



## Minutes of the Trustee Board and Board of Directors

Thursday 26<sup>th</sup> July 2018 from 1pm

**Present:** Amy Roberts (AR) (External Trustee), George Coombs (GC) (President of the Students' Union), Lewis Bretts (LB) (External Trustee), Mike Wilkinson (MW) (External Trustee), Olivia Bowers (OB) (President of Wellbeing & Diversity), Pippa Martin (PM) (Student Trustee), Richard Quayle (RQ) (External Trustee), and Stephanie Foxton (SF) (President of Education).

**In Attendance:** 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**

William Fade (WF) (Student Trustee)

### **4. Declarations of interest & review of Register of Interests - TB/1819/01/01**

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

### **5 & 6. Minutes from 11<sup>th</sup> April 2018 and Matters Arising - TB/1819/01/02**

The minutes from 11<sup>th</sup> April 2018 were **approved**.

Updates were given on the matters arising from the meeting on 11<sup>th</sup> April 2018.

**Item 4: CB to update Register of Interests** – CB confirmed this had been completed following the April 2018 meeting and further declarations made.

**Item 6 (2): Joint meeting with Governors** – CB updated that the University Governing Body have broken up for the summer and so it is not practical to arrange a meeting. CB intends to invite University Governors to meet the Trustee Board later in the year.

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

**Item 6 (8): CB and LB to review Complaints Policy** – CB confirmed this had been completed and is presented for approval under agenda item 23.

**Item 6 (12): CB to draft a Governance Improvement Plan** – CB confirmed this had been completed and is presented for discussion and approval under agenda item 28.

**Item 12: CB to amend and circulate Code of Conduct** – CB confirmed this had been completed and the Trustees had been asked to sign this at the start of the meeting.

**Item 16: CB to update the Risk Register** – CB confirmed this had been completed and the updates from the April 2018 meeting added to the Risk Register.

**Item 17: CB to amend the Delegation of Authority** – CB confirmed this had been completed and is presented for approval under agenda item 19.

**Item 28b: CB to draft Safeguarding Policy** – CB confirmed this had been completed and is presented for approval under agenda item 24

#### **7. Approval of amends to Byelaw 1: Membership – TB/1819/01/03**

CB presented paper TB/1819/01/03. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. The Board **approved** the revisions to the Byelaw.

#### **8. Approval of amends to Byelaw 2: Executive Committee – TB/1819/01/04**

CB presented paper TB/1819/01/04. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP, and also some amends proposed by MW ahead of the meeting, particularly around the wording of point 3.2 and eligibility to stand for full and part-time officer roles as set out in point 4.1 and 6.7 respectively. The Board approved the revisions to the Byelaw but asked CB to seek an opinion from Wrigleys LLP as regards classifying only 'Full Members' as eligible to stand for election.

**Action: CB to seek opinion from Wrigleys LLP**

#### **9. Approval of amends to Byelaw 3: Sabbatical Trustees and CoS– TB/1819/01/05**

CB presented paper TB/1819/01/05. The Board **approved** the removal of Byelaw 3 as its contents had been encompassed in the revised Byelaw 2. The Board **agreed** that Byelaw 12 would become Byelaw 3 going forward.

#### **10. Approval of amends to Byelaw 4: Senate – TB/1819/01/06**

CB presented paper TB/1819/01/06. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP, and also some amends proposed by MW ahead of the meeting, particularly regarding the addition of a Deputy Chair of Executive Council appointed in the same fashion as the Chair of Executive Council. This was discussed and **agreed** by the Board.

#### **11. Approval of amends to Byelaw 5: Zones – TB/1819/01/07**

CB presented paper TB/1819/01/07. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends were discussed and **agreed** by the Board. GC proposed renaming the Sports and Societies Zone to the Student Activities Zone. This was **agreed** by the Board subject to GC seeking feedback from students.

**Action: GC to seek feedback from students on Zone name change**

## **12. Approval of amends to Byelaw 6: Committees – TB/1819/01/08**

CB presented paper TB/1819/01/08. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. There were a number of other amends discussed:

- The inclusion a point in section 1 reflecting the wording regarding minutes found in articles 64.3
- Clearly identifying which Committees are Committees of the Trustee Board and which are collectives of the Union
- Stating that the membership of Trustee Board Committees is only those stated on the list of members
- Merging points 4.2.6 and 4.2.8 which section 4
- Removing the ‘defendant’ and ‘other individuals’ from being under the membership of the Discipline and Discipline Appeals Committees to a separate points

These amends and those proposed in the paper were discussed and **agreed** by the Board.

There was a discussion regarding the membership of the Appointments Committee specifically regarding including the Chief Executive as a member, in attendance. After a debate a vote was taken with **7 (seven) to 1 (one) of the Trustees voting in favour** of the inclusion of the Chief Executive as a member, in attendance, of the Appointments Committee.

## **13. Approval of amends to Byelaw 7: Sports & Societies – TB/1819/01/09**

CB presented paper TB/1819/01/09. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board.

## **14. Approval of amends to Byelaw 8: Financial Regulations – TB/1819/01/10**

CB presented paper TB/1819/01/10. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board.

## **15. Approval of amends to Byelaw 9: Elections – TB/1819/01/11**

CB presented paper TB/1819/01/11. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board.

## **16. Approval of amends to Byelaw 10: NUS – TB/1819/01/12**

CB presented paper TB/1819/01/12. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board.

## **17. Approval of amends to Byelaw 11: Staff of the Union – TB/1819/01/13**

CB presented paper TB/1819/01/13. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board.

#### **18. Approval of amends to Byelaw 12: Referenda – TB/1819/01/14**

CB presented paper TB/1819/01/14. CB updated the Board on some minor additional amends highlighted by Wrigleys LLP. These amends and those proposed in the paper were discussed and **agreed** by the Board. The Board also **agreed** that Byelaw 12 shall become Byelaw 3.

#### **19. Approval of amends to the Delegation of Authority – TB/1819/01/15**

CB presented paper TB/1819/01/15. This was discussed by the Board and some amends were made to the Delegation of Authority v10 (July 2018).

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

#### **20. Election of Trustees to Sub Committees – TB/1819/01/16**

CB presented paper TB/1819/01/16. Trustees were elected to sit of the Committees as follows:

- Finance, Audit & Risk – MW as External Trustee and WF as Student Trustee
- People & Culture – AR as External Trustee and PM as Student Trustee
- Health & Safety – RQ as External Trustee and PM as Student Trustee
- Elections – LB as External Trustee

A discussion took place regarding the Elections Returning Officer and CB was asked to identify an alternate external individual to take on this role for elections in the 2018/19 year.

**Action: CB to identify a Returning Officer and seek electronic approval from the Board.**

#### **21. Approval of External Auditors – TB/1819/01/17**

CB presented paper TB/1819/01/17. It was **agreed** to appoint BHP Chartered Accountants as the Students' Union external auditors for the financial year ending 31<sup>st</sup> July 2018.

#### **22. Meeting Schedule for 2018/19 – TB/1819/01/18**

CB presented paper TB/1819/01/18. CB confirmed the November meeting would take place on the afternoon of Friday 9<sup>th</sup> November 2018 to enable the Auditors to be present.

CB was asked to confirm availability to attend Trustee Committees with the Student and External Trustees and re-arrange the proposed dates if there was a risk quorum would not be achieved.

**Action: CB to confirm availability of Trustees to attend Committees**

#### **23. Updated Complaints Procedure – TB/1819/01/19**

CB presented paper TB/1819/01/19. The proposed procedure was **approved** by the Board with minor amend to point 4.5 to reference the President of Education in the case of a complaint about the President of the Students' Union.

**Action: CB to amend and then publish the procedure.**

#### **24. Approval of Safeguarding Policy – TB/1819/01/20**

CB presented paper TB/1819/01/20. There were a number of amends proposed by the Board including referencing Sabbatical and Part-Time Officers and Student and External Trustees within

the policy, and including reference of informing the Charity Commission of any serious incidents. CB was asked to further update the policy and bring the next meeting for approval.

**Action: CB to further update the policy.**

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### **25. Strategic Plan Progress Report – TB/1819/01/21**

CB presented paper TB/1819/01/21. CB thanked the Union Management Team for taking the lead on updating the KPI dashboard and talked through the progress of the strategic plan delivery with the Board.

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LB left the meeting to take a phone call.

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### **26. Update on University activity from the Presidents**

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

**Action: GC, SF and OB to circulate their objectives for 2018/19 to the Board**

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### **27. Skills Audit and Buddy Assignment – TB/1819/01/22**

CB presented paper TB/1819/01/22 and presented the result from a recent online skills audit undertaken by the Trustees. CB proposed Trustee Buddy partnerships going forward should be:

- Pippa Martin & Richard Quayle
- Will Fade & Mike Wilkinson & Steph Foxton
- Olivia Bowers & Amy Roberts
- George Coombs & Lewis Bretts

These proposed Trustee Buddy partnerships were **agreed** by the Board.

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LB returned to the meeting.

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### **28. Governance Improvement Plan – TB/1819/01/23**

CB presented paper TB/1819/01/23 and gave an overview of the recommendations he had made. The Board **agreed** on these recommendations.

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### **29. Review of Constitution and Articles – TB/1819/01/24**

CB presented paper TB/1819/01/24 and tabled a tracked changes version of the current articles that had been prepared by Wrigleys LLP. After a brief discussion it was proposed that a working group of the Board took this matter forward for further review and consideration.

**Action: CB to set up a working group to review proposed changes to the Articles.**

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### **30. Review of the Schedule of Business – TB/1819/01/25**

CB presented paper TB/1819/01/25. The updates proposed by CB were **agreed** by the Board and so future meeting will include a presentation from departmental Managers.

**31. Quality Students' Union Report – TB/1819/01/26**

CB presented paper TB/1819/01/26. The progress on implementation of the recommendations following the QSU audit was noted by the Board.

**Items to Note (Items 32 to 42)**

Items 32 to 42 and papers TB/1819/01/27 to TB/1819/01/37 were noted by the Board.

**43. Any Other Business**

**43a: Invite the CEO of NUS to the Union** – MW suggested that the Union could invite the Chief Executive of the NUS to visit the Union to further strengthen the partnership and also raise the profile of the Union.

**Action: CB to invite the CEO of NUS to the Union**

**43b: Completion of DBS checks** – CB asked all External Trustees to complete an online DBS check and then forward the certificate to CB and seek reimbursement for the cost. The online site to use is:

<https://www.gov.uk/request-copy-criminal-record>

**Action: RQ, AR, MW and LB to complete online DBS check**

**Meeting closed at 5.15pm**

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

Date \_\_\_\_\_