Board and it was **agreed** to appoint BHP Chartered Accountants as the Students' Union external auditors for the next three years.

#### **11. Approval of the 2018/19 Budget – TB/1718/04/08**

CB presented paper TB/1718/04/08 and gave an overview of the process that had been undertaken to prepare the budget. The Board **approved** the budget.

#### **12. Approval of the Code of Conduct – TB/1718/04/09**

CB presented paper TB/1718/04/09. In advance of the meeting LB had proposed that point 5.1 might be amended to read:

*“Save the law requires us, or in order to take independent professional advice, we will observe complete confidentiality when required or asked to do so by the Trustee Board or Chief Executive, especially regarding matters concerning individual staff or members.”*

This was **agreed** by the Board. AR prompted a discussion around how Trustees would measure compliance to the code. MW suggested changing references to the 'organisation' to 'Students' Union. This was **agreed** by the Board. MW almost suggested achieving point 4.2 in particular Trustees forming relationships with key University staff could be challenging.

The Code of Conduct was approved by the Board with the aforementioned agreed amends.

**Action: CB to amend and circulate the Code of Conduct**

#### **13. Strategic Plan Progress Report – TB/1718/04/10**

CB presented paper TB/1718/04/10. CB thanked the Operations & Business Development Team for the organisation of the first wedding reception in the SU contributing towards commercial diversification ambitions. CB thanks the Student Voice Team for the fantastic metrics around Academic Rep numbers and training, and also the recent election turnout. CB finally thanked the Student Opportunities Team for the excellent participation figures in the WellU programme.

#### 14. Update on University activity from the President of the SU

GC gave an overview of the discussions at a recent University Governors meeting and the future strategic priorities of the University.

#### 15. Review of Constitution and Articles – TB/1718/04/11

CB presented paper TB/1718/04/11. The Board confirmed that were familiar with the Constitution and no amends were proposed.

#### 16. Review of the Risk Register – TB/1718/04/12

CB presented paper TB/1718/04/12. The Board reviewed the Risk Register and the following amends were proposed:

- Page 7: Higher than budgeted pension costs – Given the information in TB/1718/04/24 this was escalated to a red risk.
- Page 8: Poor quality governance – To include the Chair and Deputy Chair as lead persons.
- Page 9: Governance structures fail to satisfy Charity Commission requirements – To include the Chair and Deputy Chair as lead persons.
- Page 15: Security failure causing loss of personal data – Change wording around Data Protection Regulation to GDPR.
- Page 15: Information Technology – Add an additional risk of ‘Staff and Officer use of social media’ with reference to control measures already in place regarding social media policies for staff and guidance for student reps.

**Action: CB to update the Risk Register**

#### 17. Review of the Delegation of Authority – TB/1718/04/13

CB presented paper TB/1718/04/13. In advance of the meeting LB had proposed that where it is referenced that the HR&R Committee hold responsibility for *'Receiving reports regarding any ongoing legal matters relating to employment law'*, that routine compliance issues should sit with the subcommittee, but if we were subject to legal action the Trustee Board should be made aware of this. This was **agreed** by the Board.

CB asked the Board to give a perspective on the authority to approved operational policies such as stock taking policies. After a discussion the Board **agreed** that the authority for the approval of operational policies should sit with the Chief Executive.

MW proposed that the approval of the annual pay award (cost of living increase) should sit with the HR&R Committee, this was **agreed** by the Board.

MW proposed some word changes to reflect practice in terms of the approval of the budget and reserves policy being with the Trustee Board, but the reviewing of these being the authority of the sub-committee. This was **agreed** by the Board.

MW enquired regarding the University KPI list mentioned on page 4 of the Delegation of Authority. CB explained this related to the University strategic plan KPI's and he would forward MW a copy.

Finally, RQ suggested the Delegation of Authority should be brought to the July meeting as there would be amends required linked to the review of Byelaws.

**Action: CB to amend the Delegation of Authority**

#### **18. Review of the Sub-Committee Terms of Reference – TB/1718/04/14**

CB presented paper TB/1718/04/14 and invited Trustees to contribute any thoughts the current Byelaw review process being undertaken.

#### **19. Review the Meeting Schedule – TB/1718/04/15**

CB presented the results of a Doodle Poll for the July and November 2018 meetings. The following meetings were agreed by the Board:

- **Thursday 26<sup>th</sup> July 2018**, starting with lunch then an afternoon meeting, new Trustee inductions will take place in the morning.
- **Wednesday 7<sup>th</sup> November 2018**, full day meeting including sign off of the statutory accounts, starting with a private meeting with the external auditors in the morning

#### **Items to Note (Items 20 to 27)**

Items 20 to 27 and papers TB/1718/04/16 to TB/1718/04/23 were noted by the Board.

MW requested that future Elections Results Reports contain the relevant wording from the 1994 Education Action Section 22 regarding the Trustee Board and University Governing Body satisfying itself that the elections are fairly and properly conducted. CB explained that this is scrutinised by the Elections Committee, and that a paper written by the President for the Governing Body does reference this, and so this would be included in future Results Reports to the Trustee Board.

MW proposed that going forward the Trustee Board could receive the minutes from sub-committees rather than a one page report as this would provide more detail for Trustees and also save time for staff. This proposal was **approved** by the Board.

#### **28. Any Other Business**

**28a: Students' Union Superannuation Scheme Report** – CB presented additional paper TB/1718/04/24 and gave an overview of the potential additional liability.

**28b: Charity Commission Note** – CB presented additional paper TB/1718/04/25. CB was asked to draft an appropriate Safeguarding Policy for the Students' Union.

**Action: CB to draft Safeguarding Policy**

**Meeting closed at 7.50pm**

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

Date \_\_\_\_\_