

UEA Student Union (Company number: 0966 4303)

Board Meeting

Mon 12 Feb 24 @ 1600 in the Union House

Minutes (Version 1)

Trustees Present

Taylor Sounes (TS)	FTSO, Chair and Under-Graduate Education Officer	
Dev Aditya (DA)	Deputy Chair	Virtual
Anwar Azari (AA)	External Trustee	Virtual
Liz Bigalke (LB)	PTSO	
Ivo Garnham (IG)	Student Trustee	
Simon George (SG)	External Trustee	
Luke Johnson (LJ)	FTSO (Activities & Opportunities Officer)	
Catriona Lee (CL)	Student Trustee	
Elise Page (EP)	FTSO (Post Graduate Officer)	
Meg Powley (MP)	Student Trustee	
Serene Shibli Sexton (SS)	FTSO (Campaigns & Democracy Officer)	
Holly Summers (HS)	PTSO	
Nathan Wyatt (NW)	FTSO (Welfare, Community & Diversity Officer)	

Apologies

Emeka Chikaosolu (CE)	Student Trustee
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In attendance

Tim Cave (TC)	Assistant Director – Finance (ADF)	(From 1710 to 1727)
Jonathan Davis (JD)	Clerk	
Jumara Stone (JS)	CEO	

Observing

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 **8** 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.**

A. **Section A: Meeting Business**

A.1. **Statements from the Chair.** The Chair;

- A.1.1. reported the resignation of Ben Soper as an External Trustee and
- A.1.2. recorded the thanks of the Trustee Board for his support during his tenure.

A.2. **Administrative Items**

- A.2.1. **Quorum.** The Clerk confirmed the meeting was quorate.
- A.2.2. **Apologies.** Apologies were accepted as shown.
- A.2.3. **Confidentiality Statement.** The Chair reminded all present of the need for confidentiality.

A.3. **Declarations of Interest.**

- A.3.1. The FTSO declared an interest in item B3.
- A.3.2. AA declared an interest in item B6.

A.4. **Minutes of the Previous Meeting: 6 Dec 23.**

- A.4.1. It was noted that AA had attended in person and not virtually; the Clerk agreed to correct the error.
- A.4.2. It was agreed, unanimously, that with this correction, the minutes were an accurate record of the meeting; the Chair agreed to sign them as such.

A.5. **Action Log.**

- A.5.1. Outstanding actions are shown at the end of the minutes.

A.5.2. **4 Dec 23 7.6. Decide on future of Waterfront.**

- A.5.2.1. The CEO reported that;

- * the lease had been renegotiated and
- * it was intended to extend the lease for a further 10 years.

- A.5.2.2. A trustee asked about contractual changes negotiated. The CEO responded that;

- * the new lease included use of extended facilities eg the garden,
- * a two-month rent free period to cover renovations and
- * the UEA was interested in becoming involved and developing the facility as a university presence in the city.

- A.5.2.3. Discussion ensued. It was the feeling of the meeting that more information was needed before a decision could be made; the CEO was requested to prepare, and circulate a full, costed, proposal for consideration at the next Finance Committee meeting. **Action: CEO**

A.5.2.4. In further discussion, the Finance Committee was given delegated authority to decide the matter on behalf of the Trustee Board (TB) without further reference to the TB.

B. Section B. Items for Decision

B.1. External Chair of Board.

B.1.1. The Chair;

B.1.1.1. drew the attention of the meeting to the previously available briefing paper and

B.1.1.2. introduced the proposal by outlining the background to the need for an independent chair highlighting the following points;

* **FTSO Workload.** As Chair, the amount of time taken on governance detracts from the time the FTSO can devote to the elected post resulting in a diminished service to the student body.

* **CEO Support.** The CEO needs an experienced person to whom representations can be made for advice, guidance and support; the FTSO Chair may not be in a position to provide this.

* **Separation.** The role of FTSO must work closely on delivering services to students. This role can be difficult to separate from the role of Chair and line-manager of the CEO.

B.1.2. Discussion ensued in which confirmed that a FTSO would be Deputy-Chair to provide student input at the highest level of the SU

B.1.3. In response to a question, the Chair confirmed that the SU would recruit an external trustee specifically to be Chair probably using an independent recruitment agency.

B.1.4. The cost of the recruitment process was discussed. It was noted that there were funds available in relative budgets to cover the costs.

B.1.5. Discussion moved to reimbursement of the post. Whilst it was agreed that the post should be unrewarded, it was accepted that some payment may be necessary. [REDACTED]

B.1.6. It was agreed, unanimously, that any recruitment and selection process should be student driven.

B.1.7. A wide-ranging discussion took place at the end of which, it was agreed unanimously that a proposal should be developed for presentation to the Student Council. **Action: Chair & CEO**

B.1.8. Vote of Confidence.

B.1.8.1. The meeting considered recent public criticism of the Chair.

B.1.8.2. Following discussion, a Vote of Confidence was proposed; the Trustee Board, unanimously, confirmed confidence in the Chair.

B.2. Governance Review Implementation.

B.2.1. The CEO;

B.2.1.1. drew the attention of the meeting to the previously available briefing paper (Specifically the 'Summary Actions'. Para 400 et seq) and

B.2.1.2. led the ensuing discussion.

B.2.2. Para 408.

B.2.2.1. The recommendation was noted. It was mooted that there should be five external trustees focussed as shown below:

- * Finance
- * Commercial
- * Student Union / Higher Education
- * Appointed by the UEA
- * Chair

B.2.2.2. Following discussion, this model of 5 external trustees was agreed, unanimously.

B.2.3. Para 409.

B.2.3.1. The rationale behind the appointment of student trustees was explained; skills based rather than popularity.

B.2.3.2. Following discussion, this suggestion was supported, unanimously with the caveat that elected student officers should be heavily involved in the recruitment and appointment.

B.2.4. **Trustee / SLT Training.** The need to better organised training of both Trustees and SLT was accepted by all present.

B.2.5. It was noted that the proposals may require amendments to the Articles of Association which may take time.

B.2.6. It was the feeling of the meeting that the processes required resulting in adoption of the Summary Actions should be started without delay.

B.3. Sabbatical Officer Pay Review.

B.3.1. 1740.

B.3.1.1. The FTSO left the meeting; it was noted that the meeting was still quorate.

B.3.1.2. DA took the Chair.

B.3.2. The CEO explained the background to the proposal to [REDACTED]

B.3.3. Discussion evolved around comparisons of remuneration packages at similar universities; it was confirmed that there were no additional benefits linked to the UEA SU.

B.3.4. Focus moved to FTSO workload. It was accepted by all present that;

B.3.4.1. the FTSO workload had increased significantly in recent years and

B.3.4.2. without a reasonable reward, there may be challenges recruiting future FTSO.

B.3.5. [REDACTED]

B.3.6. 1747.

B.3.6.1. The FTSO rejoined the meeting.

B.3.6.2. TS resume as Chair.

B.4. Confirmation of Returning Officer Approval. Following discussion, it was agreed, unanimously, that the NUS should be appointed as Returning Officer.

B.5. Night Bus Proposal.

B.5.1. The Chair;

B.5.1.1. introduced the topic and

B.5.1.2. invited LJ to led the discussion.

B.5.2. LJ;

B.5.2.1. drew the attention of the meeting to the previously available briefing paper and

B.5.2.2. led the ensuing discussion.

B.5.3. A trustee sought clarification of what was meant by 'short-term; it was confirmed that this was one or two years.

B.5.4. The Trustee pressed that this meant a potential [REDACTED] and asked how the SU was to be refunded.

B.5.5. In response, LJ stated that the SU would be refunded once the service is in profit.

- B.5.6. Discussion moved to usage of the service. Whilst it was the feeling of the meeting that this was a worthwhile proposal, concern was expressed about lack of use leading to a significant financial loss.
- B.5.7. The meeting was informed that the service would be;
 - B.5.7.1. heavily advertised, especially amongst new student and
 - B.5.7.2. open to employees of the nighttime economy not just students.
- B.5.8. The meeting agreed to support the proposal on a one-year trial basis as long as there were clear agreements with First-Bus and Norwich City Council so the SU was not carrying all the risk.
- B.5.9. LJ was requested to provide;
 - B.5.9.1. a bus update and
 - B.5.9.2. metrics to assess success to the next meeting. **Action: LJ**

B.6. Trade Union Representative Recognition Policy

- B.6.1. AA took no part in this part of the meeting.
- B.6.2. The meeting was supportive of the proposal but sought clarification about whether the FTSO could join a union or were barred due to contractual reasons; the CEO agreed to review this. **Action: CEO**
- B.6.3. Discussion continued around the primary route of support for FTSO should a dispute arise with the SU. It was the feeling of the meeting that, in the first instance, the FTSO would seek advice from the NUS rather than a union.
- B.6.4. Notwithstanding the issues of FTSO membership, it was agreed, unanimously, that union membership should be encouraged amongst SU staff.

The meeting recessed for a short break.

1710. TC joined the meeting.

C. Section C. Items for Report

C.1. Sub-Committee Reports.

- C.1.1. **Risk & Oversight.** SS reported that the R & O committee had not met, there was no report.
- C.1.2. **Appointments & HR.** EP reported that the main business discussed was performance KPI for the CEO which would be covered in Part 2 of the meeting.
- C.1.3. **Management Committee.** LJ reported on:
 - C.1.3.1. agreement to purchase an electronic diary management system expected to be operational by Sep 24,
 - C.1.3.2. the agreed change of format to meetings plus the CEO who would represent other members of SLT,

- C.1.3.3. discussions surrounding the future of the Waterfront,
- C.1.3.4. agreement to renovate the Hive and
- C.1.3.5. a ban on temp posters in the Hive with notice boards to accommodate notices and posters.

C.1.4. **Finance Committee.**

- C.1.4.1. It was reported that the planned meeting had been delayed until next Mon (19 Feb 24) at which it was expected to discuss the audit report.
- C.1.4.2. Discussion ensued in which TC explained the audit process and the reports generated.
- C.1.4.3. In response to a general enquiry, TC confirmed that no major issues had been identified.
- C.1.4.4. The short response time for a decision on the Waterfront lease was noted.
- C.1.4.5. It was agreed, unanimously, that Finance Committee should;
 - * review the paper from the CEO and
 - * make a decision on behalf of the TB without further recourse to the TB.
- C.1.4.6. All trustees were invited to attend the Finance Committee meeting; NW agreed to send out the electronic invite to all trustees.

Action: NW

C.2. **Finance Report.**

- C.2.1. TC;
 - C.2.1.1. drew the attention of the meeting to the previously available Finance Report and
 - C.2.1.2. led the ensuing discussion.
- C.2.2. It was reported that the trading shortfall highlighted earlier in the year, whilst slightly better than originally expected, was still forecast to deliver a significant deficit, partially offset by reduced expenditure in other areas especially staffing.
- C.2.3. In the discussion that developed, TC confirmed an expected end of year deficit of approx. £150,000.
- C.2.4. The focus of the meeting moved to the;
 - C.2.4.1. implications of the increase in the minimum living wage and

- C.2.4.2. need to maintain pay differentials with slightly higher paid staff; it was felt that this would increase the wage bill by approx. £80,000 per year.
- C.2.5. Discussion developed. It was the feeling of the meeting that whilst the SU was obliged to increase rates of pay this would exacerbate the pressure on revenue generation.
- C.2.6. A trustee sought assurance that the SU was financially sound.
- C.2.7. TC;
 - C.2.7.1. explained the audit concept of a 'going concern' ie the SU has sufficient reserves to cover immediate liabilities but
 - C.2.7.2. reported that at the current rate of loss, the SU would run out of reserves within two or three years.
- C.2.8. It was recognised, by all present, that SU was, currently, in a satisfactory position but that this would deteriorate quickly should no action be taken.
- C.2.9. In the ensuing discussion, the CEO commented that the SU was;
 - C.2.9.1. aware that night club and gig offerings were not generating the income from previous years and
 - C.2.9.2. exploring options to diversify including coffee outlets and increasing the UEA presence in the city.
- C.2.10. A trustee sought confirmation that the financial projections included the imminent pay rises.
- C.2.11. TC confirmed that these had been included in the calculations.
- C.2.12. A trustee asked about the role of loans in the forecast.
- C.2.13. TC explained;
 - C.2.13.1. the background to the current loans and
 - C.2.13.2. that UEA was being very supportive in not demanding repayment immediately but was content to wait for repayment once the bank loan had been repaid.
- C.3. **CEO Report.**
 - C.3.1. The CEO;
 - C.3.1.1. drew the attention of the meeting to the previously available report,
 - C.3.1.2. led the ensuing discussion and
 - C.3.1.3. asked for questions.
 - C.3.2. The meeting focussed on the Team Celebrations and Wins; the amount of work covered was noted.

- C.3.3. In the ensuing discussion, it was clarified that the UEA has celebrating its 60th anniversary, the SU would, very shortly, be celebrating 50 years.
- C.3.4. A wide-ranging discussion developed in which the role of Deputy Returning Officer featured; it was noted that this could be very challenging for the CEO.
- C.3.5. It was agreed to identify another member of staff to cover the role in future elections.
- C.3.6. In response to a question about the LGBTQ+ Bar, the meeting was unsure whether this was a TB or Student Council issue; the CEO agreed to;
- C.3.6.1. consult,
- C.3.6.2. carry out due diligence and
- C.3.6.3. report back to the next meeting. **Action: CEO**
- C.3.7. In the resultant discussion, the need to get SU staff and student clubs and committees involved in SU days was accepted by all present.
- C.3.8. The discussion moved to the involvement of members of SOC in SU activities; the CEO agreed to follow up SOC members involvement with a view to increasing the presence at SU activities. **Action: CEO**
- C.3.9. The meeting moved on to consider strategic planning; it was noted that there was limited student facing input into strategic planning.
- C.3.10. In the discussion that developed, the CEO confirmed her intention before crafting a five-year strategic plan to consult widely with;
- C.3.10.1. students,
- C.3.10.2. the UEA and
- C.3.10.3. the NUS.
- C.3.11. The CEO spoke about aligning the SU strategy with the UEA.
- C.3.12. In response to a general question, the CEO confirmed that she hoped to have the strategy ready for presentation to the Trustee Board at the Strategy Day.
- C.3.13. It was the feeling of the meeting that the report was informative and of a suitable length.
- C.3.14. The meeting was informed of developments from the DfE relating to Freedom of Speech legislation and potential penalties for failure to comply.
- C.3.15. The CEO was asked to circulate a short brief before the next meeting. **Action: CEO**
- C.3.16. The meeting was informed that the UEA was launching a new strategy which all trustees were encouraged to read.
- C.3.17. The CEO was asked to circulate a link to the strategy to all trustees. **Action: CEO**

- C.3.18. The CEO reported that a data sharing agreement had been reached with the UEA.
- C.3.19. In response to general enquires from the trustees, the CEO responded that where there are misconduct allegations on campus, the University and SU will work together; if the complaint relates to an area specifically run by the SU, the SU will, initially, deal with the complaint.
- C.3.20. In further discussion, it was confirmed that incidents of a serious nature eg sexual assault will be dealt with by the University.
- C.3.21. In response to a question from a trustee about the advantage of the data sharing agreement, the CEO felt that the main advantages were.
 - C.3.21.1. A single route of investigation without the duplication and repetition of two separate investigations.
 - C.3.21.2. A consistent approach from a much better resourced organisation.
- C.3.22. The meeting was supportive of the data sharing agreement.
- C.4. **Union Council Report.**
 - C.4.1. LL reported on the Dec 23 meeting at which there had been an uncontentious bye-law amendment.
 - C.4.2. In the ensuing discussion, LL reported that it had been a good, well attended, meeting.
 - C.4.3. In response to a general query, it was confirmed that the Trustee Board was not required to ratify changes to the bye-laws.
- C.5. **Dates of Future Meetings.** Following discussion, it was agreed, unanimously to:
 - C.5.1. Reschedule the meeting planned for Mon 8 Apr 24 to Mon 22 Apr 24 and
 - C.5.2. Cancel the meeting planned for Thu 30 May 24
- C.6. **Any Other Business.**
 - C.6.1. **Montion to NUS.** It was agreed that the proposed motion to the NUS Conference should be referred to the SOC.
 - C.6.2. **Team Coaching.**
 - C.6.2.1. AA raised the possibility of 'team coaching' as a means of improving the efficiency of the Trustee Board and the SLT.
 - C.6.2.2. Discussion developed; AA was requested to present a paper at the next meeting. **Action: AA**

It was noted that there were confidential items to discuss.

There being no other business, the open part of the meeting closed at 1752.

Date: 13 Feb 24

Jonathan Davis
Clerk to the Board

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

Date: _____

Outstanding Actions

Item	Action	Responsible	By when	Update
6 Sep 23 5.2	Liaise with committees to implement Board Objectives.	Chair	At appropriate meetings	Closed
23 Oct 23 11.3	Send copies of Union Council meeting agendas, adopted motions / Decisions and delegated actions to the Clerk	SS	From now on	Ongoing
4 Dec 23 3.1.b.ii	Review ToR for A&HRC and send comments to the Clerk	All Trustees	Next Board Meeting 12 Feb 24	Ongoing
4 Dec 23 3.2.c.ii	Review ToR for R&OC and send comments to the Clerk	All Trustees	Next Board Meeting 12 Feb 24	Ongoing
4 Dec 23 4.2.d.iii	Report back on the Risk Register	All Trustees	Next Board Meeting 12 Feb 24	Closed
4 Dec 23 5.2.b.i	Present financial report / forecast on costs / benefits of extending lease on Waterfront	TC	Next Board Meeting 12 Feb 24	Ongoing
4 Dec 23 5.2.b.ii	Review implications of living wage on Grade 3 staff.	Management Committee	Next Management Committee Meeting 9 Jan 24	Closed
4 Dec 23 5.2.b.iv	Meet to prioritise SMT work loads	Chair & SMT	Before next meeting 12 Feb 24	Closed

Item	Action	Responsible	By when	Update
4 Dec 23 5.3	Meet to review A&HC	EP, EB & CW	Before next meeting 12 Feb 24	Closed
4 Dec 23 5.4	Meet to review A&HC	SS, TS & IG	Before next meeting 12 Feb 24	Closed
4 Dec 23 5.4.c	Liaise with University on operation of S&OC	TS	Before next meeting 12 Feb 24	Closed
4 Dec 23 7.5	Raise the Water-Front & staff capacity with new CEO	CW	Before next meeting 12 Feb 24	Closed
4 Dec 23 7.6	Decide on future of Waterfront	CEO	At next meeting 12 Feb 24	Closed
4 Dec 23 7.7	Prepare report on costs of not extending the lease and returning Waterfront to landlord	CEO	At next meeting 12 Feb 24	Closed
4 Dec 23 8.6	Report on costs of Equity at Work training.	CW	At next meeting 12 Feb 24	Closed cost was expected to be approx £2,400
4 Dec 23 9.6	Read the financial papers for discussion at the next meeting	All Trustees	Before next meeting 12 Feb 24	Closed
4 Dec 23 9.7	Consider options for cost saving partnerships with UEA and actions that could be stopped / reduced to reduce costs	All Trustees	Before next meeting 12 Feb 24	Closed Discussions are continuing
4 Dec 23 12	Include 'Board Objectives' as an agenda item for discussion at the next meeting	Clerk	Next meeting 12 Feb 24	Closed
4 Dec 23 14.1	Send preferred days & times of future meetings to clerk	All Trustees & Clerk	As soon as possible	Closed
12 Feb 24 A.5.2.3	Circulate fully costed proposal to support the intention to extend the Waterfront lease by 10 years in time for consideration at the Finance Committee meeting	CEO	Next Finance Committee meeting Fri 16 Feb 24	
12 Feb 24 B.1.7	Develop proposal for external Trustee to be Chair for delivery to Student Council	Chair & CEO	Now	
12 Feb 24 B.5.9	Provide a bus update and metrics to assess success	LJ	Next TB meeting 22 Apr 24	

Item	Action	Responsible	By when	Update
12 Feb 24 B.6.2	Clarify FTSO right to join a union	CEO	Next TB meeting 22 Apr 24	
12 Feb 24 C.1.1.6	Invitation to attend next Finance Committee meeting	All trustees	Mon 19 Feb 24	
12 Feb 24 C.3.6	Confirm if the LGBTQ+ bar decision is a TB or Student Council decision	CEO	Now	
12 Feb 24 C.3.8	Increase SOC member involvement in SU activities	CEO	Now	
12 Feb 24 C.3.16	Circulate short brief on impact of Freedom of Information legislation on the SU	CEO	Next TB meeting 22 Apr 24	
12 Feb 24 C.3.17	Circulate link to new UEA strategy	CEO	Now	
12 Feb 24 C.6.2.2	Present paper on Team Coaching	AA	Next TB meeting 22 Apr 24	

Future Meetings

Mon 22 Apr 24 @ 1600

Papers by Fri 12 Apr 24

Tue 25 Jun 24 @ 0900

Papers by Fri 14 Jun 24