UNIVERSITY OF EXETER STUDENTS' GUILD

Trustee Board

Minutes of a meeting held on Wednesday 12th April 2023
Collaboration Station, Devonshire House, 2pm – 5pm

Ref	Minute		Action
	Present:	Lily Margaroli – LM (Chair and Officer Trustee) Julie Walkling – JW (Deputy chair and External trustee) Jack Liversedge – JL (VP Education) Emma de Saram – EdS (VP Liberation and Equality) Izzie Dyer – ID (VP Opportunities) Alex Martin – AM (Student Trustee) Chris Menon – CM (Student Trustee) Nur Farah Meor Azlan – FMA (Student Trustee) Margaret Laithwaite – ML (External Trustee) David Craddock – DC (External Trustee) Natalie Stewart – NS (External Trustee) Harriet Jones – HJ (External Trustee)	
	In attendance:	Alison Chambers – AC (Chief Executive and Board Secretary) Cassie Thornton – CT (Head of Marketing and Brand) Tom Barrass – TB (Head of Student Engagement) Martin Pope – MP (Head of Finance and Operations) Dani Alexander – DA (Senior Coordinator – Leadership and Governance and Minute taker for meeting) Mark Kiley – MK (Community Representation Manager) Eleanor Walker – EW (Atkinson HR Consultancy)	
	Apologies:	Niamh Crowe – NC (Student Trustee)	
TB-22.37	**Minutes of the Last Meeting – 13.02.23 and Matters Arising (Review of Action Log)** <u>To approve:</u> LM highlighted the paper. Paper taken as read. Board was asked to approve the minutes of the last meeting <u>Matters Arising</u> - Trustee EdS highlighted sustainability agenda point TB-22.33 discussion needed more details - Trustee suggested minutes are written in past tense **Agreed as received and approved**		
	Notifications of Any Other Business: • Sustainability - HJ		
	Notifications of Any New Conflicts of Interest: • None		
	Notifications of Any Conflicts of Interest on the meeting agenda: • AC conflicted for item 9 and will leave the meeting with SLT		

	• Officer Trustees LM, JL, ID and EdS conflicted for item 10	
TB-22.38	**Chief Executive Report** To review: AC highlighted the paper as read. The board were asked for comment or questions on the report. Key points: - Note the ACUI Conference trip update – thank you to the board for supporting the trip to Boston, US in which AC and LM attended. The conference was beneficial in many ways. - Note the ACUI Conference top take away points: - US do not have Officers but instead have Student Government - US Student Unions heavily focussed on facilities and buildings, with large scale investment in these buildings and spaces - EDI is a big focus including the use of brave spaces in the place of safe Spaces - The access to Student Fee Deductions has a streamlined approach, is more straight forward and accessible - Trustee discussion around Guild fund raising from alumni. Alumni fundraising is mainly done via the University or directly through societies at present - Note MJ as chair of FAC agrees the trip was worthwhile for the Guild - Note the Governance review day with Jacqui Clements which took place on 30th March 2023. AC and DA attended this day and we have come out of the review day with a number of Governance review points which will input to the Annual Governance Plan - The Trustees noted the senior team priorities were a helpful update for board **ACTION:** Governance review plan and suggested changes / updates to be shared with the board before the next Trustee Board 2023 **Agreed as received**	**AC/DA**
TB-22.39	**Student Experience Report** To review: LM presented the paper as read. Key points: - Note the UCL Cost of Living survey which received just under 1500 - Note from the paper the key Wellbeing and Inclusion meeting/boards the Officers sit on. The Mental Health Review board recommendation report which LM attends will be presented to university stakeholders at the Student Experience Partnership Board - Note the Officers and Guild team have been working with students and societies to celebrate key cultural dates to increase a culture of Belonging and Inclusion - Note the work around National Elections, to ensure Students know how to vote - Trustees had a discussion regarding Industrial Action. The Trustees discussed what mitigation the University of Exeter will be offering. JL sits on the Industrial Actions response group at the University of Exeter in which discussions around mitigation have been had	

	- Trustees had a discussion around Cost of Living and whether the Guild receive academic performance data shared with the Guild. Officer trustees confirm the Guild do receive the data - Trustees had a discussion around Cost of Living as a mitigating circumstance. This was lobbied for at the beginning of the academic 22/34 year by JL and the Cornwall SU President to ensure CoL was a mitigating circumstance - Trustees had a discussion around continuity of projects for the Academic year 2023/2024, and for future years to come, as well as how the handover process works. The trustees were met with reassurance that key projects relating to student priorities will continue regardless of Officers in post, through officers in post or a team within the Guild. The removal of Manifestos allows a more robust measure to ensure priorities of elected officers align strongly with the priorities of students **Agreed as received**	
TB-22.40	**Full Time Officer Elections Report 2023** <u>To review:</u> MK joined the meeting. TB and MK presented the report to the board Key points: - Note the more in-depth report, and a light touch paper was taken to the Compliance, Governance and Risk committee - Note the reduction in voter turnout, and a reduction in candidates - Note the pool of candidates was not reflected of the student body, and it was highlighted that the timing may be late due to the Grad scheme jobs already having been accepted - Note across the sector the voting numbers have decreased - Note the Guild have 5 recommendations in the paper to implement for the next Election process which are listed in this report - The board were asked for questions or comments - Trustees discussed fact checking during debates going forward and how to mitigate and create an opportunity to fact check debates or candidate comments. The Guild have noted and will consider for the next Elections - Trustees noted other elections in other Students Unions have had delays and some fraud cases **ACTION**: Trustees agree on recommendation 5 and agree on commissioning a task and finish group to be set up to consider the Officer model and whether to reconsider the Officer model for the future **Agreed as received**	SLT

TB-22.41	**CEO Pay and Performance Principles** To approve: *Eleanor Walker joined the meeting to present the paper*. Paper was taken as read. *To note the conflict of interest for AC* *SLT left the room for the decision* Key points: - Note the principles were put together to review CEO performance and deciding on CEO remuneration - Note the proposed would serve as the guiding principles and framework for Trustees to follow when reviewing CEO performance and agreeing pay - Note there was no process in place before these principles - Note there is a pay scale to which the CEO sits - Trustee discussion requesting the CEO Performance be brought to the Board, - Trustee discussion around whether the Remuneration Group should consist of anyone else to ensure continuity - Comment made from the board: - **The board was asked to approve** the principles and framework and agree that the document replaces any previous guidance or terms of reference around CEO performance and pay, and becomes 'live' with immediate effect **ACTION:** Standing item for CEO Performance to be put on the Schedule of Business for Trustee Board **ACTION:** Ensure Terms of Reference for subcommittees is updated to include CEO Remuneration **ACTION:** Update point 5.2 around jointly line managing the CEO – remove Deputy Chair as joint line manager **APPROVED:** The Trustee Board approves the CEO Pay and Performance Principles subject to amending point 5.2 to remove the Deputy Chair as the joint line manager	DA/AC LM/JW LM/JW
	Eleanor Walker left the meeting **The meeting had a break from 15:51pm – 16:05pm**	
TB-22.42	**Sabbatical Officer Pay Review** To approve: AC and TB presented the paper as read. **To note the conflict of interest:** *EdS left the meeting at the beginning of the meeting agenda item* *LM and JL left the meeting for the decision* *ID stayed in the meeting for the decision* **Key points**: - To note AtkinsonHR were commissioned to carry out the Officer Pay Review - Note the paper has been to the Compliance, Governance and Risk (CGR) committee, and the Finance and Audit committee (FAC) in which key points for consideration were taken into account - Note the CGR committee recommended a cost-of-living (CoL) increase to be implemented for Officers and the lowest paid in the organisation - Note this was taken to FAC in March to consider the affordability.	

	- Note the FAC were asked whether they were satisfied that the Officers have received the CoL payments and the FAC agreed that the CoL payments have been made in line with the sector - Note the FAC was asked if the committee should support the pay review. The FAC agreed the CoL whole pay scale should be reviewed in line with the budget process. Officers should sit on this reviewed pay scale - Note Officers will have received 3 x £300 payments, on the assumption that the third CoL payment will be approved - **The board is asked to approve the salary the review recommends, or if there are any other recommendations to review when building the budget** - Trustees discussed whether the Officer pay and Cost of Living increase should be taken into account together - Trustees discussed whether Officer pay should be considered in line with Guild coordinator pay - Trustees agreed that the paper was unclear in what it was asking **ACTION**: Review Guild staff salary scales in line with the budget to bring in line with Cost-of-Living increase **ACTION:** Consider the Officer Pay increase in the development of the 2023-2024 budget once the Cost-of-Living award has been reviewed for all salaries and affordability considered **APPROVE**: The Board approve the approach to reviewing the Officer salary in line with recommendations made in the recent review paper	SLT SLT
TB-22.43	**End of Year Forecast** <u>To approve:</u> AC presented the paper as read to the Board Key points: - Note this was discussed at the Finance and Audit committee in April 2023 - The February management accounts show a £105k surplus year to date. SLT have confirmed that £65k of this is "actual" saving - Finance and Audit Committee in April have approved that we release the £65k to be spent in-year on key strategic items outlined in the paper - Approval is sought for this full year forecast showing a surplus of £42.5k, likely to reduce to £2.3k when further work is completed on the forecast to differentiate real savings from phasing issues **APPROVED: The board approves the End of Year forecast**	
	EdS left the meeting	
TB-22.44	**Rebrand Project Update** <u>For oversight:</u> **CT presented the paper as read** Key points: - Note Rebrand journey that had been taken so far in the paper - Note Students have shaped this rebrand in many ways including the Marketing Advisory Board - Note the tight timelines in place to implement the rebrand for the start of the 2023/2024 Academic year	

	- **Recommended that the final decision and approval on the look and feel (visual identity and brand position strategy) is approved by Board via Chair's Action (SLT and FTOs will also be included in the approval process)** - Note in July's Board we will therefore bring the final brand as a showcase of the new look and feel as well as an update the project progress for oversight **APPROVED: Board approved the Chair's action**	
TB-22.45	**Estates Strategy Update** <u>For oversight:</u> TB Presented the paper as read Key points: - Note the paper outlined key priorities and progress direction - Note the paper outlined where the Guild have been engaged with stakeholders throughout the process - Note the proposal will be taken to the CGR meeting in May 2023 before the University workshop meeting to update the committee and there will be an opportunity for feedback - Trustees agree for top level principles around EDI and the building to be considered for the Estates Strategy **ACTION:** Ensure the Finance and Audit committee is updated as well as the Compliance, Governance and Risk committee on the Estates Strategy given financial implications **ACTION:** Create top level principles around EDI for the new building within the Estates Strategy	**TB** **SLT**
TB-22.46 TB-22.47 TB-22.48 TB-22.49 TB-22.50 TB-22.51	**Items for Information:** Management Accounts (rolling item) Trustee Recruitment Update Health and Safety Annual Report Conflict of Interest Register (rolling item) Sub-committee minutes – Finance and Audit committee 03.04.23 Sub-committee minutes – Compliance, Governance and Risk committee 16.03.23	
	Any Other Business - HJ Sustainability actions – the AOB will be taken offline due to overrunning of meeting	
	Trustee Board meeting feedback form: *https://forms.office.com/e/TXGQVz9pzJ*	
	Date of Next Meeting: 3rd July 2023	

<u>Action Log</u>

Meeting Date	Ref No.	Action	Action owner	Target date
27/10/22	**TB-22.14**	ACTION: UOE and Guild Trustee joint meeting to be confirmed	AC/DA	2023/2024
13/2/23	**TB-22.33**	ACTION: ~~Add Environment impact to Cover sheets, and include sustainability training~~	AC/DA	2023/2024

		ACTION AMENDED 13/04/23: bring brief paper/update to board around the direction of travel and top level strategic plan for how the organisation will embed sustainability		
12/04/23	**TB-22.38**	**ACTION:** Governance review plan and suggested changes / updates to be shared with the board before the next Trustee Board 2023	AC/DA	Away Day Summer 2023
12/04/23	**TB-22.40**	**ACTION**: Task and finish group to be set up to consider the Officer model and whether to reconsider the Officer model for the future	SLT	2023/2024
12/04/23	**TB-22.41**	**ACTION:** Standing item for CEO Pay and Performance to be put on the Schedule of Business for Trustee Board	LM/JW	Complete subject to review
12/04/23	**TB-22.41**	**ACTION:** Ensure Terms of Reference for subcommittees is updated to include CEO Remuneration	LM/JW	Complete subject to review
12/04/23	**TB-22.41**	**ACTION:** Update point 5.2 around jointly line managing the CEO – remove Deputy Chair as joint line manager	LM/JW	Complete
12/04/23	**TB-22.42**	**ACTION**: Review Guild staff salary scales in line with the budget to bring in line with Cost-of-Living increase	SLT	Complete
12/04/23	**TB-22.42**	**ACTION:** Consider the Officer Pay increase in the development of the 2023-2024 budget once the Cost-of-Living award has been reviewed for all salaries and affordability considered	SLT	Complete
12/04/23	**TB-22.45**	**ACTION:** Ensure the Finance and Audit committee is updated as well as the Compliance, Governance and Risk committee on the Estates Strategy given financial implications	TB	2023/2024
12/04/23	**TB-22.45**	**ACTION:** Create top level principles around EDI for the new building within the Estates Strategy	SLT	Not started