

## Minutes

City, University of London Students' Union is a registered charity (charity number 1173858) and a company limited by guarantee registered in England and Wales (company number 10834450).

### 05 March 2024 | AG01, College Building

Members	Initials	Meeting 1 13.09.23	Meeting 2 06.12.23	Meeting 3 16.02.24	Meeting 4 05.03.24	Meeting 5 23.05.24	Meeting 6 17.07.24
Akanksha Kumar (President) (Chair)	AK	✓	A	✓	✓		
Fortune Sampson (Deputy President)	FS	✓	✓	✓	A		
Yavuz Emin Kafadar (Deputy President)	YK	✓	✓	✓	✓		
Jackson HE (Deputy President)	JH	✓	✓	✓	✓		
Nick Ratcliffe (Lay Trustee and Deputy Chair)	NR	✓	✓	✓	✓		
Alan Latham (Lay Trustee)	EP	X	✓	✓	✓		
Liz Williams (Lay Trustee)	JL	✓	✓	N/M	N/M		
Jas Ahluwalia (Lay Trustee)	JA	N/M	A	✓	✓		
Rachel Brown (Lay Trustee)	RB	N/M	✓	X	P		
Leila Ratnani (Lay Trustee)	LR	N/M	✓/ N/M	✓	A		
Saundarya Rastogi (Student Trustee)	SS	✓	N/M	N/M	N/M		
Eva O'Neill (Student Trustee)	EO	N/M	✓	X	A		
Prachi Barache (Student Trustee)	PR	N/M	✓	✓	✓		

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

Included in the circulation	Initials	Reason and Meeting Section
Philip Gilks	PG	Chief Executive (Company Secretary)
Hannah Roberts	HR	Deputy Chief Executive
Jeni Turner	JT	Head of Finance
Chris Moore	CM	Head of Communications and Business Development
Kany Lee	KL	Operations and Projects Manager
Aadam Ali	AA	Clerk

### Formal

#### 1. Welcome and Apologies

AK welcomed everyone to the meeting and noted that apologies had been received from FS, EO and LR.

- 2. Declarations of Interest** (Paper: BT2348)  
The Board **noted** the register, and no new interests were declared.

**3. Minutes**

3.1 The Board **approved** the Minutes of the meetings held on the 12 December 2023 and the 15 February 2024 as both being a true and accurate record.

(Paper: BT2349M and BT2350M)

3.2 The Board **noted** the Matters Arising (Paper: BT2351A), noting the following:

- The Senate Student Members Appointment action is yet to be completed and the deadline has been extended to June 2024 due to the volume of work that will be required over the coming months and additional work required to understand if the merger impacts the Senate Ordinance.
- The St George's Merger action is complete, and a paper has been provided in item 10- St George's Merger with more information for Trustees.
- The Sabb Spotlight action is yet to be completed and the Sabbatical Officers said they would provide an update in item 12- Sabb Spotlight.
- The Auditors action is complete, and the Board has decided to extend the current auditors, Knox Cropper LLP for 2023/2024.

**4. Decisions taken between the meetings**

There were no decisions taken by the Board of Trustees between meetings.

**5. Items brought forward by the Chair**

AK noted that item 10- St George's Merger would be discussed first as some Lay Trustees would need to leave the meeting early, and the remainder of the agenda would be discussed in numerical order.

No items in Section E – Starred Items for Approval or Section F – Starred Items for Information were unstarred therefore all items were **approved** and **noted** by the Board respectively.

**Section A – Update from the Chief Executive and Strategic Progress**

**6. Chief Executive Report** (Paper: BT2352)

The Board considered the Chief Executive report, which included updates on key projects, recruitment and staff matters which PG presented. PG highlighted the following from the report:

- PG updated the Board on recruitment and staffing and noted the appointment of KL who has greatly supported the work of the Union over the past few weeks. PG also noted that a new Representation and Democracy Coordinator had been appointed and HR has returned from maternity leave.
- PG noted that the Employee Engagement survey would be released for staff to complete shortly. PG noted that the Union received a boost in scores last year but is expecting it would be likely that scores would decrease this year due to a number of key matters which PG further explained. PG noted that following the outcome, the SLT will formulate an action plan.
- PG highlighted that City are reviewing budgets across departments which could be challenging with the upcoming merger. PG noted that the Union would receive updated and in depth financial information from St George's soon.
- PG said the Union Awards and Academic Impact Awards are upcoming and that all Trustees were invited to attend.
- PG updated that the recent Elections were successful, and the Union had the highest ever voter turnout with a good number of candidates for all positions. PG thanked everyone that was involved in the Elections.

The Board thanked PG and **noted** the Chief Executive report.

- 7. Strategy Update Report** (Paper: BT2353)  
PG presented the Strategy Update Report and took the report as read and asked Trustees for any questions.

The Board **noted** the Strategy Update Report.

- 8. Strategy Implementation Plan** (Paper: BT2354)  
PG presented the Strategy Implementation Plan and presented the following for the Board:
- PG said due to the volume of work being undertaken currently, PG held a session with the staff team and Sabbatical Officers reflecting on the current Plan.
  - PG and the team reviewed each of the projects and questioned whether it would be right for the Union to deliver on each of these for this year. PG and the team have suggested that some of the items should be moved into next year's plan to be more realistic on what could be delivered this year considering the merger.
  - AK noted the review exercise was very helpful and AK felt it was very beneficial to look at every part of the implementation plan to evaluate whether each item was resourced well enough to succeed and if not, whether it could be paused.
  - PG asked the Board if they would be happy to approve the updated Strategy Implementation Plan.

The Board **approved** the updated Strategy Implementation Plan.

- 9. Union Office Move | Student Gateway** (Paper: BT2355)  
PG presented the Student Gateway paper and highlighted the following:
- PG noted that there had been some changes since the Board last saw the Student Gateway plan including changes to accents and the final furniture plan being incorporated.
  - PG pointed out a notable change was the requirement for the reception area to have a glazed door and be enclosed which was due to fire regulations. PG noted that the reception does look great and is distinct from City's spaces.
  - PG noted that the Union will be looking at working more dynamically and will look at providing on-the-day appointments, in order to remain student focussed.
  - PG said that the Union has thought about what service delivery will look like and that the new service design models will feed into that and will form part of how the Union will work within the Gateway alongside the student services in City.

The Board thanked PG for the Union Office Move | Student Gateway update. The Board commented with the following:

- The Board asked about whether the George's Tooting campus Union areas would need to be rebranded and if so, who would be funding this. PG said that the merger would need to be complete first before concrete decisions are made but it is likely that the branding in the Union spaces at George's Tooting will be the same as the spaces at City and likely funded by City.
- PG added that consideration will need to be given to St George's history and the agreement made between the two Unions.

The Board thanked PG and **noted** the Union Office Move | Student Gateway update.

- 10. St George's Merger** (Paper: BT2356)

PG and KL presented the St George's Merger update and highlighted the following key points to the Board:

- KL recapped the timeline for the Board on the approval of the new articles of association and following this, amendments to the Bye-Laws. KL noted that the proposal was circulated to students and five responses were received, the majority of which addressed the name change of the University. The feedback also addressed the role of the Speaker of the Assembly also being a member of the Senate and having free transport between the City campus and the St George's campus.
- KL added that all the feedback has been noted and the Union has considered and agreed the name City St George's Students' Union following the University's agreed name, and the Student Officers could lobby City on the transport and Senate points. Otherwise, there was no feedback on changes to the proposal from students.
- PG and KL requested the Board to approve the Proposal, referendum question and the call to a referendum. PG noted that the Returning Officer retains the right to amend the referendum question but suggested this would be unlikely.
- PG noted that it was intended to circulate a draft copy of the legal transfer agreement however this is currently not ready to be shown to Trustees due to the solicitors raising that there were more uncertainties and unknowns that require further investigation. PG said that they would circulate this in the next few weeks once this is received to give the Board an opportunity to comment. PG added that the Board would be sent the finalised document also for final approval.
- PG brought to the attention of Trustees, some risks due to the different in size of the Union and St George's including outstanding loan details that need to be shared, St George's adoption of the Union's Financial Regulations, agreement on data sharing and existing contracts that are currently in place. PG noted that these would be mitigated and included in the transfer agreement. PG also highlighted an addition risk pertaining to VAT which JT will cover in item 13- Management Accounts.

JT presented the finance work ongoing for the merger and highlighted the following points for the Board:

- JT highlighted that the Board has approved for Knox Cropper LLP have been extended to audit the Union's finances for 2023/2024.
- JT clarified with the merging of finances of the two Unions, it would reflect a coming together and St George's becoming part of the Union's finances and systems. JT said that part of the transfer would be transferring money but also assets as part of the agreement.
- JT noted that that they would be visiting St George's next week to evaluate what actions will need to be taken. This will dictate the balance sheet on the accounts and the reconciled balance and following on, due diligence work and a goodwill calculation.
- JT noted that moving forward, the data flow systems of St George's finances will be required to be tested to come together. This includes day to day transactions such as invoices and POs and depth testing them.
- JT explained that St George's currently uses the University financial software which is a third party software, which will need to be evaluated as to how their data flow compares to the Union's data flow.
- JT noted that on the commercial side, JT will evaluate how much of their systems can be automated which will feed into the merged Union's financial software.
- JT will request to see St George's balance sheet which will indicate their profit and loss and what they hold in their reserves which will need to be reconciled. Presently JT is not aware of how the trading company is performing individually as presently, only the statutory accounts are visible. Going forward, management accounts would need to be shared to ascertain further details on margins and performance, but the Union have clarified that the company is making a small profit.

- JT noted that aligning financial regulations and policies will be a large piece of work, and this year, the Union will be conducting merger accounting where St George's balance sheet will be added to the Union's balance sheet.
- JT concluded that there are less than five months to complete the above mentioned work. PG commented that the Board may want to in future, enlist Knox Cropper LLP to undertake more due diligence work. PG also said the change of accounting software will be a large piece of work. JT added that the system that St George's University and SU use is not fit for purpose for small charities hence the requirement to review a new financial system going forward.

The Board made the following comments to JT:

- The Board asked if a timeline had been set for the finances and the necessary actions that will need to be taken. JT said that this hasn't happened yet, and JT is working to ensure a good working relationship is established between both parties.
- The Board noted that some loan terms may be different such as brewery loans in terms of their suppliers and different creditors. JT responded saying that the merger will present things that the Union isn't used to seeing such as the commercial services of the bar and shop. JT added other things that will need to be reviewed are corporation tax, indemnities, insurance, and warranties.

PG and KL presented the operational priorities and highlighted the following points to the Board:

- PG noted that the Union will need to prioritise areas of work that will need to be completed in advance of the merger to integrate with St George's.
- PG noted that the Bye-Laws, policies and governance will need to be amended in advance of the merger on the 01 August 2024.
- PG also highlighted the work required to harmonise the websites and the importance to adopt an approach to look at content whilst merging.
- PG stated that the key challenge will be how the membership data of both Universities will feed into the website as the University data programmes will not merge immediately. Currently the Union use MSL to provide the website service and PG is querying whether it could be fed by two different programs. PG added that having one website will offset some costs which could be used to fund the new finance management software.
- PG added that it would be key to maintain access for students from the merged University, maintain flexibility for Societies and for Sports Clubs to remain accessible.
- PG noted that the merged processes and policies may need tweaking after the merger date, but the key actions are being prioritised. PG also highlighted the importance to hold a democracy review next year after the merger to evaluate the merged entity's democracy and processes.
- KL highlighted the Subsidiary Board for the St George's subsidiary company, and that it would be beneficial to have one or two members of the Board to sit on the merged Subsidiary Board. KL said the Board provides a formal mechanism for oversight and control enhancing the ability to manage and make decisions on subsidiary affairs. KL said this could be captured in the transfer agreement.
- PG added that the current Subsidiary Board is small and has three members on it including the current CEO, a Sabbatical Officer, and a Lay Trustee. Additionally, the solicitors have advised that there is some connection on that Board between the two Unions.

PG presented an update on the merger pertaining to Sports and highlighted the following points to the Board:

- PG highlighted one of the fundamental challenges with the name change has been the name for the St George's sport clubs who want to play under the St George's name.

- PG pointed out one key difference between other institutions who have different teams from the same institution is that they have sub brand however, St George's is not a school name or a sub brand therefore this must be approached sensitively.
- PG highlighted that ultimately any decisions taken on this will affect the merged institutions members from the 01 August 2024.
- PG noted the Union are currently in talks with the British Universities and College Sport (BUCS) on this as this is a unique situation.
- PG noted that in the hospital leagues, the St George's sports clubs can play under the St George's name, however this is not the same for BUCS who are the main governing body for University sport.
- PG clarified that the Union is not a member of BUCS, but it is the University who is therefore ultimately the decision sits with the University, and whether the teams of St George's can play using their own sports kits or the newly merged University's kit.
- PG added that BUCS have returned with two possible models going forward: Option 1- All Eligible Students model or Option 2- Satellite Campus model. Option 1 would allow for City St George's to play as one entity with the option for multiple ring-fenced teams, and Option 2 would allow for two campuses as separate entities under one BUCS membership.
- PG advised the Board to consider approving Option 1. PG said the students at St George's will train on their own campus and will remain to have an affinity with St George's. PG added that one risk is that BUCS will demote the St George's sports clubs to the lowest leagues after the merger as they would be considered new teams.

The Board thanked PG and KL and made the following decisions:

- The Board **approved** the proposal including the amended Articles of Association.
- The Board **approved** the referendum question and the call to a referendum.
- The Board **agreed** to have two members of the Board sit on the merged Subsidiary Board following the merger, which will be captured in the transfer agreement.
- The Board **approved** and endorsed Option 1- All Eligible Students model as the best model for the University's membership with BUCS.
- The Board spoke about the staffing implications of the merger in a closed section without staff being present in the room and **decided** that NR would sit on the People Work Subgroup and Workstream to lead this conversation with City.

## 11. Implementation of 50" Floor Standing Modern Digital Signs Gateway

(Paper: BT2357)

PG presented the 50" Floor Standing Modern Digital Signs Gateway paper and highlighted the following:

- PG explained that this would be a new approach to how the Union communicates with students and that they would allow the Union to be more responsive. PG said that currently posters and information on campus goes out of date quickly whereas this solution could be updated immediately.
- PG highlighted that videos could be played with subtitles on the screens, and information for society events and the elections could be displayed.
- PG noted that the Union would be saving paper as far less would be required. Additionally, communications would be enhanced, and the signs would be a good long term investment and would help the Union stand out better.
- PG mentioned that there could be an opportunity to seek sponsorship to build up revenue from the signs as it would present a good advertisement position for relevant businesses. PG said at present, Native provides companies to advertise with the Union however other companies could be sought to create a more diverse income stream whilst maintaining more control of what appears on the signs.

The Board thanked PG for the proposal and commented with the following:

- The Board asked about the risk of the screen being damaged or vandalised. PG said that there would always be a risk, but the screens would be placed at prominent high footfall spots on campus and are covered by the Union's insurance.
- The Board debated whether having more screens on campus would have a higher reach. PG noted that the Union could order less screens however to make it worthwhile, the proposal asks for screens in front of all the major buildings at City.
- The Board noted that tracking engagement using the screens would be easier than trying to track engagement from printed posters.
- JA offered to support with advertisements and potential revenue through their network.
- YK said that they were not in favour of the proposal due to the amount of money required which could be used on other areas such as on societies, and that the Union should reduce budgets for printing if the signs were adopted. PG noted that both could be achieved whilst approving the proposal. YK noted that they were not in favour of the proposed expenditure due to, in their view, the lack of student recognition of the Union being linked to the Union's lack of relevance in representing student interest rather than the Union's visibility. YK added that despite the previous year's expenditure on communications and branding, there has been no noticeable increase in student engagement.
- In summary, YK suggested that resource should instead be utilised to support societies in a more student focussed approach, and that if resource is allocated for the new screens, it should be released with the caveat of a proportional reduction in resource for printed materials. PG noted that both things could be achieved whilst approving the proposal.

The Board **approved by majority** the Implementation of 50" Floor Standing Modern Digital Signs Gateway with the exception of YK, and for the final proposal to be shared via correspondence to note.

## Section B - Student Insight

### 12. Sabb Spotlight

(Paper: BT2358)

AK presented on their progress as President and highlighted the following points:

- AK will be hosting a Virtual Reality Fair on the 03 April in collaboration with the School of Science and Technology. This will include a seven minute wellbeing reset for staff and students and will explore virtual reality, artificial intelligence and how courses are taught.
- AK said the nap pods have been approved but they will need to be trialled and funded. AK is meeting with the Director of Property and Facilities.
- AK attended the National Indian Students and Alumni Association Awards where they saw numerous higher education stakeholders and spoke about the Union's advice service.
- AK will be organising the next Holi festival on campus.

FS' progress as Deputy President was taken as read by the Board.

YK presented on his progress as Deputy President and highlighted the following points:

- YK said they are continuing to work with Buzzbike to try and expand the scheme to students around London however the company have stated that they will lose money with their existing discounted rate if this happens.
- YK is continuing to work on the bidet project however they received a disappointing response from the City facilities team who quoted £6,000 for bidets to be installed on campus. YK is looking at cheaper options using cold water.

- YK is working on improving the catering discount for students on campus. Last year City introduced £3.00 dinners and this year some lunches will decrease from £6.50 to £4.90.
- YK is reviewing the clubs and societies processes and how to improve them. YK will revisit clubs and societies rules as they had received complaints about inactive societies from students.

JH presented on his progress as Deputy President and highlighted the following points:

- JH said the Lunar New Year festival held on campus was very successful and that around 500 attendees came. JH is working to make sure this event is cemented in the City calendar each year.
- JH said the Muslim students fund was received well and £10,000.00 worth of grants were distributed. This fund is for Muslim students who are unable to take out maintenance loans due to religious reasons. JH will be asking Muslim alumni students to donate to the fund.
- JH said the student handbook they have been working on is progressing and will be released for students next academic year.
- JH said they have been working on accessible bursaries which has been an ongoing project, and that they are collaborating with the City Finance team to see what they can do to help students.

The Board thanked the Sabbatical Officer team and commended them on their work and **noted** their reports.

## Section C – Equality, Diversity, and Inclusion

There were no items submitted in this section at this meeting.

## Section D – Finance

### 13. Management Accounts

(Paper: BT2359)

JT presented the January Management Accounts and highlighted the following for the Board:

- JT said that with the upcoming merger, the Union will require a new financial management software package and has done research into what other Students' Unions use. The software that JT has researched may be too large for the Union's projected income however going forward this will need to balance against what the Union requires now and futureproofing the system as the Union grows after the merger.
- JT said subscription fees for the new financial management systems that were researched have looked similar in terms of price quoting around £22,000 to implement the new package with similar annual subscription fees. JT noted another option would be to choose between an established software or to go with a start-up software. JT noted the latter would have more risk but would be more tailored whereas a global software would be safer but potentially cumbersome. JT added that all software would likely have hidden costs pertaining to cloud storage fees and would be something to consider.
- JT presented the VAT review which JT asked for approval from the Board. JT said the Union needs to complete this review regardless, but it is beneficial to do this now due to the complexity of the Union currently with Sport and Clubs and Societies, in the face of the upcoming merger. JT explained there are different VAT rules in the Unions joint enterprise. JT added the Union would be less likely to pay VAT penalties if the review is undertaken as this shows due diligence had been exercised.

- JT presented the accounts and noted that there had been some movement between the budget and forecast with some big shifts, the accounts showed a difference of £73,000. JT explained there was £35,000 from the reserves last year which had been brought forward to this year to use.
- JT added that unbudgeted costs for new posts amounted to £47,000 and bank interest received was much higher than predicted when the Union originally budgeted.
- JT said that savings may be made later in the year, but the Union might end the year with a potential deficit budget. JT will meet with the SLT and look at actual projected spending in a reforecast exercise.
- JT explained that the accounts show late salary invoices of £222,000 from City however, this is due to the financial systems between City and the Union, and the time required when corrections are made on City's side.
- JT concluded on the finance department development adding that the team are working on the automation of expense claims and are finding a system where Societies can easily view their balances.

The Board commented with the following points:

- The Board noted that ending in a deficit may be favourable.
- PG noted that financial systems between the Union and City are being looked at to be harmonised and PG has suggested to City that timings for corrections need to be improved.
- The Board noted the importance to future proof any financial management software going forward and for the Union to choose the best software going into the merger as to not duplicate installation fees. This would require balancing the software level that Union requires. JT added that it would be easier and more cost efficient for the Union to change level in a software chosen rather than finding a completely new package.

The Board **noted** the Management Accounts and **approved** the VAT review.

### Section E - Starred items for approval

#### 14. Reserves Policy (Paper: BT2360)

This item remained starred so was not discussed and was **approved** by the Board.

#### 15. Web Provisions and Conduct Policy (Paper: BT2361)

This item remained starred so was not discussed and was **approved** by the Board.

### Section F - Starred items for information

#### 16. Summary of all Assembly meetings since the last meeting of the BoT

(Paper: BT2362)

This item remained starred so was not discussed and was **noted** by the Board.

#### 17. Advice Termly Report

(Paper: BT2363)

This item remained starred so was not discussed and was **noted** by the Board.

### Section G - Other

#### 18. Any Other Business

No other Business was discussed by Board members. AK thanked all Trustees, the staff and the Clerk and closed the meeting.

**Date of the next meeting:** 4.30pm, Tues 21 May 2024

**Board Clerk:**

Aadam Ali