

# Trustee Board Meeting

Monday 15th May 2023

Hybrid Meeting (Mandela Room, & Online), 18:00 – 20:00

## Present

Robert Smeath, External Trustee **(RS)** **(Chair)**  
 Acacia Matthews, Guild President **(President)**  
 Vanessa Chigarero, Education Officer **(EO)**  
 Florence Craddock, Sports Officer **(SO)**  
 Tinajie (Alice) Liu, International Officer **(IO)**  
 Reeve Isaacs-Smith, Welfare & Community Officer **(WCO)**  
 Isobel Lawson, Activities & Employability Officer **(AEO)**  
 Benjamin Lockley, Postgraduate Officer **(PGO)**  
 Erica Conway, University Representative Trustee **(EC)**  
 Ian Pain, External Trustee **(IP)** (Online via Zoom)  
 Johnny Davis, External Trustee **(JD)**  
 Mitali Gohel, External Trustee **(MG)** (Agenda Items 1 – 13 only)  
 Kantai Melau, International Student Trustee **(KM)**  
 Serabi Opiyo, BAME Student Trustee **(SEO)**  
 Akram Nazir, Undergraduate Student Trustee **(AN)**  
 Emma Wedge, External Trustee **(EW)**

## In attendance

Jo Thomas, Chief Executive **(JT)**  
 Nick Bailey, Head of Finance **(NB)**  
 James Lindsay, Director of Community & Representation **(JL)** (Agenda Items 1 – 13 only)  
 Emily Badger, Director of Operations **(EB)**  
 Danielle Edwards, UoB Deputy Director of Finance **(DE)**  
 Sam Jones, Executive Assistant **(SJ)** (note taker)

## Apologies

Yinbo Yu, External Trustee **(YY)**  
 Alicia Wickert, Postgraduate Student Trustee **(AW)**

The Chair welcomed all attendees and the meeting began at 18:10

No	Item for Discussion	Notes	Action
1	<b>Communications Review</b>	Note: Agenda Item 1 was taken out of order, between items	<b>Noted</b>
		EB presented the Communications Review, for the Board's Approval.	<b>Noted</b>
		EB delivered an update on the Guild's Strategic Communications Review, noting that Christine Milburn, the external consultant had been due to present their findings to the Board but had been unable to attend due to illness.	<b>Noted</b>
		EB noted that in 2022/23 the Guild had commissioned a review of its communications, focusing on: strategy, operations, processes and procedures, the Communications & Marketing department, the website, and other areas such as social media. EB noted that the appointed external consultant had previously worked with Leeds	<b>Noted</b>

		<p>Students' Union and the National Union of Students on communications reviews related change management.</p> <p>EB noted that the external consultant had conducted desktop research, met with relevant internal stakeholders such as managers and Officers and produced a detailed set of findings and recommendations. EB noted that a longer-form report had been produced for the Guild, which was available on request.</p> <p>EB noted recommendations covered a range of areas such as project management, staff resourcing and engagement of C&amp;M with the rest of the organisation EB noted that the Guild was continuing to work with consultant to focus on implementing the recommendations and timeline.</p> <p>RS asked about capacity at a senior management level to move ahead with the changes required in C&amp;M. EB noted their background in communications and marketing in the Guild and their anticipation that they would be more directly involved in managing the department in the coming months. JD noted the value of having an external report on the Guild's communications, which had been an area of focus for the Board for several years. EW noted the importance of working to prioritise communications work in the short to medium term such as Welcome 2023, and of maintaining the existing service while also moving ahead with the key recommendations of the report.</p> <p>MG suggested focusing on the key areas of improvement when developing the action plan for service changes in C&amp;M. The SO noted the importance of focusing on the most pressing areas of communications improvement. EC noted the risk of an over ambitious action plan for the department with a long list of recommendations which was difficult to deliver. RS noted the importance of ensuring that any action plan was deliverable and achievable in the medium term.</p> <p>EW asked about the broader engagement and skills in the department. EB noted that skills and expertise in the department were strong, but the report had identified areas for improvement and that the Guild would look to invest additional resources in communications to support delivery in the short - medium term. JT noted the need for additional training for staff in the department and to enable the Guild to develop staff for the future.</p> <p>RS suggested that the Board receive an update on Communications. SJ to include on September agenda.</p> <p><b>The Board noted the Communications Review.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>SJ</b></p> <p><b>Noted</b></p>
2	<b>Minutes of Previous Meeting (06.03.23)</b>	<p>The Chair presented the minutes of the previous meeting, dated the 6<sup>th</sup> March 2023, for the Board's approval.</p> <p>The President proposed an amendment to the minutes. SJ to update.</p> <p><b>The Board approved the minutes as an accurate record of the meeting, pending minor changes.5</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>

3	<b>Matters Arising</b>	<p>The Chair presented the Trustee Board Action Tracker, for the Board's information.</p> <p><b>The Trustee Board noted the Trustee Board Action Tracker.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p>
4	<b>Finance Committee Minutes (30.03.23)</b>	<p>The SO presented the Finance Committee Minutes, dated 30<sup>th</sup> March 2023, for the Board's Approval.</p> <p><b>The Board approved the minutes as an accurate record of the meeting.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
5	<b>HR Committee Minutes (04.04.23)</b>	<p>The WCO presented the HR Committee Minutes, dated 4<sup>th</sup> April 2023, for the Committee's Approval.</p> <p>The WCO suggested a minor amendment to the HR Committee minutes on Item 5, Full-Time Officer Handbook and Discipline Appeals Policy to the diagram. SJ and JT to review.</p> <p><b>The Board approved the minutes as an accurate record of the meeting.</b></p>	<p><b>Noted</b></p> <p><b>SJ/JT</b></p> <p><b>Approved</b></p>
6	<b>Engagement Committee Minutes (20.04.23)</b>	<p>The AEO presented the Engagement Committee Minutes, dated the 31<sup>st</sup> January 2023, for the Board's Approval.</p> <p><b>The Board approved the minutes as an accurate record of the meeting.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
7	<b>Democracy Review Proposal</b>	<p>JL presented the Democracy Review, for the Board's Approval.</p> <p>JL delivered a presentation on the Guild's Democracy Review proposal, noting that the Board had commissioned an external review of the Guild's democracy in July 2022. JL noted the methodology of the review, including student consultation, meetings with internal stakeholders and others.</p> <p>JL noted the three recommendations from the Democracy Review:</p> <ul style="list-style-type: none"> <li>• Significant changes to the Guild's Members Democratic Process, moving away from the All Student Meeting model.</li> <li>• A new approach to the Part-Time Officer Posts, with plans to replace these roles with paid 'Community Organiser' positions.</li> <li>• A wider review of the Guild's Liberation Associations and their structures and effectiveness.</li> </ul> <p>JL updated the Board on a planned three-phase approach, beginning with phase one in May 2023 with a re-structured Members Democratic Process as outlined in to the Bye-Laws. JL noted that existing decision-making committees would be removed, replaced by implementation-focused 'action groups' organised on an ad-hoc basis to deliver a mandate. JL presented the revised structure for the new Member's Democratic Process, noting that the new system would aim to reduce the existing bureaucratic overhead and speed up the process for students submitting a motion. JL noted that a new 'Student</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>

		<p>Demonstration of Interest' would allow the Guild to quickly gauge student interest in an idea if it achieved a level of 50 students.</p> <p>The PGO noted the value of clarifying that any student would still be able to take an idea forward to the Trustee Board, if the Officer Team in post were not willing to take it forwards. EC noted the value of clarifying the process for ideas to be taken forwards to the Trustee Board. JL noted that the process was outlined in the Bye-Laws, but more could be done to clarify this process for students and increase awareness.</p> <p>JL noted the benefits of the new system in providing students with much quicker feedback and responses to their idea, and freeing up resources in the Student Voice team from administration, to idea implementation. The EO asked about how possible increases to workload for Officers would be managed. JL noted the expectation that the Action Group process would move at a much quicker pace with a strong focus on outcomes while limiting the need for increased workload. JT noted that, in future, some work would be undertaken directly by the new community organisers. The PGO noted the value of ensuring staff taking the lead on moving actions ahead. EW noted the need for the student body to have a sense of control over the Guild's democratic processes.</p> <p>AN asked about planned communications for the new process. JL noted plans for changes to the department and responsibilities internally to increase capacity for communications, documentation and transparency and simplify communications for the next academic year.</p> <p>RS noted the need for clarity on the role of the Officer's as democratically elected representatives with democratic authority. MG suggested looking closely at digitisation of the process and a 'tech-first' approach.</p> <p>The President noted the possibility for a future Full Time Officer role review. JT noted that the Guild had previously conducted reviews of the Full Time Officer roles as good practice every 3-4 years. The WCO noted the importance of retaining adequate resourcing in the Full-Time Officer Team while creating paid roles in the Part-Time Officer Team. JD noted that they had anticipated a more detailed and inventive set of recommendations from the external consultant. JT noted that for the next phases of the process, the Guild would not be using the same external consultants.</p> <p>The EO asked about the Guild's existing Education Committee. JL noted that the Committee would be removed from the Bye-Laws, and proposed that it was retained as an internal body to oversee the Student Rep System and Guild Education policy in the next academic year. JL updated the Board on the Student Rep System improvement plan and the need for clear differentiation between proposals in the Rep system, which should be dealt with at a University level and separately to the Guild's Members Democratic Process.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
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		<p>JL noted that Phase 2 would include a 2<sup>nd</sup> set of amendments to the Bye-Laws, including a restructure to the Part-Time Officer Team.</p> <p>EW asked about the rationale for removing the Part-Time Officer posts in phases 2 and 3, to be replaced by paid community organisers. The President noted ongoing difficulties with engagement within the Part-Time Officer team, some of whom had been exceptionally engaged and achieved significant wins for students, but many of whom had fallen away over the course of each academic year. EW asked about the Guild's resourcing of support for part-time officers. The PGO noted the aim of the Officer Team to secure reliable representation for under-represented groups of students at UoB, which in their view the current part-time officer structure was not delivering.</p> <p>RS suggested that the Board discuss the proposal further at a future Board meeting.</p> <p>RS suggested adding a line to Bye-Law 5, section 8.3, on the Student Forum. SJ and JL to review.</p> <p>EO asked about the membership of Activities Committee by the Education Officer. JT suggested amending the Bye-Laws for the terms of Reference for Activities Committee to remove the Education Officer and replace with 'A Full-Time Officer appointed by the Full-Time Officer Group'.</p> <p><b>The Board approved the Democracy Review.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>JT</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
8	<b>Bye-Laws Amendments</b>	<p>JT presented the Bye-Law Amendments, for the Board's Approval.</p> <p>JT noted that the Guild was expecting further minor amendments in consultation with the University's Legal Services.</p> <p>JT noted that the Bye-Laws as amended would be presented to University Council in June 2023 for approval.</p> <p><b>The Board approved the Bye-Law Amendments, subject to chair's action by the Chair and President to make further amendments as required.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
9	<b>CEO Report</b>	<p>JT presented the CEO Report, for the Board's Information.</p> <p><b>The Board noted the CEO Report.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p>
10	<b>Management Accounts (March 2023)</b>	<p>The Management Accounts from March 2023 were taken as read by the Board.</p> <p><b>The Board approved the March 2023 Management Accounts.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
11	<b>Budget 2023/24</b>	<p>NB presented the 2023/24 Guild Budget, for the Board's Approval.</p> <p>NB noted that the draft budget had been presented to Finance Committee on the 30<sup>th</sup> March 2023 and had been approved, pending further minor amendment that had now been made. JD confirmed the</p>	<p><b>Noted</b></p> <p><b>Noted</b></p>

		changes made were in accordance with discussions held at Finance Committee  <b>The Board approved the Budget 2023/24.</b>	<b>Approved</b>
12	<b>Long-Term Forecast</b>	<p>NB presented the Long-Term Forecast, for the Board's Approval.</p> <p>NB noted that the Long-Term Forecast has been updated to include 2027/28, as well as the 21/22 actual results, 22/23 forecast and 23/24 budget. NB also noted that the document had not yet been presented to Finance Committee and would be discussed at the next meeting.</p> <p>NB noted that the combination of increasing pay and non-pay costs arising from high inflation and the decline in the Guild's licenced trade experienced this year had been incorporated into the future outlook and this reported a deteriorating position as a result.</p> <p>NB noted the impact of the recent SUSS pension scheme re-valuation where the recovery plan had been extended by almost two years to May 2037. This would likely lead to an increase in the Guild's book value of the deficit position this year despite a favourable movement to discount factors, but this would also lead to greater annual non-cash adjustments for future years.</p> <p>NB noted that over the coming 5 years, the Guild's current free unrestricted reserves would fall as a result of the Income &amp; Expenditure projections, and would be £769.7k lower than projected in February 2022.</p> <p>NB noted that the strong performance in the Venues team last year had resulted in a positive contribution to the Guild's reserves brought forward, however the current long-term forecast would require the organisation to make use of its reserves to cover in-year spending. NB noted that Net Income would not meet annual pension deficit repayment costs in later years</p> <p>EW asked about the Guild's current venues performance. NB noted that the 2023/24 Budget did anticipate some level of 'bounce-back' compared to 2022/23 on licenced trade and entertainment, however the Guild would be better informed to assess it's commercial performance after the Welcome 2023 period.</p> <p>EW suggested that Finance Committee review the Guilds commercial performance, particularly on club night sales for the rest of the academic year. The AEO noted the value of closely reviewing Sports Night and Societies Night performance. JT noted that the Guild's Commercial Operations Group was now meeting weekly to closely review the Guild's commercial performance. The PGO noted the strong competition from other night-time entertainment operators in the city.</p> <p><b>The Board noted the Long-term Forecast, pending further discussion at Finance Committee. SJ to include on Finance Committee agenda.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>SJ</b></p>

13	<b>External Memberships Update</b>	<p>Note: Agenda Item 13 was taken out of order, between Item 8 and 9.</p> <p>JT presented the External Memberships Update, for the Board's Approval.</p> <p>JT updated the Board on developments with External Memberships since the March Board meeting, noting that at the Board's direction, relevant staff had been consulting with the University's Alumni staff to understand alternative opportunities to engage with graduate students. JT noted that the Student Activities team had also contacted the 66 Guild societies who currently had External Members, of which 8 had responded to the staff team and 6 had responded to the President directly.</p> <p>JT noted that the University's Registry team had confirmed their willingness to share appropriate data with the Guild on students who were currently on a Leave of Absence (LOA), and their ability to take appropriate student conduct action against a student who was on a LOA who breached the Guild's Membership Disciplinary Policy, pending a review of the Data Share Agreement.</p> <p>The EO updated the Board on a meeting that had taken place with the proposer of a motion in the All Student Vote, who had submitted the Vote of No Confidence motion.</p> <p>The WCO presented the motion, as passed in the All Student Vote, and proposed that the Trustee Board re-open applications for External Membership for students in the following categories; Students on a LOA; University Staff; Students with Carers and Trainers/Coaches/Advisors as soon as possible, and action the Senior Management Team to review the process for UoB graduates as soon as possible.</p> <p>RS noted their concerns with accepting the motion as written in relation to safeguarding, particularly for graduates of the University of Birmingham, for whom the Guild and University had no options for disciplinary recourse.</p> <p>SEO noted the importance of the Board respecting the democratic mandate from the All Student Vote and retaining External Memberships. SEO noted the strong student feelings regarding External Memberships and their concerns on maintaining student trust in the Guild. SEO noted their concern that if societies were prevented from recruiting External Members, many would continue to do so informally without oversight, which would create additional safeguarding risks.</p> <p>The IO noted the responsibility of the Guild for protecting students and ensuring that Guild activities were safe for students to participate in. SEO proposed the creation of a Task &amp; Finish group to review the issue in further detail.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>

		<p>EC noted the Guild’s charitable objects, which referenced the provision of services to ‘Students at the University Birmingham’. EC noted that students on a LOA were UoB students, but recent graduates did not retain their student status and the Guild did not have a responsibility to provide services to non-students. The SO noted the important role of External Memberships in supporting recent UoB graduates in the transition to their lives as graduates.</p> <p>EW noted the Board’s responsibility to protect the Guild reputationally and legally, and their concern about re-opening External Memberships for recent UoB graduates as non-students without fully risk assessing the safe-guarding risk.</p> <p>JD noted their concern for the approval of an External Membership application by a Full-Time Officer from a non-student without any safeguarding checks. The PGO noted that non-students were already able to attend Guild club nights signed in as a guest of a student.</p> <p>The President noted the clear mandate from students to retain External Memberships, but their concern about the Guild’s inability to hold recent graduates to account for any breaches of the Guild’s Membership Disciplinary Policy. The President noted that since the Board had discussed External Memberships at the meeting in January 2023, new information had come to light on the possibility of University Conduct being able to act on a safeguarding issue by a student on a LOA.</p> <p>The PGO noted the strength of feeling from students on the issue and a significant reputational risk for the organisation. The PGO noted the need for the Board to make a decision urgently on External Memberships.</p> <p>The President noted a possible conflict of interest in relation to a proposed Vote of No Confidence (VONC). The President updated the Board on information from the last All Student Vote.</p> <p>RS suggested that the Board re-open External Memberships for student on a (LOA), students with carers, and Trainers/Coaches/Advisors, and University Staff and to action the Senior Management Team to review the processes for categories of recent graduates and non-alumni.</p> <p>EW and EC noted the importance of the Guild taking the necessary time to assess the processes for External Memberships processes for recent graduates and non-alumni. AN noted the risk to the Guild’s reputation and student engagement if the Board did not respect the democratic mandate from the All Student Meeting. SEO noted that the issue was one of trust for students affected.</p> <p>The Board discussed communications to students. JD suggested communicating clearly to students that External Memberships would be re-opened immediately for 4 categories of membership, and commit to reviewing the processes for recent UoB graduates.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
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		<p>The WCO suggested that the Board agree a statement, to be published and shared with the All Student Meeting.</p> <p>The PGO noted their view that the Board should commit to retaining all categories of External Membership. KM noted the importance of committing to a clear timeline for reviewing the External Membership process. RS invited the student trustees to contribute to the drafting of a statement on behalf of the Board. The President noted the importance of clearly communicating the Board's decision and statement.</p> <p><b>The Board agreed to reopen External Membership for individuals in the following categories:</b></p> <ul style="list-style-type: none"> <li>• <b>Students on a leave of absence;</b></li> <li>• <b>Carers (for students with carers);</b></li> <li>• <b>Trainers / Coaches / Advisors;</b></li> <li>• <b>University of Birmingham Staff.</b></li> </ul> <p><b>The Board agreed to form a Task &amp; Finish group to review the External Membership processes with student representation, convened by SEO. The Board agreed to draft a statement, to be approved by a sub-group of the Board and published soon as reasonably possible. The Board agreed to discuss the issue at the July Board Meeting. SJ to include on agenda.</b></p> <p>The PGO noted their opposition to the Board's decision.</p> <p>MG and JL left the meeting at 20:20.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p> <p><b>SJ</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
14	<b>Officer Action Plans</b>	The Board agreed to discuss the Officer Action Plans at the July Board meeting.	<b>Noted</b>
15	<b>Officer Elections Report</b>	<p>JT presented the Officer Elections report, for the Board's Information.</p> <p>The Paper was taken as read, with no questions asked.</p> <p><b>The Board noted the Officer Elections Report.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
16	<b>AOB (Any Other Business)</b>	<p>The President left the meeting at 20:50.</p> <p>The PGO noted that they had a disagreement with the Guild's internal interpretation of the Guild Officer Discipline &amp; Appeals Policy in relation to a Vote of No Confidence (VONC) made in the President. The PGO noted that Guild Staff had deemed that if the All Student Meeting which the VONC had been put to was not quorate, the motion for a VONC referendum would be passed to the All Student Vote. The PGO noted that, as they read the policy, the Officer Discipline &amp; Appeals Policy did not include a provision for the motion to be passed to the All Student Vote.</p> <p>JT noted that the Guild's interpretation of Bye-Law 5, Section 7, 'Attendance at the All Student Meeting' was that any ideas that were</p>	<p><b>Noted</b></p> <p><b>Noted</b></p>

		<p>put to an All Student Meeting were to be put to the All Student Vote. JT noted that the Guild's Bye-Laws sat above Guild Policy. The PGO noted their view that a motion for a VONC was not the same as an Idea or Guild Policy, and therefore would not be passed to the All Student Vote.</p> <p>The Board discussed the wording in the Guild's Bye-Laws and the Officer Discipline &amp; Appeals Policy. The Board agreed to seek legal advice on the wording of the policy and the Bye-Laws. JT to seek legal advice.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>JT</b></p>
<b>17</b>	<b>Meeting Reflection</b>	No Items noted.	<b>Noted</b>

The Chair closed the meeting at 21:20.

Date of Next Meeting: **Monday 3rd July 2023, Timings and Venue TBC (Following Away Day).**

DRAFT