UNIVERSITY OF EXETER STUDENTS' GUILD

Trustee Board

Minutes of a meeting held on Monday 22nd March 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), Mariam Abdelkarim (Student Trustee), Deborah Watson (External Trustee), Margaret Laithwaite (External Trustee), Natalie Stewart (External Trustee).	
	In attendance: Gary McLachlan (Student Voice Manager – ***In attendance for the Elections item***), Kathryn Sullivan (Miragold – ***In attendance for the Governance item***), Estelle Hart (Project Manager – ***In attendance for the Governance & WS1 items),*** Stephen Morton (Interim Head of Finance – ***In attendance for the RF1 & staff increments items),*** Alison Chambers (Chief Executive – AC), Lauren Chatfield (Executive Support & Facilities Officer – Minute Taker).	
	Apologies: Rob Bending (Former Director of Finance & Resources).	
TB-20.45	**Minutes of the Last Meeting – 11th January 2021 and Matters Arising (Review of Action Log)** <u>To discuss & agree:</u> Approved as a correct record	
	Notifications of Any Other Business: • 1 x AC.	
	Notifications of Any New Conflicts of Interest: • None declared.	
TB-20.46	**Student Experience Update & Officer Priorities – Term 2** <u>To receive:</u> SB provided a paper update on student experience and officer priorities for Term 2. Board members were asked for any questions and comments. Key points: • SB presented the paper circulated to University Council • VP Education – no disadvantage guarantee; learning under covid campaign; tuition fee refund campaign • VP Welfare & Diversity: Drug & alcohol policy; period poverty; campus residential services – looking at rent strike and relationship with estate patrol; accessibility progress at Exeter	

	• VP Activities: Festival of discovery; graduation; displaced students; WonkHE Pearson survey on societies and wellbeing. • No questions raised on the paper. **Agreed Received**	
TB-20.47	**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: • WW2 unexploded bomb – all 253 students in alternative accommodation are now back on campus • Return to campus planning – aiming for the 29th March to have all of our risk assessments approved for returning to campus – we have been working with the university approval mechanisms to give access for student music groups to on campus space; student media have worked with a consultant from Kent to improve relationship between student media and officers; looking at guidance on anonymous feedback platforms following liaison with officers • Writing a complaints policy • HR – out to recruit for new senior team structure • Workstreams and transfer – WS1: main pending item is around the lease agreements and service level agreements for the space that the Guild occupies; signed the commercial transfer agreement, looking at clarifying what our source of income schemes are; WS2: to discuss later on the agenda • PD raised it would be useful to have a closing session at the end of board meetings for trustees only to have a discussion without staff • ML gave thanks to AC for her work so far this term • Discussion had around putting together a summary report of complaints/complaints log to present to trustees on a regular basis. **Agreed Received**	
TB-20.48	**Planning Review Group (PRG) Presentation (Budget 2021/22)** <u>To discuss:</u> AC presented a paper on the University PRG meeting. Paper taken as read. Key points: • AC provided the PowerPoint presentation that was presented to the University's PRG meeting on 3rd March • The outcome was to hold a task & finish group to look at setting a list of recommendations for funding • Budget to be prepared for the next FAC meeting on 11th May – to hold a Finance Away Day for our budget holders prior to this. **Agreed Received**	
TB-20.49	**Cashflow – Going Concern** <u>To receive:</u>	

	Papers were provided on cashflow – going concern. Papers taken as read. Board members were asked for any questions and comments. <u>*ROLLING MINUTE FROM FINANCE & AUDIT COMMITTEE*</u>: *"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: • ML advised that we are recommending the papers to the board following discussion had at the Finance & Audit Committee meetings held on 11th and 17th March **Agreed Received**	
TB-20.50	**Approval of the statutory accounts** <u>To agree:</u> The statutory accounts for 19/20 were presented for approval. Paper taken as read. Board members were asked for any questions and comments. Key points: • Following the previous agenda item – recommendation to the board following the Finance & Audit Committee meetings held on 11th and 17th March – the recommendation to approve the statutory accounts • Trustees in support of the recommendation to approve the statutory accounts for 2019/20. **All in agreement to approve the statutory accounts for 2019/20.** **Agreed Received**	**All**
Verbal	**Elections update** • **Welfare for candidates** • **Outcome (winners)** • **Candidates and diversity** • **Fairness (plus Kat thoughts)** <u>To discuss:</u> GM joined the meeting to give a verbal update on elections. Key points: • GM presented a PowerPoint presentation to trustees on the elections results • Discussion had around providing efficient support to candidate welfare support and diversity of candidates. **Agreed Received**	
TB-20.51	**Annual priorities setting/objectives** • **Overview of department objectives and KPIs** <u>To discuss:</u> AC presented a paper overview of department objectives and KPIs. Paper taken as read. Board members were asked for any questions and comments. Key points:	

	• AC gave a briefing on the paper • Developmental areas – a snapshot of what we can do now – we need to be able to measure the entire union life participation; currently the system does not support this • To include a net promotor score • To include measures of student satisfaction • To include more embedded measures of opportunities, trends in advice, response times • To include measures of how we support students mental health, alongside engagement with 'hard to reach' student groups. **Agreed Received**	
Verbal	**Patrick Heron Painting** <u>To receive:</u> AC provided a verbal update on the Patrick Heron painting. Key points: • Discussed at Arts & Culture Board – looking for evidence of any ownership transaction; yet to confirm from the Universities side • AC to check in with the University in 2-3 weeks' time. **Agreed Received**	
TB-20.52a TB-20.52b TB-20.52c	**Sub-Committee Update** • **Finance & Audit Committee; Minutes 29/01/21, 11/03/21** • **Compliance, Governance and Risk Committee; Minutes 18/02/21** <u>To receive:</u> ML/JW gave a verbal update on the Board sub-committee meetings. The previous minutes were circulated for Board overview. Board members were asked for any questions and comments. Key points: <u>Finance and Audit Committee update</u> • ML highlighted that FAC minutes from 17/03/21 were circulated as an AOB • HMRC VAT – we have joined in with the NUS on their legal challenge against HMRC; we have also repaid the full amount of the balance required to HMRC • We had a presentation from student investment fund society, very impressed with the presentation given, to do more diligence around the possibility of taking this forward. • Reforecast is showing us ahead of budget (largely due to the reduction of student activity) • Received a presentation from SUSS trustees updating us on the position of SUSS • Presentation given on the CRM/digital platform and the digital review • Year end audit – Disappointed with the auditors; the audit was delayed and the accounts were not received for the deadline of the FAC meeting on the 11th, which is why an additional FAC meeting had to be scheduled for the 17th to be ready for today's	

	board meeting. As a result of this, we have decided to go out to tender for auditors moving forward. <u>Compliance, Governance and Risk Committee update</u> • Overall compliance report showed no major concerns • Keeping oversight of the WS2 update • A lot of work happening around HR – HR dashboard has now been put together and is being received to CGR regularly • Issues around gaps in policies and out of date policies – this is being looked at for updating and roll out including drafting a social media policy • Discussed the proposed senior team structure • Discussed the risk register – simplifying the current format to something more accessible and focused • Proposal to have an annual induction session for Board. **Agreed Received**	
TB-20.53	**Freedom of speech** <u>To discuss:</u> AC presented a paper update on freedom of speech. Paper taken as read. Board members were asked for any questions and comments. Key points: • Investigation carried out on freedom of speech with the University • Issues with negative press received on freedom of speech and the lack of university support on this to the Guild. **Agreed Received**	
TB-20.54	**HR update** • **Guild senior team recruitment** <u>To discuss:</u> AC presented a paper update on HR and Guild senior team recruitment. Paper taken as read. Board members were asked for any questions and comments. Key points: • Senior team posts have now gone out to recruit following discussion at both sub-committees; both sub-committees were happy to approve the recruitment of the proposed posts • Head of Finance starting end April and current comms manager to be uplifted to the Head of Communications post. **Agreed Received**	
TB-20.55	**Workstream 1 – lease agreements** <u>To discuss:</u> EH joined the meeting to present a paper update on workstream 1 – lease agreements. Paper taken as read. Board members were asked for any questions and comments. Key points: • Agreed to bring everything into order with the University – all of our lease agreements have been taken, they have been to the solicitors and problems arisen around the solicitors being very	

	aware of the relationship we have with the institution – we are trying to reach a point where we are clear on the relationship • Key changes are around: the additional charges being absorbed in overall costs; the loss of one of our spaces on St Luke's campus • We are redrafting lease agreements on the legal queries we had – we are waiting to hear back from the University alongside clarity on accessibility in our space e.g. installing a lift in Devonshire House; making changes to our space etc. • Overall positive changes and our relationship with the University had been positive. **Agreed Received**	
Tabled	**Governance Review** • **Governance documentation** • **Democracy review model** <u>To agree:</u> KS joined the meeting to present an update on the Governance Review. 2 papers were tabled following the Governance workshop held prior to the main board meeting. Board members were asked for any questions and comments. Key points: • 3 papers tabled in the pre-sessional meeting this morning: Draft Trustee code of conduct, governance review paper and democracy review paper • Memorandum and articles received back from the solicitors – some queries around the wording; EH asked if board are happy for Nick Smith to go back to the solicitors around the wording amendments? To then come back to the next Board meeting. • Trustees in support of NS taking forward M&Arts amendments with the solicitors directly. • 11 recommendations at the end of the governance review report – discussed in the pre-sessional this morning • 1 – Induction training and ongoing support for trustees, to delegate this to AC and EH to put together a summer training programme for trustees • 2 – To conduct a stakeholder mapping exercise; either internally or externally; to aid the understanding of trustees regarding critical relationships • 3 – Performance management; codify the performance management of the chief executive, individual trustees and the board overall – authorising the chair and co-chair to map this out in terms of processes with the staff • 4 – Trustee code of conduct; currently in draft • 5 – Values conversation at board level • 6 – Conflict management • 7 – Refreshment of summertime training • 8 – Diversity strategy • 9 – Communications strategy • 10 – Review of Trustee Board sub-committees	

	• 11 – Alignment of delegation of authority • Democracy review – are we happy to agree the proposed principles of engagement with our students in the democratic structure? • Discussion had around the proposed sub-committees: finance; student engagement; people and culture etc. Proposal to have put together a task and finish group to focus on student engagement. ACTION: Trustees to give feedback to KS offline on the draft trustee code of conduct. **All in agreement for NS to take forward M&Arts amendments with the solicitors directly.** **All in agreement to approve the recommendations outlined in the Governance review report.** **All in agreement to approve the recommendations outlined in the Democracy review report.** **Agreed Received**	**All** **All** **All**
TB-20.56	**In year financial reforecast 1 (final)** <u>To discuss:</u> SM joined the meeting to present a paper on reforecast 1. Paper taken as read. Board members were asked for any questions and comments. Key points: • SM gave a briefing on the RF1 paper • No questions were raised on the paper. **Agreed Received**	
TB-20.57	**Cost of living and staff increments** <u>To agree:</u> SM 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: • SM gave a briefing on the cost of living and staff increments paper • The paper asks for board approval on granting staff with the cost of living increments for this year • Trustees in support of approving the proposal **All in agreement to approve the proposal to grant cost of living and staff increments to staff this year.** **Agreed Received**	**All**
Verbal	**Notification of urgent matters to trustees** <u>To discuss:</u> ASC raised an item for discussion on the notification of urgent matters to trustees. Key points:	

	• What is the process of notifying trustees of urgent matters e.g. around issues that would affect the reputation of the Guild? • Discussion had around the freedom of speech negative press issues in February. **Agreed Received**	
	Any Other Business To receive: • Board feedback form – AC to circulate a survey to trustees offline for feedback on this board meeting. **Agreed Received**	
	Date of Next Meeting – Monday 17th May 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	

22/03/2021	Tabled	Trustees to give feedback to KS offline on the draft trustee code of conduct.	All	