

**City Students' Union Trustee Board
Meeting held on Tuesday 17th January 2017
Unapproved Minutes**

Members	Initials	Meeting 1 13.09.16	Meeting 2 15.11.16	Meeting 3 17.01.17	Meeting 4 14.03.17	Meeting 5 09.05.17	Meeting 6 11.07.17
Yusuf Ahmad (President) (Chair)	YA	✓	✓	✓			
Zain Ismail (VP Education)	ZI	✓	✓	✓			
Sheikh Hassan (VP Activities and Development)	SH	A	✓	✓			
Edward Pearson (External Trustee)	EP	✓	✓	✓			
Nick Smith (External Trustee)	NS	✓	✓	✓			
Janet Legrand (External Trustee)	JL	✓	✓	A			
Tariq Pasha (Alumni Trustee)	TP	NM	NM	✓			
Alan Latham (Alumni Trustee)		NM	A	✓			
Hind Hassan (Alumni trustee)		NM	A	✓			
Om-Kalthoom Bashumailah (Student Trustee)	O-KB	A	P	A			
Sajil Shahid (Student Trustee)	SS	NM	✓	A			

Key: "✓" = Present, "A" = Apologies given, "N/M" = Non-member, "P" = Partial attendance

In Attendance	Initials	Reason and Meeting Section
Philip Gilks	PG	Students' Union Chief Executive (Committee Secretary)
Jessica Howard	JH	Business Operations Manager
Katharyn Kingwill	KK	Governance Administrator (minute taker)
James Lindsay	JLi	Membership Development Manager

Part One: Preliminary Items

Prior to the meeting, the Trustee Board had an informal meeting to discuss training priorities.

1. Welcome and apologies

The Chair welcomed lay Trustees, Hind Hassan and Alan Latham to their first meeting, also Jessica Howard, the SU Business Operations Manager, and James Lindsay, Membership Development Manager, who had commenced in post since the last meeting and who were in attendance.

Apologies were noted from Janet Legrand, Om-Kalthoom Bashumailah and Sajil Shahid.

2. Minutes

(paper: BT1601M)

2.1 The Board **approved** the minutes of the last meeting held on 14th November 2016.

2.2 Matters Arising

The Board **noted** the following actions arising from the previous meeting which were not on the agenda:

Item 8, Management Accounts

PG would take forward a review of cost benefits of staff development expenditure.

Item 9, Annual Accounts

PG had ensured that the Articles of Association allowed for the AGM to be scheduled at an appropriate point in the year.

Item 11, Trustee Support and Development

It had been agreed to arrange informal pre-meeting sessions for Board members. Before this meeting, NS had provided a presentation on training needs for Board members; topics for the next few pre-meeting sessions had been agreed. PG would arrange future sessions focusing on estates and data protection.

3. Decisions taken between meetings

There were no decisions taken between meetings (Chair's actions) to report.

4. Declarations of Interest

Item 12, Sabbatical Officer Salary

ZI and SH would leave the meeting during this item, as it was possible that they could stand for election next year. YA would not be eligible to stand for re-election so had no conflict of interest to declare for this item.

5. Items Specially Brought Forward by the Chair

There were no items brought forward by the Chair.

6. Chief Executive's Report

(paper: BT1602)

The Board considered the Chief Executive's report, which highlighted: an update on recruitment; an upcoming review of job titles and role profiles; sabbatical officer support; financial issues including a draft mid-year forecast, management of the accounts and the proposed bid for a block grant increase; arrangements for moving into the new space in Tait; implementing outcomes from the Redbrick research; and implementation of the Strategic Plan. In discussion the following points were made:

- The arrival in post of JH and JL meant that the Senior Team was complete.
- The post of Media and Communications Coordinator remained unfilled. Further interviews were to be held after re-advertisement, but there were few applicants; should they not prove suitable, PG would reconsider the job role.
- The role of Student Voice and Democracy Administrator had been retitled as Co-ordinator to reflect the level work required; PG would review other job roles and titles in due course.
- The mid-year forecast had been adjusted and initially a deficit of £10,410 had been noted in the report. However, since that point, reclaimed VAT had been credited, totalling £11,000, therefore the current mid-year forecast would be revised upwards.
- PG had asked his team to submit planned expenditure to inform budget planning for the remainder of the year.
- The Board noted actions taken to improve financial record keeping in the Students' Union.
- The new accommodation in Tait Building would be available in a phased programme, which would lead to challenges during the transition from one space to another, particularly with regard to: staffing of the shop and the reception desk; decant accommodation during the transition; and final fit out costs of IT and studio equipment. Discussions were ongoing with PaF with regard to the possible sale of confectionery in the new SU shop space. A launch event for the new space was planned for the summer.

- The Union was keen to take forward actions arising from the Redbrick Research project and discussions continued with Student & Academic Services regarding the introduction of a 'golden question' into enrolment procedures for students. This would enable segmentation of the student body and more efficient targeting of communications by the Union.
- EP observed that a Services Group had been formed to consider the role of the Union and what activities should be prioritised, aided by the Redbrick analysis, but this Group had not met recently. PG will create an informal group to look at the implementation of the strategic plan. **[Action]**
- PG had received his objectives for the year.

The board also received for information: an update on the progress of the operational plan on Academic Impact; and an update on Student Societies.

Part Two: Items for Discussion

Board Performance

7. Management Accounts

The Board received a verbal update from PG on the preparation of the Union's Management Accounts to 31st December 2016. In discussion the following point was noted:

- The Union had not yet received the accounts from the University; once received these would be circulated with narrative.

8. Trustee Annual Report

(paper: BT1603)

The Board considered the draft Annual Report and Accounts for 2015/16. In discussion the following points were noted:

- The accounts 2015/16 would be circulated by PG once received from the External Auditors. **[Action]**
- The External Auditors would attend the Board meeting on 14th March to formally present the accounts.
- PG had updated the narrative with a focus on the Union's campaign activity.
- Once the Union became a CLG it would liaise directly with its auditors, which should lead to faster response times and which could bring benefits such as briefings and training.
- Board members would send any further comments on the Annual Report to PG prior to presentation to the next meeting for approval. **[Action]**

9. Referendums

(paper: BT1604)

The Board considered recommendations for referendums held by City Students' Union including benchmarking of current arrangements for referendums in other Students' Unions. This followed an initial discussion by the Board at its last meeting. In discussion the following points were noted:

- The Board noted the benchmarking analysis.
- The recommendations for referendums would be included in the proposed Articles of Association (item 10).

Decision

The Board **approved** the recommendations for referendums, that a referendum can be called by a Secure Petition signed or agreed to be at 300 Student Members (in addition to a resolution of the Trustees and a two thirds vote of the Student Council) and that a resolution may only be passed by referendum if at least 500 Student Members cast a vote in the referendum and a simple majority of the votes cast are in favour of the resolution.

10. Governance Review Update (paper: BT1605)

The Board received an update on progress with the ongoing Governance Review of the Students' Union. Since the last meeting significant progress had been made by the Governance Working Group. Further discussions had taken place with Finance and Human Resources with regard to future arrangements and recommendations would come to the Board in due course. PG and the Governance Team had reviewed and refined the Articles of Association, taking the NUS Model Articles of Association for Companies Limited by Guarantee as a basis and providing a comparison with the current Constitution; these were now resubmitted to the Board for approval. The Articles of Association would then be considered by Corporate Governance & Nominations Committee and Council in March. In discussion the following points were made:

- Finance had offered advice and support for the transition from City systems and with the set-up of new systems, processes and financial management policies.
- Payroll would remain with City.
- City will still approve and monitor the Students' Union Budget.
- The Union was aiming to employ a finance co-ordinator to undertake the additional tasks required once new systems were established.
- The Union wished to have more independence with regard to budget management and to work collaboratively with City, and this meant the establishment of better process and the demonstration of responsible fiscal management.
- Discussion was ongoing with regard to whether the Union remained within City Group; Finance would provide further details which would come to the next meeting. **[Action]**
- In due course the Union would produce a scheme of delegation for decision making.
- PG would meet HR and VAT advisors to explore how to minimise VAT charges with regard to staff so he would bring an update to the next meeting. **[Action]**
- The recommendation was that the Chair of the Board, the Deputy Chair and a Student Trustee should be the subscribers listed on the Articles of Association. PG would contact SS to discuss. **[Action]**
- Consultation with students was required to amend the Constitution so this would take place at the General Meeting on 9th February.
- PG thanked the University for their support to date on governance reform.
- The Board thanked PG for his efforts to progress the governance reform.

Decision

The Board **approved** the Articles of Association which would now be considered by University Council.

Democracy and Student Voice

11. General Meeting

The Board received a report on the Annual General Meeting which took place on 17th November 2016. 182 students attended and the meeting approved: 15 motions; the Union's affiliations; and the appointment of the auditors. The Board noted two motions which had led to a reaction in the media or amongst students, namely the 'Opposing Fascism and Social Divisiveness in the UK Media' and 'Why is My Curriculum White', the former had led to a number of students to choose to opt out of Union membership.

The Board was now asked to consider next steps with regard to the motion 'Boycott, Divestment, Sanctions (BDS)' which had been approved by the General Meeting but which had been challenged by UK Lawyers for Israel who had contacted both the Union President and the University President. As a consequence of this letter, the College Secretary had requested advice from its legal advisors, Pinsent Masons, although this advice did not arrive

until after the General Meeting. Prior to the approval of the motion at the meeting, PG had also sought guidance from the NUS which led to a statement being read out by the Chair before the debate took place explaining the Board would need to review the motion. The legal advice received stated that the Board could override the motion if it was contrary to the charitable objects of the Union, stated in the Constitution.

[Secretary's note: The charitable objects of the Union, defined in the Constitution are:

"The objects of the Union are the advancement of education of Students at City, University of London for the public benefit by:

promoting the interests and welfare of Students at City, University of London during their course of study and representing, supporting and advising Students;

being the recognised representative channel between Students and City, University of London and any other external bodies; and

providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students."]

The motion, in its current form, specified that the Union should raise awareness of the issue specified around campus and 'commit resources', and in the opinion of the legal advisors this was contrary to the charitable objects of the Union. In discussion the following points were noted:

- HH noted that the motion did not specify what level of commitment of resources was required.
- NS explained that it was important to distinguish between allowing a forum for debate which was within the charitable objects, and committing resources to one side of the debate, without allowing for a counter view to be expressed.
- The legal advice had clarified that the first section of the motion was within the charitable objects of the Union, therefore the Chair and Deputy Chair could invite the motion proposer to discuss and then resubmit the motion to the General Meeting on 9th February in a format which was within the charitable objects of the Union. **[Action]**
- The Board suggested that in due course, further guidance for students on the presentation of motions would be useful. PG would consider this in the longer term, however, the interval between the submission of motions and meetings was short therefore it would be challenging to provide accurate advice for specific motions in sufficient time. **[Action]**
- HH requested that further clarification be sought as to whether the Board could amend the motion on behalf of the proposer. PG had explained that in a previous instance a Board had taken advice on this approach and was informed that this was not within the powers of the Board to amend a student motion, however this would be for the Board to take a view on.
- The Chair and Deputy Chair would agree a statement to be published on City Students' Union website to explain the reasons why the motion was not approved and possible next steps **[Action]**
- SH, ZI, and HH wished the minutes to reflect their objection to the course of action agreed with regard to the BDS motion.

Decisions

The Board **agreed** to overturn the motion 'Boycott, Divestment, Sanctions (BDS)' but to invite the proposer to resubmit a revised motion to the General Meeting on 9th February if they wished to do so.

12. Sabbatical Officer Salary (paper: BT1607)
SH and ZI left the meeting for this item.

The Board **considered** the proposed salary for Sabbatical Officers for 2017/18. PG proposed that the Board agree a salary range of £22,494 and £23,500 depending on the outcomes of national negotiations held by the Universities and Colleges Employers Association (UCEA) to agree with unions the salary uplift for 2017/18. In discussion the following points were noted:

- PG will be discussing with HR the contracts for sabbatical officers. It was hoped that these would be via Unitemps for next year.
- There had been some overpayment of holiday pay to sabbatical officers in previous years, but this should not reoccur now that the issue had been highlighted.
- PG and HR would agree suitable wording for sabbatical officer contracts to clarify process should there be a vote of no confidence.
- It was felt that there was a lack of awareness amongst students that sabbatical officer posts were paid which could have discouraged some students from standing for election, therefore salary would be included in communications to promote the posts.

Decision

The Board **approved** a salary range for the 2017/18 sabbatical officers of £22,494 to £23,500, subject to the outcomes of UCEA negotiations.

Strategic Direction

13. Block Grant Increase Proposal

The Board **considered** a business case for additional funding for the Union totalling £225,416 for 2017/18 with a further £35,082 in 2018/19, which would be presented to City Executive Committee, once endorsed by the Board. The benchmarking data included in the proposal showed that City's funding per students was significantly lower than its comparators. The business case included new posts of administration and finance coordinator, communications and marketing coordinator, and campaign, research and projects coordinator, increased staffing for the reception which would be necessary when the Union moved to its new location in Tait, and extra resource for activities of the Union, such as the support service. In discussion the following points were made:

- The business case, previously approved by the Board, had not proceeded following discussions with City; this was provided for information.
- The case focussed on improving the operational functionality of the Union and once this was achieved the Union would apply for further funding for its strategic aims.
- The business case included a proposal to fund a fourth sabbatical officer to be appointed for 2018/19, with elections to be held in Spring 2018, but with the financial commitment to commence in July 2018.
- City had agreed that cost of living increases would be factored into any funding agreed.

Decision

The Board **endorsed** the current business case which would now go to City's Executive Committee (ExCo) for consideration.

Delegation of Authority

14. Any Other Business

YA noted that nominations would open on 23rd January for the Leadership 2017 elections.

Trustees were invited to attend the General meeting on 9th February.

PG reminded all Trustees to complete the declaration of interest forms.

15. Closed Business (informal meeting of the Trustees and not minuted)

Date of the next meeting: Tuesday, 14th March 2017, 5-8pm

Board Secretary: Philip Gilks