



UEA Student Union
(Company number: 0966 4303)

Board Meeting
Wed 6 Sep 23 @ 1600
in the Union House

Minutes (Version 1)

Trustees Present

| | | |
|---------------------------|--|---------|
| Taylor Sounes (TS) | Chair and Under-Graduate Education Officer | |
| Anwar Azari (AA) | External Trustee | Virtual |
| Simon George (SG) | External Trustee | |
| Luke Johnson (LJ) | Activities & Opportunities Officer | |
| Elise Page (EP) | Post Graduate Officer | |
| Serene Shibli Sexton (SS) | Campaigns & Democracy Officer | |
| Nathan Wyatt (NW) | Welfare, Community & Diversity Officer | |

In attendance

| | | |
|----------------------|------------------------------------|---------|
| Tim Cave (TC) | Assistant Director – Finance (ADF) | |
| Jonathan Davis (JD) | Clerk | |
| Caroline Wilson (CW) | CEO (Interim) | Virtual |

Quorum

Article 103. Half the post-holders on the Board of Trustees and such quorum must include a minimum of two External Trustees and four Trustees who are Ordinary Members of the Union (**Ordinary Members:** student members of the Union being students at the University of East Anglia (As further defined by **Article 17**) and full-time Student Officers (**Article 165.29**)).

The **quorum** for this meeting is **6** Trustees.

Article 105. Where the resolution or issue under discussion concerns a matter in respect of which some or all the Trustees have a conflict of interest, **the quorum shall be 5.**

1. **Welcome.**
 - 1.1. At 1608, the Chair;
 - 1.1.a. opened the meeting and
 - 1.1.b. welcomed those present.
2. **Meeting Business.**
 - 2.1. Statement of quorum. It was noted the meeting was quorate.
 - 2.2. Apologies. Apologies were accepted from;
Dev Aditya
Ben Soper
 - 2.3. Completed Declarations of Business. The Clerk reported that the following needed to be completed by all trustees:
 - 2.3.a. GDPR Personal Details Form.
 - 2.3.b. Declaration of Business Interests (2023 / 24)
 - 2.3.c. Trustee Automatic Disqualification Declaration.
 - 2.4. Declarations of Business (This meeting). No declarations were received relating to this meeting.
 - 2.5. Confidentiality Statement.
 - 2.5.a. The Chair reminded all present of the need for confidentiality.
 - 2.5.b. All present;
 - 2.5.b.i. accepted the need for confidentiality and
 - 2.5.b.ii. agreed to ensure nothing discussed in the meeting was discussed with third parties.
3. **Governance Matters.**
 - 3.1. Election of Chair (Article 106). It was noted that this had been completed at the previous meeting.
 - 3.2. Election of Deputy Chair (External Trustee) (Article 107). Dev Aditya was elected, unanimously, as Deputy Chair.
 - 3.3. Ratification of the appointment of External Trustees.
 - 3.3.a. The following External Trustee appointments were ratified unanimously.
 - 3.3.a.i. Dev Aditya.
 - 3.3.a.ii. Anwar Azari.
 - 3.3.a.iii. Ben Soper.
 - 3.3.b. It was noted that Simon George's appointment had been ratified at the previous meeting.
 - 3.3.c. It was reported that Francis Fay had resigned as a Trustee. This was noted with disappointment by the meeting.

- 3.4. Special Resolution. The Clerk reported that the Articles (Dated Jun 16 as amended in Jul 16 & Jun 17) held by Companies House were not the same as the Articles widely in use in the SU.
- 3.4.a. In the ensuing discussion, it was confirmed that there were material differences between the versions especially in the number of External Trustees.
- 3.4.b. It was agreed, unanimously, that the Special Resolution, currently being circulated for signature, should be forwarded to Companies House without delay to ensure the Articles Held by Companies House reflected the Articles in use by the Company.
- 3.5. Trustee Board Terms of Reference (ToR). Following discussion, the Trustee Board ToR were agreed, unanimously.
- 3.6. Management Committee ToR.
- 3.6.a. The Chair;
- 3.6.a.i. introduced the Management Committee ToR and
- 3.6.a.ii. led the ensuing discussion.
- 3.6.b. [REDACTED]
- 3.6.c. A Trustee challenged the need for, and the role of, an External Trustee on the Management Committee which is an internal committee; discussion ensued. It was accepted by the meeting that the role was one of mentoring and supporting the Chair of the Management Committee and providing Trustee continuity; the inclusion of an External Trustee was supported by the meeting.
- 3.6.d. Following further discussion, the ToR of the Management Committee were accepted, unanimously.
- 3.7. Finance Committee ToR. Following discussion, the Finance Committee ToR were agreed, unanimously.
- 3.8. External Trustee Appointments. The following appointments were agreed:
- 3.8.a. Supervising Trustee. Anwar Azari
- 3.8.b. Finance Committee External Trustee. Simon George
- 3.8.c. Management Committee External Trustee. Not appointed.

4. **Minutes of the previous Meeting: Tue 20 Jul 23.**

- 4.1. Accuracy.

4.1.a. With one minor amendment, the minutes of the meeting, 20 Jul 23, we accepted as an accurate record of the meeting.

4.1.b. The Chair was requested to sign the minutes as such.

4.2. Matter Arising not on the agenda. There were no matters arising not on the agenda.

4.3. Outstanding actions. The completion of on the outstanding actions was noted.

5. **Board Objectives (2023 – 24)**

5.1. The Chair;

5.1.a. drew the attention of the meeting to the previously circulated Objectives and

5.1.b. led the ensuing discussion and

5.2. Following discussion, the Chair agreed to liaise with individual committees on the implementation of the objectives. **Action: Chair**

5.3. The Clerk was requested to ensure the objectives were discussed at the next available committee meetings. **Action: Clerk**

5.4. All present were asked for written suggestions to improve the document.

Action: All present

5.5. Following further discussion, it was agreed, unanimously, to adopt the Draft Board Objectives (23 – 24)

6. **Committee Reports.**

6.1. It was noted that these were summary reports as more detailed reports are received, scrutinised and actioned at the monthly formal Management Committee meeting.

6.2. Finance Committee.

6.2.a. It was reported that;

6.2.a.i. the Forecast of Outturn was as expected and

6.2.a.ii. there were positive indicators that commercial activity was improving from pre-ticket sales.

6.2.b. **Reserves.** In response to a question from a Trustee, it was confirmed that the broad Reserves Policy was to keep approx. three months of known operational costs, including salary costs, available as a reserve.

6.2.c. **Holiday Pay.** It was reported that this was unclear as a decision in Brazel v Harper Trust (Jul 22) was expected to clear up the matter.

6.2.d. **Cost-of-Living Payment.**

6.2.d.i. The cost-of-living challenges facing the staff team were raised.

6.2.d.ii. [REDACTED]

Action: CEO

6.2.d.iii. In further discussion, it was agreed to pay all staff employed by the SU as at 30 Sep 23.

6.2.e. **COVID Loans.**

6.2.e.i. In response to a question, the ADF explained the background to the loans made to the SU during the COVID crisis.

6.2.e.ii. It was the feeling of the meeting that whilst significant, they did not present a major threat.

6.2.f. The ADF reported that over COVID, the SU trading elements had made a loss but were now returning to profit, discussion ensued.

6.2.g. In response to a question from a Trustee, the ADF confirmed that budget figures and predicted income were predicated on the UEA filling the majority of its student places. It was noted that student numbers had held up well with UEA student accommodation expected to be at 95% occupancy.

6.2.h. In further discussion, it was the feeling of the meeting that the SU was set up well for a successful year.

6.3. Management Committee (SUMC).

6.3.a. The Chair of the SUMC;

6.3.a.i. drew the attention of the meeting to the previously available minutes of the formal meeting (15 Aug 23) and

6.3.a.ii. invited questions.

6.3.b. The extensive, insightful and well-crafted, minutes were noted; there were no questions.

6.3.c. Anti-racism Charter. There was no update available.

6.4. Appointments & HR Committee. There was nothing to report.

6.5. Risk & Oversight Committee. There was nothing to report.

7. **FTSU Officer Reports.**

7.1. It was noted that these were summary reports as more detailed reports are received, scrutinised and actioned at the monthly formal Management Committee meeting.

7.2. Under-graduate Education Officer. There was nothing to report since the SUMC meeting.

7.3. Activities & Opportunities Officer. LJ:

7.3.a. reported that progress had been made on the night-bus project and

7.3.b. confirmed he would report back to the SUMC on progress.

7.4. Post-graduate (PG) Officer. EP reported;

7.4.a. about welcome events to engage PG students specifically PG research students and .

7.4.b. that progress was being made in antiracism & antisemitism activities.

- 7.5. Campaigns & Democracy Officer. SS reported on several activities including;
 - 7.5.a. contact with local renters,
 - 7.5.b. preparing the new year for democratic activities including working on a presentation to deliver to new students,
 - 7.5.c. reviewing the relationship between the Articles of Association and the SU bye-laws and
 - 7.5.d. generating more student involvement in elections.
- 7.6. Welfare, Community & Diversity Officer. NW reported;
 - 7.6.a. that the art wall had been completed in the HIVE,
 - 7.6.b. he was proactively increasing engagement with disabled students and
 - 7.6.c. he was fighting the closure of the campus pharmacy.
- 7.7. In response to a question relating to voter registration, SS confirmed that;
 - 7.7.a. this was an ongoing project and
 - 7.7.b. it was hoped the campus would be used as a polling station at the next opportunity.

8. **CEO Report.**

- 8.1. It was noted that this was a summary report as a more detailed, written, report is received, scrutinised and actioned at the monthly formal Management Committee meeting.
- 8.2. Other than a confidential item, the CEO confirmed there was nothing to add since the written report to the SUMC.

9. **HR Report.**

- 9.1. It was noted that this was a summary report as a more detailed, written, report is received, scrutinised and actioned at the monthly formal Management Committee meeting.
- 9.2. The CEO raised the issue of increased concern over staff taking time-off due to stress. Discussion ensued in which the CEO confirmed that processes and procedures including one-to-one meetings and counselling were available to mitigate problems.

10. **Any other Business.**

- 10.1. **Student Code of Conduct.** The Clerk confirmed that no response had been received from the subject of a recent Student Code of Conduct process; the matter was deemed to be closed.
- 10.2. **Charity Commissioners (CC).**
 - 10.2.a. The Clerk reported that the Charity Commission had recently changed access procedures to the CC portal. This, combined with the recently completed

redundancy process and change of roles meant there was no-one in the Student Union with access to the CC portal.

10.2.b. The Clerk also reported that despite sending an email to the nominated charity contact there had been no response. Similarly, calling the charity contact number held by the CC had resulted in the phone ringing on the empty desk next to his.

10.2.c. Following discussion, it was agreed unanimously, that the Clerk should take whatever action necessary to gain access to the University of East Anglia Students Union Ltd charity (Charity number: 1162866).

11. There being no other business, the meeting closed at 1752.

Jonathan Davis
Clerk to the Board

Date: 23 Sep 23

Signed: _____
Print name: _____
Position / Appointment: _____

Date: _____

Outstanding Actions

| Item | Action | Responsible | By when | Update |
|-----------------------|---|-------------------|-------------------------|---------|
| 20 Jun 23 12.2.b | Obtain cost for providing onboarding service | Taylor Sounes | Next meeting | Ongoing |
| 6 Sep 23 5.2 | Liaise with committees to implement Board Objectives. | Chair | At appropriate meetings | |
| 6 Sep 23 5.3 | Ensure 'Objectives' is discussed at the next committee meeting | Clerk | At appropriate meetings | |
| 6 Sep 23 5.4 | Provide written feedback to Chair on amendments to 'Board Objectives' | All board Members | Next meeting | |
| 6 Sep 23 6.2.d.iii | Implement cost-of-living payment to staff | CEO | As soon as practicable | |
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