

MEETING MINUTES

Description:	Trustee Board meeting		
Date:	Tuesday 17 September 2019	Time:	15:30 – 19:30
Chair:	Joe Leam (President)	Location :	Warmington Tower, 1
Trustees present:	Beth Lowe (Campaigns and Activities Officer) Lauren Corelli (Education Officer) (Deputy Chair) Mona Mounir (Welfare and Liberation Officer) Saif Ul Abideen (Student Trustee)		
Staff present:	Dave Lewis (Chief Executive) Ed Nedjari (Director of Operations and Commercial Development) Lisa Ronson (Finance Manager) Dan (NCVO Consultant) Denisa Turturea (minutes)		
Apologies:	Louisa Christofidou (External Trustee) Sophie Leighton (External Trustee) Hamza Taouzzale (Student Trustee) Peter Greeney (Finance Consultant)		

Minutes

Ref.	Item	Summary Points	Action
0	NCVO Presentation	<p>NCVO Consultant conducted a 2-hour presentation on a governance review of the board.</p> <p>Aim was to review trends identified in interviews and to reflect and discuss the findings.</p> <p>Based on interviews of 2 Sabbs, one member of SU SMT, and a college staff member.</p> <p>Significant governance challenges were noted which required immediate action</p>	

		<p>otherwise they would pose serious risks to the union.</p> <p>Lack of strategy, leadership and scrutiny of the board. Failing on 3 main goals of the role of a TB.</p> <p>TB classified as an unhealthy environment.</p> <p>TBs should be there to facilitate things happening instead of it being the place where things get decided. Should not deal with matters that have already been delegated in the Delegated Scheme of Authority. Board could feel like it was taking the role of the Student Assembly.</p> <p>Role of board is to justify reasons behind decisions to ensure they fit within the charitable objectives.</p> <p>3 key areas of focus:</p> <ol style="list-style-type: none"> 1. Board role and relationships 2. Relationship with CEO and staff 3. Understand of charitable purpose and duties as Trustees <p>Initial thoughts:</p> <ul style="list-style-type: none"> ● Interesting how much the mistrust between relationships affected lots of the negative areas ● Being guided by the principles of the Union was a broad term so it gives room to different interpretation <ul style="list-style-type: none"> ○ Good to think about what is the purpose of an SU ● What does 'being political' mean? How can this be avoided? ● Desire to be in a board with high challenge and high support 	
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1	Welcome and Introductions	<p>External Trustees SL and LC resigned.</p> <p>Only 5 Trustees were present at the meeting, not meeting the quota of 6 Trustees needed to make decisions, therefore, agenda items were explored only for discussion.</p>	
2	Declarations and to note any possible conflicts of interest	Nothing to note.	
3	Minutes from last meeting & subcommittees <ul style="list-style-type: none"> • Accuracy 	Minutes approved.	

	<ul style="list-style-type: none"> • Actions update 		
4	Housekeeping <ul style="list-style-type: none"> • Public benefit test • Cycle of business • Terms of reference 	<p>Aim was to put all relevant happenings in one document to give an overview of the cycle of business and what would happen throughout the academic year.</p> <p>Update Cycle of Business Document by adding MM on Staffing and Appointments SC and note that LC is TB deputy chair.</p>	<p>Update Cycle of Business document. (AI Ref. 1)</p>
Officer Updates			
5	Officer Update	<p>No Student Assembly took place.</p> <p>It was noted that it would be good practice for the Sabbatical Officers to provide written reports even if Student Assemblies do not take place.</p> <p>It was requested that Sabbatical Officers share a copy of the document sent to Council. It would be sent out alongside this set of minutes.</p>	
Organisational Updates			
6	Chief Executive Report and Organogram	<p>A Sabb asked a question about who was carrying out the culture review. DL announced that the Chief Executive of Bristol SU would undertake the external review falling in line with the scope of discussions that took place in the summer around the culture review. <i>The Welfare and Education Officer strongly disagreed with the proposed external culture reviewer which was a sentiment expressed by all in the room.</i> DL to arrange a time for EN to speak to her to get one point of view. More discussions were anticipated to take place involving more people afterwards, such as the new HR Manager.</p>	<p>Arrange meeting with external reviewer. (AI ref. 2)</p>

		<p>The piece of work was not intended to specifically target the BME issues previously discussed. Mandeep, from NUS, could be able to help explore those issues.</p> <p>The Appointments and Staffing Subcommittee (A&S SC) agreed upon the creation of a table detailing every role in the organization and their length of contract. This would be share with Trustees upon completion.</p> <p>DL had created a handover document preparing for his departure and had been having 121s to pass over information to EN for when he would take the position as interim Chief Executive. Additionally, all of the digital documents would be transferred.</p> <p>College was reliant on contacting DL as senior management – an area that should be worked on to inform them of other staff members they can get in touch with such as DT.</p> <p>DL is happy to come back in the future to conduct a handover with the new CEO.</p> <p>DL did the prep for the upcoming audit and there might be some specific things only he could answer which he wouldn't mind doing.</p>	
7	<p>Finance Update 31 July 2019</p>	<p>July was the year end.</p> <p>Stock audit figures fed into the agenda item papers.</p> <p>Yearend figures were provisional and subject to an audit review.</p>	

		<p>£32k ahead of original budget and £33k ahead of reforecast. General union £22k ahead – some one offs contributing to that such as recovery of previous year rebates and reduction of bad debt provisions.</p> <p>Higher than expected irrecoverable VAT. £8k underspend in incorporation that would be spent the upcoming year.</p> <p>Commercial performance</p> <p>Bar £1k ahead, café £7k behind, nursery £23k ahead, shop £15k behind – yearly stock audit showed that shop is gross profit of 26% rather than 33%. Lots of products' prices went up for bulk purchase but the prices in the shop stayed the same. New investment in stock control system was suggested to receive more regular stock information instead of just relying on an annual audit. Head of Commercial working with the Retail Manager on that with hopes of the issue being rectified over the following weeks.</p> <p>Commercial restructure underway so hopefully £200k reserves would be met by 2022.</p> <p>Green New Deal planned to financially impact commercial costs.</p> <p>Could potentially collaborate with the College to utilise the same stock control system and other commercial facets.</p> <p>College's commercial contract with Chartwells due to finish in 2021 or 2022. A tendering exercise would be ideal to look at catering provisions across</p>	
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		<p>campus – could be an opportunity for the SU to get involved and collaborate on the College’s commercial plans such as profit shares, joint companies, etc.</p> <p>Nursery – hoped to end at break even but it ended in profit. Under budgeted and overestimated spending alongside budgeting for 43 weeks instead of 44 weeks. When reforecast would take place in January 2020, subsidized places for students could be considered. Additionally, Lewisham Council gave Nursery £13.5k for 3 and 4 year olds in July 2019 based on the child’s birth date as nursery offers free 15 hours for 3 and 4 year olds subsidized by Lewisham Council. A reforecast was planned to take place in the middle of the financial year.</p> <p>Balance sheet</p> <p>Free reserves at £28k, like at the start of the year due to in-year surplus being offset by fixed asset additions. Spent some money in order to make some money the following year.</p> <p>Healthy cash position in the bank such as society funds and cut the rent (agreement with the college that if students didn’t pay for their accommodation during the strikes, the SU would hold it so that students wouldn’t get chased – this money could be spent on SU activities agreed upon by the College). Debtors at £15k active debt, not old debt.</p> <p>£8k designated for the incorporation process.</p>	
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		<p>Conclusion - £28k surplus, with £8k going towards incorporation. If incorporated in the middle of the year, it would be much more expensive (more info in agenda item 10, 'Incorporation').</p>	
8	Updating KPIs / Dashboard	<p>Not many of the KPIs changed since June 2019 Trustee Board.</p> <p>Finances and reserves position updated. Aim to have reserves of about £20k by the end of the academic year 19/20.</p> <p>50,000 hours of volunteering within the local community was noted to be inflated. It was noted that it would be important to reconsider what would be considered volunteering as some students volunteer as ambassadors or society committee members and could also volunteer with charities.</p> <p>A proxy was requested around strategy – how do we strategize around the KPIs? Liberation could become events, due to the footfall proxy, when liberation should not be solely around that. Important to consider other ways of measuring KPI success. Important to take note of the qualitative factors as well as quantitative factors as for some KPIs that data is more significant and telling.</p> <p>Add proxy to better capture the KPIs and their success, with less focus on quantitative measurements and focusing more on qualitative measurements, more specifically around the Liberation KPI.</p> <p>The Liberation KPI must be thought about on a deeper level – what factors</p>	<p>Update KPI proxies. (AI ref. 3)</p>

		of liberation could GSU take into account to measure success? Creating more communities? More events? How can it be ensured that everyone would be able to contribute?	
9	Team Plans	<p>Aim to connect TB and happenings in staff team.</p> <p>There was a suggestion for the Sabbs to also produce a team plan and be considered as a team.</p>	
Governance			
10	Incorporation	<p>To change GSU's legal form and protect the assets of the charity and Trustees.</p> <p>Important to decide when incorporation should take place – incorporate midyear or yearend of the financial year?</p> <p>Midyear incorporation would entail another audit which would be more costly.</p> <p>Recommendation to set everything up by the yearend and transfer all of the fees on 1st of August.</p> <p>The only issue could be around the nursery and how it would fit into GSU's charitable objectives after incorporation. This would be due to very few students using the service. It was suggested that a solution be thought up for the nursery, such as setting it up as a separate company, a cooperative or a trading subsidiary.</p>	<p>Brainstorm about nursery post-incorporation. (AI ref. 4)</p>
11	Chief Executive Recruitment	<p>Process to be finalised over email or at next TB when decision quota would be met.</p> <p>Chief Executive recruitment would take longer than any other role recruitment.</p>	

		<p>Jim Dickinson was contacted regarding the Chief Executive recruitment.</p> <p>Candidate support was expected in terms of training them on GSU and SUs in general.</p> <p>Important to collate staff opinions of what they look for in a CEO.</p>	
12	External Trustee Recruitment	<p>DL left.</p> <p>Four external Trustees to be recruited.</p> <p>Experience and diversity within the board was vital.</p> <p>Numerous proposals of recruitment companies were put forward and discussed – Nick Smith, BME Promise, Trustees Unlimited, and Ethnic Job Site.</p> <p>It was expressed that using 2 recruiters would be ideal.</p> <p>An updated External Trustee role description would be made by the President.</p> <p>Trustees to feedback by 17 October and put someone forward, if they have anyone.</p> <p>Important to recruit External Trustees before recruiting a new Chief Executive.</p> <p>Recruiters to be decided by Friday 19 September.</p> <p>Process and recruiters to be finalised over email.</p>	<p>Create External Trustee JD. (AI ref. 5)</p>

13	Any Other Business	No other business.	
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Action Items

Ref.	Action Item	Action / Decision	Action By	Due Date
1	Update Cycle of Business document	Update Cycle of Business Document by adding MM on Staffing and Appointments SC and note that LC is TB deputy chair.	EN	ASAP
2	Arrange meeting with external recruiter	DL announced that the Chief Executive of Bristol SU would undertake the external review falling in line with the scope of discussions that took place in the summer around the culture review. DL to arrange a time for EN to speak to her.	DL	ASAP
3	Update KPI proxies	Add proxy to better capture the KPIs and their success, with less focus on quantitative measurements and focusing more on qualitative measurements, more specifically around the Liberation KPI.	EN / Sabbs	November 2019
4	Brainstorm about nursery post-incorporation	An issue could be around the nursery and how it would fit into GSU's charitable objectives after incorporation. This would be due to very few students using the service. It was suggested that a solution be thought up for the nursery, such as setting it up as a separate company, a cooperative or a trading subsidiary.	TB	January 2020
5	Create External Trustee JD	An updated External Trustee role description would be made by the President.	JL	ASAP