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Meeting:	Trustee Board
Date:	Tuesday 18 th December 2018
Time:	4.00pm- 7.00
Location:	Union House Bookable Room 1

**Starred items are for noting and will not usually be open for discussion unless a prior request is placed with the chair.*

Some papers are confidential- they will be marked as such.

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SPECIAL ITEM: AUDIT

TB898 Annual Accounts -17-18 (45 mins)

To receive: Crowe Clark Whitehill will deliver their annual Audit Report on SU Finances and take questions

To consider: Appropriate action

TB899 Forensic Financial Governance Audit (25 mins)

To receive: A presentation from Andrew Warner and Fiona Hotson Moore on the forensic audit requested by the Board from Ensors LLP.

To note: The draft audit report can be found at this [link](#)

To consider: Appropriate action

ADMINISTRATION

TB900 Membership and Development (JC: 15 mins)

To note: The resignation of Mahomed Alhasan as Part-Time Officer Trustee and the election of Harry Bowen as replacement.

To receive: Any recommendations or updates on membership from the Appointments and HR Committee and a verbal report from the Chair of the Committee.

To receive: A recommendation from the AHRC at to the appointment of a Chief Executive.

To sign: A special resolution specifying a previously agreed change to the Articles of Association to be sent to Companies House; the change increases the number of External Trustees from four to six and increases the quorum for meetings to two External Trustees. (A paper copy of the resolution will be presented to the meeting for Trustees to sign)

TB901 Declarations of Interest (AM)*

To note: Any new items of interest in the register and to view existing register. (See pages 6-7)

TB902 Minutes of previous meeting(AM)*

To note: The minutes of the meeting held on 18 September 2018. (See pages 8-16)

TB903 Action Points and Matters Arising (GB: 5 mins)

To receive: The Chairs Actions report and any matters arising from the minutes not otherwise covered by the agenda.

TB904 Abolition of the Equality, Diversity and Accessibility Committee (JC: 5 mins)

To receive: A verbal report from the Chair of the AHRC.

TB905 Sub-Committee Minutes*

To note: The minutes of the Appointments and HR Committee are available at this [link](#) and those for Management Committee are available at this [link](#). The minutes for Finance Committee are included in the Finance Section.

PERFORMANCE

TB906 External Speakers' Review (TCU: 10 mins)

To receive: The annual review and proposed amended policy. (See this [link](#))

TB907 Scheme of Delegation (TCU: 10 mins)

To receive: The annual scheme for the delegation of the Board's powers. (See pages 18-22).

TB908 Chief Executive Report (TCU: 20 mins)

To receive: The report for the last quarter from the interim Chief of Executive. (See pages 23-25) and for the updated Interim Operational Plan see [link](#)

COMMERCIAL AND TRADING

TB909 Development and Oversight Boards (TCU)*

To note: The minutes of this term's meetings can be found at this [link](#)

TB910 Social Enterprise Report (TCU)*

To receive: The report for the last quarter. (See page 26)

FINANCE AND LEGAL

TB911 Summary of Finance Committee Business (OG: 5 mins)

To receive: A report on matters considered by the Committee on behalf of the Board. (see pages 28-29)

TB912 First Quarter Management Accounts (TCa/OG: 15 mins)

To receive: Executive summary on the Management Accounts, see [link](#)

For Finance Committee minutes see [link](#)

STRATEGY

TB914 Strategy Development Weekend (AM: 5 mins)

To note: The June Board meeting agreed that too little time was available to consider strategy in adequate depth during the normal cycle of meetings. The Cycle of Business has been changed accordingly to include a Strategy Development residential weekend for the formulation of future strategy to be held around the Spring vacation 2019. We sent out a doodle poll for members' availability and this meeting we will decide which weekend to hold the event. The alternatives are: 6-7 April, 13-14 April and 27-28 April.

RISK

TB915 Risk Register (TCU: 10 mins)

To receive: The Union's ongoing risk register and discuss the Union's risk envelope Follow [link](#)

TB916 GDPR Update (TCU)*

To receive: To receive an update on progress in pursuit of new general Data Protection Regulations (requested for each Board)

SUNDRIES

TB917 Key Actions of Union Council *

To note: Policies passed during the autumn term can be found at this [link](#)

Policy lapse report can be found at this [link](#).

TB918 Any Other Business*

TB919 Time, Date and Place of the next meeting*

To note: To be held during the Strategy Development Weekend.

TB920 Revised Cycle of Business*

To note: For revised cycle, see page 32)

TB921 Meeting Self Evaluation (GB: 5 mins)

(A brief opportunity to evaluate the meeting)

AGENDA PAPERS

ADMINISTRATION

Union of University of East Anglia Students Board of Trustees

Register of Interests

December 2018

FULL TIME OFFICER TRUSTEES	DECLARED INTEREST
Sophie Atherton	Graduate of the University, Member of UUEAS, salaried UUEAS Officer, Director of two UUEAS subsidiary Companies and member of University Council
Martin Marko	Graduate of the University, Member of UUEAS, salaried UUEAS Officer, Director of two UUEAS subsidiary Companies, and member of University Senate
Jenna Chapman	Graduate of the University, Member of UUEAS, salaried UUEAS Officer, Director of two UUEAS subsidiary Companies, member of University Senate
Georgina Burchell	Graduate of the University, Member of UUEAS, salaried UUEAS Officer, Director of two UUEAS subsidiary Companies, and member of University Senate
Oli Gray	Sabbatical student at the University, Member of UUEAS, salaried UUEAS Officer, Director of two UUEAS subsidiary Companies and member of University Council
PART TIME OFFICER TRUSTEES	
Liam Deary	Member of UUEAS
Harry Bowen	Member of UUEAS
POSTGRADUATE TRUSTEE	
Ruth Flaherty	Member of UUEAS, part-time employment with the University.
STUDENT TRUSTEES	DECLARED INTEREST
Charlie Flanagan	Member of UUEAS, temporary part-time employment with the University.
Stefano Asciana	Member of UUEAS
Ellie Johns	Member of UUEAS, part-time employment with the University.
EXTERNAL TRUSTEES	DECLARED INTEREST
Kemi Watchorn	Freelance HR consultant, Postgraduate Degree holder with the University
Ben Gibbins	Full time employment with Enotria Winecellars Ltd, Postgraduate Degree holder with the University
Martin Jopp	Full time employment with Kings College London, graduate of the University of East Anglia

Minutes

Subject:	Minutes of the UEASU Trustee Board 18 Sep 18
Produced by:	Tony Moore
To:	Board
Action:	To approve
Status:	Closed
Paper:	TB 902
Purpose:	Record of Decision Making

Present: R Flaherty (RF) (PG Student Trustee), M Jopp (External Trustee), E Johns (EJ) (Student Trustee), C Flanagan (CF) (Student Trustee), M Marko (Full Time Officer Trustee), O Gray (Full Time Officer Trustee), G Burchell (Full Time Officer Trustee), J Chapman (Full Time Officer Trustee), M Alhasan (MA) (Part Time Officer Trustee), L Deary (LD) (Part Time Officer Trustee), S Atherton (SA) (Full Time Officer Trustee)

Chair: S Atherton (Full Time Officer Trustee)

In attendance: A Moore (AM) (Secretary to the Board), T Cave (Head of Finance) (TCa), Lou Chiu (LC) (Director of Advocacy), and T Cunningham (TCu) (Interim Chief of Staff),

Apologies: S Ascania (Student Trustee), B Gibbins (External Trustee), K Watchorn (External Trustee)

Key Decisions/deliberations:

- *agreed to await until there was a full complement of External Trustees and then appoint the Supervising Trustee; for interim, delegated the powers of the Supervising Trustee to Management Committee until the appointment of an External Trustee to the position*
- *agreed that Charity Commission approval for a one-off payment to KW be sought and delegated action to Management Committee*
- *noted resignation of M Alhasan as Part-Time Officer Trustee*
- *appointed B Gibbins to serve a second term as External Trustee*
- *approved final version of Budget*
- *refused NUSSL's demand to sign a five-year deal for drinks and catering but to try to work with NUSSL to arrive at an improved deal*
 - *agreed to commission research into a National Student Living Wage and that the commissioning of the research would be reported to Union Council*
 - *delegated consideration and action on a SUSS consultation paper to Finance Committee*
 - *agreed the CEO salary, job description and person specification*

Action Points

- *Trustees asked to prioritise filling in poll for availability for Strategy Development Weekend*

ADMINISTRATION

TB875 Membership and Development

On the recommendation of the Appointments and HR Committee (AHRC), the Board appointed B Gibbins to serve a second term as External Trustee.

On AHRC's recommendation, the Board appointed M Jopp as Deputy Chair.

JC, as Chair of AHRC, noted that Ian Gibson had resigned as External Trustee and the intention would be to begin recruitment for Ian's successor immediately after Freshers'; then recruitment for the two new External Trustee later in the year. JC noted that AHRC thought that it was for the Board to decide which areas of expertise the recruitment for the three posts should focus on with the recommendations from AHRC being the following: local community relations, charity law and governance, and IT and data compliance.

MJ believed these were the exact areas where additional expertise was needed. MJ noted the reference in the AHRC paper to the University request for a seat on the Board; MJ thought that the way this should be viewed was not in terms of having a University representative on the Board but in terms of having the ability to go to the University and say these are the areas of expertise that we need. MJ thought the community relations brief could well be filled by a City Councillor or NCC Officer which would give the local community a voice in the Union.

JC noted that the Union was still waiting for an official proposal from the University as to a University nominee joining the Board.

EJ wondered whether the advertisement would include an offer for the successful candidate to take over the vacant Supervising Trustee for the Union's Code of Conduct role.

The Board agreed to await until there was a full complement of External Trustees and then appoint the Supervising Trustee.

The Board delegated the powers of the Supervising Trustee to Management Committee until the appointment of an External Trustee to the position.

There were no further comments.

TB876 Declarations of Interest

The Board noted that:

- EJ had part-time employment with the University
- MM was not a graduate of the University
- MJ was employed by Kings College London not London University
- OG was an intercalating student at the University
- CJ had temporary part-time employment with the University

TB877 Minutes of the previous meeting

The minutes of the meeting held on 19 June were agreed.

TB878 Action Log and Matters Arising

Chair noted the action points were completed or were covered elsewhere on the agenda.

TB879 Trustee Employment

Chair noted the paper prepared as requested by the previous meeting.

AM advised that the Charity Commission, although it stressed the importance of Trustees not making financial gain from their position as Trustees, made provision for Trustees to be remunerated for certain work that they were uniquely qualified to undertake. AM noted that a possible example would be KW's work for the Union on the HR aspect of the departure of the former Chief Executive and that the Board might wish to request approval that a payment be made to KW.

AM highlighted the paper's key recommendation:

- That in the recruitment process it be made clear to External Trustees that they could not apply for employment with the Union directly from the Board and, if they resigned from the Board to apply, there would be a time restriction on when they could apply for a post

MJ thought that the restriction should, for External Trustees, extend to one year and for Student Trustees be three to six months. MJ believed it important that the majority of people sitting at the table should not be paid by the Union.

The Board discussed the possibility of having student staff representatives as Trustees and rejected it.

During the discussion, M Alhasan realised that they were excluded from their position as Part-Time Officer Trustee by their remunerated position in SU Advice. M Alhasan noted they would stay as an observer until the break when they would consider whether to stay on as a Trustee.

Clerk's note: M Alhasan subsequently resigned as a Trustee.

The Board agreed to introduce a prohibition on all Board members applying for permanent staff roles for twelve months after leaving the Board: the prohibition will not apply to Part-Time Officer and Student Trustees applying for student staff positions.

JC and RF, on remuneration for KW, noted the extremely long hours that KW had worked trying to resolve a crisis in the Union, and believed this deserved some remuneration.

*The Board agreed that Charity Commission approval for a one-off payment to KW be sought and delegated action to Management Committee. **AP***

TB880 Sub-Committee Minutes

Chair noted the action points from the Sub-Committees.

PERFORMANCE

TB881 (i) Annual Code of Conduct Report

AM highlighted the actioned recommendations from the previous year.

EJ asked as to the training of staff and panel members.

TCu advised that all Heads of Departments had received ACAS training on investigations and Officers had received specific Code training.

EJ wondered as to situation with regards to panel members and University staff that might be involved in cases.

TCu noted that University staff were briefed but were not subject to the Union's policies but to the University's regulations.

AM advised that there had been very positive feedback from panel members and those involved in cases on the new Users' Guide that had been added to the Code. AM noted that the Report's recommendations included bespoke training for student panel members.

AM noted there was a Code matter for the Board to be aware of:

- A complaint had been made to the University about the Union's handling of a case against members of a Club in the summer of 2017; in particular, the manner in which the investigation was conducted.
- The University, as part of its findings under the Code of Practice Relating to Students' Unions, ordered the Union to pay £250 compensation to each of the two complainants. The order was issued in October 2017 and has not been reported to Board.

AM advised that the fact of the finding and the payment should be noted.

MJ asked what actions had been taken to prevent a similar situation arising in future.

TCu advised that a key factor in the complaint had been the **redacted** and subsequently the Union had trained Departmental Heads to conduct investigations which would eliminate the risk highlighted in the report.

There were no further comments.

The Board noted receipt of the report and its recommendations.

TB881 (ii) Chief of Staff Report

TCu advised that they would not be reporting on the RAG-rated Interim Organisation Plan included in the papers as actions had been continually updated by management and it had been reviewed by Management Committee.

TCu highlighted the following developments:

- Possible ambivalence of University as to falling NSS scores
- Staff Survey – charity staff more content than trading staff who were unhappy about shift patterns and lower wages – Union would be ensuring shifts were allocated fairly and transparently – wages the Board had rejected a paper on lower grades staff wages this would be looked at and brought back to be informed by a new job evaluation process – quality of survey provider not as good as previous provider who the Union will be returning to in 2019
- Student survey – raised reputational issues which would be addressed at the management strategy weekend
- Interim HR Director shortlisting complete
- Assistant Director of Venues appointed
- Details of IT purchasing process being worked out with the University
- Head of HR returned from maternity leave and would be adapting University GDPR training for all Union permanent staff and relevant student staff
- Risk – changes to employment law mean the differences between permanent staff and student casual staff needs to be set out clearly – management will be taking external legal advice
- Student Degree Apprenticeships – students on these will be full Union members and the Union will need to work out how to represent them

JC wondered as to the Union’s response to the Student Survey.

TCu noted that LC was working with MarComms on a You Said/We did media response that would be in place by the end of 2018 and would, hopefully, impact on the response to the following year’s survey results.

There were no further comments.

COMMERCIAL AND TRADING

TB882 Development and Oversight Boards

The Board noted these had not meant since June Board.

TB883 Social Enterprise Report

TCa noted that the relevant information would be reviewed in the following items but that the Union was trading, broadly, as forecast.

FINANCE & LEGAL

TB884 Budget Review

TCa advised that Finance Committee had scrutinised the Budget and recommended approval to the Board.

TCa noted that the Budget was relatively ambitious as to the contribution from commercial operations as it had to be to cover the year on year increase in staff costs. TCa characterised the Budget as a holding operation during a transitional period when a long-term strategy was yet to be formulated.

TCa highlighted the fact that capex expenditure had been rationed and was at a relatively low level for the coming year.

TCu characterised the previous decision that the Board had taken as to the current Budget as: the beer should pay for it. TCu advised the basic tactic would be to increase drinks prices along with a demand for a rise in profit margins across all commercial operations rather than cut services to members. TCu cautioned that it would not be possible to keep squeezing the commercial operations year on year. TCu noted there was a significant saving of around £100K that could be made in the coming year if a decision was made to terminate the VMS deal but, after that, there were no levers to be pulled.

There were no comments.

The final version of the Budget was approved.

TB885 Year End Management Accounts

TCa advised that the accounts had been scrutinised by Finance Committee.

TCa reported that the outcome for the year was almost exactly in line with forecast. TCa noted that the final figures would be affected by the costs associated with the departure of the former Chief executive which together with associated project costs would come to around £80K.

TCa noted that cash reserves were some £200K lower than the previous year: mainly due to the University's money for Stage 4 refurbishment of Union House and for money going to the University as part of the agreement over maintenance services. TCa characterised the present overall cash position as relatively, comfortably solvent.

There were no comments.

TB886 Five Year Plan

TCa advised that this was not a finalised plan but first thoughts as to development of a financial strategy for the coming five years: the matter had been considered previously by Management Committee.

TCa advised there were four key financial drivers to bear in mind:

- Requirements to spend on services
- Requirements to spend on capex
- Legacy pension deficit payments
- Ongoing expectation to maintain reserves in line with present policy

TCu cautioned that recent forecasts had been formed in a relatively benign economic environment and this might not be the case post-Brexit where there might be significant rises in staff costs, inflation and interest rates.

TCa noted that the initial figures on which to base the plan assumed a steady inflation rate of 2%: other assumptions were:

- Staff costs (permanent and student) to rise above inflation at around 3.5%
- Energy costs - potential rises to be discussed with the University as supplier
- Commercial operations will struggle to hold prices in light of inflationary pressure

TCa advised that, if the assumptions were to prove correct, the Union's profit would decline by £100K year on year.

TCa noted Heads of Department had been asked for their capex requirement and these came to an overall £300K a year; TCa contrasted this with the coming year's capex budget of £90K. TCa noted that the University had contributed large sums to the refurbishment of Union House and there would need to be discussions with them on how this would be replenished in order to enhance the Union's ability to generate more income.

TCa advised that overhanging the figures was the concrete reality of the scheduled payments that the Union had to make into the Union's legacy pension scheme's deficit which would be £267K a year until the end of 2019 and which were then scheduled to rise by 5% annually for a further 15 years, based on current actuarial assessments.

TCa advised that, if all the above assumptions proved correct, the Union's reserves position would be untenable.

TCa noted that the current reserves policy set by the Board was to keep in hand money to pay its obligations as to staff salaries for three months in case of the failure of the Union; TCa pointed to the problem that this was an ever increasing target due to the inexorable rise in staff costs and over the next five years the Union would have to be looking to provide a further £50K each year to cover this.

TCa advised that, at present, the Union had cash in hand and had several years grace before any cash crisis but there would, without measures being taken, be one in the future. TCa advised that there should be conversations held with the University so that they had some understanding of the situation. TCa advised that the University might more readily appreciate the need for help on capex over in the mid-term.

TCu advised that the above analysis assumed there would be no changes to the way the Union operated and no remedial action taken.

The Board noted receipt of the Five Year Plan without comment.

STRATEGY

TB887 Strategy Development Weekend

Chair noted that the Clerk would be sending out a Doodle poll as to Trustees' availability over Easter 2019: Chair asked Trustees to prioritise confirming their availability. **AP.**

TB888 NUSSL Membership

TCu drew attention to the historical context outlined in the paper.

TCu noted that, the previous year, the Union had moved retail purchasing from NUSSL to Spar: other SUs had taken similar action and some had opted out of NUSSL entirely and this had left the Union as one of the biggest participants.

TCu advised that the NUSSL Board had taken, what might be deemed to be, punitive action against the Union and demanded a five-year lock-in contract for catering and licensed trade. TCu noted that Nottingham had moved to Spar and not been made subject to a lock-in and it would be easy to suspect that the Union was being made an example of to deter other SUs from changing retail supplier.

TCu noted that the Spar deal was for five years and the NUSSL drinks deals was for three years and coming up for renewal.

TCu noted that BG had looked over the NUSSL prices and concluded, despite the caveat that a lack of transparency made it difficult to arrive at a 'net net' price, they represented a good deal.

TCu advised the choices for the Board were:

1. Because of the attractive price, to sign a deal with NUSSL for five years with a two year review period, or
2. Refuse and make a counter offer

TCu advised that, in business terms, the Board should not be concerned about the effects of leaving NUSSL but there might be concerns of a political nature about leaving a students' movement consortium. TCu noted that Management Committee needed a steer from the Board as whether it cared about leaving the consortium and, if not, Management Committee would then take appropriate action.

SA, as Chair of Management, noted that their thoughts were that it was not worthwhile to continue with NUSSL and certainly not for a five year period.

CF wondered as to the NUSSL stipulations as to the Union purchasing from third-parties.

TCu advised that, historically, the Union had increased Shop purchasing from Bookers because NUSSL could not supply the value range that students wanted and from other suppliers to satisfy the wants of international students. TCu noted that in order to facilitate this with Spar, the Union had come to an agreement over categories such as local goods, vegan and student enterprise. TCu noted **redacted**.

Chair asked the Board to consider the consortium/cooperative aspect to any decision made.

EJ thought that, even though leaving might adversely affect smaller SUs, the Union should put the interests of its own members first.

MJ noted that NUSSL were not just suppliers: the Union was a part-owner of NUSSL. MJ wondered what had been going wrong as the concept of an SU buying consortium appeared to make commercial sense.

TCu advised that the buying structure had changed over the years from 'a big head with a small tail' to a 'smaller head with a much longer tail': there were significant numbers of SUs buying less. TCu believed that NUSSL had got stuck in its ways of doing things and had failed to respond to the needs of its bigger buyers. TCu noted that because of the Union's unique commercial leverage it had very individual requirements that NUSSL had failed to take into account. On meeting customer needs, TCu noted that when the Coop ended supply to NUSSL of a value range and the Union asked what plan NUSSL had to replace it; the response had been that they did not have one. TCu advised that NUSSL had become a big wheel that turned very slowly and, because of geography, was unable to provide the immediacy of support that the Union required.

TCu advised that NUSSL might try and exclude outside SUs from some franchises but this would not be commercially significant.

TCu concluded that a large group of big purchaser SUs had left NUSSL and could come together as an alternative consortium.

Chair asked Trustees for their thoughts.

MJ believed the Union should do its best to come to a negotiated solution before walking away from a major, longstanding commercial arrangement. MJ believed negotiations with NUSSL over a better deal should be pursued as to preferential rates for large buyers and, if this was turned down, should team up with other large SUs to lobby NUSSL or form a new consortium.

Chair wondered whether the Board should take a decision as to refuse the five year deal.

TCu advised that if the Union refused the lock-in there was a strong possibility that NUSSL's board would force the Union out of the consortium. TCu advised that the realistic options were:

- To sign the five year deal and work for improvements and use the two year break clause to build an alternative – to remain
- To refuse to sign the deal but give a commitment that the Union intended to stay with NUSSL and work for improvements but with the possibility of being forced out – to leave
- Or leave with no commitment

CF wondered whether the Union could use the two year break to negotiate with new suppliers.

TCu advised **redacted**

TCu advised that the key questions were what sort of consortium the Union wished to be in and whether NUSSL was fit for purpose. TCu advised that it should be borne in mind that if the Union left there was a possibility along with the ongoing decline of the NUS discount card that this could make the consortium unviable.

RF wondered given the uncertainty around the UK leaving the EU would it not make sense to firm up a deal with a supplier immediately.

TCu advised that whatever kind of Brexit transpired there could be problems with suppliers and it would make sense to finalise a deal before the departure.

MJ stated that they believed the best option was to stay within NUSSL but working up to the break option to vigorously lobby for a better pricing structure.

CF wondered whether there was any point tying the Union into a deal where Trustees knew there would be a lack of support from the supplier.

RF wondered whether there was the possibility of signing but demanding that NUSSL came to the Union with a service improvement plan.

TCu advised that was the possibility of lobbying but attempts to gain a place for the Union on the NUSSL Board had been rejected.

OG noted that the Union had made strenuous efforts to lobby for change but all had been rejected.

SA believed that, historically, negotiating with NUSSL had been a negative experience and there was little likelihood of any improvement if the deal were to be signed, even with the break clause.

The Board agreed by a vote, with two Trustees opposing, to refuse to sign the five-year deal but to try to work with NUSSL to arrive at an improved deal: the Board delegated power to negotiate to Management Committee.

TB889 Living Wage Foundation (LWF): National Living Wage

TCu referred to the written paper requested by the Board; highlighting the fact that, under the Living Wage Foundation guidance, student staff wage rises were outstripping those awarded to permanent staff. TCu advised that the key question the paper posed was whether the factors that went into the calculation of the LWF living wage were applicable to students. TCu noted that Union policy had asked for an investigation to be made into paying the LWF rate but had not made a concrete stipulation that it must be paid.

TCu advised that an option for the Board would be to commission research by staff to investigate with the LWF and other Sus the possibility of formulating a national living wage rate for students: TCu believed that this would be lower than the LWF rate but higher than the government's nation living wage. TCu advised that, if it were possible to arrive at a student rate, it might well be adopted by many SUs and universities.

RF wondered why the LWF rate was based on the needs of a single, male adult. MJ noted that this was an interesting socio-economic question. MJ believed that this option had been chosen as it was slightly higher, but RF would have to ask LWF as to the rationale behind the calculation.

JC noted they would be happy to agree to commission the research so long as Union Council were given prior notification. JC believed that Council should be made aware that paying the LWF rate would lead to price rises in the Shop which would impact on the wider membership.

SA believed it important to emphasise to Council that the aim of the construction of a student national living wage would be to keep Shop prices down.

TCu advised that getting the research funding in place and undertaking the research would take some time and that any new rate would not affect existing student staff.

The Board agreed to commission research into a National Student Living Wage and that the commissioning of the research would be reported to Union Council.

RISK

TB890 Risk Register

Updates to the Register were received without comment.

TB891 GDPR

TCu noted that: all public facing documents were now compliant, contractual documents were being updated, all staff had been given the policy documents, and the updated privacy policies for members were being prepared to go live on the website.

LC advised that they were working on policy applicable to alumni and to members from partner institutions and this would go live in the coming week.

TCu advised that GDPR would be under the remit of the incoming Interim HR Director and they would undertake a full audit in May 2019.

There were no comments.

SUNDRIES

TB892 Key Decisions of Union Council

Chair noted that there had been no meetings of Council since June Board.

TB893 Any Other Business

TCa advised that the Trustees of the legacy pension scheme (SUSS) had circulated a consultation paper outlining five options for dealing with the serious legal issue concerning the administration of the scheme that TCa had previously reported to Board. TCa noted that the SUSS Trustees had

asked for participating employers to respond by November; TCa asked that the matter be delegated to Finance Committee.

The Board delegated consideration and action on the SUSS consultation paper to Finance Committee.

TCu reported that the Union had had a contract with an ex-UEA student music promoter but, due to concerns about the way the promoter managed events and their business methods, Management Committee had decided on an early termination of the contract. TCu noted that the promoter had intimated that they would sue the Union for breach of contract and loss of existing and future earnings. TCu noted that the Union had engaged lawyers to contest the claim but had acknowledged that it held £75K in cash related to the promoter's activities. TCu advised that, at Easter 2017, the Union had made an offer of payment of £40K to resolve the matter but had not heard back from the promoter or their representatives.

TCu advised that there was £30K that had been left in limbo that the Board should be aware of and that the Union would take legal advice on whether there were any time limitations to a settlement over the termination of a commercial contract. TCu noted that any future developments would be reported to Board.

TB894 Revised Cycle of Business

TM advised that two changes had been made: External Speakers Review and Scheme of Delegation had been moved to December Board.

Noted without comment.

TB895 Time, date and place of next meeting

18 December 2018, 4 pm in Room 1, Union House.

TB 896 Meeting Self Evaluation

Noted during closed session.

CLOSED

TB897 Update on CEO Recruitment

AGENDA PAPERS

PERFORMANCE

paper

Subject:	Scheme of Delegation
Produced by:	Toby, Acting CEO
To:	Trustee Board
Date:	18 th December 2019
Action:	To approve
Paper:	TB907
Status:	Open
Purpose:	The Board formally delegates a number of its responsibilities each year

Introduction

Article 53 of the Union’s constitution makes clear that the Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, the Constitution and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

The Board’s powers under Clause 55 include:

- the governance of the Union;
- the budget of the Union;
- the strategy of the Union; and
- monitoring the performance of the Chief Executive

The working assumption is that in exercising the powers the board is seeking to arrange the resources of union in pursuit of the union’s policy and mission goals as expressed by the political and representative machinery- student officers, SOC, general meetings, referenda and council.

Article 59 allows the Trustees to delegate- it may appoint any person to be the agent of the Union for such purposes and on such conditions as they determine, and it may delegate any of its powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Union to any person or committee in accordance with the conditions set out in the Constitution.

The schedule appended details that delegation and no substantial changes are proposed from the previous schedule for the year ahead, save that a specific set of arrangements are proposed for the Graduate Centre.

Graduate Centre

Since the main Phase Two refurbishment of Level 1 of Union House there has been significantly increased use of the Graduate Centre space. This has led to some concern about the use of space by Undergraduates and wider concern about encroachment into the space by wider union functions and services. A recent discussion re conversion of a store cupboard has further raised concern about potential future encroachment.

This paper (belatedly) proposes formal a purpose and demarcation arrangements along with a student supervision and management process.

Background

Lease schedule extract:

student social, cultural, sport, advisory and representative activities of the Tenant (as the Union of the University of East Anglia Students); demarcated area for the benefit of and use of graduate students;

The original **architect's** brief:

A Graduate Students' Centre will be housed on level 1. It will feature:

- Dedicated graduate "lounge" style social learning facilities
- Some flexibly bookable space
- Some office/reception space for use by Union and University services focussed on postgraduates
- A kitchen for student use
- Bar to be converted into Cafe/Bar as dedicated Graduate social facilities

Agreement with University over **transfer of functions** from GSA:

The Graduate Students' Centre will be housed inside Union House and will be operated by the Union under leadership from PG students who will provide reps for a Graduate Centre Management Group. It will feature dedicated social learning facilities, bookable space and some office space for use by Union and University services focussed on postgraduates. Legal responsibility for liability and development will rest with the union, ensuring the facilities are part of the union's wider ongoing investment plan.

Proposal

That the above be codified as the following and adopted by the Board:

Graduate Centre- Operating Protocol

A Graduate Students' Centre is housed on level 1 of Union House. It features:

- A dedicated graduate "lounge" style social learning facilities
- Bookable rooms for the exclusive use of groups of graduate students
- An office for use by SU officers/reps/staff postgraduates
- A kitchen for graduate student use
- Cafe/Bar for the use of Graduate Students (to include Mature Students and Academic Staff)

Staffing and management The facility will be operated and managed by the SU Venues team which will allocate dedicated staff to the operation and development of the space. The café/bar will endeavour (within the law) to recruit graduate students.

Oversight A Graduate Centre Management Group will:

- Meet at least three times per year to include the PG Education Officer
- Approve and monitor a budget for the Café Bar area which should at least break even
- Develop proposals for Capital Expenditure to be considered by the Board
- Oversee range in the Café/bar area (albeit that products shared within the SU estate must share pricing)
- Monitor usage by students and take steps as deemed necessary to protect the purpose of the space
- Approve an annual operating plan devolved to the group in the scheme of delegation approved annually at the Board
- Approve from time to time dedicated marketing plans (to include appropriate signage)

Additional:

- From time to time the space (or parts thereof) may be rented by external organisations at the discretion of the management under the supervision of the GCMC.
- From time to time the space (or parts thereof) may be used by for non commercial SU meetings/events at the discretion of the management under the supervision of the GCMC.
- The space will never be used as part of the SU's wider entertainments estate except in the case of emergencies (ie storm weather during a Ball with outdoor event capacity)
- Whilst the space will retain dedicated management and student staff it will be managed as part of the wider portfolio of Venues within the SU estate to ensure maximum efficiency.

Scheme of Delegation 18-19

	Trustees responsibilities/ decisions for approval	HR/Finance Committee decisions (reporting back to the Board)	Management Committee decisions (reporting back to the Board)	SM decisions/responsibilities
Recruitment and Staffing	<p>Creation of new senior management post</p> <p>Changes to management structure at senior manager level</p> <p>Involvement in appointment of senior managers</p> <p>Proposals for strategic redundancies (more than 3 members of staff)</p> <p>Involvement in appeal against dismissal</p> <p>Appointing co-opted and student board members</p> <p>Note staff satisfaction survey and agree any subsequent action to be taken</p> <p>Noting reports concerning employment statistics e.g. disability, equal ops, working time directive, absence – annually</p> <p>Trade Union recognition</p>	<p>Approval of Union Ts and Cs and feedback on negotiations - Remuneration & HR Committee</p> <p>Amendments to employee policies – Remunerations & HR Committee</p> <p>Recommending appointment of new Student and Co-opted trustees – Appointments Committee</p> <p>Appointing the CEO – Appointments Committee</p> <p>Receive staff satisfaction survey and agree any subsequent action to be taken – Remunerations & HR Committee</p> <p>Receiving reports concerning employment statistics e.g. disability, equal ops, working time directive, absence – Remunerations & HR Committee</p>	<p>Creation of new line management post</p> <p>Changes to management structure at line manager level</p> <p>Significant staffing restructuring in a department involving staff responsibilities</p> <p>Annual summary of fees paid to agencies/consultants</p> <p>Specific approval of staffing commitments funded by external income sources</p>	<p>Creation of new posts below line manager level where resources are available</p> <p>Increments and regrading staff where resources are available</p> <p>Minor departmental restructuring</p> <p>Disciplinary process except appeal against dismissal. Minor update amendments to employee handbook</p>
Budgets and financial Procedures	<p>Overall approval of annual budgets so trustees acquire a level of information for them to exercise their responsibilities</p> <p>Receipt of quarterly update on financial forecasts and decisions arising therefrom</p>	<p>Receive, note and question the management accounts</p> <p>Appointments of auditors and bankers</p> <p>Approving investment policy</p>	<p>Overall management of the budget to ensure that resources are utilised efficiently and effectively to deliver the strategic plan</p> <p>One off urgent items over £20,000 which are unusual or urgent and needed for the proper running of the</p>	<p>Financial management below thresholds specified</p>

	<p>Setting reserves policies</p> <p>Approval of new financial instruments and loads (excluding leases for items of business equipment) in excess of £10k value</p> <p>Receiving reports and recommendations from the trading company boards (should we decide to have such a company)</p> <p>Receive and approve annual accounts</p> <p>Receive, note and question the management accounts</p> <p>Appointments of auditors and bankers</p> <p>Approving investment policy</p>	<p>Specific capital expenditure of over £10k including contingent and general funds</p> <p>Formal approval of an increase in any one department's budget of over 10% or £10k whichever is the greater</p> <p>Scrutiny of quarterly results of the Union, with departmental analysis, balance sheet, cashflow and capex review, and Director's report</p>	<p>business or for legal reasons, were subject to approval by the Chair of Finance Committee.</p> <p>Decisions on additional expenditure in excess of 10% of departmental budget needed for the proper running of the business or for legal reasons</p>	
Setting and monitoring strategy	<p>Agreeing the Union's plan/vision based on research of members, advice of stakeholders and a referendum with resources specified</p> <p>Approval of any amendments to the Union's plan with resources</p> <p>Ensuring delivery of the plan</p> <p>Determining values and reviewing them in line with the strategic review</p> <p>Receiving quarterly updates on the plan with an opportunity to question senior managers – measuring performance</p> <p>Monitoring the needs of the membership and ensuring that the plan continues to meet them</p>	<p>Approval of the Financial Strategy supporting the plan, and monitoring performance against the Strategy.</p> <p>Approving amendments to the Financial Strategy</p>	<p>Reporting on progress against the plan</p> <p>Reporting on the needs of the membership and ensuring that the plan continues to meet them</p>	<p>Crafting the plan, following a strategic review</p> <p>Delivering the plan</p> <p>Managing the strategy cycle</p> <p>Ensuring that there is no cross-over between departments and each project leader is supported</p> <p>Ensuring that staff work towards the organisation's objectives and adhere to the organisation's values</p> <p>Minor changes to department plans</p>
Monitoring Risk	<p>The Board to receive an annual report from Audit & Risk on the Risk Register</p>	<p>Reviewing and approving the Union's Risk Management Policy on an annual basis and monitoring risks on a quarterly basis</p>	<p>Overview of the risk profile of the union ensuring that it is being managed effectively</p>	<p>Identifying and minimising risk and reviewing on an ongoing basis</p>

	<p>Approving activities that fall above a tolerable risk profile (to be defined)</p> <p>Receiving final internal audit reports</p> <p>Awareness of any significant H&S incidents and action planning as a consequence</p>		
Monitoring board Performance	Annual review of board performance with recommendations of improvements (responsibility of Chair and Vice Chair)		
Union Council and the SOC	Receive reports from the CEO, SOC and UC on significant campaigning and policy issues that may impact on union as an organisation		Attend meetings and ensure that officers and councillors have the necessary support to campaign effectively
General Business	<p>Significant issues of which the board need to be aware</p> <p>Receive annual members satisfaction research</p> <p>Asking for reports on any issue</p>		<p>Writing and distributing Board papers</p> <p>Report to all board meetings on progress, issues and difficulties</p> <p>Giving feedback and debriefing on major union projects</p>

Subject:	Interim CEO Report
Produced by:	Toby
To:	Board
Action:	To note
Status:	
Paper:	TB 902
Purpose:	Information

1. Report Against Plan

Attached as a separate paper is the interim plan updated since the last board. There are additional updates on key areas

NSS

NUSSL

UEA Wellbeing Plan

2. Other Actions for ACEO

Recruitment of Director of HR; following a rigorous recruitment process we appointed Caroline Wilson as the (temporary) Director of HR and Shared Services. Caroline is settling and conducting a departmental review, supporting the team and beginning to take on our GDPR work and do a review of our complex contractual arrangement with staff.

General Staffing Issues; Following the last Board meeting Lou Chiu Director has left the organisation and we are currently in the process of recruiting a Director of Charitable Services. We have appointed Arran Cottram on a six month secondment from NUS as a temporary Charity Projects Managers to support the heads of departments in the charity whilst we recruit the director

This term we have consulted on staff regarding communication and quality conversations. We have held one 'Thursday Afternoon Live' event in which we consulted staff on our organisational purpose, values and culture. This will feed into a wider organisational review in the new year.

Budget, Capex and 5-year plan; Tim and I met with Jason Brown UEA Director of Finances to discuss our provisional work on the five-year forecast. Jason thought that in general our assumptions were robust and in line with the universities. He recommended some prioritisation of the cappex plan and some analysis between forecast and actual salary spend. Tim is reworking the numbers and we will revisit the cappex plan in the new year with key staff.

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Conferences; I attended Southern SU's in Southampton with officers, this is a self-facilitated regional event for CEO's and officers. I attended WONKFEST in London, again with officers and the Head of Campaigns and Policy there were some good networking opportunities and interesting sessions with the chair of OfS and the Minister for Universities. I also attended the NUS strategic Conversation with Martin Marko in Bristol. The event was focused on the future on NUS. We are currently working on our formal feedback due to NUS on the 21st December.

IT; purchasing arrangements through the UEA system are proving cumbersome and slow, which has been frustrating.

3. Update on national student movement developments of interest to trustees

Following the last board meeting a number of key events have taken place at NUS.

- 1) NUS has declared itself to be in a financial crisis. Totum (formerly NUS Extra) has failed to arrest the decline in card sales. Nationally the card is down 30-40% and for NUS 50-60% off budget. NUS relies on the card for income (£3mn 2015/16).
- 2) NUS has established a Turnaround Board from within its existing board structure, supported by PWC, they are imposing 40% staff costs on each department. There is a voluntary redundancy scheme.
- 3) Our letter regarding NUSSL purchasing their requirements of a contract has gone unanswered and we are continuing as within the consortium with business as usual. Our Assistant Director of Venues has attended an NUS Communities of Practice regarding the future 'beer deal', as the current Carlsberg deal is due to finish next year.
- 4) We wrote a letter to Peter Robertson Acting CEO regarding the financial transparency motions we submitted to a Company Law meeting in May this year. The response was inadequate and Georgina has sent it to the NUS President for a response.
- 5) We will be writing a formal response to the NUS consultation deadline 21st December

Sam Gyimah has resigned as Minister for Universities over the Government's position on Brexit, this may delay the Government's Auger Report on Higher Education Funding and also gives us an uncertain future with an unknown minister and a reluctance amongst conservative MP's to stand by a vulnerable PM. The fact that Auger is due to report at the same time as we are due to leave the EU means a delay is almost inevitable. This will further be impacted on the outcome of the Commons vote in December.

4. GDPR – We have now published and shared with staff all our HR related GDPR policies and plans. We are still working on the student policies to publish before Arrivals weekend. Caroline will be picking up this project and ensuring compliance by May 2019

5. Risk Update; Current position with student/casual worker/employee status unclear. Caroline has begun the contract review. NUS position is on the Risk Register, the critical risk is one of costs. Our Affiliation is comparatively low so may rise, or services currently provided by NUS may be outsourced and be charged on a by use basis.

6. Update on issues with UEA of direct interest to Board

UEA has become a pilot university for the subject based TEF.

Degree Apprenticeships: We have met the course organise and our HSC Coordinator continues to work with the school on how we can support these students.

We continue to work with UEA on non-academic discipline and helping bring some consistency in approach between us and various UEA departments

Caroline and I are working through our Data Sharing Agreement with UEA and will be discussing this with a variety of internal and external stakeholders to ensure clarity on data sharing with UEA.

We discovered, when receiving the Student Experience Committee Agenda that UEA had a Wellbeing Srstrategy, in which there are several task and actions we are required to undertake. It appears that this document was not shared beyond the former CEO and Director. None of the actions are therefore on the action plans of any of the relevant teams. We have captured these tasks and they appear at the bottom of the interim plan. The Management Team will be examining the requirements and the resources available and we will work with Clair Pratt UEA Head of Student Services (Wellbeing), who effectively own the strategy.

report

Subject:	Social Enterprise Performance Report
Produced by:	Toby Cunningham, Deputy CoS
To:	Trustee Board
Date:	18 th December 2018
Action:	To consider/discuss
Paper:	TB910
Status:	Confidential
Purpose:	This paper updates on performance of the Social Enterprises for the third quarter

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AGENDA PAPERS

FINANCE AND LEGAL

Please note: there are no legal papers,
finance papers are in a pack (links provided
on the main agenda pages)

paper

Subject:	A summary of business reviewed by the Finance Committee
Produced by:	Tim Cave, Assistant Director of Finance
To:	Board
Date:	06 December 2018
Action:	For information
Paper:	TB911

The following papers form the agenda for the Finance Committee held on 18th December 2018 (before the Trustee Board Meeting)

- 1. Review of Quarterly Accounts to October 2018.**
- 2. Review of updated Reserves policy.**
- 3. Review and recommendation for approval of Annual Report and Accounts for**
 - a. Union of UEA Students Limited.**
 - b. Students Union Services (East Anglia) Limited.**
 - c. Waterfront Students Union Services Limited.**
- 4. Review of Audit Findings Report.**
- 5. Review of Ensors financial and governance report.**
- 6. Review of SUSS Pensions issue.**

One of the recommendations of the Ensors governance review is to reduce the volume of Board papers and deal with financial matters as far as possible within the Finance Committee.

Links will be provided to the Finance Committee papers but it is not intended that the Trustee Board Meeting will review the information in any detail.

The key issues which the Board should be aware of are as follows: -

1. Quarterly Accounts to October 2018

- Overall a satisfactory first quarter performance at Net Operating Income and cash generation level.
- Net operating Income was £88k ahead of budget but £(67)k behind last year at £110k.
- Cash at £2,363k was also ahead of plan and has increased by £797k in the first quarter. This has the effect of temporarily boosting Free reserves.

2. Review of updated Reserves policy.

- It is proposed that the Union modifies its reserves policy to take account of the commercial liabilities that underpin its cash position. This has the effect of freeing up additional funds to meet charitable purpose and removing an artificial constraint on the current 5 year planning exercise.
- The Finance Committee has reviewed in detail and will make a recommendation to the Board regarding policy change.

3. Review and recommendation for approval of Annual Report and Accounts

- The annual report and accounts require Board approval before moving to signature and filing.
- The Audit partner, Janet Joyce, is attending the Board meeting to present the audit findings report (AFR) and answer any questions from the Board.
- The AFR is a summary of the Audit approach and findings and can be taken as an indicator of any issues
- The Finance Committee has reviewed in detail and will make a recommendation to the Board regarding approval

4. Review of Audit Findings Report.

- The AFR is a summary of the Audit approach and findings and can be taken as an indicator of any issues.
- The finance committee has reviewed in detail and will monitor follow up actions, making recommendations to the Board as necessary

5. Review of Ensors financial and governance report.

- Representatives from Ensors will be in attendance at the Board meeting to present and discuss findings
- The finance committee has had an opportunity to review the key issues and comments from me and will monitor follow up actions, making recommendations to the Board as necessary

6. Review of SUSS Pensions issue.

- A number of Students Unions have expressed a wish – via the managers network – to form an independent action group, suggesting a lack of confidence in the scheme Trustees / NUS (as principle employer) to satisfactorily resolve the issue.
- The Finance Committee should consider whether it is content with the management of the issue by the Trustees / NUS or whether to recommend that we further explore some participation in an independent group.

AGENDA PAPERS

SUNDRIES

Cycle of Business

The cycle is proposed to be quarterly with a mixture of standard items, governance items, finance items and strategic items, as well as space for ad hoc items as they arise.

Standard Board Meetings	September	December	March	June
Standard items				
Board, SMT and SOC minutes				
Risk Register Summary				
Management accounts & finance update				
KPI Update				
Annual Detailed Risk Review				
Annual External Speakers Review				
Governance				
Appointments				
Code of Conduct Annual Report				
Election Results				
SUS & WF Annual Report				
Scheme of delegation review				
Finance				
Detailed Internal Budgets				
Update on year end				
Receive and approve audited accounts				
Approve estimates to Union Council				
Strategy				
KPI annual report				Discuss
<i>ES3: Senior post holder remuneration</i>				Approve
Formulation of Strategy: Strategy Weekend				