Minutes of the Meeting of the Trustee Board

Date: 15th April 2024

Time: 14.00pm – 17.00pm

Location: Devonshire House, University of Exeter

Membership:

Rhys Wallis (RW) – Societies and Employability Officer / Officer Trustee and Interim Chair of the Trustee Board
Alex Martin (AM) – Student Trustee
Alex Stanley (AS) – Education Officer / Officer Trustee
David Craddock (DC) – External Trustee
Ella Trudgeon (ET) – Student Trustee
Harriet Jones (HJ) – External Trustee
Julie Walkling (JW) – External Trustee and Deputy Chair of the Trustee Board
Margaret Laithwaite (ML) – External Trustee
Mia Robillard-Day (MRD) – Communities and Equality Officer / Officer Trustee
Nur Farah Meor Azlan (FMA) – Student Trustee
Pip Shaw (PS) – Student Living Officer / Officer Trustee
Reuben Sek (RS) – Student Trustee
Agneta Ravindran Buvana (ARB) – Student Trustee
Charles Jones (CJ) – External Trustees

Apologies:

Emma de Saram (EdS) – President / Officer Trustee and Chair of the Trustee Board

In Attendance:

Ali Chambers (AC) – CEO and Board Secretary
Cassie Thornton (CT) – Head of Marketing and Brand
Tony Reissner (TR) – Interim Head of Finance (online)
Eleanor Walker (EW) – Head of Organisational Development
Dani Alexander (DA) – Senior Coordinator, Board Clerk / Minute taker
Tom Barrass (TB) – Head of Student Engagement
Mark Kiley (MK) – Community Engagement Manager

MEETING MINUTES

1. Welcome to Trustees and new trustee Charles Jones

The Chair welcomed new Trustee Charles Jones.

HJ updated the Board, and will be absent from the July trustee board due to maternity leave.

2. Apologies for absence
   Emma de Saram (EdS) – President / Officer Trustee
3. Notification of Any Other Business
4. Notification of Any new Conflicts of Interest
   No new conflicts of interest
5. Notification or Any Conflicts for this meeting
   No new conflicts of interest
6. Minutes from the last meeting and action log
   The Chair went through the minutes from the last meeting and the action log. Trustees were satisfied that the minutes were an accurate account of the last meeting.

   Action log point 'Create top level principles around EDI for the new building within the Estates Strategy' if on hold due to the new building which is on hold.

   The Action log was updated.
7. CEO Report
   AC updated the Board on the CEO report.

   AC updated the Board on the meeting with Ceri Davis, the new interim CEO of The SU in Cornwall. There is no expectation for the Guild be involved in any service provision in Cornwall at this point.

   AC updated the Board on the Code of Practice, in partnership with the Guild and The University. This work had been paused for the time being, and will be brought to a later Trustee Board.

   Trustees asked about the VRS and the student protection plan. AC and AS updated the Board on the work being done on the Student protection plan (SPP) and the protections students have should any core modules close. AS updated the board on the Curriculum for Change work, and how this could also effect students. Trustees expressed their concerns around the potential impact on students where modules are no longer, especially when decisions were being made of the Summer period. Trustees asked how long the savings the University were trying to make would take; AC responded and would look in to this. AC would keep the Board updated via the CEO report.

   JW highlighted the CEO performance management in the CEO Report and welcomed any comments or feedback ahead of this from Trustees.

Trustees noted the paper.

8. Student Experience Report
RW presented the paper as read. RW asked for comments or feedback from the Board.

Trustees asked about the 'hidden course costs' work being worked on by Officers in collaboration with the Library, and how these costs were communicated to students. AS updated the Trustees on how students are updated on course costs, which was done by a modular level.

Student trustees highlighted feedback from international student trustee, and the lack of information around the full course lists available at the University of Exeter. AC highlighted the International Student Experience work being done, and noted this point would be fed back to the University.

Trustees noted the paper.

9. Democracy Review – How's it going
TB presented the paper as read. This paper originally went to the CGR meeting in March 2024 as an overarching overview of democracy and impact so far.

TB highlighted the paper focusses on the Guild Advisory Board as an aspect of the Democracy Review, and following on from the last Trustee Board feedback which had been captured. TB asked the Board how they would like to develop a relationship with the Guild Advisory Board, and reflections on the progress of the representation review.

Trustees asked about additional workload impact on staff if the Guild Advisory Board were to hold the Guild to account. TB highlighted the impact on staff workload would not change should this be the approach. Trustees asked if reviewing training and onboarding would be apart of the approach to the Guild Advisory Board, and TB confirmed are these included in the recommendation.

Trustees asked for clarification on the core purpose of the Guild Advisory Board, and whether recommendations overlapped too much with the Trustee Board responsibilities to keep the Guild to account, and whether a conflict could arrive. TB noted the role of the Guild Advisory Board (previously Guild Council) in the Articles of Association. TB noted the Guild were happy to have a steer on this from the Trustee Board. Trustees highlighted it was important to have clarity on how the Trustee Board and Guild Advisory Board communicate and how the Guild Advisory Board feeds into the Trustee Board.

Trustees suggested minutes from the Guild Advisory Board to be fed into the Trustee Board by a Chair. Trustees highlighted the need for a relationship or a direct communication channel between the Trustee Board and Guild Advisory Board, which could be a Chair or a direct point of contact.

Trustees felt the Trustee Board decisions could be held accountable by the Guild Advisory Board for decisions where this would be suitable.

TB updated the Board on the current Chair model for the Guild Advisory Board and the new approach which was to outsource a Chair for this academic year to facilitate. TB noted this would be looked in to as to how this Chair could feed into the Trustee Board and how this would be managed, including how to ensure the Guild Advisory board minutes is a true representation of the all attendees in the Guild Advisory Board.

TB updated the Board on the priorities approach for 2024-2025, which would be taken into account in the review. TB highlighted the scope and approach to priorities in Welcome Week is being reviewed to ensure all students are able to input effectively later on in term. The approach would ensure work plans are based around what students want and these would be taken to the Guild Advisory Board for accountability and to ensure the Guild Advisory Board understand Officer work plans vs student priorities. Data gathered would feed into future projects such as the Teaching Excellence Framework.

TB would take into account the comments and feedback from Trustees, and would bring this to the May CGR meeting, and Trustee Board in July 2024.

Trustees noted the paper.

10. Governance Working Group

RW presented the paper to the Board. These papers had all been approved by the Compliance, Governance and Risk Committee in March 2024. Board was asked to approve the full terms of reference for the 2 new Committees, also the Board role descriptions for the Chair, Vice Chair and Deputy Chair, and the Board Development Principles which would be delegated to the Leadership and Governance Team, and the People and Culture Team.

Trustees highlighted the tensions in the overlap between Committees, and duplicated membership, and it was requested for Committee membership to be made clear on the Trustee Hub. Trustees also asked about the Chair review, and how the Chair role, and the Committee chairs would be appraised. RW updated the Board on the process around this. Trustees asked for clarification on the role of the review including 'fulfilling that expectation required of them of the role',

and asked for expectations to be made clear. Trustees asked for this to be brought into the away day. ACTION: Membership of Committees, and working groups to be made clear on the Trustee Hub. Trustees noted it would be helpful to discuss and seteBoard expectations at October Away Day, for the Leadership and Governance Team to then monitor throughout the year.

Trustees asked where Sustainability and EDI would sit, and how sustainability and EDI would be mechanisms would be built into all areas of work. Trustees asked for the policy decisions on EDI and Sustainability to sit in People and Governance, but for a responsibility to adhere to those policies and consider the EDI and Sustainability implications of the policies to be built into the workings of all Guild Governance functions.

Trustees discussed voting in Trustee Board, and the mechanisms around this whether it be a hands up approach.

Trustees approved the papers.

11. Support for students as Israel/Palestine conflict continues
AC presented the paper to Trustees. AC acknowledged the paper, and the topic had affected many people deeply in a multitude of ways, and the intentions of the paper were to reduce tensions, and to positively influence community cohesion.

AC updated Trustees on paper context, which was to set out the current campus context as to how students have been impacted by Israel Palestine. The Board had been updated offline around recent events impacting students. AC highlighted the opportunity for proactive work in the space, and to influence community cohesion, including creating a space for proactive, engaging dialogical work in this space. AC recognised work being done in other Students Unions which haven't been effective, however highlighted there needed to be a starting point. AC asked for feedback on the work stands and content in the paper.

Trustees noted the open letter sent by other SU's to Solutions not sides. Trustees felt there could be more work done on consideration around accessibility of spaces where protests occur.

Trustees expressed concerns around this work, and whether groups would feel there is benefit in creating a space for proactive dialogue, and the risk in losing trust with these groups. Trustees also highlighted a request for more fact finding and information gathering before a decision was taken on how to proceed in this space. Trustees also highlighted the staff pressures being put on Guild staff, and

the workload, and whether there is more work needed to support these teams and the need for the first responders. AC highlighted the huge amount of work the Guild and University have been doing in partnership, and in attending and managing these events, and it was expected to increase.

Trustees noted there the benefit of engaging with external organisations. Trustees asked whether the conversations and support to students would be focussed on the wider Middle East conflict. Trustees noted the need to clarify social media guidance around this topic.

Trustees felt the principles of the work was going in the right direction and asked for an update to come to the next CGR and Trustee board meeting. AC noted there would be an update to next CGR and Trustee Board.

Trustees noted the paper.

12. Student Representation Review Update
    TB presented the paper to the Board as read. This paper was to provide an update on the Student Representation Review, and the progress and work that had been done so far. TB updated the Board on the next and ongoing steps.

    TB updated the Board on the student engagement piece so far via the Survey Superheroes and the Big Guild Survey. TB asked the Trustee Board to consider and discuss the level of student engagement with this project so that the Board could have confidence to implement final recommendation.

    Trustees felt it was important to ensure the feedback and engagement was representative of the student demographic as outlined by the University, and it was important for the feedback to be representative of the student body. Trustees also highlighted the need to engage with students who haven't engaged with the Guild so far this year which was at approximately 49%.

    Trustees noted the paper.

13. Break
14. Management Accounts
    TB presented the Management Accounts to the Board.

    TR presented the Management Accounts to the Board for February 2024. These showed some extraordinary financial transactions due to the SUSS pension project and the Patrick Heron painting revaluation, and these transactions have made a significant impact on the Guild's financial position.

This included the donation received for the SUSS payment from the University totalling £4,459,147, also a payment made for SUSS Section 75 of £4,652,257, and the Patrick Heron artwork was valued at £350,000. There was an £193,110 difference between the donation received from the University for SUSS, and the payment made for SUSS, however this amount was already included in the Block grant for the remainder of this financial year from the University.

TR highlighted the Pension Liability shown in the Balance Sheet at the beginning of the year as £5,148,077, and usually at the end of the financial year, the contributions made (Pension costs) are transferred to the balance sheet and a remeasurement would take place to calculate the new liability. TR noted to the Board that the amount paid to discharge the liability is less than the amount outstanding so there was a remeasurement gain of £304,252. This is a 'book' gain only and not actual income.

TR noted to the Board the Patrick Heron revaluation at £350,000 which is jointly owned by the University and The Guild, and this was an increase in value to Guild at £172,555 (original value was £2,445). This was a book gain on of £172,555 and TR noted this was not actual cash.

TR highlighted the Management Accounts which were broken down into income and expense codes in a new format requested by the Finance and Audit committee. TR removed the extraordinary items showing a surplus of £191,823, and a variance of £40,705ytd. TR presented the summary by department, and the expenditure as a percentage of income. TR presented the summary by department and the rationale behind underspends and overspends.

TR noted the Society 5 largest and 5 negative balances, and also a summary of the restricted funds/control accounts. TR noted the balance sheet and highlighted the pension liability line showing as zero.

Trustees approved the Management Accounts.

15. 5 Year Plan – To Note

TR presented on the 5 Year Plan. TR highlighted this was a working spreadsheet that was being updated regularly. TR presented the grant income projections, including inflation for years 2-5. There were specific project costs that had been reviewed by the Senior Leadership Team and initial estimated figures were inserted. TR also noted that at this stage the Capital Expenditure had not been separated yet.

TR highlighted the salary forecast which was in line with the University for 24/25 and 25/26, and the 26/27 and 27/28 had been changed from 1% to 2% as

recommended at the Finance and Audit Committee which would be not in line with the University.

TR highlighted the summary of the 5 year plan. ML highlighted that this paper was to note, rather than to approve. The finalised 5 Year Plan would come to the Finance and Audit committee in May, and would be presented for approval at the July 2024 Trustee Board.

Trustees asked for clarification on the payroll assumption being all roles remaining the same, or if a metric would be included for new roles being approved, or an attrition metric. Trustees felt there could be a need for an attrition metric. AC updated the board on the current metric being used including a cap on the salary bill, and the incremental increases per year and cost of living which had been taken into account in the 5-year plan.

Trustees noted the plan.

16. Student Elections Report

MK joined the meeting to present the Student Elections Report. MK presented the paper as read and highlighted key areas in the report such as an increase in candidates and voters, and the candidates and voters represented a broad demographic of students. Over 2,500 students were engaged through campus activities over the elections period, and there was a takeaway to engage more in the next year. PGR engagement was lower during this year's elections.

Trustees raised a question as to the reason why students don't vote in the elections. MK updated the Board on the feedback received using Survey Superheroes, including how students didn't feel it was relevant to them, and didn't understand the role of the Guild.

Trustees asked for an update on the Complaints made. MK updated the Board on the Complaints made, and those that were upheld, and the action taken, and learnings from the action taken.

Trustees asked for more guidance for candidates, and guidance for voters. Trustees highlighted the need for clarity on negative campaigning. TB updated the board on the Freedom of Speech act changes, and the lack of clarity on this point.

Trustees highlighted there could be more guidance or a toolkit for Societies during elections, including guidance around endorsing candidates.

Trustees noted the paper. MK left the meeting.

17. Finance and Audit Committee Update
ML asked the Board for any questions on the minutes, or papers for approval.

Trustees approved the papers and noted the update.

18. Compliance, Governance and Risk Committee Update
JW updated the Board on the last CGR meeting, including the Freedom of Speech update. Trustees noted the minutes and suggested update in clarifying the membership and who attended.

Trustees asked about the percentage of turnover for staff. EW updated the Board on the reporting of staff turnover, and the reasons as to why staff were leaving the Guild. EW reported that there were no common themes reported from exit interviews. EW highlighted the Employee Engagement Survey which would come to the May CGR.

Trustees asked for an update on the Employee support systems, and EW provided a response and reassurance to the Board.

Trustees approved the papers and noted the update.

19. Brand Update
CT presented an update on the Brand Project completed in July 2023. The purpose of the paper was to provide the Board with confidence and assurance and to highlight and reflect on the impact the Rebrand project had this academic year, including positive shifts in students' perceptions of the Guild and improvements to strategic measures.

CT highlighted the work done had been recognised, and the Guild team had been approached to present at an SU conference on the rebrand and the processes and how it was created.

Trustees highlighted the NPS score and the increase from -33 to +5, which was a huge shift, and this included volunteers. CT highlighted the changes that may have affected this score such as removing barriers, improving platforms, and changing approach to communication to volunteers.

Trustees noted the paper.

20. Risk Register
AC updated the Board on the progress of the Risk Register which had been discussed at the last CGR meeting in March 2024, including a deep dive for Trustees on the 30th May 2024, and the change in platform for the Risk register.

AC encouraged Trustees to attend the session to input and feedback on the strategic risks.

Trustees noted the update.

21. SUSS Pension Project
    AC updated the Board on the expected legal fees for the SUSS pension project, which had come in at c£75,500 which was a 50% contribution.

    AC thanked the Board, especially external trustee Margaret and the Finance Team, for their ongoing support and work. Trustees noted the update.

22. Items for Information
    a. Register of Interest
    b. Conflict of Interest Policy - Approved
    c. FAC Minutes
    d. CGR Minutes
    e. Equity, Diversity and Inclusion Policy – Approved
    f. Carers Leave Proposal – Approved
    g. Safeguarding Report - Approved
23. DC, ML and CT left the meeting at 5:00pm.
24. Any Other Business
    None
25. Feedback Form
    Trustees were asked to complete the Board feedback form after the meeting.
26. Date of the Next Meeting – 1st July 2024
27. End of meeting
28. SUSS Pension Celebration for all Trustees and key staff

ACTION LOG

Action	Date of action	Deadline	Responsible for action
Update to board around the direction of travel and top level strategic plan for how the organisation will embed sustainability	13/2/23	July 2024 In progress - EdS	TB/EdS/PS/ Trustees
Create top level principles around EDI for the new building within the Estates Strategy	12/04/23	2023-2024 On hold due to delay to new building	People and Culture, and Operation Team
Survey stakeholder and partnerships plan to come to Board	04/12/23	~~April Trustee Board~~	SLT

-This will come to the July 2024 Board with surveys/interviews taking place in May 2024.		Coming to the July Board	
~~Student priorities report to come to a future Trustee Board to update the board on progress~~	~~04/12/23~~	~~February April Trustee Board~~	~~TB~~
~~Deep dive into Risk Register for Trustees - In progress~~	~~26/2/24~~	~~April Trustee Board Complete~~	~~DA~~
~~Trustees agreed they would like a Democracy Update to come to the next Trustee Board in April 2024~~	~~26/2/24~~	~~March CGR and April Trustee Board~~	~~AC/TB~~
Membership of Committees, and working groups to be made clear on the Trustee Hub	18/4/24	July 2024 board	DA