

MEETING MINUTES

Description:	Trustee Board		
Date:	Tuesday 13 th Nov 2018	Time:	17:30
Chair:	JT	Location:	MMB 111
Trustees present:	Joe Leam Mona Mounir Taylor McGraa Anne-Louise Fortune Andy Gilroy Louisa Christofidou Hamza Tauzzale Sophie Leighton Jacob Roberts Quaid Combstock		
Staff present:	Dave Lewis Ed Nedjari Lisa Ronson Peter Greeney (finance) Denisa Turturea (minutes)		
Apologies:	N/A		

Minutes

Ref.	Item	Summary Points	Action
1	Welcome and Introductions		
2	Declarations and to note any possible conflicts of interest	No conflicts of interest.	
3	Minutes from last meeting <ul style="list-style-type: none"> ● Accuracy ● Actions update 		

4	Housekeeping <ul style="list-style-type: none"> ● Public benefit test ● Cycle of Business ● Terms of reference 	<p>JT stated that it's important for the Trustees to know what the officers are getting up to and AG seconded that and added that it's interesting and useful to read.</p>	
Officer Updates			
5	Officer Update	Discussed in previous meeting.	
Organisational Updates			
6	Chief Executive Report	<p>DL noted that there have been a few changes in the Chief Executive Report's format – relating to the code of governance work done later on. Sections on democracy and governance, legal, and compliance have been completed.</p> <p>In terms of staffing – appointed DT to Office Coordinator role who will be responsible of the office and HR.</p> <p>NUS – chief executive of NUS said that NUS will not be claiming back commission for TOTUM cards in the end as they want to invest the money in developing products. DL felt that that shouldn't be done mid-year, after the budget has been set. NUS rolled back on that decision and DL is anticipating them to write that to the SU. JT and EN are going to NUS conference next week.</p> <p>JT noted that a manager's training, lasting 2 days, took place that aimed to help with the personal development of managers and staff team. DL added that the training was about moving into management and trying to get managers on a consistent level of basic understanding (delegation etc). This is because the SU has lots of staff members that haven't been managers before – this was an opportunity to get everyone on</p>	

		<p>same level. The next challenge is going through competencies.</p> <p>QC questioned how many managers are in the SU to which DL replied that there are 13.</p> <p>JL stated that JT and EN will be attending an NUS conference about strategic conversation. JT will take notes on what is discussed and give updates at the next TB.</p> <p>DL stated that NUS is anticipating a big deficit for this year and they need to solve the immediate cash deficit. DL suspected that this meeting will not focus too much on this and more on discussions around what some of the options that they need to go through, as a movement, to reduce cost are. Democracy and governance are the primary areas that need to be cut. There is not a lot of information detailing why there is a financial issue or the options that are available to us as a movement. Options may be put in front of elected officers. DL anticipated that any final decision would be taken at the final conference in Glasgow in April.</p> <p>QC asked whether the SU should be expecting to give money to NUS to which DL answered that a quarter of NUS' income is affiliation fees and the SU's contribution is around £28k. DL stated that NUS are not talking about the need to raise income, but about cutting. This may include perhaps merging some conferences together etc. but there was no discussion about additional income. QC further questioned whether the SU should put some money aside just in case and DL responded that any changes would need to be approved by the national conferences in March and</p>	<p>JT to provide updates on NUS Strategic Conversation conference (AI ref. 1)</p>
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		<p>April. If NUS is planning to raise fees, the SU will know that before the discussion involving Goldsmiths.</p> <p>LC asked whether there is a formula for calculating this to which DL replied that the SU's contribution is based on how big its grant is. NUS works 2 years in the past, so the SU is expecting a small increase because of this.</p>	
7	Finance Update	<p>PG provided an update on the current year's based on September's management account.</p> <p>There is a positive variance against budget with a surplus of £253k. There are some timing differences – nothing too concerning (grants to societies that haven't been done yet, nursery invoices issued a month in advance, insurance is being spread over year instead of going out in one month). Things will correct themselves in next months' accounts.</p> <p>Commercial's performance during first two months:</p> <ul style="list-style-type: none"> ● Underspent due to staffing. Looks positive on face of the accounts but things are actually quite close to budget. Comparison of surplus or deficit against budget. ● Bar is 10k ahead (timing differences, licensing fees, staffing etc). <p>October accounts will be out week of 19 November.</p> <p>The bar had strong improvements (footfall, extended opening) that generated further incomes than suspected. Those are encouraging signs for so early in year.</p>	

		<p>The café is a bit behind budget. View will be taken into view in October to see what actions might be necessary.</p> <p>Nursery is still positive due to invoices being issued earlier.</p> <p>The SU shop has sharp figures due to the refurbishment and lower footfall in September.</p> <p>PG stated that the two main things creating a challenge to reach budget are:</p> <ol style="list-style-type: none">1. Sports facility hire2. Shop <p>Shop facility hire – much more expensive due to university’s facilities being seen as not fit for purpose so turned to outside facilities which result in cost pressures. If use of the facilities is retained, that will create an impact of £13k. There is hope to accommodate that request through a reforecast process.</p> <p>LC questioned whether sports teams contribute to which JT responded that sports teams pay a membership fee to play, with GSU’s membership fees being traditionally cheaper than other universities”. GSU does subsidise some of the bookings more than other universities.</p> <p>QC asked whether this included venues and insurance to which DL replied that insurance is paid for out of the centre.</p> <p>PG stated that internal guidelines determined that higher facilities are paid for by the SU grant. Member fees contribute to other range of things – treated as restricted income. EN added that</p>	
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		<p>the kit, additional coaching, extra bookings etc. comes out of the sports teams' own money. GSU pays for a certain list of things such as travel and facilities.</p> <p>PG wishes to undertake a benchmarking exercise with other unions, as each university spends a different amount on sports. EN stated that there are numerous different formulas and metrics employed by each SU so being able to compare and contrast is difficult. PG added that he is looking to present back information about the SU's various ups and downs compared to budget so there is sight of any changes that need to be made.</p> <p>Regarding the balance sheet, PG stated that balance used to be concerning but it seems that it will go fine now.</p> <p>LR has been focused on collecting old debts, mainly from nursery parents.</p> <p>QC asked what the SU is doing to avoid bad debt in the future to which LR replied that the she is working closely with Karen, the nursery manager, so that she can talk to parents</p> <p>DL mentioned that one parent is nearly £11k in debt added up over 4 years. Legal proceedings may have to begin if that person refuses to engage with us. But since the person concerned is a member of university staff, it's quite sure that the SU could get that money back. LR added that the person would pay some of the fee, but not all of it as things that were being accounted for were confusing, so they were not sure what invoices were paid and what weren't. The former finance person told</p>	<p>PG to undertake benchmarking task (AI ref. 2)</p>
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		<p>them that they had no debt for their first child. They were asked to provide a proof of payment, but can't. LR has been going back and forth but it's getting to the point where no useful information is provided. QC questioned is they are willing to go onto a payment plan to which LR replied that she didn't offer that yet. If it would be over a year, it would be around £900 a month. This rises the question of how long it should be.</p> <p>QC inquired whether it was possible for the nursery fee to be directly deducted from staff members' pay checks to which LR replied that that won't be possible as Goldsmiths is separate from GSU. However, nursery payments are not expected to be a problem anymore as now invoices are sent out a month beforehand with a £250 deposit per child without direct debit.</p> <p>QC asked whether there is record of how many students use the nursery to which DL replied that one of EN's objectives is to try to understand what childcare needs for students at Goldsmiths are. QC requested a hard number of how many students use the nursery. DL stated that there were 4 on the roll of 40 when he last checked.</p> <p>LC questioned whether any other SUs in London have a nursery too to which DL replied that in London, GSU is the only SU that runs a nursery.</p> <p>TM stated that the university used to look after the nursery and they were going to close it down. A save the nursery campaign took place so GSU took it under its wing. It would be sad to see it go. Although it did do the SU damage, it's getting to a good point</p>	<p>EN to provide hard number of students using the nursery. (AI ref. 3)</p>
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		<p>with the finance team productively chasing debt. It has really good potential.</p> <p>LC stated that the nursery is price below for this area. Although it is expensive for students so GSU needs to find way to subsidize. It can't be made cheaper as the nursery won't breakeven. This will be discussed further in the Finance and Staffing Subcommittee.</p> <p>LR stated that she is working through the audit that begins on 27 November. Management accounts are also being prepared and work is being done with budget holders. LR was feeling confident about the audit.</p> <p>HT asked whether GSU gets a commission when a student of Goldsmiths joins a society from the University of London. DL replied that yes, all that money comes to GSU if the student joins through the website.</p>	
8	The Plan / KPIs	<p>JT introduced the plan that the TB signed off in June with 7 themes and a measuring system. A traffic light system was added. JT provided the opportunity to ask questions.</p> <p>TM questioned what would be the most strategically challenging to which DL replied that it would probably be the ones the GSU doesn't have complete management control of. Like improving life – it depends on Goldsmiths and the work that they do as a consequence of us and report back. It's difficult to deliver because of college dependencies. There is a plan on how to deliver on that, but it's the least controllable one.</p> <p>QC asked how KPIs have been calculated as community engagement, footfall, and</p>	

		<p>content reach had quite substantial increase. QC questioned w the union is using to measure this. DL replied that there were lots of discussions with TB, staff, college with awareness of what works where. DL believed that these things are realistic, achievable and the right things to be measuring. At the end of this year, there will be a review to see if they're the right things for 2022.</p> <p>QC inquired whether it's better to have yearly measures to which DL replied that that was the format that was settled on during planning as people wanted something that could be seen immediately but also be able to understand what would happen in 4 years' time.</p> <p>Q stated that there was no benchmark to measure GSU's success over next year. DL added that during the strategic away day, discussions will take place talking in much more detail about these. It's the first time that this has been attempted so there will be bits that will work well and some bits that will have to be changed.</p> <p>JT stated that the KPIs were presented to WAG and that there were some comments, one particularly around democracy. 14% of students voted in the elections in March, which is good considering it was in the middle of strike action. The goal is to hit 20% this year and 40% by 2022. Due to the nature of SUs, average democracy engagement is 17% across the country.</p> <p>DL stated that GSU hasn't bought the equipment to measure the amount of footfall. It's visibly busier. JT added that the bar is doing headcounts.</p>	
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		<p>QC asked why not just keep track of the unit sales to which EN replied that we do, but they're also community venues.</p> <p>JT discussed who wrote up the plan and who is going to be involved in revising it because there are vague points that could be clarified. It is currently in the process of being produced and retweaked. DL added that it came to Trustees, it was discussed and people came up with themes. Discussions were held with managers about how they think it should be measured and perhaps some things may need to be revisited.</p> <p>AF mentioned that in terms of volunteering, the Gold Award has substantive records. EN added that it goes on the HEAR as well. Working is closely being done with the HEAR coordinator and there are plans to include addons to the website to log volunteering hours, engagement hours, see what students are doing etc.</p>	
Governance			
9	Incorporation	<p>JT stated that incorporation is something that has been brought to the TB for a while. In May, BWB came in talking about incorporation. When spoke about it, there were no negatives so the president's predecessor and Sabbs were concerned about how it was too good to be true. There had been lots of information that's gone out with the paper including further reading and links. JT was keen to make a decision about incorporation and opened the floor for comment.</p> <p>LC was struck by how many SUs were charity registered but limited companies. Seems like vast majority of them are.</p>	

		<p>QC questioned why this was not done sooner to which JL replied that there was a fear of previous Trustees believing that it was too good to be true. QC added that his friends in the legal sector were surprised and had no objections to it.</p> <p>Trustees agreed to incorporate.</p> <p>TM questioned when GSU will have to decide which incorporation it's choosing to be - CLG or CIO to which DL responded that that we could get in touch with some solicitors but the sooner the decision is made, the quicker progress can be made.</p> <p>LC suggested that if it was not comfortable making the decision that day, why not read more about it, such as an article that was sent around that had positives and negatives of each path. They are 2 different paths, so without knowing which path we're going under, we'll be wasting fees. The decision does take on average 4 months.</p> <p>JL stated that it's harder to change constitutions when incorporating so was wondering how democratic decisions would be affected to which JT replied that the articles of governance delineate a certain amount of power to the student assembly by bylaws, that are easier to change. The democratic arm of the institution can manage itself through SA. Articles of governance are more difficult to change and GSU would need a new set if it incorporates. Those aren't going to change drastically over time.</p> <p>QC asked, given that GSU has a commercial arm, if it would make a difference going CIO</p>	
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		<p>or CLG to which DL replied that he had a conversation with solicitors about this and it shouldn't make a huge amount of difference. In theory, it's easier to set up a company if it is already a company because they are used to reporting in that way and there are companies where commercial work is put into. QC wondered whether that would not protect our interests more to which DL replied that one of the things that the solicitor said was that they would talk about subsidiary arms. They would come and have a more detailed look at what we're doing.</p> <p>LC stated that CIO is more there for smaller charities, so a charity of our size with a turnover of over £2mil. It would be unusual for us to be CIO based on the fact of how much liability there is and how much money goes through the SU. CIO would not be able to have subsidiary, so you need to have a company.</p> <p>QC asked whether there is an idea of how student might react if GSU goes CLG to which TM replied that she thought this is too boring for them to care about and when the reason behind things are explained, it's fine. We need to make an informed choice.</p> <p>LC stated that the other SUs are good comparisons and JT added that GSU should benchmark against those institutions.</p> <p>HT asked how that affects our structure in terms of governance to which DL replied that the Trustees would be the same thing but they would just be called directors. That's up to the TB. Solicitors will ask during the process if that's the case.</p>	<p>JT will liaise electronically</p>
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		<p>JT noted that it sounds like people are leaning towards CLG and asked whether the board was confident to make that decision now.</p> <p>It was decided that the decision will be postponed. JT will arrange a call and send out an email to arrange a time.</p> <p>JT did receive a consensus for incorporation.</p>	<p>to finalise decision on CLG vs CIO (AI ref. 4)</p>
10	<p>Governance Code Action Plan</p>	<p>JT stated that the link in the paper goes to the full Governance Code Action Plan document. Over the summer, DL and JT looked through the action plan row by row to find things that we're already doing and can evidence and things that we're not and trying to plan those things into the annual cycle for business. Some of those things only need checking periodically. They also tried to identify those that are periodic and annual. DL added that when this work was started, lots of SUs were undergoing it. This is the first time we've redone a version of this in a long time. A significant amount of things were identified that GSU either doesn't do or can't evidence. An action plan and timeline to implement things has been devised. In due course, GSU will get someone external to come in and review.</p> <p>QC noted that there were lots of points on there that were actioned by DL and JT. He questioned whether it was reasonable to assume between the 2 of them and whether it was wise to delegate. DL replied that, given the importance of the document and the view of Trustees of how important it is to implement it, the view was that time needed to be found to make these things happen but they will need people to help with it. Where accountability is, DL wanted to be clear about this. There are some</p>	

		<p>things in there in JT's name which he will ask DL to help with but he expects JT to be on him regarding things. JT added that by introducing subcommittees, it frees up the board's time to have those discussions.</p>	
11	Delegated Scheme of Authority	<p>DL discussed that the code of governance identifies that things should be evidenced and written around who makes decisions, where, when, and why. GSU has things about finances but not much else. If it wants to demonstrate good governance, a document needs to be created that says who makes what decisions where. There is currently a first attempt at getting this written down. SL, JT and DL had an email correspondence to get this to a version that works for people. Ideally, a decision would be made that the TB is fine with this and it can be implemented as it's important to implement something like this as soon as possible. There were attempts to divide it up between the board, committee etc.</p> <p>JR stated that, regarding the approval of annual report or accounts, at their old SU, this was done in a general annual meeting to which DL replied that the annual report and audit accounts need to go to AMG once TB approved them. He will change wording to reflect that.</p> <p>TM asked whether the presence of chairs was included in the role description, as they could expect to take on that responsibility to which DL replied that it's uncertain about who can make what decisions and where. This will be made clear when the president job description goes out. Discussions will take place in the staffing subcommittees about potentially introducing a vice chair role.</p>	<p>DL to change wording in DSA. (AI ref. 5)</p>

		<p>QC asked whether the situation on page 80 was likely to happen to which DL replied that he had to engage with solicitors 3-4 times when he reached the limit of his advice. There have also been reputational issues where Trustees asked for additional legal advice.</p> <p>JT stated that EN and DL make up the Senior Leadership Team (SLT) in the SU. From a staff point of view, it would be good to have EN's parts separated out as well. DL added that that's helpful because now there is an assumption that he just make all the decisions but SLT makes decisions together. DL will go away and work on that. LC added that certain decisions can be made by EN but otherwise decisions should be made joint.</p>	<p>DL to work on SLT part of the DSA. (AI ref. 6)</p>
12	Risk Register	<p>DL stated that the Risk Register should be reviewed on an annual basis, and there should be regular reports into the subcommittees on mitigating actions. GSU reports to the TB and they can challenge it on whether or not the management actions are the right ones. This will act as a way of giving the TB direct influence of how the risk register used. It's fairly standard to what is see in SUs, except maybe the nursery. Any questions, feedbacks or comments are helpful.</p> <p>LC noted that there were lots of perceived risks but when you look at them, lots of them are graded low. She wondered whether they are real risks or if they should be removed to which QC questioned whether it was not better to have them there to cover the GSU legally. DL added that the document was trying to bring forward priority areas. There are 5-10 key risks that is believed to need to be reported</p>	

		<p>on and discussed. There is potential to revolve into a document that gets reviewed every couple of years but the key risks should get reviewed every year. LC agreed that the key ones should be reviewed. TM added that some of them could be in relation to the failure of GSU's strategy and healthiness of its democracy. Although some of them don't seem like obvious risks, they're more connected to GSU's purpose.</p> <p>JT stated that all risk registers are in projects that the Sabbs sit on. There is a cover sheet that identifies new risks etc. but if the format could be changed, it would be better.</p> <p>LC noted that risks may be graded low but they may be important to which QC added that it is worth going into more depth and detail at subcommittee. However, JT was hesitant to create more work for people so DL decided to organise a meeting with QC, JT and himself to discuss this and then report back to the TB on the progress that was made, as this list doesn't bring out the priorities.</p> <p>SL added that when talking to a charity finance group, they have a risk register but realized that they never used it so added a section in the report on risks, good and bad risks.</p> <p>All agreed.</p>	<p>JT, DL & QC to meet about risk register (AI ref. 7)</p>
13	<p>Change of Officer Role Title</p>	<p>JT stated that the Student Assembly (SA) makes decisions about bylaws and that the TB ratifies them as a board.</p> <p>MM put a motion in SA to change her role title from 'welfare and diversity' to 'welfare and liberation'. The word diversity can feel tokenistic especially with this specific role</p>	

		<p>it's used for. The idea is that liberation is more proactive to describe the role.</p> <p>QC raised a concern that liberation could be seen as a patronizing term, as if people need to be liberated. JL replied that the motion had already passed as a policy TM added that GSU already has liberation networks and liberation coffee hours so it's more connected with GSU's structure and reflects the semantics used.</p> <p>All ratified.</p>	
14	Recruitment of Trustees	JT announced that the role for an additional Trustee was out and that the deadline is next week. The interview is in 2 weeks and there are around 5 applications at the time of announcement.	
Ending the Meeting			
15	Any other business	No other business.	

Action Items

Ref.	Action Item	Action / Decision	Action By	Due Date
1	Updates on NUS Strategic Conversation conference	JT to provide updates on NUS Strategic Conversation conference to the TB.	JT	Next TB
2	PG to undertake benchmarking task	PG wishes to undertake a benchmarking exercise with other unions, as each university spends a different amount on sports.	PG	N/A
3	EN to provide hard number of students using the nursery	QC requested a hard number of how many students use the nursery.	EN	Next TB
4	JT will arrange a meeting to finalise decision on CLG vs CIO	Due to the TB not being able to decide on the CLG or CIO path, a meeting to reach a decision will be held.	JT	ASAP
5	DL to change wording in DSA.	The annual report and audit accounts need to go to AMG once TB approved them. DL will change DSA wording to reflect that.	DL	ASAP
6	DL to work on SLT part of the DSA	DL to work on SLT delegations in the DSA.	DL	ASAP
7	JT, DL & QC to meet about risk register	DL to organise a meeting with QC, JT and himself to discuss the RR and then report back to the TB on the progress that was made, as this list doesn't bring out the priorities.	JT, QC, DL	ASAP