

# TB 1225 - Minutes



Meeting:	<b>Trustee Board</b>
Date:	9 <sup>th</sup> February 2022
Time:	5pm
Location:	Online
Author	Abbie Mulcairn
Status	Approved

**Present:** Ayane Hida (AH), Hamish Williams (HW), Lizzie Payne (LP), Aaron Campbell (AC), Ivo Garnham (IG), Bradley Foster (BF), Lucy Hawker (LH), Serene Shibli Sexton (SS), Martin Jopp (MJ)

**Chair:** Ayane Hida (AH)

**In attendance:** Toby Cunningham (TCu), Tim Cave (TCa), Caroline Wilson (CW), Abbie Mulcairn (Clerk), Claire (CBB, Item TB 1221 only)

**Apologies:** Jeremy Clayton (JC), Richard Hunter (RH)

## Key decisions/deliberations:

- Meeting was not quorate (only one external trustee attending, two required for quoracy) so discussion held only
- The CEO Performance Review process was delegated to AHRC to look at in depth and to bring recommendations back to April Board for final approval
- Cycle of Business proposal was approved
- Bye-law changes and schedule of delegation deferred to April Board for decision

## Action Log:

Action Requested	Date	Assigned
AH to confirm whether Francis Fay (FF) will retain membership on ROC	ASAP	AH
AM to share dates of upcoming sub-committees	ASAP	AH & AM
AH to send CEO KPI's to AHRC	April board	AH
AHRC to bring KPI's back to board meeting after discussion to be agreed.		AHRC (AC & CW)
AM to update Declaration of Interest form	April board	AM
AHRC to meet and provide recommendations on TB 1213 and refer back to April Board for final decision	April Board	AHRC (CW)
TCa to deliver a breakdown on the charity vs commercial sides at the next Finance Committee	Next FC	TCa

TCu to add quorum for AHRC, ROC and FC into the bye-law proposal (to be in line with current requirements in bye-laws/articles)	April Board	TCu
TCu to look at whether internal events can be moved in order to facilitate the April Board on the 31 <sup>st</sup> /1 <sup>st</sup>  AH to work with AM to set a date for the April Board	ASAP	TCu/AH/AM

## **TB 1205 Statements from the Chair**

The Chair noted that as only one external trustee was present the meeting was not quorate for voting.

The Chair noted that Bradley Foster would be joining the Risk and Oversight Committee.

## **TB 1206 Declarations of Interest**

IG noted they are wrongly listed as a Graduate of the University on the Declaration of Interest.

**AP** – AH and AM to update Declaration of Interest for IG

## **TB 1207 Minutes of the previous meeting**

The meeting voted to approve the [minutes of the meeting](#) held on 16<sup>th</sup> December 2021

## **TB 1208 Verbal Update on Action Points and Matters Arising**

### **Carried Over Action Points**

<b>Action Requested</b>	<b>Assigned</b>
AH to confirm whether Francis Fay (FF) will retain membership on ROC	AH
CW to share summary of exit interview data with board and to discuss at AHRC	CW
CW to circulate slides of staff survey results and to take questions at next board	CW
AM to share dates of upcoming sub-committees	AM
Trustees to nominate themselves for sub-committee roles and email AM or AH to confirm attendance	All
AH to send CEO KPI's to AHRC	AH
AHRC to bring KPI's back to board meeting after discussion to be agreed.	AHRC (AC & CW)
IG to add "agreeing large student event dates in venues calendar" to the cycle of business for MC in the summer	IG

## **TB 1209 Sub-Committee Proceedings**

The meeting noted the [minutes of AHRC](#) held on 7<sup>th</sup> February 2022. No questions were received on these.

## **TB 1210 CEO Report and Update**

TCu presented his report, and highlighted the following:

- Attended Southern SU's conference in August and UEASU came away leading on a project around preventing sexual violence

- Working with local Police & Crime Commissioner on women's safety on campus and working on pilot project with BID
- Working on bye law review and rewrite with view to send to council before end of the year
- Elections going well and nominations closing soon
- Staff will soon be invited to go on road trips to other SUs
- Working with NUSSL on intent to quit
- Cost of living crisis means grad repayments are going up and student loans aren't increasing with rate of inflation which could cause issues
- UCU didn't meet recent threshold for strike action and UEA facing the highest number cases of covid in both students and staff currently

No questions were received on this item. The report can be viewed [here](#).

### **TB 1211 Organisational KPI's**

TCu presented a report on the performance of the organisation against it's KPI's. He explained that the updating column is updated before each board using colour coding to highlight where KPI's are being progressed (or not). He highlighted the project around creation of flow charts has been delayed by managers and this may remain red for the rest of the year. All others should be progressed over the course of the year and noted that there's nothing troubling for the Trustees at this point in the KPI's.

No questions were received on this item. The paper can be viewed [here](#).

### **TB 1212 Social Enterprise report**

The Assistant Director of Social Enterprise (ADSO) was unable to attend the meeting, so the report was delivered by TCu.

TCu explained that the ADSO was asked to focus the social enterprise report on key areas of interest or concern (particularly student safety and behaviour) for the Trustee Board, and noted that incidents reports from the LCR are now fed back to Management Committee on a fortnightly basis to track. He noted that there has been an overall reduction in complaints and incidents this year, despite issues with staffing in venues due to the Omicron variant. Highlighted that the biggest concern for social enterprise is the future pricing strategy for next year and potential price increases. There are potential gaps looming that may need to be filled by raising prices (which have been frozen since 2019).

LP asked how much of a shortfall is expected and TCu noted that this would be covered in Item TB 1216. The paper can be viewed [here](#).

### **TB 1213 CEO Performance Review Process**

The Chair noted that the Board can't formally approve this process due to lack of quorum and suggested postponing the decision until the following Board.

TCu noted that this paper could be referred to AHRC rather than waiting until April Board. He noted that the paper had been sent to the Board first to discuss

due to it being a new process, but noted that AHRC does have the delegated authority to approve the CEO performance review process. TCu noted that non-constitutional items (operational items) could be approved by Management Committee but anything constitutional, such as bye-law changes, would have to be approved by the full Board.

AH noted that the timeline of the paper coming into effect later in the year and affecting primarily the next academic year, that they would prefer for Trustees to make a decision on this rather than AHRC. AH invited Board members to comment. BF noted that as the paper constitutes a large change in the process, it would be beneficial to have external Trustees consider the paper and decide on how to delegate similar proposals in the future. MJ recommended that AHRC have a more detailed look at the paper and come back to the Board with recommendations.

The meeting agreed that AHRC would be delegated to look in depth at the proposal and to bring recommendations to the following April Board for a final decision on implementation. The paper can be viewed in full [here](#).

**AP** – AHRC to meet and provide recommendations on TB 1213 and refer back to April Board for a final decision

#### **TB 1214    HR Report**

CW presented the HR report, highlighting that there has been a big push around wellbeing with a full calendar of events in place and a mindfulness course running. CW also noted that the learning and development opportunities have been well received by staff.

No questions were received on this item. The report can be viewed in full [here](#).

#### **TB 1215    Staff survey actions**

CW delivered a [presentation](#) on actions taken by SLT as a result of the staff survey results.

CW highlighted the key themes that came from the survey were around: communication, leadership, reward and recognition, learning and development and wellbeing. CW noted that actions taken to rectify communication included revamping MML (Monday Morning Live) and introducing comms focused on strategic priorities of the Union including equity and E&D. CW noted that Staff Forums had been introduced and a clearer direction and remit for management group had been set.

On leadership, CW highlighted that Alterline had been commissioned for the next stage of the strategy, that leadership would be more present in the office (and organising events like walks around the lake and wellbeing baskets), noted that TCu had been conducting 121's with all new joiners and that leadership had taken a more active role in driving key projects around women's safety and anti-racism.

On reward and recognition, CW highlighted that an external consultant had been commissioned to create a proposal around pay and reward which would be formally proposed at the June board for adoption.

On learning and development, CW highlighted that ILM level 5 had been offered to all managers in March 2022. LinkedIn learning has been launched for staff development, one staff member had been seconded to a two day a week learning and development role, staff are being supported to conduct visits to other SU's, two coordinators are attending WonkHE conference, and lunch and learns were being encouraged to support learning across departments.

On wellbeing, CW noted that mindfulness courses had been introduced and a calendar of wellbeing events had been implemented including staff events around Christmas and valentines.

MJ asked whether it can be ensured that at least one of the pay and reward options included in the proposal is cost neutral. CW confirmed that they would try and make this happen. No further questions were received on this item.

### **TB 1216    Budgeting process for 2022/23**

TCa presented the [paper](#) on the budgeting process for 2022/23.

TCa highlighted the core assumptions of the future budgeting process. He noted the anticipated effects of the cost of living crisis, the increase in energy costs, increase in NI payments for both staff and the organisation and the effects of a double graduation in 2022. He highlighted that last year the Waterfront received sponsorship, but it is not guaranteed that this would be renewed at the same level, if at all. He highlighted the increase in pensions and non-recurring nature of VAT benefit accrued during the pandemic. TCa noted that these assumptions fed into the predicted increases in inflation outlined in the paper. TCu highlighted that Appendix 1 in the paper included a breakdown of predicted inflationary costs and the impact on the overall budget, which totalled to a predicted 331k increase in costs. TCa noted the potential mitigations which had been identified and totalled at a predicted 350k.

TCa noted what the next steps in the process will be. The first step is to meet with the University to discuss SU finances, to find out more about expected cost increases and inflationary impacts and to gauge appetite for additional financial support from the University. The following step will be the AD for Social Enterprise discussing potential pricing and business opportunities with the Management Committee and the final step will be to build staff costs into the emerging picture.

MJ noted that the model makes logical sense and highlighted that downside risks are highly likely to need to be addressed and thus its safer to factor them in as almost definite rather than probable. Happy with the predictions in the paper but requested a breakdown of the charity vs commercial sides of the Union to be discussed at the next Finance Committee, with a view to persuading the University that although the commercial outlets may be managing, additional financial support may be needed to support the charity side of the organisation. MJ highlighted the need to weigh up need for price increases in venues against

the wider cost of living crisis for students and whether these decisions might drive students further away from our services.

LP asked questions about the WF deal and the 5% increase in venues to match staff costs. TCa confirmed that the paper assumes increases in both careers and student staff wages. LP asked how far off these predictions would make the Union from being a Living Wage employer. TCa confirmed that UEASU currently isn't a living wage employer and these increases would not allow the Union to keep pace with the LW or get us any closer to paying it. TCa confirmed that there is still an aspiration to pay all staff a living wage, but that this isn't currently possible with the Union's financial position. LP raised concern over how the SU can respond to criticism over not paying the living wage while lobbying other organisations to do so.

TCu noted that the more prescient question is whether staff pay increases can/need to stay in step with commitments on pay made by the University. TCu noted that the Board should be thinking about what strategy can be employed to raise everyone's pay in turn. TCu confirmed that there are no plans to increase career staff pay without also increasing student staff pay. Any pay increases would only be implemented if possible, to apply to all staff.

**AP** – TCa to deliver a breakdown on the charity vs commercial sides at the next Finance Committee

### **TB 1217    Cycle of Business for the Board and Sub-Committees and dates for the year ahead**

TCu explained the proposed Cycle of Business as agreed in principle at the previous Trustee Board. He explained that the proposal would set the cycle of business in line with the rules as laid out in the bye-laws, and would help staff to set dates far enough in advance to facilitate effective administration of the board. TCu explained that the paper also broke down who was responsible for facilitating which area of the Board business, and how the new schedule would allow work to be spread out more evenly throughout the year. TCu noted that the new schedule would reduce the workload in each meeting by spreading the content more evenly. TCu explained that the proposed cycle had been written in line with the NUS Good Governance Code as well as best practice as recommended by the Charity Commission. TCu noted that in addition to the main cycle of business proposed by the Board, the paper also sets out the cycle of business for the Sub-Committees. The full paper can be viewed [here](#).

LP recommended inviting officer elects to the April strategy board as well as the June board to gain experience of being a Trustee. LP suggested moving trustee training forward to give officer elects training before the July board.

As this item refers to the operational business of the Union rather than the strategic or constitutional work, the group agreed to delegate decision making to member of the Management Committee. TCu noted that if any external trustees had any further changes or recommendations, that the paper can be brought back to a future board meeting to be amended.

As all members of Management Committee were present, the group voted unanimously to adopt the [proposed cycle of business](#).

### **TB 1218    Schedule of Delegation**

As the Schedule of Delegation affects the constitutional remit of the Board, the Chair deferred this item to the April board for a decision.

### **TB 1219    Bye-law changes for board and sub-committees**

TCu summarised the bye-law changes proposed in the [paper](#). The summary of changes includes: AHRC changes its title to People and Culture and will formally cover staff EDI and HR plan, Risk and Oversight Committee will be formally adopted into the bye-laws and each sub-committee will have a cycle of business enshrined in the bye-laws. TCu noted that the proposed bye-laws will have to be approved by Union Council before being formally adopted. He noted that if the Board couldn't make a decision, then the proposed changes will have to go to the final Union Council of the year for implementation in the following academic year.

MJ noted that the proposed bye-laws do not have a quorum for subcommittees.

The Board decided to defer this item to the April Board to be agreed due to lack of quorum in the meeting.

**AP** – TCu to add quorum for AHRC, ROC and FC into the bye-law proposal (to be in line with current requirements in bye-laws/articles)

### **TB 1220    April Residential & strategy review**

Board members indicated their availability for a two-day strategy event for the April Board. LP suggested incorporating officer manifestos into the agenda for the strategy day and group agreed this would be a good idea.

**AP** – TCu to look at whether internal events can be moved in order to facilitate the April Board on the 31<sup>st</sup>/1<sup>st</sup>

### **TB 1221    Student survey data emerging themes**

CBB (Assistant Director of Charitable Services) entered the meeting for this item.

CBB presented headline data from the student survey. CBB noted that 759 students participated in the survey in total, highlighting that 65% of these either didn't think they were a member of the SU or didn't know if they were a member. CBB also highlighted that the response rate specifically from Black students was low and that other means of collecting feedback would be sought from these students.

The priorities indicated by students through the survey were:

1. Representing student views to the university



2. Providing independent help, support and advice
3. Providing spaces for students to relax and socialise
4. Championing diversity and equality on campus
5. Helping students gain skills and experience that help make them more employable in the future

CBB noted that the results for overall satisfaction with the SU were: 57% satisfied or very satisfied, 7% dissatisfied or very dissatisfied and 35% indicated neither.

The full report can be viewed [here](#). No questions were raised on this item.

CBB left the meeting.

**TB 1222 Any Other Business**

None

**TB 1223 Time, Date and Place of the next meeting**

**AP** – AH to work with AM to set a date for the April Board

**TB 1224 Cycle of Business**