



## Minutes of the Trustee Board and Board of Directors

Thursday 2<sup>nd</sup> November 2017 from 10am

**Present:** Mike Wilkinson (MW) (External Trustee), Richard Quayle (RQ) (External Trustee), Lewis Bretts (LB) (External Trustee), George Coombs (GC) (President), Stephanie Foxton (SF) (President of Education), Annie Severn (AS) (President of Wellbeing & Diversity) and William Fade (WF) (Student Trustee).

**In Attendance:** Chris Bateman (CB) (CEO), Jane Marshall (JM) (BHP Chartered Accounts) from item 1 to item 9 inclusive, Graham Atkinson (GA) (External HR Consultant) for item 12 only, and James Brooks (JB) (CEO of Lincoln Students' Union) for items 13 to 27 inclusive.

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

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

### **2. Verification of Trustee identification by Auditors**

As set out in paper TB/1718/02/01 the Trustees presented identification to JM for inspection and verification of identity.

### **3. Welcome and Introductions**

GC welcomed the members of the Board and JM to the meeting.

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

Amy Roberts (AR) (External Trustee) and Joseph Lynch (JL) (Student Trustee).

### **5. Declarations of interest & review of Register of Interests - TB/1718/02/02**

GC presented paper TB/1718/02/02 – Register of Interests. Further declarations noted:

- WF addition as a student and service user of Students' Union services
- WF as a member of Snow Sports Club
- JL as a member of Badminton Club

The Sabbatical Trustees also noted a conflict of interest with agenda item 10 and so would leave the meeting at the appropriate time.

There were no further declarations made.

## **6 & 7. Minutes from 17<sup>th</sup> July 2017 and Matters Arising - TB/1718/02/03**

The minutes from 17<sup>th</sup> July 2017 were **approved**.

**Item 5: 2020 Strategic Plan KPI Dashboard** – CB confirmed this had be circulate for electronic approval.

**Item 7: SUSS Pension** – CB confirmed that the University Executive Director of Finance had been approached regarding making a three year payment and declined this offer.

**Item 8: Updates to Byelaw 4** – CB confirmed the updates were made as per the last meeting and that successful elections had been undertaken for Liberation Officers.

**Item 9: Invite Elections Returning Officer to attend** – CB confirmed James Brooks would be joining the meeting at lunch time.

**Item 10: External Auditors** – CB confirmed an audit tender pack was being prepared and would be taken to the January Finance Committee for approval.

**Item 15: 2014-17 Strategic Plan KPI Dashboard** – CB confirmed this had been updated and circulated to the Trustee Board following release of NSS results.

**Item 22: Quality Students' Union Report** – CB had drafted a report and this would be discussed under Agenda Item 13.

**Item 25: Presidents Campaign & Activity Priorities** – GC confirmed these had been circulated electronically to the Trustee Board.

**Item 27: External Speakers Investigation** – CB confirmed the matters had been investigated and External Speaker applications were not received as the speakers were organised by University academic staff and not the Language or Linguistics Societies.

**Item 28: GDPR Compliance Progress Report** – CB had drafted a report and this would be noted under Agenda Item 25

## **8. Trustee and Director Appointment - TB/1718/02/04**

CB presented Paper TB/1718/02/04 – Trustee and Director Appointment. The Trustee Board (and Board of Directors) **approved** the appointment of William Fade as a Trustee and Director. CB is to update Companies House and the Charities Commission.

**Action: CB**

## **9. To approve the 2016/17 Year End Accounts - TB/1718/02/05**

JM talked the Board through the 2016/17 Year End Accounts in particular the Statement of Financial Activities, Balance Sheet and Cash Flow Statement.

LB enquired why the Union did not have any fixed assets. JM explained that this was because any that were in existence in 2015/16 had not been written off. There was a discussion around the capitalisation of fixed assets and the current policy being to only capitalise assets of a value in excess of £1,000, as stated in note 1.6 on page 40 of the Year End Accounts. Following the discussion the Board requested CB to raise this policy for discussion at the Finance Committee.

**Action: CB**

JM then discussed the Audit Findings Report with the Board, and the two management finding points.

JM then outlined the contents of the Letter of Representation that the Board were being asked to sign and ensured all Board members were clear of its contents.

The 2016/17 Year End Accounts were **approved** by the Board.

GC and MW then signed Accounts and Letter of Representation on behalf of the Board.

[A comfort break was taken by Board members and JM left the meeting]

#### **10. To approve the 2018/19 Sabbatical Officer Salary - TB/1718/02/06**

GC, SF and AS left the meeting.

CB presented Paper TB/1718/02/06 – 2018/19 Sabbatical Officer Salary. A salary of £17,783 was approved by the Board for the 2018/19 Sabbatical Officers.

There was then a discussion regarding the benchmark group used to assess this salary figure and the Board asked CB to reflect on this group and consider if it should be modified.

**Action: CB**

GC, SF and AS rejoined the meeting.

#### **11. Election of Trustees for Sub-Committees - TB/1718/02/07**

GC presented the Paper TB/1718/02/07 – Election of Trustees for Sub-Committees. GC confirmed that JL had stepped down from the HR & Remuneration sub-committee.

WF was **unanimously elected** as the Student Trustee for the HR & Remuneration committee.

#### **12. External Diagnostic Report and Recommendations - (TB/1718/02/08)**

GA joined the meeting.

CB presented the paper TB/1718/02/08 – External Diagnostic Report and Recommendations. CB then invited GA to give the Board an overview of the process he had undertaken in completing the diagnostic.

MW observed that the Board was required to approved recommendations 5c and 5t along with the others detailed on the cover page of the paper. It was also discussed that the 70% metric within recommendation 5c was a guide and not a target and that this could be monitored by the Finance Committee.

LB asked for greater insight into recommendation 5k which proposed a bi-annual analysis of the organisations culture. CB discussed some of the findings of his Masters paper on culture and GA discussed his findings around culture in more detail. The Board were reassured by CB And GA that the structural changes proposed in recommendation 5a were not being seen as a method to positively enhance culture in the organisation and CB gave an overview of other work underway to achieve this.

RQ requested that specific recruitment agencies not be detailed in the Succession Plan proposed in recommendation 5t to allow future flexibility. This was agreed by the Board.

The Board **approved** the recommendations within the report and for CB to progress with a formal consultation regarding the proposed implementation of the recommendations. The Board then suggested CB to update the HR & Remuneration Committee on progress in due course.

**Action: CB**

### **13. Quality Students' Union Recommendations Report - TB/1718/02/09**

CB presented the paper TB/1718/01/08 – Quality Students' Union Recommendations Report. The Board discussed the content of the report and asked for CB to add a movement indicator column and more detail regarding the specific projects and activities being undertaken in relation to the individual recommendations. This report is to be included in future meetings.

**Action: CB**

**GA left the meeting. JB joined the meeting.**

### **14. Strategic Plan Progress Report – TB/1718/02/10**

CB updated that a dashboard had not been formed yet as the plan had only commenced in September 2017. SF updated in record numbers of elected Academic Reps, CB thanked the Membership Engagement Team for the efforts in achieving this.

### **15. Update on University Activity - Presentation**

GC updated the Board on recent University Governing Body matters and also current and future key projects and priorities of the University.

### **16. Attendance Monitoring System Report - TB/1718/02/11**

**JB left the meeting at the request of the Board for commercial sensitivity reasons.**

CB presented the paper TB/1718/01/11 – Attendance Monitoring System Report. The Board discussed the content of the report and were satisfied that this project had not caused mission drift

**JB returned to the meeting.**

### **Items to Note (Items 17 to 25)**

Items 17 to 25 and papers TB/1718/02/12 to TB/1718/02/20 were noted by the Board.

### **26. Any Other Business**

Date of next meeting – CB confirmed the next meeting would take place on Wednesday 10<sup>th</sup> January 2018 and a dinner would be organised for the evening of Tuesday 9<sup>th</sup> January 2018. CB also confirmed the April meeting would take place on the evening of Wednesday 11<sup>th</sup> April 2018.

**Meeting closed at 2.30 pm**

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

Date \_\_\_\_\_