UNIVERSITY OF EXETER STUDENTS' GUILD

Trustee Board

Minutes of a meeting held on Monday 11th January 2021
Microsoft Teams Meeting. 2pm – 5pm.

Ref	Minute	Action
	Present: Sunday Blake (President/Chair), Julie Walkling (External Trustee/Deputy Chair), Penny Dinh (VP Education), Ruby Jones (VP Welfare & Diversity), Liv Harvey (VP Activities), Alfie Carlisle (Student Trustee – ASC), Sumiah Elbortoukaly (Student Trustee), Deborah Watson (External Trustee), Margaret Laithwaite (External Trustee), Natalie Stewart (External Trustee – NS).	
	In attendance: Alison Chambers (Chief Executive – AC), Rob Bending (Director of Finance & Resources), James Lindsay (Interim Director of Management Engagement), Nick Smith (***In attendance for the Governance review item - NickS***), Lauren Chatfield (Executive Support & Facilities Officer – Minute Taker).	
	Apologies: Mariam Abdelkarim (Student Trustee).	
TB-20.31	**Minutes of the Last Meeting – 19th October 2020 and Matters Arising (Review of Action Log)** <u>To discuss & agree:</u> Approved as a correct record	
	Notifications of Any Other Business: • 1 x JL; 2 x SB.	
	Notifications of Any New Conflicts of Interest: • 1 x – PD, no longer work for Uni – to remove; 1 x LH started volunteering role; 1x JW – now a parish councillor; UWS to be removed.	
TB-20.32	**Terms of Reference** <u>To agree:</u> The updated Board Terms of Reference were circulated to Trustees for approval. Paper taken as read. Board members were asked for any questions and comments. Key points: • ToR to be updated to reflect the title change from SEIF to CGR committee • Visions and Values – AC; are we content that the sub-committees are suitable for the current Board, now that commercial has moved over? Do we need another committee for membership services given our direction of travel now? • Discussion had around the committee	

	• DW – would it be useful to repurpose the CGR committee and/r discuss if we need to include something around student experience • ASC – reluctant to have another committee, could complicate the overall structure • PD – We have GLC which is our insight into student experience – perhaps we should open up the invitation to external trustees to observe • All in support of remaining with the two sub-committees going forward. ACTION: SB/AC to update the vision and values on the ToR. ACTION: SB/AC to update the ToR to reflect the change from SEIF to CGR committee. **Agreed Received**	**SB/AC** **SB/AC**
TB-20.33	**Cycle of Business** <u>To agree:</u> The updated Board Cycle of Business was circulated to Trustees for approval. Paper taken as read. Board members were asked for any questions and comments. Key points: • RF1 – scheduled to go to the January Trustee Board, RB suggested this needs to change to the March due to the timescales – All in support • ML proposed looking at a draft/rolling forecast to come in January • JW – Should we think about when we include a Trustee Board away day in the cycle of business? Discussion had around ideas for away days – trustees in support of including the UoE executive team and Guild staff members etc. SB/AC to take offline. • SB suggested SMT and Officer team to discuss offline whether it would be useful to give more regular student experience updates to Board. ACTION: Cycle of Business to be amended to reflect RF1 change from January Trustee Board to March Board; January meeting to include a draft/rolling forecast. ACTION: SB/AC to take offline discussion regarding Board away day agendas. To include this on the cycle of business. ACTION: SMT/Officers to work offline to discuss more regular student experience updates to Board. **Agreed Received**	**LC** **SB/AC** **SMT/Officers**
TB-20.34	**Chief Executive Report and Objectives** <u>To receive:</u> AC provided the CEO report and objectives. Paper taken as read. Board members were asked for any questions and comments. Key points:	

	• Risk assessments have had to be changed and adapted with the new strain of Covid-19 • WS1 – we have now met with the UoE, still working on SLA's and leases, hold ups are around costs • Strategy – AC continuing to meet with Guild staff to obtain feedback; to review the strategy as a recovery plan, not tie ourselves to any strict deliverables this year • Democracy and Governance review – a lot of the recommendations were very theoretical; we have struggled to get recommendations that we can easily implement – the teams have worked hard to interpret this to take this forward • Restarting Guild Activity – we are not doing this at current, using this opportunity to go through our health and safety and risk assessment measures • Board pre-sessional meetings – AC to take board suggestions offline to build into future meetings • Draft objectives – Taken as read. AC asked for any questions/comments. ASC – would it be possible to see the original tender for the Democracy and Governance review from Miragold? AC to share offline. ACTION: AC to share the original tender for the Democracy and Governance review offline. **Agreed Received**	**AC**
~~TB-20.35~~ Verbal	**Student Experience Update & Officer Priorities – Term 1** <u>To receive:</u> SB provided a verbal update on student experience and officer priorities for Term 1. Key points: • VP Education – working on a no-detriment policy with the University to protect student grade outcomes • Guild President – SB in talks about obtaining accommodation rebates for students • VP Activities – partnered with a company called Native who will host some virtual events for students • VP Welfare & Diversity – working on setting up a wellbeing forum for students; planning wellbeing week for the first week of February; Wellbeing services also have partnered up with an external company to provide specific counselling for BAME students. • Officer priorities – JL working with the officer team to establish officer priorities as a team. Officers working together on a Level 3 Leadership and Management course for personal development. **Agreed Received**	
TB-20.36	**Trustee Report** <u>To receive:</u> RB provided the Trustee Report paper. Paper taken as read. Board members were asked for any questions and comments.	

	Key points: • No questions raised on the Trustee report. **Agreed Received**	
TB-20.37	**Cashflow – Going Concern** To receive: RB provided a paper on Cashflow – Going Concern. Paper taken as read. Board members were asked for any questions and comments. *ROLLING MINUTE FROM FINANCE & AUDIT COMMITTEE*: *"The Chair reminded the meeting that Guild had negative net assets in consequence it was appropriate that the F&AC meeting, as a sub-committee of the full Board, should review cashflows to ensure that it was appropriate for Guild to continue as a going concern."* Key points: • ASC – previously discussed the possibility of paying HMRC monthly – what is the current direction of travel? RB highlighted we are steering towards paying off the amount in full rather than in instalments. • RB advised that we are in a much better position; the cashflow shows that based on where we are (not assuming paying off HMRC); we would have nearly £700k of unrestricted cash. To discuss the paying off of the HMRC fees at the next Finance and Audit Committee meeting. **Agreed Received**	
TB-20.38	**Cost of Living and Staff Increments** To agree: RB provided a paper on cost of living and staff increments. Paper taken as read. Board members were asked for any questions and comments. Key points: • RB proposed for trustees to take another look at the decision around cost of living and staff increments due to our change in financial circumstances • RB highlighted that there is likely to be no movement on the cost of living due to the national parties not coming to an agreement • RB raising the possibility of granting the staff increments • JW – have other student unions granted staff increments? • ML – has the University granted increments? RB advised they have up to a certain pay band. • ML – is the recommendation to pay up to January or for the full year? RB highlighted that it is likely that staff would expect the increments to be backdated – Board to consider any impact on how it is received to staff • DW – happy to support these increments as the financial message has changed • JW raised the issue of how some staff would not benefit from the increments if they were already at the top of their pay band – is there an alternative option for everybody to benefit? RB	

	raised that there is a possibility for cost of living to be arranged, but at current, this is not likely. • NS – in support, would be useful to see a break down of the figures/pay scales. ACTION: SMT to take offline cost of living/staff increments and bring back to a future trustee board meeting. **Agreed Received**	**SMT**
TB-20.39	**Catering VAT and the NUS Legal Challenge** <u>To agree:</u> RB provided a paper on catering VAT and the NUS legal challenge. Paper taken as read. Board members were asked for any questions and comments. Key points: • RB highlighted that NUS are planning to put in a complaint to HMRC around the consistency of the concession regarding the catering VAT • The NUS are looking for around £100k fighting fund, to cover the complaint up to judicinal review • Recommending supporting the legal action against HMRC, but not at the full £5k value • ML – in support of challenging HMRC • NS raised that it is not likely that we will be reimbursed should this go to judicinal review, there could also be further actions after judicinal review; NS raised concerns around £100k not being a large amount of money in terms of legal fees, there could be a possibility of being wrapped up into further fees, it would be useful to understand how NUS have come up with the figure • ASC – is it worth us getting tailored advice from different solicitors to establish the likelihood of us winning anything back from this? RB highlighted concerns that we could end up paying around £5k for the amount of work that a solicitor would be to do to investigate this and we could end up paying twice. RB highlighted that the principle is more important that the possible monetary gain, there is no guarantee we will win anything back. • RB asking for trustee's views on supporting the NUS fighting fund. ACTION: RB to take offline with NUS to obtain a breakdown of the £100k costs. ACTION: RB to liaise with Andrew Connolly regarding University involvement on HMRC fees. ACTION: RB to take offline with NUS for the offer of £3k towards the fund. **Agreed Received**	**RB** **RB** **RB**
TB-20.40a ~~TB-20.40b~~ Verbal	**Governance Review Update** • **WS2 Update (AC)** • **Update on Democracy & Governance Reviews (NS)**	

TB-20.40c TB-20.40d TB-20.40e	• **Guild Democracy – A New System (JL)** • **Miragold Report (JL)** • **Byelaw Amendments (JL)** <u>To agree:</u> JL presented an update on the Governance Review. Papers taken as read. Board members were asked for any questions and comments. Key points: • Nick Smith attended the meeting to provide an update on the Democracy ad Governance review. NickS advised that the Memorandum and Articles are currently being checked by the solicitors; there were some provisions that were previously taken out of the byelaws: to hold an all members meeting; and to hold Guild Council meetings. For Board to consider this moving forward. • JL brought forward a new democracy system to the last CGR sub-committee. JL highlighted that we have put together a set of byelaws to outline the new system for Guild democracy. We have put forward two byelaws to support this. Asking Board for ratification of these byelaws. Discussion had around the proposed change of title to the VP Welfare & Diversity role to VP Equality and whether this is the most appropriate title of the role. NickS proposed bringing forward a vote at Guild Council for the post title. All in support. **All in agreement to ratify the proposed Byelaws 3 and 4, in principle of the discussion of post title for VP Welfare & Diversity being decided by Guild Council.** **Agreed Received**	**All**
TB-20.41	**Patrick Heron Painting** <u>To receive:</u> RB provided an update paper on the Patrick Heron painting. Paper taken as read. Board members were asked for any questions and comments. Key points: • No questions raised regarding the paper. **Agreed Received**	
Verbal TB-20.42a TB-20.42b TB-20.42c TB-20.42d	**Sub-Committee Update** • **Finance & Audit Committee; Minutes 12/11/20 and ToR sign off** • **Compliance, Governance and Risk Committee; Minutes 15/12/20 and ToR sign off** <u>To agree:</u> ML/JW gave a verbal update on the Board sub-committee meetings. The previous minutes and ToR were circulated for Board sign off. Board members were asked for any questions and comments. Key points: • Finance and Audit Committee update – Meeting held in November 2020. Highlighted that vacancy for another external	

	trustee to join the committee; ML confirmed that NS will join the Finance and Audit Committee. ML gave thanks for RB for his support with the committee. All in support of approving the proposed ToR. • Compliance, Governance and Risk Committee update – JW gave thanks to RB for his support with the committee. ASC has joined the CGR meeting as an additional student trustee. There is a lot of policy going forward, especially around HR/safeguarding etc. All in support of approving the proposed ToR. **All in agreement to approve the proposed Terms of Reference for Finance & Audit Committee.** **All in agreement to approve the proposed Terms of Reference for the Compliance, Governance and Risk Committee.** **Agreed Received**	**All** **All**
Verbal	**Full Time Officer Pay** To agree: An item was raised for discussion regarding the full-time officer pay. Sabbatical trustees remained in the meeting for this item. Key points: • SB highlighted that student feedback has been received highlighted how some potential candidates, especially international, feel they are not able to run due to not being able to afford to stay in the country for a sabbatical post. • AC advised that we are looking for Board approval to take offline to look at current salaries sector standard and bring back a recommendation to a future board meeting. ACTION: SMT to bring back a recommendation to a future Board meeting regarding full time officer pay. **All in agreement for SMT to take offline discussion on full time officer pay and bring back a recommendation to a future Board meeting.** **Agreed Received**	**SMT** **All**
	Any Other Business To receive: • CLES College Officer – For information: JL advised we did not appoint a CLES college officer. Voice/PD taking offline in house. • UCU MoU – SB raised that Board have to read through the UCU MoU and agree the amendments. SB to circulate to Board for offline approval. • RB leaving – SB raised that this meeting was RB's last board meeting prior to him leaving the Guild. All gave thanks to RB for his support to the Board throughout his time at the Guild. **Agreed Received**	
	Date of Next Meeting – Monday 22nd March 2021	

Action Log

Meeting Date	Ref No.	Action	Action owner	Target date
19/10/2020	TB-20.20	AC and SB to bring forward a future response after the report is due out on where the Guild is taking things in relation to the Debating society. UPDATE 11/01/21 – In progress.	AC/SB	
11/01/2021	TB-20.32	SB/AC to update the vision and values on the ToR.	SB/AC	
11/01/2021	TB-20.32	SB/AC to update the ToR to reflect the change from SEIF to CGR committee.	SB/AC	
11/01/2021	TB-20.33	Cycle of Business to be amended to reflect RF1 change from January Trustee Board to March Board; January meeting to include a draft/rolling forecast.	LC	
11/01/2021	TB-20.33	SB/AC to take offline discussion regarding Board away day agendas. To include this on the cycle of business.	SB/AC	
11/01/2021	TB-20.33	SMT/Officers to work offline to discuss more regular student experience updates to Board.	SMT/Officers	
11/01/2021	TB-20.34	AC to share the original tender for the Democracy and Governance review offline.	AC	
11/01/2021	TB-20.38	SMT to take offline cost of living/staff increments and bring back to a future trustee board meeting.	SMT	
11/01/2021	TB-20.39	RB to take offline with NUS to obtain a breakdown of the £100k costs.	RB	
11/01/2021	TB-20.39	RB to liaise with Andrew Connolly regarding University involvement on HMRC fees.	RB	
11/01/2021	TB-20.39	RB to take offline with NUS for the offer of £3k towards the fund.	RB	
11/01/2021	Verbal	SMT to bring back a recommendation to a future Board meeting regarding full time officer pay.	SMT	