

**Present**

Jack Mably, President  
 Ben Chapman, Activities & Development Officer  
 Izzy Lenga, Education Officer  
 Roberto Sorrentino, Housing & Community Officer  
 Daisy Lindlar, Representation & Resources Officer  
 Remy Claustres, Sports Officer  
 Ross Strong, Welfare Officer  
 Jeevan Jones, Student Trustee  
 Daniel Longhorn, Student Trustee (Under Graduate)  
 Chris Granger, University Representative Trustee  
 Bob Saunders, External Trustee  
 Abisola Latunji, External Trustee  
 Alison Griffin, External Trustee (Chair)

**In attendance**

Jo Thomas, Chief Executive  
 Nick Bailey, Finance Manager (for agenda item 1 -5)  
 Ian Holder, Mazars Auditors (for agenda item 1)  
 Naomi Atkin (for agenda item 6 & 7)  
 Amy Lee, Executive Assistant (minute taker)  
 Elliott Packham, Executive Assistant  
 Claire Boothman, Student Trustee (Post Graduate)  
 Farah Abdelhameed, Student Trustee (International).

**Apologies**

Chris Davies, External Trustee  
 Richard Evans, External Trustee

**The Chair welcomed everyone and the meeting commenced at 18:00. The two new Student Trustees; Claire Boothman and Farah Abdelhameed were introduced, and apologies from Richard Evans, and Chris Davies were noted.**

No	ITEM FOR DISCUSSION	Notes	ACTION
1	<b>2014-15 Financial Statements</b>	<p>Ian Holder, from Mazars Auditors presented the 2014-15 Financial Statements for approval.</p> <p>The Board was informed that the Guild made a modest surplus of £10k although equating to a surplus of £100k in the unrestricted reserves. It was further noted the reserves are now £2.5million and the balance sheet is positive.</p> <p>The Audit Completion Report was discussed and the main points noted:</p> <ul style="list-style-type: none"> <li>• There are no issues with the principal significant risks and management judgements</li> <li>• The gift aid payment from Guild Services Limited to the University of Birmingham Guild of Students for the 2013/14 financial period was not made within the 9 month period allowed by HMRC</li> </ul>	<p><b>Noted</b></p> <p><b>Noted</b></p>

		<ul style="list-style-type: none"> <li>• There is no signed contract in place between the Guild and Stock Consultants</li> <li>• There is no register of interest and declaration of interest documents in place</li> <li>• There is no evidence through signatures on the journals authorisation process to show authorisation</li> <li>• One instance of late filing with Companies House</li> <li>• The VAT returns for the quarter ending April 2015 were submitted 1 day after late</li> <li>• The 2014/15 gift aid from Guild Services Limited to the Guild has not been authorised by the Board pre year end.</li> <li>• Some purchase orders were raised after the invoice date.</li> </ul> <p>CG raised a question regarding classifying societies and groups as designated. It was noted following legal advice, the Guild treat funds left from de-recognised groups, as designated. It was further noted these funds are ring-fenced for Student Groups.</p> <p>A discussion was had on the future of the Guild in accordance to FRS102, and the Finance Manger noted from 2015/16, FRS102 is to be adopted and therefore the pension deficit will need to be recognised on the balance sheet. It was further noted the balance sheet has a current value of £2.5million, and the deficit is in the region of the same value. CG noted the deficit might be lower and will put the Finance Manager in contact with a staff member at the University.</p> <p><b>The Board approved the 2014-15 Financial Statements, and Ian Holder left at 18:20.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>CG/Finance Manager</b></p> <p><b>Approved</b></p>
2a	<b>Minutes from 14/09/15</b>	The minutes from 14 <sup>th</sup> September were approved as a true record with no amendments.	<b>Approved</b>
2b	<b>Minutes from email resolution 17/09/15</b>	The minutes from the email resolution on 17 <sup>th</sup> September were approved as a true record with no amendments.	<b>Approved</b>
2c	<b>Minutes from email resolution 02/10/15</b>	The minutes from the email resolution on 2 <sup>nd</sup> October were approved as a true record with no amendments.	<b>Approved</b>
3	<b>Matters Arising</b>	<b>CTA</b> – on the agenda to be discussed.	<b>Noted</b>
4a	<b>Finance Committee Minutes 01.10.15</b>	<p>The Representation &amp; Resources Officer presented the Finance Minutes from 1<sup>st</sup> October for the Board's approval.</p> <p>Main points noted:</p> <ul style="list-style-type: none"> <li>• Subway relocation completed</li> <li>• Living Wage to be discussed on the agenda today</li> <li>• Yearend management accounts are positive</li> <li>• Disinvestment update was provided and noted</li> <li>• Yearend balance sheet of £2.5million was noted</li> <li>• Grad Ball 2015 made a £12k surplus.</li> </ul> <p><b>The Board approved the Finance Committee minutes.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
4b	<b>A&amp;R Committee</b>	The President presented the Audit & Risk Minutes from 12 <sup>th</sup> October for the Board's approval.	

	<b>Minutes 12.10.15</b>	<p>Main points noted:</p> <ul style="list-style-type: none"> <li>• Financial Statements approved</li> <li>• Safeguarding policy allowing the process to be more streamlined for volunteers, was approved</li> <li>• PCI Compliance policy approved subject to small amendments</li> <li>• Annual review of complaints presented and all complaints are minor</li> <li>• VAT savings was discussed and the Committee approved to put the fundraising activities conversation on hold, and await an update in six months' time.</li> </ul> <p><b>The Board approved the Audit &amp; Risk Committee minutes.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
<b>4c</b>	<b>HR Committee Minutes 07.10.15</b>	<p>The Welfare Officer presented the HR Minutes from 7<sup>th</sup> October for the Board's approval.</p> <p>Main points noted:</p> <ul style="list-style-type: none"> <li>• liP accreditation of 'Bronze' achieved</li> <li>• Advice Manager being reviewed</li> <li>• Accessibility in the Guild discussions were had at E&amp;D Committee</li> <li>• Staff handbook updates and amends were approved</li> <li>• Exit interviews to be reviewed again in six months</li> <li>• Student Staff pay update noted.</li> </ul> <p>A discussion was had on the Student Staff Pay update and the Officers noted their concern regarding the current situation, and feedback from student staff. The President noted it's either a reputational risk vs. an internal risk. The Board noted the Officers concerns and agreed for the conversation to be taken outside of the meeting and report back to the next Trustee Board meeting.</p> <p><b>The Board approved the HR Committee minutes.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
<b>4d</b>	<b>GM Minutes 05.10.15</b>	<p>The CEO presented the General Meeting Minutes from 5<sup>th</sup> October for the Board's approval.</p> <p><b>The Board approved the General Meeting minutes.</b></p>	<p><b>Approved</b></p>
<b>5</b>	<b>Living Wage</b>	<p>The Finance Manager presented the Living Wage for the Board's steer.</p> <p>The Finance Manager gave an update and noted one Students Union has incorporated holiday pay into payments. It was further noted the Guild has had discussions with the Living Wage Foundation who has contradicted what that Union has said.</p> <p>The paper presented outlined various Living Wage options. The Finance Manger noted option 'B'; an increase to the basic rate of pay (to £7 per hour) plus holiday pay, would equate to £7.85ph in line with the current Living Wage rate.</p> <p>Option 'C' was outlined and it was noted if the Guild pursue this option, the Guild could look to achieve the Living Wage over a 2 – 3 year period by implementing annual pay increases above National Minimum Wage. It was further noted a small number of core staff would need to be considered for Living Wage too.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>

		<p>The Board noted their preference to implement 'option' B, and further noted it's a commitment that is appropriate to the organisation.</p> <p>The Board agreed to implement basic pay rate of £7 per hour plus holiday pay equating to £7.85, and further agreed to not back date the payment, and have a commencing date of 26<sup>th</sup> October 2015. The Finance manager noted this would come into effect from November's pay roll.</p> <p>A discussion was had regarding communications to members, and it was noted it may relieve the pressure on the student staff pay issue. The Officers are to discuss with C&amp;M and look at the University's language for paying Living Wage.</p> <p><b>The Board approved the Living Wage paper and the Finance Manager left at 19:05.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
6a	<b>General Meeting Update</b>	<p>The Representation &amp; Resources Officer presented the General Meeting Update for approval, and the Director of Engagement entered the meeting at 19:05.</p> <p>The paper gave an outline of the meeting, and requested the Board to approve the steps going forward in implementing the model.</p> <p>The Representation and Resources Officer noted the Guild are hoping to have the model up and running by the middle of November. It was further noted there were a few issues regarding students not able to vote at the General Meeting due to their late registration as a student, but after taking legal advice, it was confirmed the Guild did the correct thing.</p> <p>The Chair noted her thanks and congratulations to the Officer team and staff.</p> <p><b>The Board approved the General Meeting Update.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
6b	<b>Byelaw Amendments</b>	<p>The Director of Engagement presented the Byelaw Amendments for the Board's approval.</p> <p>It was noted since the papers were sent out to the Board, the Guild have received a small number of amendments from the Lawyers. It was further noted the Byelaws will be re-circulated along with the Lawyers and the Board's amendments after today's meeting.</p> <p>The Board went through each page of the Byelaws and the following amendments were noted:</p> <ul style="list-style-type: none"> <li>• Page 5 – The Board agreed to remove the word 'appointed'.</li> <li>• Page 13, 3.12 – BS raised an issue regarding conflict of interests for student staff if matters of student staff pay is discussed. The Representation &amp; Resources Officer noted the vote is to all students, and if the Guild were to categorise who can vote, it would block the engagement of members.</li> <li>• Page 15, 1.4.3 – It was confirmed documents are already widely available through the submission of the annual accounts to Companies House.</li> <li>• Page 16, 2.3 – It was noted the percentage to call a referenda</li> </ul>	<p><b>Noted</b></p> <p><b>Noted</b></p>

		<p>at a General Meeting, Guild Officer Group and Trustee Board is to be kept consistent at a 75% majority.</p> <ul style="list-style-type: none"> <li>• Page 22, 3.2.1 – The Representation &amp; Resources Officer noted the two full members are now elected via the online model.</li> <li>• Page 31 – To be amended to say 50% plus 1, not 51%.</li> <li>• Page 41, 8.5.5 – The Representation &amp; Resources Officers noted the ratification of changes will be either via the online model, or at Officer Question Time meetings.</li> <li>• Page 43 – 'Act as Deputy Chair of Officer Question Time meetings as required' to be added to President 'duties'. BS asked is there an alternative Chair, as the Officers are being challenged. The Board agreed to review this Byelaw once the model is up and running.</li> <li>• Page 45, 8.7.5 - The Housing &amp; Community Officer noted FOCSOC is no longer in place. FOCSOC to be removed from Housing &amp; Community Officer duties.</li> <li>• Page 51, 9.2 – It was noted the Chair of the Officer Question Time is elected by cross campus ballot.</li> <li>• Page 64 – Scrutiny. BS – 10% threshold for Referendum might be a bit high.</li> </ul> <p>A discussion was had on Byelaw 11 and BS noted the 10% threshold might be too high. The CEO further noted the Articles state 10%, and the Lawyers have suggested removing the Byelaw. The Board agreed to keep the Byelaw as it stands, until further discussions have taken place with the Lawyers.</p> <p><b>The Board approved the Byelaw Amendments.</b></p>	<p><b>Noted</b></p> <p><b>Approved</b></p>
7	<b>CTA/Prevent Report</b>	<p>The Activities &amp; Development Officer presented the CTA/Prevent Report for the Board's approval.</p> <p>The paper presented further clarity of Student Unions position in regards to Counter Terrorism and Security Act, following the publication of HEI guidance. It was noted the Guild's processes for external speakers coming onto campus is robust, and the key proposed change in the process is that it will be extended to cover all events run in the name of the Guild or University, regardless of their location.</p> <p>The Director of Engagement informed the Board the main thing to be aware of is the National Picture in regards to NUS stance on the Act.</p> <p>It was noted there has been no real feedback from students, and the Guild's processes are already good in practice, and there is no need for a great deal of change.</p> <p>A discussion was had regarding the Guild's policy against Prevent and the practical issues around training for Mentors, Wardens and RA staff. It was further noted if training is appropriate to role, then staff do attend.</p> <p>BS raised an issue regarding individuals accessing databases and information and the use of technology. The Director of Engagement noted this discussion has come up in meetings.</p> <p><b>The Board approved the CTA report and the Director of Engagement left</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>

		<b>at 19:40.</b>	
<b>8</b>	<b>Impact Report</b>	<p>The CEO presented the Impact Report for the Board's approval.</p> <p>The Board requested an in-house graphic, animation again. AG noted it reads more easily than statistics. The CEO further noted it will also include case studies/stories will also be included.</p> <p><b>The Board approved the Impact Report.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
<b>9</b>	<b>Student Voter Registration</b>	<p>JJ presented the Student Voter Registration for approval.</p> <p>The paper presented made the Board aware of the Student Voter Registration changes and outlined proposed actions to raise awareness and encourage members to vote.</p> <p>It was noted from 1<sup>st</sup> December, universities will no longer act as a 'head of household' for students living in accommodation which previously enabled students to register to vote when they moved in. The model Sheffield University used was outlined and it was noted 64% of students successfully registered to vote through the model.</p> <p>The President noted he has met with JJ and further met with Neena Gill, MEP to discuss EU Parliament, and EU referendum campaigning. It was further noted NUS have approved the Guild can use the funding received for the General Election, in student voter registration campaigning.</p> <p>The Board noted they feel more comfortable noting the discussion on Student Voter Registration and not approving it.</p> <p><b>The Board noted the Student Voter Registration.</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>
<b>10</b>	<b>GOG Report</b>	The Board noted the good work being made by the Officers.	<b>Noted</b>
<b>11</b>	<b>CEO Report</b>	<b>The Board approved the CEO Report.</b>	<b>Approved</b>
<b>12</b>	<b>AOB</b>	<p><b>QAA, HE Review</b></p> <p>The Education Officer noted the QAA Higher Education Review is ongoing, and the Guild is in the final stages of submitting the Student Written Submission. It will then go to GOG for approval, and the Trustee Board for information.</p> <p><b>External Trustee</b></p> <p>The Chair noted it is Abisola's last meeting and the Board noted their thanks for Abisola's work over the past three years.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p>

**The Chair closed the meeting at 19:55**

Signed .....

Date .....