**TRUSTEES REPORT**

**PURPOSE: TO NOTE**

1. **Recommendation**

Student Council is asked to note the minutes from the September Trustees Meeting

1. **Summary**

**Key decision or discussion items**

**2020/21 Budget**: this was recommended for approval by Finance committee and approved.

**Sabbatical Impact Report**: this item was well received, with the Trustees requesting more evidence of impact to support them in bringing their role of trustee closer to the operations and priorities of the Union.

**2019/20 Impact report** was shared and discussed, the Trustees and 20/21 Sabbatical team thanks staff, volunteers and officers for their contributions to the last academic year.

**Review of Terms of Reference for Trustees and Sub-Committees:** it was agreed that these were to be postponed and will be done in line with the development and approval of Big Plans in early 2021.

**Approval to form a Sub-Committee to Approve Bye-Laws and Policies from Student Council:** this was not agreed. There was a lack of clarity on the benefits of such a group and it was perceived as increasing bureaucracy rather than improving decision making outcomes. Sabbatical team to review this request with Student Council and agree whether a different case or format to be resented to Trustees for review.

**UNIVERSITY OF NORTHAMPTON STUDENTS’ UNION**

**MEETING OF THE BOARD OF TRUSTEES MAIN BOARD**

**Thursday 24th September 2020**

**PRESENT:** S Khan (SK), Y Zhou (YZ), Y Jiang (YJ), A Basil (AB), J Coleman (JCol), I Nagra (IN),

M Storr (MS), W Irwin (WI), J Corbett (JC), Z Pape (ZP), C Doyle (CD), A Shahbaz (AS)

**MINUTES:** K Macintyre (KM)

**APOLOGIES:**

**ABSENT:**

**ATTENDANCE:** S Palmer-Trew (SPT) (CEO), S McCulloch (SMC) (Finance Manager)

**101/20** **Welcome and Apologies**

 Welcome. No apologies.

**102/20** **Declarations of Interest : Updates to Declarations**

 None.

**103/20 Minutes of Previous Meeting** held on 28th May 2020

Amendment: Date stated on the Minutes is incorrect and needs amending to 28th May 2020 and WI was not present.

**104/20 Action List and Matters Arising**

 **135/19 Unitemps Lease**

It was noted that that the Lease for Unitemps has still not been finalized. PS to follow this up without further delay as there will be Council tax implications that will not have been budgeted for. Internal Finance Committee to follow up with PS.

**Update:** Needs to be done on zero cost basis. It was supposed to have been done by Savills Carried forward.

**Update:** Carried forward.

**Update:** PS has had a meeting with Becky Bradshaw and Steve Booker. There was an assumption that the Lease had been progressed. The University have already engaged a Lawyer to work on Heads of Agreement. Carried forward.

**Update:**  The University are looking into the lease issue and making progress. Carried forward.

**Update:** It was noted that an evaluation has been done but has not yet been signed off and neither Matt Nunn not RW have seen a final version. WI assured members that Becky Bradshaw is working with Savills on the lease. Carried forward.

**Update:** Lease now signed. **Action: Complete**

**81/20 Audit and Risk Committee**

It was agreed that the Terms of Reference for the Audit and Risk Committee be returned to the Trustees for discussion and approval at the next meeting, prior to recruitment of the Senior External Trustee.

Update: A paper has been brought to Main Board to request a deferral of the Terms of Reference Review until the new External Trustees have been appointed. **Action: Complete**

 **82/20 Unlocking Plan**

The link to the published document is to be circulated to members. **Action: Complete**

**88/20 Trustee Away Day**

88.1 It was further noted that Trustee training is something that needs to be looked into and offered. Deputy CEO to add this to Trustees Away Day. **Action: Complete**

88.2 **Members recommended** that a separate paper be proposed for Trustees Away Day that considers alumni engagement as well as skills-sets required for the Board. **Action: Complete**

 **DISCUSSION PAPERS**

**105/20 Returning officer Assurance Reports**

As per paper submitted. There were no questions offered.

**106/20 UoN Audit Report**

As per paper submitted.

CEO explained this report had been submitted to Trustees for transparency purposes. There are a number of recommendations form the University’s auditors, mainly with regard to finance procedures. The University’s auditors have had an explanation as to a transitional phase changing over the CEO and Finance Manager.

No questions offered.

**107/20 Sabbatical Officer Impact Report**

As per paper submitted.

There was some discussion as to the colour coding on the report which was different to what was expected from a traffic light system. It was explained that a green cell refers to an activity that is on a trajectory to a positive outcome being achieved rather than already having been achieved.

There was further discussion as to whether the document was actually showing an impact report or an action plan as it was not clear whether it showed actions/intentions that were measurable. Members gave recommendations that further detail should be added and information as to what was being measured and how it was going to be measured in order to demonstrate what any intended or actual impact is going to be with the intended audience in mind. What are the intended achievements, who are they aimed at, how are they going to be measured and what is the expected impact, alongside something that shows how close the intended impact is to being achieved.

**108/20 Recommendation to Approve Proposed Annual Budget 2020/2021 from Finance Committee**

The Finance Committee Chair briefed members on the discussions held during the Finance committee meeting. It was explained that the report is being presented in a new format that breaks down. An assurance was given that there is a lot of detail behind the document that has been presented.

The new format allows for better reporting and fits well into the recommended quarterly planning, reflective and review process.

The budget has been presented from day one as a forecasting budget, the Platform figures will be subjected to change as the year plays out and will be re-forecasted more frequently.

There was discussion as to the number formatting and some members felt that having a red and minus figure was counter-intuitive. The Finance Manager explained that he was using a format that is well recognised as accounting standard practice but did understand that members might have difficulty with it. Members requested as there are some who are not as comfortable with figures as others, that some kind of written summary is provided to go with the figures. The Finance Manager agreed that a report would be forthcoming with the next set of management accounts.

With regard to intercompany debt, the Finance committee Chair explained the options the auditors had offered along with the recommendation to do nothing and leave the balances in each entity as they net off to zero in the consolidated accounts.

It was also explained that some work had been done regarding the cross charging between the two entities and it had been decided that with the change of budgeting process and reporting systems, it would no longer be necessary and therefore no service level agreements would be required between the two entities.

Members were asked to:

a. Approve the 2020/21 budget as presented.

 **Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 11, Abstain x 1.

b. To approve Auditors recommendation regarding Intercompany Debt

 Company Directors (x4) declared a conflict of interest and were excluded from the vote.

 **Remaining Members agreed by a majority.**

Vote count: Yes x 7, Abstain x 1.

c. Approve the move to quarterly finance reporting.

 **Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 11, Abstain x 1.

d. To cease the crossing charging between NSUSL and Charity budgets.

 Company Directors (x4) declared a conflict of interest and were excluded from the vote.

 **Remaining Members agreed by a majority.**

Vote count: Yes x 7, Abstain x 1.

**109/20 Terms of Reference Review**

As per paper presented.

The CEO explained the rationale behind requested for a delay to the Terms of Reference Review which was to delay until the new Trustees have been recruited and following the approval of Bug Plans (new strategy) to ensure future governance arrangements are designed in support of successful strategy and are reflective of the skills of the Board.

Members were asked to approve the paper as presented.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 11, Abstain x 1.

**110/20 Approval to form a Sub-Committee to Approve Bye-Laws and Policies from Student Council**

As per paper submitted.

Issues currently with the process demonstrate delays in the decision-making process from proposing an amendment to being finally approved by Trustees even with an underlying process that allows improved, checked and sensible motions to be taken to Student Council.

Members discussed the proposal and questions were raised about devolved powers being given to such a committee and whether there was a better process that could be put in place such ensuring the Board of Trustees is better balanced, re-examining where accountability for such proposals is placed because in the terms of reference, only staff, Chair of Student Council and Student Trustees were proposed as members. It was positively noted that the Chair of Student Council has been proposed as a member of such a Committee to provide the link between Council and Trustees. There was further suggestion that perhaps amendments that were approved might be proposed to Trustees in some way in between regular Board meetings and another suggestion that the proposed sub-committee might make the recommendations to Trustees via email communications.

Another suggestion that recommendations to approve decisions might be circulated to Trustees prior to the Sub-Committee meeting so that decision can be made by the Sub-Committee following any changes from Trustees. Members felt uncomfortable with decisions being taken out of Trustees hands.

Members were asked if they wished to approve the proposal.

**Members failed to reach a majority vote** to approve the proposal as submitted.

Vote count: Yes x 1, Abstain x 1, No x 10.

**111/20 Annual Calendar Review and Dates for 2020/21**

As per paper submitted.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 11, Abstain x 1.

One Member left the meeting at this point.

**112/20 Approval of Returning Officer**

As per paper submitted.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 10, Abstain x 1.

**113/20 Trustees Recruitment / Role Descriptions**

Trustees were notified that two Alumni Trustees were about to reach the end of their tenure.

As per document submitted with exception of person specifications, Trustees were asked to agree the roles as proposed ahead of the recruitment process and approved the estimated timeline for such process.

It was recommended following recent HR guidance that it is no longer acceptable to request a certain number of years’ experience in a field of expertise but rather to request a person ‘has experience of’

that can be qualified at interview or by testing. IN and JC would be happy to assist with preparing the person spec.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 10, Abstain x 1.

**114/20 Appointment of Directors**

As per paper submitted.

The Chair and VP-PGR had nominated themselves to join the Board of Directors who approved their nominations at a recent Board meeting and were now asking trustees to provide the final approval.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 10, Abstain x 1.

**SUB-COMMITTEE REPORTS**

**115/20 Finance Sub-Committee**

As per verbal report given by Finance Committee Chair discussed above in item 108/20.

**Members agreed** to accept the report from Finance Committee.

**116/20 HR and Remuneration Sub-Committee**

A brief meeting had been held. HR Committee Chair had received a brief update from CEO and currently things are running smoothly with no issues to report.

**Members agreed** to accept the report from HR Committee.

 **REGULAR BUSINESS**

**117/20 Union Update**

As per document submitted.

The CEO provided a new report format and explained that it would contain a consistent set of information that would be provided regularly to all stakeholders and key objectives will be constantly evaluated including people, finance, advocacy and commercial so that key areas and be prioritised and any risks mitigated. For each business area there will focus on key areas and challenges and the Executive Summary is the entire document in summary. There are 3 dials that indicate how it is thought the Students’ Union is currently performing.

CEO gave a brief overview of the content of the document and Members were invited to comment. The Sabbatical Officers were asked by members to take note of the Impact Report at the end of the Union Update document.

CEO was congratulated on providing a document that is visually interesting and easy to read.

**Members agreed** to accept the report from CEO.

**118/20 Organisational KPIs Final Report 2019/20**

As per paper submitted.

CEO suggested that KPIs are not set until Big Plans are in place in January.

A point was raised that given the current circumstances and the relatively new CEO, as long as the Big Plans and Impact report continues in the way it has been proposed then Members should agree.

Members were then asked to vote to agree to delay the setting of KPI’s unti January.

**Members agreed by a majority vote** to approve the proposal as submitted.

Vote count: Yes x 10, Abstain x 1.

**119/20 Student Council Resolutions**

None put forward.

**120/20 Any Other Business**

As the proposal for a sub-committee to approve bye law amendments had not been passed by Trustees (See 110/20 above) Trustees were asked to approve a bye-law amendment that changes the requirement for students to be members of a society in order for the society to be ratified from 15 members to 10 members in total.

**Members agreed by a majority vote** to change the membership for s society to be ratified from 15 members to 10.

Vote count: Yes x 10, Abstain x 1.

**121/20 Date of Next Meeting: 26th November 2020**

END