

University of Derby Students' Union
Trustee Board Summary Sheet

Agenda reference:	TB/01.2023/001
Title of report:	Minutes of the last meeting – 31 01 2023
Written by:	Sally Cunningham – HR and Admin Manager
Presented by:	Chris Hughes, Chair
Action requested:	Approval

Trustee Board Meeting
Tuesday 31 January 2023 - 5 p.m. Room S104 and Teams

Attendance	P/A
Trustee Board	
Chris Hughes (Chair)	P
Owen Marques (OM) President Officer Trustee	P
Alexandra Mazilu (AM) VP Education Officer Trustee	A
Callum Young (CY) VP Welfare Officer Trustee	A
Dominic White (DW) VP Activities Officer Trustee	P
Tony Atherton (TA) External Trustee - Director of ADA Leadership	P
Nicola Hartley (NH) External Trustee – HR Specialist	A
Rosie Smith (RS) External Trustee - Head of Financial Accounting for the University of Derby	P
Angel Fosu (AF) Student Trustee	P
Harvinder Saluja (HS) Student Trustee	P
Josh Brunning (JB) Student Trustee	A
Andrew Wilson (AP) - Student Trustee	P
Union staff	
Colina Wright (CW), Chief Executive	P
Emma Taylor-Large (ETL) Head of Membership	A
Martin Beaumont (MB) Head of Operations	P
Steve Taylor (ST) Finance Manager	P
In attendance	
Maria Conwill (MC - BHP Audit Manager)	P
Antony Blackshaw (AB) - Blackshaw Management Consultancy	P
Emma Beenham (EB) - Blackshaw Management Consultancy	P
Narinder Sharma (NS) – Observer, potential External Trustee	P
Sally Cunningham HR and Admin Manager (Servicing Officer)	P

1. Welcome and apologies - CH

The Chair welcomed all to this meeting, noting we are a Company Limited by Guarantee and a Charity. There is an assumption from the Chair that everyone has read the papers for today's

meeting, there is the opportunity for questions to be asked with clarification given as required.

Apologies/absentees are noted above.

2. Trustee Board Review – AB and EB, Blackshaw Management Consultancy - Verbal

The Board would be undertaking a review and had instructed Blackshaw Management Consultancy to facilitate this. AB gave an overview of the review; a questionnaire would be sent to all Board members; all responses are anonymised. Participants are asked to be as honest as they can to get the most from the process. AB and EB are in attendance at this meeting to review how this is conducted, once all papers are collated they would schedule a date to report back to the Board, potentially as a facilitated workshop.. The process will also involve interviewing CW and asking her to submit governance documents to supplement the report.

An action plan would be compiled that would be available to members of the Board, the University and others as deemed appropriate. In the interim Blackshaw Management Consultancy (BMC) would provide a more comprehensive and confidential report which would provide

The intention was to submit this by the next Trustee Board meeting and ask the Board to formally approve (or not) the recommendations at the next meeting.

Additional comments/clarification/recommendations:

- The review uses the Charity Governance Code - a practical tool to help charities and their Trustees develop high standards of governance. It covers everything from experience as Board members to the effectiveness of the Board as you perceive it.
- These are individual perceptions of the way in which the Board functions and operates and its effectiveness. However, it is worth clarifying that as part of this process BMC were also effectively undertaking a corporate governance audit which would also be reported back to the Board.
- It was noted that a review was well timed, the Chair's term will be coming to an end soon and CW had been in post for a year. We are in changing circumstances all the time and Unions have got to think quite hard in going forward about their role and their effectiveness and what is their position going to be in the higher education sector in the next 10 years.

3. To approve the minutes of the Board Meeting held on 18.10.2022 – CH

TB/01.2023/001

Minutes from the last meeting *agreed* as a true and accurate record.

4. Matters arising from: 18 10 2022 - CH

Strategic Plan – the senior management team to set the KPI’s and work from there: **Agenda item for CW to give an update.**

Reserves principles are still being discussed: **Ongoing.**

MB to provide data in terms of student footfall for Blends at Friar Gate Square with the view to earlier opening times: **This is ongoing – MB noted that reviews were taking place to determine footfall in this area. He noted that he was working closely with the Law Society and Officers to get some feedback. The aim is to see what's impacting footfall in the long run as well as trying to work closely with the University, to try and find out where there are opportunities for us to improve the service.**

MB said there was consideration for a full-scale change to the operation on the basis that what we do now is not quite meeting the needs of students however we are awaiting data to provide further guidance.

FOR DISCUSSION/APPROVAL:

**5. Audit Approval – Maria Conwill (MC) - BHP
TB/01.2023/002.1**

MC confirmed that Jane Marshall would usually present the audit findings but was on leave.

Summary results for the year ended 31 July 2022:

Overall position

- [Redacted]
[Redacted]

	£000's
Increase in income	[Redacted]
Increase in expenditure	[Redacted]
	[Redacted]

Increase in income:

[Redacted]

Increase in expenditure:

[Redacted]

Total funds and free reserves

[Redacted]

Audit Findings Report

[Redacted]

Additional comments/clarification/recommendations:

- ACTION: ST to update BHP with any changes to policies and procedures going forward, so BHP can file these accordingly.
- The money held on behalf of clubs and societies was clarified, this [Redacted] is the clubs and societies individual balances that the Union maintain within our overall funding and balance bank balances..
- One or two of the outstanding matters had been updated by the university earlier, ACTION ST to inform BHP.
- BHP are starting to implement ISA 315, which changes the way audit processes are conducted, specifically looking at systems and controls. This requires significantly more input and time in the planning stage of the audit.. The IT will not change how the accounts look at all, it is a new requirement that we must comply to.
- BHP clarified that the Union's management accounts were strong and accurate with them hardly finding any errors.
- Chair congratulated ST and MC and their teams

The Board duly **approve** summary of audit results and the annual report **in principle**, being mindful that they may be subject to change upon JM's return – to hold off signing until her return.

Chair thanked MC for presenting the audit results and report for this meeting.

MC left the meeting at 5:45 pm

6. Reports from sub committees to note – CH

6.1 Audit and Risk draft minutes – 08/12/2022

TB/01.2023/003

6.2 Finance and HR Draft minutes – 24/11/2022

TB/01.2023/004

Minutes from the last subcommittee meetings 2022 are **agreed** as a true and accurate record.

7. Management accounts - ST

TB/01.2023/005.1

Management accounts commentary - ST

TB/01.2023/005.2

Outlined is an overview of the management accounts for 5 months, 01 August 22 – 31 December 22

Summary: Operating results

[Redacted]

Additional comments/clarification/recommendations:

- The additional cost of living award has been included within our new reforecast. So therefore, we are not showing as a deficit there.
- There was more concern regarding Keddies. We were reasonably on track within Keddies for the start of the financial year however in December there was a £10,742K sales variance. This was due to a drop off in trade and some slight overspend on wages. We started to accrue the holiday payments whereas we give student staff an hourly rate plus a percentage holiday pay, staff now receive this in December and then at the end of the year, this was not included in the budget.
- It was noted that the [Redacted] variance was a concern and was being investigated: there was a significant drop off in footfall compared to what we budgeted. The performance in Blends are exceeding expectations but this is not the case with Basecamp, sales in this area are down however the space continues being used. Basecamp was launched as a sustainable eat and drink-in model and whilst we were keen to not move away from that we appreciate this is not financially sustainable; consequently, we intend to launch a takeaway model in the coming weeks and are reviewing single use cups – these are more expensive as they are completely recyclable unlike the ones currently in use.
- There have been additional challenges with sick leave from two significant members of this team and MB undertaking more responsibility with Marketing.
- Due to an error we have to renegotiate an agreement with our local affiliate nightclub, this initially cost [Redacted]. Further losses has been mitigated but we had to reduce our return from £2.50 per head to £1.50 per head
- Moving forward there will be an additional column on the table to give the full year of reforecast values as well, by putting the full year reforecast in to capture that impact across the across the full year is beneficial.
- ST proposed a further discussion about reviewing the Union’s investment strategy. This has not been a consideration due to interest rates not providing the return but given that this was changing and that we had significant cash reserves, it was a timely discussion.
- [Redacted]
- The question was posed as to whether it was advantageous for the Union to combine monies with university’s investment profiles to get a better rate. It was noted that this was something the university is going to look at from their perspective shortly. If nothing else, the university have got some access to advisers who might be able to piggyback off some advice, and that would be benefit the Union.

Action: ST to email send the latest reforecast to Trustee Members

The Board duly **approve** management accounts

8. Articles amendments - CW
Union Constitution 2018 - CW
Standing Order amendments – CW
Current Standing Orders – CW

TB/01.2023/006.1a
TB/01.2023/006.1b
Paper to follow
Paper to follow

CW presented amendments to the Articles and Standing Orders as these required approval from the Board before being presented to the AGM; the quinquennial review updates, previously agreed in principle at the previous AGM had been include for transparency.

She noted that these changes related to incorporation although the changes weren't reflected within the previous Articles. The Board should assume legal responsibilities but constitutionally these decisions were still delegated to the student population.

Less significant amendments within the Articles related to formatting or role changes (which were purposely not going to be requested to be approved); more inclusive language (replacing he/she with they and associated pronouns) which as a political stance would require approval.

CW invited AB to comment on this as he had noted an anomaly that required further clarification. AB reflected that the changes made sense and were clear to read however, in the current format, he acknowledged a disconnect between the proposed changes and the retention of the AGM. He proposed that the Articles reflected the Trustees were Company Law Members and consequently responsible for decisions previously presented at an AGM but via a Company Law Meeting; students would then have the opportunity to engage in appropriate level discussions at an all student meeting.

- CW asked for the Board to approve all other changes and she would resolve the abovementioned issue before presenting this to the AGM

Action: CW to amend the Articles in relation to provide further clarity on the purpose of the AGM; to keep the Board updated.

The Board duly ***approved the amendments for the Articles and Standing Orders, with the exception of references to the AGM***

Quinquennial review update – CW

TB/01.2023/006.3

This paper was presented to provide transparency on the wording changes as part of the previously agreed quinquennial review.

Additional comments/clarification/recommendations:

None raised

The Board duly ***noted*** the quinquennial review

9. Operations update – MB

TB/01.2023/007.1

We are only at 4% GBP short in Keddies; this was being investigated – it may relate to stock movement. In terms of sales and prices we are slightly behind our target. MB noted several challenges and his actions to resolve these: MB absorbed marketing into his role to cover HG's maternity leave .

- Substantial improvements have already been accomplished in terms of how effective the Marketing department is.
- The Union is working on improving our visibility.
- Every project we deliver has a project plan and we are trying to engage the rest of the employees in the organisation and bring them along with us as a team, there has been some small additional expenditure to deliver that, in terms of systems and licences and getting the provision up and running.
- We are planning events on a longer term and being more proactive

Operations update – Blends Business School Proposal – MB TB/01.2023/007.1a

The University had received the Union's proposal for opening a Blends provision within the new Business School. Whilst Aramark have been consulted on the catering provision, there is no confirmation that they will operate that space. This presents a challenge in that the provision at Friar Gate may no longer be required given its proximity to the Business School. This provides an opportunity to review this offer.

Additional comments/clarification/recommendations:
None raised.

The Board duly *notes operations update and the Business School proposal*

Membership update – CW on behalf of ETL

TB/01.2023/007.2

CW assumed this paper had been read, any questions she was unable to answer would be forwarded to ETL.

Additional comments/clarification/recommendations:

- There was a substantial increase in advice appointments, collaboration with the University of Wellbeing Services has improved. Of 15 SVLO cases approximately 13 of those have been taken by the university; this is a big collaborative piece of work; we see this as a positive in terms of the Union's efficiency and capability of being able to support those students.
- There have been a few cases from students facing financial hardship; they have approached the Officers for support and these have been signposted to the University given they administer the hardship fund.
- Elections:
- Nominations were open, CW was surprised as she was not aware and reflected that further changes to various processes were required MB agreed and noted that Marketing would consider this earlier in the year.
- We had approached the Careers Service to ask them to advertise our full time roles within the placement offer. This would hopefully reach a broader uptake of students. It was hoped that we might see an increase in the number of candidates but equally an increase in the calibre of students as a result.

- Candidates had the opportunity to ask the current Officers about the roles; of the full-time officer roles there have been two that have a clear passionate interest in the EDI Student Officer roles.

The Board duly *note* Membership update

10. Executive Officer Update – All Officers

TB/01.2023/008

Additional comments/clarification/recommendations:

- There is a lot of work going on in terms of the cost of living within the membership update. There is also the Global Gathering event where approximately 100 international students had already expressed an interest. The event is open to any student to experience the cultural diversity. It was hoped that this would embed more of that sense of belonging for students from many different backgrounds.
- Sports teams are doing well although our performance in BUCS has been down. This is due to a number of factors including low recruitment of our scholars to the amount that players are partaking in weekly sport, as already mentioned sports and in societies membership numbers have been down and we are seeing that having a slight knock-on effect with activities. The level of engagement we are receiving on a grassroots level within those societies and within sports teams is higher than what it was last year. Although numbers are down the actual engagement level and productivity level of similar societies and sports is higher.
- We have seen the cost of living has had an impact, whereby students are picking between meeting their living needs as well as their curricular. In addition, the pandemic is having a continued knock-on effect in the way of engagement by making sure students are aware of what is available to them.
Coventry Union, have also seen a considerable drop in student engagement in sport although their numbers are quite inflated compared to Derby. DW feels this limited engagement is recoverable and manageable; students are signing up, taking part and maintaining momentum. It is difficult to benchmark because some unions have a lot more sports teams, which allows them to have more members join. Societies can create many different ones but will have minimal members within them. One of the main pieces of data is that a lot of students are feeding back towards the constraints on their time, we are in a situation where students' studies are so much more important to them than the lifestyle of university was. Potentially the finances involved in studying and what had the biggest impact on is that extracurricular activities are part of education. This also opens the door to the more academic societies as we start to see a lot more engagement with that.

The Board duly *noted* Executive Officer Update.

11. CEO update – CW

TB/01.2023/009

CW noted that there was a discrepancy between what we consider the cost of living crisis for our students in comparison to perceptions within some University departments. As part of the Cost-of-Living Group, we are finding that the university do not necessarily see our students in

the same sort of crisis who are reporting that hardship applications are related to the need for better financial education and poor decision making rather than not having enough money. In some ways it feels quite dismissive that the union are trying to address a problem that the university does not necessarily think exists and the university's line tends to be that students use their bursary, and that should solve the problem, the union do not think it does.

The staff survey results have been circulated to the Board; for the purposes of this meeting, CW has only included those as headlines because the purpose of the FHR subcommittee would be to discuss this in more detail. The stats presented in terms of the overarching figures is (and not surprising) pay our staff do not believe that they are paid well. We are the lowest paid Union in the region.

- 42% of the employees are looking for new employment, which is significant, but this has not come as a surprise considering the situation that we currently in.
- 60% are not aware of who the Board is, again there is no surprise, although CW feels there is more work that we need to do in terms of inductions and telling people, about the function of the Trustee Board and not necessarily who the board are.

The update for the strategic plan implementation has been delayed; ETL is taking a lead on finalising this. Some staff know what our values are and understand what our objectives are, but that is not necessarily consistent across the whole of the organisation.

That process was due to happen a couple of weeks ago, but again due to various factors including us being pulled by the Teaching Excellence Framework (TEF) work which ETL, CW and staff worked hard on, we have not yet got that back into the structure.

A staff briefing is scheduled following the FHRC meeting where we will discuss the staff survey results. CW hopes by that point the staff would have been introduced to what our strategic plan is and what our aims are.

Additional comments/clarification/recommendations:

- One consideration regarding the strategic plan was how to embed commercial services. Has there been any sort of consideration development to that?
- The strategic priority of digital provision ties into loyalty, provisions for online ordering for pre-ordering to try and maximise sales where possible to fit in around people's busy lives. In previous plans membership led objectives were turned into a commercial aim or objective. Commercial is embedded as an integral function of the Union within this plan which allows MB to move forward; MB and ETL have operational plans from which their own internal objectives can be derived. MB and his team will use the mid-year reviews to determine their objectives.

Staff engagement survey – CW

TB/01.2023/009.1

CW presented the staff survey results and the themes which actions were created from.

Additional comments/clarification/recommendations:

- The staff briefing will focus on the staff survey results but is dependent on this discussion
- TA noted that there were concerns that came back to strategic plan, a whole management strategy and how we run an operation.
- There are some very clear indications that from an operational and a management point of view, that strategic planning is critical, because what we are saying is that out of a high response rate, 45% of people do not believe that poor performance is addressed, 45% do not believe poor performance is addressed and 32% do not believe the SLT set out a clear strategy and vision – that point is clear because we do not have a strategic plan in place.
- He felt that this required a broader discussion and not solely the attention of FHRC.
- CH reflected that he and CW meet regularly and have discussed capacity, especially capacity to think and to plan and so much of that as always has gone on the CEO's shoulders and there is no backup to that.. His advice to CW was to rethink how we operate so that gives her time to be able to think and to be strategic. We have reached the point in which this has got to be done; the Board acknowledges that CW has faced difficulties however most have been resolved.
- CH acknowledged AT reflections and understood that it must be very frustrating to continually see that no progress has been made.

Impact on national minimum wage increase – CW

TB/01.2023/009.2

Additional comments/clarification/recommendations:

- HS referred to an earlier discussion in which CW spoke about food poverty. He had met students from the university, and when purchasing food for himself, has made food parcels and given to people and has guided people to the on-site multi-faith provision who also provide food at a low cost every day. HS is head of Active Derby and has various projects to help as well as supporting young adults at the YMCA with the growing poverty.

HS has suggested a model for a food bank and has spoken to Tesco, ALDI and Sainsbury's about the food donations. HS has met with the Unions' Student Led Services Coordinator who has informed HS that we need to have licences to store the food on site, the food products are not perishable. HS feels that as the Union is a charity if are there some licences we have as our students are going through this crisis, if we get that in place we can do something for the students at university and have a bank of volunteers?

- The Officers agreed and informed the Committee that they were currently working on projects and the VP Welfare was specifically looking at those food banks. The Officers acknowledge HS and the great work he is doing and welcomed him to have further discussions with the Officer team in terms of concentrating on local food bank like Doorways.

Sports strategy – CW**TB/01.2023/009.3**

Additional comments/clarification/recommendations:

None raised

TEF Student Submission – CW**TB/01.2023/009.4**

Additional comments/clarification/recommendations:

None raised

The Board duly *notes* CEO updates.**12. Trustee recruitment update – CW****Verbal**

CW informed that Committee that HS would shortly be completing his studies which means he would graduate and no longer be eligible to be a Student Trustee. She hoped to use the AGM as an opportunity to advertise this, along with the other vacant roles that would be live in the summer. She noted that there was still an External Trustee vacancy, but hoped NS wanted to continue to attend after this meeting.

The Board duly *notes* Trustee Recruitment update

UPDATE: Registry are unable to confirm HS' completion date and suggested that CW approaches them again in a couple of months; this means that until this is confirmed HS can continue to be a Student Trustee.

13. Any Other Business**Union meeting dates 2023-24**

Meeting	Action log circulated by	Papers required by	Papers circulated	Date of meeting
Trustee Board (1)	Tuesday 27 Jun 23	Thursday 29 Jun 23	Tuesday 4 Jul 23	Tuesday 11 Jul 23, 5 - 7
Audit and Risk Committee (1)	Wednesday 23 Aug 23	Monday 28 Aug 23	Wednesday 30 Aug 23	Wednesday 6 Sept 23, 10 – 11.30 (Teams)
Trustee Board (2)	Tuesday 10 Oct 23	Friday 13 Oct 23	Tuesday 17 Oct 23	Tuesday 24 Oct 23, 5 – 7, in person
Finance and HR Committee (1)	Thursday 9 Nov 23	Tuesday 14 Nov 23	Thursday 16 Nov 23	Thursday 23 Nov 23, 10 – 11.30, Teams
Audit and Risk Committee (2)	Wednesday 22 Nov 23	Monday 27 Nov 23	Wednesday 29 Nov 23	Wednesday 6 Dec 23, 10 – 11.30, Teams
Trustee Board (3)	Tuesday 30 Jan 24	Friday 2 Feb 24	Tuesday 6 Feb 24	Tuesday 13 Feb 24, 5- 7
Annual General Meeting				February / March
Audit and Risk Committee (3)	Wednesday 21 Feb 23	Monday 26 Feb 24	Wednesday 28 Feb 24	Wednesday 6 Mar 24, 10 – 11.30, Teams

Finance and HR Committee (2)	Thursday 22 Feb 24	Tuesday 27 Feb 24	Thursday 29 Feb 24	Thursday 7 Mar 24, 10 – 11.30
To note there is only one day between these but different Trustee attendance				
Trustee Board (4)	Tuesday 30 Apr 24	Friday 3 May 24	Tuesday 7 May 24	Tuesday 14 May 24
Finance and HR Committee (3)	Thursday 30 May 24	Tuesday 4 Jun 24	Thursday 6 Jun 24	Thursday 13 Jun 24, 10 – 11.30, Teams
Trustee Board (1)	Tuesday 25 Jun 24	Friday 28 Jun 24	Tuesday 2 Jul 24	Tuesday 9 Jul 24

Meeting ended at 7:15 pm.

Date of next meetings:

- AGM: Tuesday 28 February 2023, 12 noon, in person – OL1
- Tuesday 25 April 2023, 5 pm – 7 pm, room TBC

Trustee Board Meeting Action Summary 31.01.2023

No	ACTION	OWNER	DUE DATE	STATUS
1.	To email send the latest reforecast to Trustee Members	ST	01.02.2023	Completed
2.	To keep the board updated on article amendments	CW		
3.	Reserves principles are still being discussed			

✓ **COMPLETED** **OVERDUE** **OUTSTANDING** **ONGOING**