

## Trustee Board Minutes

From meeting held on 28<sup>th</sup> October 2019

### Present

Robert Smeath, External Trustee (Chair) **(RS)**  
 Joshua Williams, President **(President)**  
 Amanda Sefton, Education Officer **(EO)**  
 Joanne Park, International Officer **(IO)**  
 Ryan Ginger, Activities and Employability Officer **(AEO)**  
 Amelia Gibbins, Welfare and Community Officer **(WCO)**  
 Tobiloba Adeyemi, Postgraduate Officer **(PGO)**  
 Josh Dooler, Sports Officer **(SO)**  
 Alice Tucker, Student Trustee (Undergraduate) **(AT)**  
 Rosa Alaluf, Student Trustee **(RA)**  
 Erica Conway, University Representative Trustee **(EC)**  
 Chris Davies, External Trustee **(CD)**  
 Johnny Davis, External Trustee **(JD)**  
 Henrietta Brealey, External Trustee **(HB)**  
 Wyn Williams, External Trustee **(WW)** (via video call)  
 Bob Saunders, External Trustee **(BS)**

### In attendance

Jo Thomas, Chief Executive **(JT)**  
 Adam Sheridan, Director of Engagement **(AS)** (for agenda items 0-3 only)  
 Emily Badger, Director of Operations **(EB)** (for agenda items 0-3 only)  
 Nick Bailey, Finance Manager **(NB)** (for agenda items 0-3 only)  
 Sarah Edmunds, Director of Support and Development **(SE)** (for agenda items 0-3 only)  
 Yasmine Ahmed-Lea, Communications and Marketing Manager **(YAL)** (For agenda Item 4 only)  
 Lucy Gill, Student Voice Manager **(LG)** (for agenda Items 5-7 only)  
 Ian Holder, Mazars (Auditors) **(IH)** (for agenda Item 0 only)  
 Helen Baird, SUMS Consulting **(HBA)** (for agenda item 3 only)  
 Bernarde Hyde, SUMS Consulting **(BH)** (for agenda item 3 only)  
 Sam Jones, Interim Executive Assistant **(SJ)** (note taker)

### Apologies

Krizstina Mair, Student Trustee (Postgraduate) **(KM)**  
 Mayya Konovalova, Student Trustee (International) **(MK)**

**The Chair welcomed everyone and the meeting commenced at 18:05.**

No	ITEM FOR DISCUSSION	NOTES	ACTION
0	<b>2018/19 Financial Statements</b>	<p>NB presented the 2018/19 Financial Statements for the Board's approval.</p> <p>NB introduced IH, who noted that Mazars had conducted a full audit of the Guild's financial statements. IH noted that the Guild successfully completed the audit for 2018/19 and as per the Audit Completion Report, there are no internal control points or unadjusted misstatements arising from the audit; effectively a</p>	<b>Noted</b>

		<p>'clean audit'.</p> <p>IH noted that the audit had gone very smoothly, and was a credit NB and the Guild team. BS noted the Guild's hard work on completing the audit.</p> <p>IH noted that there had been one significant topic discussed during the audit, in relation to the discount factor used to calculate the net present value of SUSS pension deficit repayments. The figure implemented by the Guild had been higher than suggested however the adjustment was below the audit materiality levels and was accepted by Mazars.</p> <p>RS provided context on the pension discount factor and the Guild's net pension liabilities for the Board's information.</p> <p>RS noted that the accounts required a slight amendment relating to the good governance review.</p> <p><b>The Board approved the 2018/19 Financial Statements, subject to minor amendment.</b></p> <p>IH left the room at 17:55.</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>Approved</b></p> <p><b>Noted</b></p>
1	<b>Minutes from meeting held 09.09.19</b>	<p>RS presented the Trustee Board minutes from the previous meeting held on 9th September 2019 for the Board's approval.</p> <p>RS noted several minor amendments. SJ to update.</p> <p><b>The Board approved the Trustee Board minutes.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
2	<b>Matters Arising</b>	<p>JT noted that the Good Governance group had met prior to the meeting, and would meet again to continue work on NUS's good governance framework.</p> <p>JT noted that, as action arising, the two committee members had been contacted about attendance. One member of A&amp;R committee had indicated that they would attend the forthcoming meetings.</p> <p>JT noted that KM had been contacted about their attendance at Board meetings, and indicated that they would not be able to attend this meeting or the January Board meeting.</p> <p>The Board discussed KM attendance at Board meetings, and agreed to ask KM to step down from their role as Postgraduate Student Trustee. JT to inform KM.</p> <p>The Board discussed the recruitment for this student trustee vacancy. JT noted that the Guild was currently recruiting for an International student trustee vacancy, and could expand the current recruitment round to two student trustee places. The Board agreed to proceed with recruitment for a Postgraduate Student Trustee in the current recruitment cycle.</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>

3	Review Update	<p>Bernarde Hyde and Helen Baird, from SUMS Consultancy, delivered a presentation on progress on the Guild Financial Review.</p> <p>HBA noted that SUMS had been commissioned to investigate possible routes for a more financially stable future for the Guild of Students, and produce a supporting report.</p> <p>HBA noted that in the development of the report, data and input from the Guild, the University and comparator students' unions had been used.</p> <p>HBA noted that a key objective of the report was to investigate a route to the Guild having a three-month operating reserve by financial year 2022/23.</p> <p>HBA noted that various scenarios had been investigated for future financial projections, depending on predicted costs, revenue and service delivery.</p> <p>BH noted that an increase of the share of the University's tuition fee revenue provided to the Guild would significantly improve the Guild's financial position in the medium to long term. HBA noted that an increase of tuition fee revenue from 0.69% to 0.77% would put the Guild at the average level of comparator Students' Unions.</p> <p>The Board discussed the scenarios presented and possible implications for the Guild's long term finances and strategic relationship with the University.</p> <p>HB noted that without significant change to the Guild's financial outlook, services for students would need to be reduced. HB noted the need for a clear strategic direction for the Guild with a detailed business case presented to the University.</p> <p>HB noted that a new strategic relationship between the Guild and University would need to be formulated, and the Guild should target its commercial services to meet demand, which the University did not currently cater for.</p> <p>HB noted that the report could be a positive opportunity to create long-term sustainability for the Guild.</p> <p>BS noted that data from comparator institutions, which indicated that the Universities financial support for the Guild was lower than average, was key, moving forward.</p> <p>BS noted that the commercial services, as a share of the Guild's revenue, were lower than comparator institutions. BS noted that collaboration would be necessary to avoid commercial competition with the University.</p> <p>BS noted that a reduced service level at the Guild would have an impact on University student experience, and suggested that the report highlight this impact.</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> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
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		<p>YAL noted the following themes in the Guild's activities as having made a significant impact:</p> <ul style="list-style-type: none"> <li>• Participation and Engagement</li> <li>• Communication</li> <li>• Academic &amp; Learning Experience</li> <li>• Representing the Student Voice</li> <li>• Support for mental health and financial assistance</li> <li>• Personal development &amp; employability</li> </ul> <p>RS asked if there would be a benefit in future of breaking down Postgraduate students by Taught and Research courses. The PGO noted that the key division was between students associated with the Graduate School and those not, and that Postgraduate research students in particular were a 'hard to reach' group for the Guild. The PGO suggested differentiated communications for PG Taught and Research students.</p> <p>The AEO asked if specific figures on the Guild's work on employability were available. YAL noted that they were available, such as figures on number of hours volunteered and the uptake of enhanced transcripts.</p> <p>AT asked about work on engaging commuter's students. YAL noted that the Guild had arranged a commuter student's open day for the first time and supported the work of the commuter students' officer and association.</p> <p>YAL noted that the Guild was implementing more online video content and print media on the Guild's successes to communicate impacts and 'wins' to students. BS noted that University staff should also be seen as a key audience for communications about the Guild's impacts. The EO noted that the University's focus was on Postgraduate and International student impacts on the student experience. RS suggested focusing on communicating these positive impacts to University staff to highlight the critical role the Guild plays in the student experience.</p> <p><b>The Board approved the Impact Report 2018/19.</b></p> <p>YAL left the room at 19:25</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>Approved</b></p> <p><b>Noted</b></p>
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5	<b>Democracy Review Update</b>	<p>LG entered the room at 19:25.</p> <p>LG presented the Democracy Review Update for the Board's approval.</p> <p>The President noted that, as agreed by the Board in September, the Guild had moved forward with an external consultation on changes to the democratic structures. The external consultation had conducted focus groups with 60 students, and efforts had been made to ensure the range of students consulted were representative of the student body. LG noted that the noted that the consultation had been presented to the Democracy Review sub-group, who had discussed a range of options to move forward with the democratic restructure.</p> <p>LG noted that in contrast to the model agreed at the September Board meeting, in light of the consultation's findings, the Democracy Review sub-group had recommended implementing a restructure of the Part-time officer team, with further consultation on the implementation of an Exec model later in the year. The President noted that the Guild Officer Group were supportive of the recommendation of the democracy review sub-group.</p> <p>BS noted that the Guild should ensure that a wide range of student consultation was conducted ahead of a change to the formal committee structures. RA noted that student input was key to any new structure, and the Guild should look to retain student engagement in the reform process in order to maintain engagement with the new part-time roles.</p> <p>The President noted that further consultation and investigation would allow the Guild to reach a solution that satisfied a wide range of the student body. LG noted that a longer-term consultation would allow more students to be involved in the process, while at the same time increasing awareness of the reformed democratic structures prior to implementation.</p> <p>JD noted the need to build on the previous work of the review, to avoid starting from scratch and replicating work.</p> <p>The Board approved the Democracy Review Update.</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>Approved</b></p>
6	<b>Byelaw Amendments</b>	<p>JT presented a set of amendments to the Guild Byelaws for the Board's approval.</p> <p>BS asked about the progress of MedSoc's transfer to the Guild. The AEO noted that the transition was progressing well despite delays, with meetings with the University and MedSoc executive continuing positively. It was noted that the Chair would be required to approve the transition documents on behalf of the Board between meetings.</p> <p>The Board approved the Byelaw Amendments.</p>	<p><b>Noted</b></p> <p><b>RS/JT</b></p> <p><b>Approved</b></p>

7	<b>Student Voice Report</b>	<p>The EO presented the Student Voice Report 2019 for the Board's information.</p> <p>The EO noted that following items had been highlighted as key themes in the report:</p> <ul style="list-style-type: none"> <li>• Zero tolerance to racism.</li> <li>• BME student attainment, engagement and experience.</li> <li>• University staff Unconscious Bias training.</li> <li>• Assessment and Feedback.</li> <li>• Extenuating Circumstances.</li> <li>• Commuter student experience.</li> </ul> <p>LG noted that the report had been well received by the University and work in various University departments was already underway.</p> <p>RS suggested that the board revisit the progress of the report at the March Board meeting. SJ to include on agenda.</p> <p><b>The Board noted the Student Voice Report 2019.</b></p> <p>LG left the room at 19:40</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> <p><b>Noted</b></p>
8	<b>Officer Action Plans</b>	<p>The President presented the Officer Action Plans for the Board's information.</p> <p>The SO presented their action plan for the first time to the Board. The SO noted the following items on their action plan for the year ahead:</p> <ul style="list-style-type: none"> <li>• Increased participation in sport and exercise activity.</li> <li>• Welfare representatives on sports club committees.</li> <li>• Improved media coverage of campus sport.</li> <li>• A new platform for sports results, fixtures and news.</li> <li>• Further investigations of sports initiations.</li> </ul> <p>JT noted that work on sports initiations would be included an ongoing review of the University student Code of Conduct.</p> <p><b>The Board noted the Officer Action Plans.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
9	<b>TB Away Day Outcomes</b>	<p>RS presented the Trustee Board away day outcomes paper for the Board's information.</p> <p>JT noted that work was ongoing on the NUS Good Governance framework, which included possible changes to the working of the Board.</p> <p>The Board noted the Trustee Board away day outcomes paper.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
10	<b>CEO Report</b>	<p>JT presented the CEO Report for the Boards Information. The report was taken as read, and there were no questions asked.</p> <p><b>The Board noted the CEO Report.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p>

11	<b>HR Committee Minutes (03.10.19)</b>	The WCO presented the HR Committee minutes from the meeting held on 3 <sup>rd</sup> October 2019 for the Board's approval. The minutes were taken as read, and there were no questions asked.  <b>The Board approved the HR Committee minutes.</b>	<b>Noted</b> <b>Approved</b>
12	<b>Finance Committee Minutes (08.10.19)</b>	The SO presented the Finance Committee minutes from the meeting held on 8 <sup>th</sup> October 2019 for the Board's approval. The minutes were taken as read, and there were no questions asked.  <b>The Board approved the Finance Committee minutes.</b>	<b>Noted</b> <b>Approved</b>
13	<b>A&amp;R Committee Minutes (15.10.19)</b>	The EO presented the Audit & Risk Committee minutes from the meeting held on 15 <sup>th</sup> October 2019 for the Board's approval. The minutes were taken as read, and there were no questions asked.  <b>The Board approved the Audit &amp; Risk Committee minutes.</b>	<b>Noted</b> <b>Approved</b>
14	<b>AOB</b>	HB asked if the Guild was currently collecting data on student's opinions on their general student experience. JT to circulate data/research from recent surveys.  RS noted that this was BS's last Board meeting. The Board thanked BS for his 6 years' service on the Trustee Board, and wished him all the best for the future. BS thanked the Board for their kind words and gift.  RS noted that this was MK's last board meeting also. The Board thanked MK for her 2 years' service on the Trustee Board and wished her all the best for the future, in her absence.  RS thanked the Board for their contributions and attendance at the meeting.	<b>JT</b>  <b>Noted</b>  <b>Noted</b>  <b>Noted</b>
15	<b>Meeting Reflection</b>	There were no items discussed during the meeting reflection.	<b>Noted</b>

**The Chair closed the meeting at 20:05.**

Signed .....

Date .....