Board of Trustees Meeting Minutes

Date **30th January 2025**
Time **14.00**
Venue **Kevin Gately**

Circulation: ~ Enaya Nihal, Muneeba Amjad, Sasha King-Smith, Joe Stanley, Louis Gosling, Naomi Carter, Alijah Taha, Sinai Ejechi, Szonja Kenderesi, Charlotte Dood, Prosper Omopariola, Noor Syed, Nickan Panjehshahi, Angella Hill Wilson, John Dubber, Robert Pegg.

Executive Board in attendance: ~ Philip Smith, Mark Crook, Tracy Murphy, Steve Russell, Louise Marjoram, George Dowding

Declarations of Conflicts of Interest

MC raised a conflict of interest with regards to the SUSS pension, as a Trustee of the SUSS Board.

Ratification of a Lay Trustee
EN proposed the ratification of Piers Clinton Tarestad, to a Lay trustee role on the WSU Board of Trustees.

The WSU Board approved the ratification.

2.1 Minutes of the Previous

The Minutes of the previous meeting of the Board of Trustees, dated 17th October 24 are approved as accurate record of the meeting.

2.2 Matters Arising

No further matters arising

2.3 Chairs & Full-Time officer Report

EN introduced the Chair and FTO update which provides an overview of the Full Time Officers work during term 1.

EN congratulated the Directors and their teams on an exceptionally busy and successful Welcome week and first term.

2.4 CEO Report

PS takes the CEO report as read.

JD congratulated the FTO team on their work and progress last term, and went on to discuss a number of points including the Welfare training for Exec's **NC** explained there is comprehensive training available but it is not easy to enforce mandatory training. **JS** stressed that with the training available on Evolve this will improve the standard, but also our ability to monitor who has completed the training. **JD** added from a trustee point of view it is important that the Exec officers understand the rules and process they are following and that they have been fully trained as there is a Risk to the Board if this process fails. **TM** added we have invested in licenses for three positions within the societies, to be able to tailor their training but also track the progress of the training.

PS added the one of the implications of having greater welfare support within clubs and societies is we are getting more welfare disclosures, therefore we need to ensure that the officers who are impacted are well supported. This is an excellent step forward but there are secondary impacts.

NS suggested having undertaken the training for a societies, it is quite difficult to navigate the website. **TM** explained that the Evolve platform is easier to navigate and is much more fluid, with easily accessible feedback steps.

JD requested that the Board are kept updated on the progress of the transition to Evolve for Societies welfare training.

EN gave a brief update on the '60 Anniversary' plans, the university are planning a number events throughout the year, **EN** is planning an SU focused event pulling together a year book highlighting notable events of the last 60 years and an exhibition in term three. **JD** commented that this is an excellent opportunity to showcase what we can do, and get the University to recognize the Unions importance for current and former students. **JD** added we should assist with this and provide funding if required.

EN will update at the next Board meeting in March.

2.5 Management Accounts

MC provided the financial reports up to the end of December, and highlighted the salient points. Including the National Insurance increase, which will initially cost £15,000 in the current 24-25 year,, with an overall annual increase of approximately £65k

RP commented on the new layout of the management accounts, which are much clearer. **RP** queried the facilities income, **MC** explained that is charges for the use of our spaces, and rental of rooms.

RP highlighted the slight decline in the events income, **SR** explained we are monitoring the events trade, but are not overly concerned currently.

JD agreed that the new layout is an improvement but asked the question as to whether all members of the Board fully understand the information they are being given. **JD** requested a little commentary for the top 5 variances so the Board understands what is driving them.

JD also questioned whether there is an opportunity to approach the University to assist with the cost increases next year, i.e. NI, **PS** explained that the University has a substantial increase which will be dealt with by cost savings and efficiencies, and **PS** suggested we would have to make a very compelling case for assistance from the University. **MC** added that we have a number of roles we are going to approach the University for funding for, and we are also going to discuss a BUCs increase, which may be more imperative than the NI.

TM is looking at the new legislation proposals due in 2026, including the Zero hours contracts which has a very negative context, but are actually very positive for flexibility for our students, we are working towards the proposed draft legislation, although as the legislation isn't due to come into effect until August 2026, it may change.

MC suggested that now we have our new finance system in place, we are able to provide greater information in the form of graphs and trends. **JD** to send **MC** examples of UCL finance papers for information

2.6 Audit Statutory Accounts & Letter of Representation

The statutory accounts were presented at the recent Audit and Risk committee, Auditors RSM in attendance to discuss the Audit findings and to field and answer any questions the committee raised within a closed session with all Exec representatives excluded.

The Audit and Risk committee recommend the Board approve the Accounts and the Letter of Representation.

The Board of Trustees approved the statutory accounts for 2023/24 and the letter of representation.

The finalized approved accounts will be taken to the University F&GPC meeting.

2.7 People and Development Strategy – Presentation

TM introduced the strategy setting out the process and foundations of requirements, the 2022 -24 strategy was directional, in contrast to this strategy which is about Empowering, Engaging and Experience.

JD thanked **TM** for a thorough presentation, the next phase including the Pulse Survey will be a great opportunity to gain information on what is working within the Union. **JD** also raised the flexible working changes, adding this is an excellent step forward, promoting a flexible working environment and considering changes to the working week and core hours.

JD went on to stress the importance of the Full-Time Officer induction program. **TM** agreed and added that this year's off site induction training in Manchester, 24/25 was a very positive step moving the officers off site, and next week the Officers will be attending offsite Mid-term residential development sessions.

LG agreed with **JD's** point regarding the removal of Core hours, this would be advantageous for a lot of students especially in the sport environment, who are involved in activities outside the core hours, and not always able to access the SU.

PS added that one of the points raised in our Colleague strategy sessions, has been flexibility, when we're available and when we are open, and students wanting the Union to be more flexible and accessible.

AHW responded and questioned whether all colleagues fully understand the roles of the Officers and what they do. **TM** added there have been challenges in how some teams work with the officers and agreed that there needs to be greater interaction between the officers and some departments. **NC** added that communication between the officers and departments could improve. **EN** suggested that there is a misinterpretation in some teams of what the officers' roles should be, **PS** added that there is also a misunderstanding regarding when the officers are Officers and when they are Trustees, there is a piece of work for colleague to understand the role of the Officers as our leaders. **AT** added that the physical location within the SU of the FTO's in relation to colleagues is also important.

2.8 CEO Objectives and Appraisal Proposal

PS left the room for this discussion - closed session

TM presented the Objectives and Appraisal proposals, **EN**, **JD** met with **TM** to put together a set of draft objectives in conjunction with **PS**, including assessing these in line with the 360°

feedback. This will start the cycle of setting objectives for the CEO role, and will be updated and discussed through the CEO updates

TM provided the Board with a copy of the objectives and appraisal process.

AHW queried the KPI's, understood the sense of direction but not the way to measure the direction of travel with regards to what is moving in a positive or negative way. **TM** suggested possibly this is not really about KPI's **PS** will be assessed on how the Directors and managers are working and progressing. **AHW** suggested that we should have knowledge of the 360° measures.

The Board of Trustees approved the Appraisal process and Objectives.

2.9 Pension Update

Historically the union provided a final salary scheme which has left us with a substantial liability, along with a number of other Student's Unions and the NUS, we have been in conversations with the University to carry out a section 75 pension buy out, whereby the University settle the liability.

Following extensive discussions with the University in conjunction with our legal advisors, the University have offered a commercial loan to the SU to buyout the pension liability.

PS added there is an increasing number of Unions investigating buyouts, which would also increase our risk and although we are still paying a substantial amount back to the University, this does reduce our risk.

RP referenced a previously discussed proposal that, although our liability was less than originally stated to the University, they would retain the higher level of repayment although financial amount had reduced.

LG raised MSL liability, is this covered in the buyout, **PS** confirmed it is.

EN suggested we provide the Board and University with a clear picture of our work with regards to Governance Regeneration Program, phase II, by the end of the academic year. **PS** agreed we will endeavor to provide an update on all relevant points, and bring a proposal for the changes to the Officer Structure.

The Board of Trustees approved the S75 Pension buyout, with funds in the form of a loan from the University of Warwick.

JD suggested as a Board we should write back to the University to thank them for their support in this matter and highlighting the importance to the Students' Union within the University of Warwick Campus.

2.10 Strategy

PS gave a brief update regarding the Five year strategy. We have carried out colleague sessions throughout January, and will now go out to Students to have their input, **PS** will bring the Strategy back to the Board in May in draft form, prior to coming back to the Board for approval in July, at this point it will be reviewed by the incoming 25/26 Full Time Officers for their support. **JD** added that the future Officer input will be very important to ensure their buy-in.

2.11 Out of Cycle Approval

PS thanked the Board for their response to the out-of-cycle approval for:

- *To override the decision by Student Council to refuse to ratify 6 Student Trustees, under powers laid out in section 28.2.1 and section 28.3.3 of the Memorandum and Articles of Association. - The Board of Trustees approved*

- *To approve the amendment of Section 412 of Bylaw 4 as recommended. The Board of Trustees approved*

- *To approve the revised Bylaw 7 relating to elections for immediate implementation. The Board of Trustees approved*

2.12 Action Log
The action log has been reviewed all actions are within timelines or have been completed within this meeting, the log will be updated.

2.13 AOB
The Board of Trustees thanked Harnaik Dhillion for his support as a lay trustee on the Board of Trustees.

EN requested a time scale for the Appetite for Risk session to be held. **PS** has discussed this with Chris Twine, and the new University representative for their Risk decisions will be attending the term three Audit and Risk meeting.

Next Meeting – 13th March 2025