

CONFIRMED

**University of Nottingham Students' Union
Minutes of 60th Meeting of the Trustee Board
Held Online on Thursday 30th April 2020, 10.00a.m.**

Attendees:

James Pheasey (JP), President, (*Chair*)
Michele Colenso (MC), Lay Trustee
Jacob Collier (JC), Community Officer and Trustee
Millie Doherty (MD), Sports Officer and Trustee
Dave Ellis (DE), Lay Trustee, (*Vice-Chair*)
Charlie Gill (CG), Student Trustee
Carole Harvey (CH), Lay Trustee
Ed Millinger (EM), Student Trustee
Rachel Munton (RM), Lay Trustee
Tsemaye Salami (TS), Student Trustee
Samaira Saleem (SS), Student Trustee
Cassie Ulrich (CU), Education Officer and Trustee

Other Attendees:

Abdi Ahmed (AA), Postgraduate Officer
Janette Alvarado-Cruz (JAC), Director of Student Influence
Susan Dosangh (SD), Governance and Admin Assistant, (*Secretary*)
Dave Goodacre (DG), Director of Finance and Support Services
Daryl Ormerod (DO), Chief Executive
Georgina Pittman (GP), Activities Officer
Myles Smith-Thompson (MS-T), Equal Opportunities and Welfare Officer

No	Item	Action
60.01	<p><u>Introduction and Apologies</u></p> <p>JP welcomed everyone to the meeting, noted that the meeting was quorate, and introductions were made. Welcome extended to MC and TS who have recently joined the Board as Trustees, and JAC who has recently joined the organisation as Director of Student Influence.</p> <p>In line with our commitment for governance transparency, this will be the first meeting that will have its minutes published on the Students' Union website.</p> <p>JP took the opportunity to remember our friend and colleague, Ruth Southall, Representation Development Manager, who sadly lost her life to Covid-19.</p>	

60.02	<p><u>Declaration of Interests</u></p> <p>Spreadsheet circulated for review ahead of today's meeting.</p> <p>Action: SD to input MC and TS's details once received.</p> <p><u>Post Meeting Note – 1st May 2020</u></p> <p>Details received for MC and TS and inputted into the spreadsheet. Complete.</p>	SD
60.03	<p><u>Minutes of 59th Meeting and Matters Arising</u></p> <p>The minutes of the meeting were accepted as an accurate record.</p> <p>Actions Tracker – created and updated with progress against actions. Completed actions with updates available to view.</p> <p>Recommendation to re-appoint the Auditors – process to commence end May. DG said we have shortlisted a number of companies already who will be brought into the process. CH suggested https://www.smithcooper.co.uk/ during today's meeting.</p> <p>Believe in Better Fund – what is happening in the current climate does not prevent us from putting ideas forward so individuals are still being encouraged to do so via a</p>	

	<p>business case and this would be considered in the appropriate way. This action was around putting some criteria around this to help the Board work through the process.</p> <p>Democratic Policy - RM asked what the conclusion of this item was. DE said the minutes fairly represent the decision in the meeting. The three summary points outlined are where we got to and people stated their points of view round the table.</p> <p>DE said subsequent to the meeting DO pulled together a summary of the position and expanded on the points in the minute which were agreed. The final draft was approved and a summary shared with the students. JP said conversations are ongoing. It is important to note the Trustee Board did not overturn the decision of the Democracy.</p> <p>(DG said we will be running with eight (8) Officers next year).</p>	
60.04	<p><u>CEO Report</u></p> <p>DO's report had been circulated and was taken as read.</p> <p>DO spoke generally about the current situation, and said the only development that he would like to cover is how the Covid-19 situation is playing out a bit more.</p> <ul style="list-style-type: none"> - Some Universities are concerned about their short term viability. University of Nottingham is not in this category, but they are having to take significant steps in their short to long term strategy, and this is subsequently playing out in the Students' Unions. - The stable and more robust Students' Unions are more vulnerable and the impact of Covid-19 has been felt immediately. - JAC has joined the organisation and acknowledgement of her immediate contribution was given in the meeting JAC then took some time to give a brief introduction about her role and experience so far which has been really positive and welcoming. - RM asked about lived experience of our student members during this pandemic. MS-T said he has done an Equality Impact Assessment for the University. It does look at under-represented and disadvantaged groups. <p>Action: MS-T to send document through to SD for circulation with the minutes</p> <ul style="list-style-type: none"> - JP suggested that we put MS-T item on the agenda for the Student Engagement Committee (4th June 2020) for any recommendations to be put forward to the Trustee Board on the 18th June. <p>Action: SD to add to the agenda for the 4th June Student Engagement Committee meeting.</p> <ul style="list-style-type: none"> - JC expressed concern that some of the landlord providers have asked for rent for term 3, and asked what our position would be with regards to working with 	<p>MS-T/SD</p> <p>SD</p>

	<p>these individuals in the future. JP reported conversations are ongoing with Union Staff to progress this.</p> <ul style="list-style-type: none"> - UoN Neighbours - GP talked about this initiative. Facebook group for students to offer support, challenges, and activities to ensure they remain engaged with the Union and to reinforce the message that we are here and in this together. - No academic disadvantage – CU provided some context to this. Degree classification will not be pulled down. She said there has been some frustration in the time it is taking to make this happen and whilst the University was ahead of the curve in announcing this, they are now behind the sector in terms of getting the communications out hence the distress caused to some students. 	
60.05	<p><u>Finance Update</u></p> <p>A summary of the results for the period August 2019 to March 2020 was circulated as part of the Trustees’ stewardship and financial planning responsibilities.</p> <p>Key headlines from the summary report:</p> <ul style="list-style-type: none"> - Students’ Union had been beating budget every month and business was good. - No concerns in paying bills as plenty of cash in the bank. DG said he felt it was important to provide reassurance to the Trustees that we are able to pay our bills. We have sufficient funds to pay debts as they fall in the foreseeable future. - Relatively low spend - not a lot of spend going through other than salary and we are accessing the Government’s Job Retention Scheme. <p><u>Immediate Future – performance to March 2020</u></p> <ul style="list-style-type: none"> - Seen a fall in our investments - Our reserves are going to fall - Still have a rainy day fund - For the short-term, there are no concerns <p>JC asked if there is a risk to our business if the Job Retention Scheme is not extended. DG responded to the positive. We are assuming we can furlough until the end of July.</p> <p>From a Social Enterprises perspective there are no students on campus. Hospitality industry as we know is really uncertain and the minimum timeframe given by the Government could be six months before they reopen. DG stressed to the team if the Scheme is not extended then there is little we can do so we will need to dip into our reserves.</p> <p>MC said after having looked at the information and investments, funds are devaluing and the University are reducing budgets and reducing our grant, if it would be possible to see a forecast run rate for the first six months across different scenarios. It would also be helpful to see what the worst case scenario would be and where we need to make a decision.</p> <p>Action: DG to provide information regarding above request to Trustees.</p>	<p>DG</p>

	<p>DG said there is a risk with the Pension Scheme in terms of a deficit. This may not be a risk to our reserves because we do not include the Pension deficit in our reserves, but to make the Board aware.</p> <p><u>Looking Ahead</u></p> <p>The University has issued a plan to reduce budgets and grant. DG said we have not yet had a formal conversation regarding this action, but we are assuming our budget will reduce. (Pension costs will increase in October).</p> <p>MC asked in light of the fact we are entering a new era worldwide, ie how teaching is delivered may change, online learning etc, should we not start to look at an alternative model in terms of generating income rather than relying on traditional methods. DG responded to the positive, but also said we need to be mindful of the time it can take to set initiatives up.</p> <p>There is also a challenge around communicating to students and managing their expectations around us having to do things differently.</p> <p>CG said we have had a few larger companies opening, and asked if the University had given a steer when students will return to campus. (The University is following the guidance provided by the Government). JP said the latest date discussed so far is January 2021. The University is working on their online provision and hosting an open day online.</p> <p>JC raised a question around our investments and if there is an ability to review these and whether there is potential for us to generate a bigger income. DG said Rathbones (Investment Bankers) will be doing that as normal and will be taking advantage to make the funds as profitable as they can.</p> <p>RM said in light of the current climate and impact on the organisation, it would be useful to have more frequent catch ups to consider any developments and clarification before they make any major decision. Therefore the team suggested and agreed to meet in a fortnight.</p> <p>Action: SD to arrange meeting, and include MS-T paper as an agenda item for this meeting.</p> <p>JC suggested inviting all Trustees to the next Trading Board meeting (7th May 2020).</p> <p>Action: JC to speak to Phil Smith, Director of Social Enterprise and let SD know to action accordingly.</p> <p>Suggested and agreed the People & Culture Committee meeting scheduled for the 3rd June will now be a full Trustee Board meeting where the outputs of the Staff Engagement Survey will be discussed.</p> <p>Action: SD to amend and issue new invite.</p>	<p>SD</p> <p>JC</p> <p>SD</p>
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60.06	<p><u>Pensions Slides</u></p> <p>DG walked the team through the current position:</p> <ul style="list-style-type: none"> - SUSS has a pension deficit - Valuation carried out every three years and completed in March 2020 - Scheme deficit has gone up from £120m to £140m - Impact on our organisation - Deficit recovery plan in place <p>CH said she had joined the Board when the issue arose and, today, expressed her distress at the deficit.</p> <p>DG raised the awareness and implications of the challenges, and shared options available to manage the situation:</p> <ul style="list-style-type: none"> - You can buy yourselves out of the Scheme, however, the reason why no one takes this up is because it is unfavourably expensive. <p>CG asked whether we could enquire as to how much the buyout would cost. DG said the first time we ask it would be free, but the key focus for us here, particularly in light of our financial challenges is not to put additional costs on the Pensions Scheme. However, he said he will raise the question.</p> <p>Action: DG to ask the question and feedback at the next meeting.</p>	DG
60.07	<p><u>Articles of Association and Board Composition</u></p> <p>Trustees had previously agreed a draft set of Articles of Association (the constitution, or governing document of the Students' Union) to tidy up some of our governing rules, but this had been put on hold owing to lockdown. However, they have now agreed to hold a General Meeting, to coincide with the Annual Members Meeting, which will take place on the evening of Tuesday 19th May. The meeting will be asked to approve the articles.</p> <p>The one noticeable change that will come of the new articles (if they get approval) will be that all full time elected officers will be Trustees of the Students' Union, rather than the current combination of any 4. The Board must not have more than half of its members being paid.</p> <p>Further discussions took place during today's meeting and RM asked why there would be any reasons why we should not be doing this already, ie having all Officers as Trustees. CH shared her thoughts and felt a 17 person board can be 'unwieldy' based on past experience with other Boards, and questioned efficiencies around this. CH said we have also had issues in the past with Officers not wishing to become Trustees as they have wanted to focus on their manifestos.</p> <p>DO said it would have been traditionally difficult to articulate the role of the Officer, and is considered there are three pillars to the status of the Officer:</p> <ol style="list-style-type: none"> 1. A political office holder 2. A Trustee 3. An Employed member of staff <p>DO reported we structured the contract in such a way that if any of the pillars fall, then the others all fall too. The rationale behind this is to protect the organisation and</p>	

	<p>protect the accountabilities of the membership. Further questions/comments raised below during the meeting:</p> <ul style="list-style-type: none"> - CU expressed her thoughts in that if we do come to a point where we reduce the size of the Officer team, could the Articles be amended after the composition of the Trustee Board? CU also acknowledged that we do not want to be changing the Articles year on year. - TS asked if it could be an option that one Officer is appointed to represent all the Officers. DG said a Trustee is there in their own right and not to represent other individuals. - CU asked does there need to be an equal split between Lay and Student Trustees. DG responded to the negative. - SS asked if students who are employed elsewhere in the Students' Union, ie working on Reception eligible to join the Board? DG responded to the positive, but reinforced the point around half the Trustees cannot be paid. - MC stated the Board must remain effective for its primary purpose so felt we should not use the logistics as a reason not to apply this approach. If we feel all Officers should be present on the Board, then we should implement this, even just to review the impact of the effectiveness of the Board. MC suggested reviewing the position in six months' time. JC agreed with the principle that all Officers should be present on the Board, but for him it is about what is best for the Charity. - GP said as an Officer, and not as a Trustee, she has found attending the meetings extremely beneficial. - DE recommended we implement this approach within the absolute guidance of the Charity Commission and review the position in a year's time. <p>Suggested and agreed to include the pillars in the newly elected Officer contracts.</p> <p>Action: DG to follow through with the above action. DO/JP to craft wording.</p> <p>CG said he is aware of a number of students who are running for positions this year who are not fully aware of what the Trustee Board is there for, but absolutely feel they would want to be a Trustee and part of the Board.</p>	<p>DG/DO/JP</p>
60.08	<p>Meeting Close – JP thanked all for attending and drew the meeting to a close at 1.00p.m.</p> <p>Date of Next Trustee Board Meetings 14th May 2020 3rd June 2020 18th June 2020 9th July 2020 – Trustee Board Away Day</p>	