

City Students' Union Trustee Board
Meeting held on Tuesday 14th November 2016
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	✓	✓				
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				
Sajil Shahid (Student Trustee)	SS	NM	✓				

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)
Yousuf Joondan	YJ	Interim Chief Executive
Donna Niccolls	DN	Business Operations Manager
Katharyn Kingwill	KK	Governance Administrator (minute taker)

Part One: Preliminary Items

1. Welcome and apologies

The Chair welcomed Philip Gilks (PG), the incoming CEO for the Students' Union to his first meeting in post and Sajil Shahid (SS), the newly appointed Student Trustee, to his first meeting (see items 6 & 10).

2. Minutes

The Board **approved** the minutes of the last meeting held on 13th September 2016, with one amendment, to correct the spelling of Sheikh Hassan.

3. Matters Arising

The Board **noted** the following actions arising from the previous meeting.

Item 12: Referenda Regulations Review

The Student Executive had further considered the proposed additional clause to the regulations, that there should be a requirement for a minimum 4% of the student body

to petition for a referendum, and now proposed that this should be an absolute number
In discussion the following points were noted:

- Given voting trends in recent elections, 4% would be a significant barrier - at the moment this would mean that over 700 students would have to bring a petition.
- Also the student headcount varied, mainly due to in-year registration for some programmes and modules, making the calculation of 4% less fixed.
- However 4% appeared to be the norm in many other Student Unions and as there were alternative channels for students to influence decision making it was unusual to use referenda very often.
- The Chief Executive would provide benchmarking information of practice at other Student Unions when this issue was considered as part of the revised Constitution. The Trustee Board would make a decision at this point. **[Action]**
- The Board suggested that it would be sensible to include any agreed changes to referenda requirements in the proposed revisions to the Constitution and Regulations.

Item 8: Management Accounts *[discussion noted in item 8]*

4. Chair's Actions

There were no Chair's actions to report.

5. Conflicts of Interest

Janet Legrand noted a possible conflict of interest in the context of the Student Union Governance Review (item 12) as she was a member of City's Council.

6. Items Specially Brought Forward by the Chair

Staffing

The Board noted that Yusuf Joondan would be staying until 23rd December as Interim Membership Manager.

Trustee Appointments

SS left the meeting for this item.

YA informed the Board that three appointments had been agreed; Sajil Shahid (SS) as a Student Trustee, Mr Alan Latham as Alumni Trustee, and Ms Hind Hassan as Alumni Trustee. *[Please see item 10 for the full discussion]*

7. Chief Executive's Report

The Board considered the Chief Executive's report, which highlighted; staffing issues, a presentation made by SU executives to Student & Academic Services, and freshers' week activities. The following points were made:

- The Union was working to fill vacant posts; two new members of staff would arrive in the next few weeks and recruitment was underway for two further vacancies. Temporary staff were employed to cover vacant posts and the team had performed well with minimal impact on students during the crucial first weeks of the academic year.
- The Union would be pairing with the London South Bank Students' Union to recruit and share a Student Advisor post for the rest of the academic year; the SU would fund 0.6 FTE of this post. The Sabbatical Officers were particularly keen that the Advice Team should be supported as they were currently very stretched.

- Freshers' Week had gone very well; the fair had taken place at the Barbican and was well attended. *DN noted that discussions were underway with City with regard to the cost of the venue hire.*
- PG had been meeting with key stakeholders in his first two weeks and would be presenting his initial impressions to the team this week. Key issues identified so far were; staff morale, communications, decision making processes, budgets and accessibility. Over the next few weeks he would be preparing a budget and business cases for additional resource.
- PG noted that the SU Strategy had been well received by the university and now he would work to ensure that staff were engaged in the plan.
- The Board thanked the Union staff who had ensured that Freshers' Week was a success.

Part Two: Items for Discussion

Board Performance

8. Management Accounts

The Board received a report of the Union's Management Accounts to 31st August 2016. In discussion the following points were noted:

- DN reported that income from NUS cards had increased by 5% from this time last year. Shop sales had also increased with the introduction of new merchandising.
- The SU had previously sold merchandise online, but due to the change in website it had not yet been set up which may have a financial impact. DN would arrange this to be set up before her departure in December.
- Media sales for Freshers' Week had been £15k.
- PG would meet with City's Finance Team to discuss the Block Grant and other financial issues as there was some confusion regarding future provision for VAT payments; an assumption had been that this would be added to the budget for 2016/17 but it now appeared that this was not the case. It was possible that this was a misunderstanding but it did highlight that current arrangements were not satisfactory. **[Action]**
- DN continued to discuss VAT recovery with the Finance Team.
- There continued to be discrepancies in allocation to budget lines which was time-consuming to resolve with City's Finance Team. £22k was currently marked as unallocated income.
- There were new coding arrangements for staffing costs but this exercise appeared to be incomplete as some amounts remained on original budget lines.
- DN met with the Finance Team monthly but was not always informed when decisions were made, such as the new coding arrangements for staffing, or when readjustments were made to budget allocations.
- The Board noted that these issues were recurring and unsatisfactory.
- PG would discuss better communications going forward with the Finance Team when he met them. **[Action]**
- The Board congratulated the Student Executive on the pairing arrangements for Freshers' Fair whereby some costs had been shared with Kings College London.
- PG would consider the cost benefits of staff development expenditure in future. **[Action]**
- Pool Table income was estimated to be £700-800 since its introduction in September.
- The Board welcomed the inclusion of spreadsheets in the Management Accounts report, suggesting that this should be in A3 format for the next meeting. **[Action]**

9. Annual Accounts 2015/16

The Board considered the draft year-end accounts for 2015/16, which would be presented at the SU AGM on 17th November. In discussion the following points were noted:

- The accounts were still in draft form as the External Auditors, KMPG, had not yet signed off the accounts due to a number of unresolved queries. The Board would be asked to approve the audited accounts at its meeting on 17th January 2017.
- The Annual Report statement had not yet been updated.
- The Board suggested that the review of the Constitution could include consideration of the timing and purpose of the AGM. **[Action]** A November date was often too early to be able to present audited accounts but did allow for students to endorse the SU Executive action plan for the forthcoming year.
- A Company Limited by Guarantee (CLG) was not required to hold an AGM but the 1994 Education Act did stipulate that an annual report should be made available to students.

Decision

The Board **noted** the draft Annual Report and Accounts and **agreed** that the Financial Statements would be presented to the AGM in their draft form

10. Trustee Recruitment Update

This item was also discussed in item 6

The Board received an update from the Chair of the Appointments Panel which met on 10th November 2016. The Appointments Panel consisted of YA, ZI, SH, PG, YJ, EP and Dr William Jordan, College Secretary. The Panel had approved the nomination of three new Board members, two *alumni* members and one student member, following a recruitment campaign and interviews, namely:

- Sajil Shahid as a Student Trustee for this academic year;
- Mr Alan Latham as Alumni Trustee, for three years to 16th November 2020;
- and Ms Hind Hassan as Alumni Trustee for two years to 16th November 2019.

The Panel had agreed that the Alumni Trustees should have different terms of office to ensure better continuity of membership.

Decision

The Board **endorsed** the appointment of three new Trustees.

11. Trustee Support and Development

O-KB joined the meeting.

The Board received proposals to support the development of the SU Trustee Board, which were to: present Board papers with an agreed template; to do a skills audit in early 2017 with a focus on key competencies which would be agreed; to continue to develop the skills of the Board with optional training sessions. In discussion the following points were made:

- The introduction of a coversheet for all Board papers would be welcomed by members.
- The next skills audit would be undertaken in early 2017. It was proposed to look at the areas covered by the Strategic Plan and Risk Register to identify any gaps in Board skills and whether skills development could mitigate this. NS would oversee this process. **[Action]**
- A rolling programme of optional 30 minute sessions before each Board meeting would be developed with brief presentations on issues of interest and from Union staff on their roles. These sessions would be scheduled for 4.30 pm. In addition there would be sessions included in the Board Away Day on 11th July 2017.

Decisions

The Board **approved**: (i) the coversheet template for Board papers; (ii) the new approach to the skills audit for Board members; and (iii) the introduction of optional sessions prior to each Board meeting.

12. Governance Review Update

The Board received an update on progress with the ongoing Governance Review of the Students' Union. The Board received a paper, provided to the SU Governance Working Group by the College Secretary, providing background information on the decisions made so far in the review of SU governance. This paper was supplemented with a summary of Trustee Board decisions provided by NS. In discussion the following points were noted:

- The Board had previously agreed that the Union should be incorporated and had opted to become a Company Limited by Guarantee (CLG). This would bring a number of benefits, such as greater legal protection for the Trustees and greater control over financial management. It was now the sector norm that student unions be incorporated; City's arrangements were now an outlier in the sector so the proposed changes would bring it in line.
- Discussions continued with the University with regard to options for the SU following incorporation, with the intention to have an agreed approach by the end of the calendar year, although there had been a hiatus in discussions due to staffing changes.
- A key issue was the relative costs of options as it was important to get best value for money.
- It was also important to ensure that future arrangements were carefully thought out as previous experience highlighted the risks that could occur, particularly with regard to staffing issues. However, the review was an opportunity to improve arrangements which currently did not work well.
- PG would arrange the next meeting of the Working Group for early December.
- It would be important to clarify going forward, with service level agreements, services currently received by the SU.
- The current capacity of staff in the SU to effect change was limited as there were a number of new post-holders, but there was scope for a new approach, with greater clarity on expectations. It was important to allow PG time to consider options before final recommendations were made to the Board and City's Council on the way forward.
- PG would meet HR and Finance colleagues to further discuss possible arrangements.

Decision

The Board **endorsed** the approach that would see the SU become a CLG with City as the main service provider, with minimal change to most arrangements, should PG also recommend this option as a way forward. PG will arrange a meeting of the SU Governance Working Group for early December to take forward discussions. **[Action]**

Democracy and Student Voice

13. Autumn Term Election

The Board received a report on the Union's first term elections for NUS delegates and for members of the Student Council. More students had put themselves forward for positions than last year and 10 Student Council members and 5 NUS delegates had been elected, however fewer students had voted. In discussion, the following points were made:

- The departure of the Media and Communications Coordinator had meant that there were less communications to students than normal which may have affected voting numbers. The team would ensure this did not happen for the next elections.
- The Board thanked Laura Dickens for her efforts to ensure the elections went smoothly.
- The 'single sign-on' meant that the voting process was simplified and students could use their City user name and password without having to register as well. A greater turn-out was expected for the elections next term because of this, however, the previous requirement to promote registration may have led to greater awareness of the election itself so consideration would be given to messaging.
- Programme representatives had been elected to provide student members of Student Staff Liaison Committees and this number had also increased. More representatives were doing the online training and a welcome reception for staff and students had been arranged. A code of conduct had been produced and representatives received a weekly newsletter to maintain engagement.
- There were now 90 student societies; newly established societies were arranging elections for their committees.

14. Democratic Review

The Board **noted** a paper which identified discrepancies between the Regulations and the Constitution which would be considered alongside the Governance Review. In discussion the following points were noted:

- NS offered to work with the Union Executive to ensure that company law was adhered to when undertaking this work. **[Action]**
- PG noted that there should be an element of consultation with students regarding the revised Constitution before formal approval by the Board and Council. He will consider how this should be approached. **[Action]**

Strategic Direction

15. Annual Planning Cycle

The Board **noted** the SU annual planning cycle. Budget planning had been brought forward to commence in November and the Annual Survey moved to be later in the year.

Decision

The Board agreed that an annual review of governance would be added to the annual planning cycle to take place at the November meeting.

16. Mid-Year Financial Forecast

Postponed to the next meeting of the Board, as PG and DN were meeting City Finance Team on 15th November to clarify the financial issues noted in items above.

Delegation of Authority

17. Any Other Business

- The Board thanked Donna Nicholls for her contributions to the success of the Students' Union over the past eight years and wished her luck in her new position.
- The Board also thanked Yousuf Joondan for his contributions as Interim Chief Executive over the past few months.
- Following the AGM on 17th November, PG would provide an update to the Board by circulation.

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

Date of the next meeting: Tuesday, 17th January 2017, 5-8pm

Board Secretary: Philip Gilks (email)