

# Minutes

Subject:	Minutes of the UEASU Trustee Board 18 June 19
Produced by:	Tony Moore
To:	Board
Action:	To approve
Status:	<b>Closed</b>
Paper:	TB xxxx
Purpose:	Record of Decision Making

**Present:** E Johns (EJ) (Student Trustee), C Flanagan (CF) (Student Trustee), M Marko (MM) (Full Time Officer Trustee) J Chapman (JC) (Full Time Officer Trustee ), H Bowen (HB) (Part Time Officer Trustee), L Deary (LD) (Part Time Officer Trustee) S Atherton (SAT) (Full Time Officer Trustee), B Gibbins (BG) (External Trustee), K Watchorn (KW) (External Trustee), O Gray (OG) (Full Time Officer Trustee), R Flaherty (RF) (PG Student Trustee) *via Skype for part of meeting*, S Ascania (SAC) (Student Trustee), M Jopp (External Trustee)

**Chair:** G Burchell (Full Time Officer Trustee)

**In attendance:** A Moore (AM) (Clerk to the Board), T Cave (Head of Finance) (TCA), T Cunningham (TCU) (CEO), C Wilson (Director), A Trew (Full Time Officer Trustee elect ), A Perez (Full Time Officer Trustee elect ), C Perry (Full Time Officer Trustee elect )

## Key Decisions/deliberations:

- *Appointed Jeremy Clayton as External Trustee*
- *Approved a new Charity staffing structure and strategy*
- *Approved a new Risk Management policy*
- *Commissioned a review of permanent staff pay grades*
- *Agreed remuneration of the CEO*

## Action Points

- Election to fill vacant Student Trustee Place to be run alongside Officer by-election in September (TM)
- Syntax change to be made to the April minutes (TM)
- AHRC to consider the expansion of membership of the Board's sub-committees

- DRO Election Report referenced only one complaint – Martin believes there were more complaints than one – this needs to be checked (TM)
- Opportunities for Trustee training to be researched – phasing and costing to be agreed by Management Committee (TCU)
- Chair to inform CEO of Board’s decision on CEO pay (GB)
- The redesigned Risk Register, the finalised risk audit report, and the minutes from management group minutes will be brought to the September Board to inform a discussion on future risk management (TCU)

## **ADMINISTRATION**

### **TB941 Statements from the Chair**

Chair welcomed D Smith to their first Board meeting but noted their train had been delayed and they would arrive shortly.

Chair welcomed the Full-Time Officers elect to the meeting and noted they had elected C Perry as Chair of the Board for 2019-20.

Chair noted the election of Samuel Chan and Karolina Roszkowska and re-election of Charlie Flanagan as Student Trustees for 2019-20.

Chair noted that, under the STV system, Council had opted to re-open nominations for the remaining position and this meant that the Board would need to agree a schedule for a by-election to fill the vacancy.

The Board agreed that the by-election should be run alongside the Officer by-election in September. **AP**

Chair noted that AHRC members had interviewed Jeremy Clayton, the University’s nominee for External Trustee, and had recommended Jeremy’s appointment to the Board.

*The Board approved the appointment of Jeremy Clayton as External Trustee.*

*KW and SA joined the meeting.*

### **TB942 Register of Interests**

EJ reported they had a new part-time job, alongside their current employment with the University. There were no further new declarations.

### **TB943 Minutes of the previous meeting**

MM noted a minor syntax error, with this correction, the minutes of the meeting held on 6 April were agreed.

### **TB944 Action Log and Matters Arising**

Chair noted completed action points.

Chair reported that, although the action to circulate the design of the Union's KPI's had not been completed, it had been superseded by the decision to place a RAG-rated review of the KPIs as a monthly item in Management Committee's Cycle of Business for 2019-20.

Chair noted that increasing the membership of the Board's sub-committees had been discussed at the Strategic Development Weekend and would be further considered by the AHRC. **AP**

TCU reported, as to the universal application of sanctions on violent behaviour in the venues, that ENTs staff had been instructed as to the importance of consistency when applying sanctions. TCU noted that statistics and updates on the current investigation were included in their CEO report in the agenda papers.

*DS joined the meeting.*

TCU reported that an additional two microwaves would be installed in the Hive by September.

Chair asked, concerning this action point, Trustees to remember that the Board's objectives were strategic and to limit requests for action on low-level operational issues which should be made outside of meetings.

*There were no further comments or matters arising.*

#### **TB945 Sub-Committee Minutes**

*Noted without comment.*

#### **TB946 UEASU Election Report**

MM believed there had been an error in the Report as it referenced only one complaint having been received: MM believed that members had made more than one complaint as to the election process.

TM advised that the DRO and author of the Report had left the organisation so this might be difficult to follow up.

TCU advised that, despite the difficulties, the author would be contacted and asked as to the apparent discrepancy. **AP**

#### **TB947 Recommendations on Board process from the Strategic Development Weekend**

Chair noted they had RAG-rated Trustees' recommendations and that the red-rated items were deemed unviable due to financial constraints, but this might change if there were to be an improvement in the Union's finances.

#### **TB948 Training Budget**

Chair noted that Trustees had asked, at the Strategic Development Weekend, for more training opportunities but that in order to access externally provided training the Board would need to agree to the establishment of a dedicated

Trustee Training Budget.

*The Board agreed to establish a Trustee Training Budget and delegated its costing and phasing to Management Committee. **AP***

## **PERFORMANCE**

### **TB949 Chief Executive Report**

TCU drew attention to the written report.

TCU highlighted:

- Organisational Plan – Rag-rating was around 85% green – the orange and red areas were those which could not be actioned because of delays in the University’s service delivery – many of which centred on the University’s redrafting of its Wellbeing Strategy
- Risk and Compliance – auditors had been commissioned to audit the Risk Register; risk had been made a standard item for SMT meetings; a proposed new risk policy was included in the current meeting’s agenda paper and this had a mechanism for reporting any risk developments straight to Board
- NUS – was in the transition year provided for in NUS Turnaround as agreed by National Conference; cuts had been made to support services. To replace the NUS support, Management Committee had agreed to commission services from WONKHE including policy briefings, Officer training and events. (TCU advised the Board should be aware that one of team running WONKHE was Jim Dickinson, the Union’s former CEO)
- Implications of the Augar Report – not high on the political agenda in the febrile atmosphere of Brexit – further updates would be made to Board in December
- Brexit – since the departure of Theresa May – the chances of a hard Brexit had increased
- GDPR – Union currently moving rapidly to full compliance – around 90% of the work completed – if any areas had been missed, they would be caught by the risk audit
- Good Night Out and Eliminate Hate brand work continuing – indications are that the student experience aspect of university league tables would come to the fore over the summer
- Mental Health Task Force and Multi-Agency Group – Union presentation in support of funding bid to the University
- General University funding – bid for an increase to the Block Grant submitted at meeting with the University – subject to ongoing discussions

Venues

- Disciplinary investigations as a result of police report into alleged licensing breaches completed and would go to disciplinary panels
- New procedures in place – a new temporary venues manager taken on reporting directly to the CEO – continued meetings with local and licensing police
- Satisfied that the venues were operating at a much more rigorous level

than prior to the police investigation

- However, in May, there had been informal reports of students who had attended the LCR who had subsequently been the victims of serious sexual assaults; if the Union were made aware of any formal reports these would be passed on to the Board
- Violence in the venues – the data showed no growth in violence in comparison to two years previously – the Board should be aware there had been two arrests made for violence in the LCR.

CF wondered why the comparison in the figures on violence had been made over two years rather than year on year.

TCU advised that the music offer had changed significantly over two years and it was thought the figures for this period would be more meaningful than a year on year comparison.

JC wondered as to a Union strategic plan.

TCU advised that they were minded not to produce a long-term strategic plan in the current year because of the unknowns, particularly Brexit and University funding listed in the written report and the lack of a long-term financial plan. TCU advised that the intention would be to continue with a one-year plan but integrate into it the values that Trustees had agreed at the Strategic Development Weekend including the charity core purpose and the 'building strategy'. TCU advised that the plan would be developed over the summer for implementation over the year ahead.

*There were no further comments.*

### ***TB950 KPIs Update***

*Noted without comment.*

### ***TB951 Senior Management Team Papers***

*Noted without comment.*

## ***COMMERCIAL AND TRADING***

### ***TB952 Development and Oversight Board Minutes***

*Noted without comment.*

### ***TB953 Social Enterprise Report***

TCU drew attention to the written report which showed the situation for the third quarter.

TCU advised the headline figure was that the Union was around £500K down on turnover but up on contributions.

TCU reported that the Shop was down on turnover because of the month-long closure for refurbishment but was also down year on year excluding the closure period.

TCU noted that there had been a decline in alcohol sales because of the

reduced number of gigs due to the University's proscription of certain music genres. TCU noted that because the sales operation had been run more efficiently the contribution from bar sales was up.

TCU reported that the marketing team had identified a sponsorship deal for the Waterfront with Adrian Flux Insurance which would be worth £230K over three years. TCU advised final approval of the deal would be made by Management Committee and that the money would help free up capex that would have gone on the remedial work required under the terms of the lease renewal.

JC wondered as to progress on drafting the budget for the coming year. TCU advised that around 80% of the draft budget had been completed. TCU advised that, working on the assumption that there would be no additional money from the University, the overall contribution from Social Enterprise had been forecasted as £295K but that the actual contribution for the current year had been £200K. TCU advised that, if this were to be the case for the coming year, there would be enough money to pay for the pension deficit and staff salary increases but there would be no money available for capex. TCU advised that its inability to generate increased revenues would be a key strand in the Union's discussions with the University over long-term funding.

*There were no further comments.*

## **FINANCE & LEGAL**

### **TB954 Summary of Finance Committee Business**

OG, as Chair of Finance Committee, reported that the Committee had met and considered the third quarter accounts and had reviewed and approved a new credit cardholder policy as requested by the Board.

OG reported that the draft Budget Estimates had been approved by Union Council and expressed satisfaction that Union Councillors had engaged in the process and had taken a keen interest in how the Union spent the members' money.

OG reported that A Perez had been chosen to chair the Committee for the coming year.

OG noted they had made a presentation to the University on future funding which had argued for an increase in the Block Grant. OG believed that, in the past, the University had cherry-picked which areas of the Union's activities it would fund but it was finally becoming aware that basic 'hygiene' capex areas of expenditure needed to be addressed.

TCA detailed the key items that the Committee had considered:

- Key factor was that trading continued to be profitable but that, at the half year stage, the Union was £70K below the forecast contribution from trading. The basic explanatory equation was £300K profit – (£200K pension contribution+£100K capex) = a balance budget. At

present the Union had a capex wish-list of £300K. TCA characterised the current situation as the Union being £200K adrift of the target of the current financial plan which was to set a budgeted contribution of around £300K

- Three possible scenarios to communicate to the University:
  1. 'As We Are'
  2. Fulfil the goals that the Union had set itself, in line with its partnership with the University, by an increase in funding
  3. If it did not receive extra funding, cut its services to members
- Changes had been made to the budget to make it more realistic and SMT were confident that efficiency gains in Social Enterprise could bring in £50K to which would be added the Waterfront sponsorship deal to enable the Union to meet its immediate capex needs.

*There were no comments.*

### **TB955 Third Quarter Management Accounts**

TCA advised that these showed £30K down on forecast. TCA noted that the cash in the bank situation was positive against target. TCA advised that the Reserves position was satisfactory but cautioned that any use of the Reserves should be predicated on buying time to take remedial action and not to prop up an unsustainable deficit. TCA advised that the current situation would become clearer once the University had decided as to funding for the coming year.

TCU advised, as to the discussions with the University, that, of the three meetings over the current academic year, the first two had been on the long-term funding model but the latest had been on immediate funding for the coming year. TCU hoped that by the September Board SMT would have some indication to give to the Trustees on long-term funding with a longer-term strategic plan.

*There were no comments.*

### **TB956 Budget Estimates Updated**

TCA advised that, at present, the intention was for Finance Committee to meet late in the summer to approve the final version of the Estimates.

*There were no comments.*

## **STRATEGY**

### **TB957 University Funding: paper submitted to the Joint UEA and SU Union Finance Meeting**

TCU advised that the paper had been informed by the discussions that took place at the Board's Strategic Development Weekend and by work undertaken with staff and student staff groups. TCU advised that the paper outlined the Union's aims for the year ahead and, if it received extra funding, where additional money would be spent.

TCU advised that an additional paper had been submitted to the current meeting as to the Charity staffing structure which had been predicated on no additional funding. TCU advised that it had been unfortunate that the paper had to be submitted at this, particular, time but with key staff leaving, management's hand had been forced somewhat and a new staffing structure needed to be in place for the coming year.

MJ noted that Finance Committee had considered actions in relation to different possible responses from the University. MJ argued that, if the University said the paper was admirable but took no concrete action and provided no additional funding, the Union would have to take a serious look at the Estimates for the coming year and strip out some of the spending. MJ cautioned against using the Reserves unless there was a turnaround plan in place. MJ noted that, if there was no extra funding, the summer meeting of Finance Committee would need to consider difficult decisions on where to cut spending and the Board should also recognise that tough decisions would need to be taken.

TCU summarised the situation as: the Union could have a viable budget in place without extra funding from the University but that, for the year after, if there were still no extra funding in place, the budget would need to include serious cuts to spending which would probably entail some redundancies.

TCU advised that, without a long-term funding model from the University, the Union was reliant on asking for the University to fund individual items of expenditure and this allowed the University to ring-fence money for projects it liked and dictate the Union's priorities thus taking away the autonomy of the Student Officers and the Trustees.

TCA advised, as to future capex requirements, a backlog had arisen in the four years since the major refurbishment to Union House including the need to refurbish the lighting and stage equipment and the bars and to replace the floor in the LCR.

OG noted that, in the past, when the University had opted not to increase funding, the Union had tried to squeeze Social Enterprises to generate more money but this option was no longer available; if there were no increase the Board would need to decide which areas of charitable services should be cut. OG argued that, for the request for immediate funding, the Union should focus on its potential to improve student wellbeing.

Chair noted that wellbeing had been the focus of their recent presentation to the Union.

*There were no further comments.*

### ***TB958 New Charity Staff Structure and Strategy***

*Approved without comment.*

**RISK**

### **TB959 Risk Register**

MJ wondered whether it might be beneficial to move oversight of Risk to the Finance Committee.

FF believed this would be counterproductive as it could lead to a focus on financial risk and could neglect other areas; FF thought it might need a sub-group of the Board to oversee.

CF suggested that risk might need a dedicated sub-committee.

OG believed that, if there were a separate committee, risk matters would still end up being considered by the whole Board thus duplicating time and effort.

*The Board agreed to the following course of action: the redesigned Risk Register, the finalised risk audit report, and the minutes from management group minutes to be brought to the September Board for consideration.*

### **TB960 Risk Management Policy**

*Approved without comment.*

### **TB961 GDPR**

CW, for GDPR update, reiterated TCU's statement that compliance was about 85% complete. CW noted how well staff had stepped up to the challenge. TCU noted that if the ICO were to audit the Union, TCU was confident the ICO would view it as an organisation that had made significant progress toward compliance.

FF wondered whether there were any red flags in the GDPR compliance.

CW advised there were no red flags but there were amber ratings on: information the Union held, consent to process, children's personal data and online services and communicating the reasons for collecting the data. CW advised that the latter two issues were under a detailed review by the relevant department.

*There were no further comments.*

### **SUNDRIES**

#### **TB962 Staffing (Closed session)**

*For this item, all staff, excepting the Clerk, left the meeting.*

#### **CEO Remuneration**

***Discussion redacted under the Staff Protocol***

*The Board agreed that: the CEO would receive cost of living increases from the 1 August each year; performance-related pay would be set at 5% of overall pay for future years and be paid at 2.5% for the current year.*

*The Board agreed that the CEO KPIs would be set at September Boards and*

*the reports on performance against KPIs would be considered along with performance-related pay at September Boards. The Board asked that the overriding KPI be performance against budget.*

*The Board delegated FF to support the incoming Chair in line management of the CEO, setting the KPIs and assessing the CEO's performance against them.*

*CW returned to the meeting for the following item.*

### **Investigation of licencing issues**

**Discussion redacted under the Staff Protocol**

*TCU returned to the meeting.*

### **Staff Pay Grades**

CW referred Trustees to the written paper.

CW advised that an issue had arisen as student staff on the National Living Wage Foundation (NLWF) pay level were bumping up against staff on lower grades; whilst staff, seeing a lack of progression, were frequently asking for their roles to be regraded upwards. CW advised that feedback from the staff survey and residential indicated that staff felt the current structure did not reward progression and skills development adequately.

CW noted that the proposal would give CW permission to undertake a detailed review and then bring back to the Board a new staff grading structure for consideration.

TCU advised, for context, that the Board had appointed CW at Director level to fix what it deemed to be a not fit for purpose HR function and CW had been hard at work trying to bring HR up to an acceptable level. TCU advised that CW's timeline, in the paper, of four months might be too sanguine given the multiple issues that CW was having to deal with: TCU advised that the new grading proposal would probably come to the December Board. TCU asked the Board for patience regarding HR as CW would need time to bring HR support for main Board and the Appointments and HR Committee up to the required standard.

**Redacted under the Staff Protocol**

OG noted that the Board had asked management to look at the possibility of a National Student Living wage in the context of the NLWF; OG wondered whether this would continue as part of the proposed grade review.

TCU advised that the NLWF had been categoric in not being interested in a National Student Living wage and, as the Board had endorsed the Union maintaining its position as a NLWF employer, management were working on the assumption that the Board would wish to continue with this status and were accordingly looking at permanent staff grades in this context.

*The Board agreed to a review of staff pay grades.*

### ***TB963 Key Decisions of Union Council***

SA reported that one of the policies passed could have wide financial implications and should be considered by the Board. SA noted that the policy called for the University to declare a Climate and Biodiversity Emergency and to commit to become carbon neutral by 2025. SA noted that, since the policy was passed, the University had declared an Emergency, but this still left the issue of carbon neutrality by 2025 which might have ramifications for the Union and the running of Union House.

TCU advised that it was unlikely that the Union, by itself, could make Union House carbon neutral in the timescale; there was also the question of whether the intention of the policy was to demand that all the Union's supply chains should be carbon neutral. TCU advised that the policy was unclear, and staff would need more guidance from Council as to its intentions.

SA believed the FTOs could bring an amendment to the policy to Council to clarify the policy; SA argued that, if the amendment were to be rejected, the policy should be brought back to Board for reconsideration.

JC wondered what practical measures the Union could currently undertake to fulfil the aims of the policy.

TCU advised that the only concrete action in the policy was to lobby the University to become carbon neutral but, if Council were to designate a date for the Union to achieve carbon neutrality this would be a matter for the Board to consider. TCU advised that the Union rented Union House from the University. TCU advised that the Union and the University had made big improvements in energy efficiency but the wider goal of complete carbon neutrality for the building could only be achieved with backing from the University as landlord.

MJ believed there was no need to go back to Council as the only policy requirement was to lobby the University; MJ recommended, for the possibility that Council might in the future ask for concrete actions by the Union, that the Union approach the University for a building management plan and to use the University's expertise as to assessing carbon neutral supply chains.

FF noted that most net carbon neutral organisations were not looking at their supply chains: to have carbon neutral supply chains, a realistic timeline would be 2050 or even later.

SA noted it appeared that the University did not yet have a carbon neutrality action plan and SA, as a member of the University Sustainability Board, would try and drive the formation of a plan as a useful contribution to the aims of the policy.

*There were no further comments.*

*The Board endorsed the policies passed by Union Council.*

### ***TB964 Any Other Business***

*There were no items raised.*

### ***TB965 Time, date and place of next meeting***

*3 pm, 17 September, Room 1, Union House*

***TB966 Revised Cycle of Business***

*Noted without comment.*