



Trustee Board Meeting

Monday 8th January 2024

Stuart Hall Room (UoB Exchange), 16:00 – 18:00

Present

Ruth Pipkin, External Trustee **(RP)** (Chair)
 Amira Campbell, Guild President **(President)**
 Joseph Hill, Education Officer **(EO)**
 Catherine Hardiman, Sports Officer **(SO)**
 Tianjie (Alice) Liu, International Officer **(IO)**
 Dean Turner, Welfare & Community Officer **(WCO)**
 Harry Brooks, Activities & Employability Officer **(AEO)**
 Benjamin Lockley, Postgraduate Officer **(PGO)**
 Simone Hawley, BAME Student Trustee **(SH)**
 Dionne Enam Williams, Undergraduate Student Trustee **(DW)**
 Mikey Brown, Postgraduate Student Trustee **(MB)**
 Johnny Davis, External Trustee **(JD)**
 Mitali Gohel, External Trustee **(MG)**
 Helen Stone, External Trustee **(HS)**
 Shruti Kohinkar, International Student Trustee **(SK)**

In attendance

Jo Thomas, Chief Executive **(JT)**
 Nick Bailey, Director of Finance & Systems **(NB)**
 James Lindsay, Director of Community & Representation **(JL)**
 Adam Sheridan, Director of Engagement **(AS)**
 Sam Jones, Executive Assistant **(SJ)** (note taker)

Apologies

Emma Wedge, External Trustee **(EW)**
 Erica Conway, University Representative Trustee **(EC)**
 Yinbo Yu, External Trustee **(YY)**

The Chair welcomed and invited all attendees to introduce themselves. The meeting began at 18:05.

No	Item for Discussion	Notes	Action
1	Minutes of Previous Meeting (23.10.23)	<p>The Chair presented the minutes of the previous meetings, dated 23rd October 2023, for the Board's approval.</p> <p>The Board noted the Minutes. The PGO, MB and the AEO noted that their understanding of one item in the minutes was different to what had been recorded. SJ to circulate internally, for approval at the next Trustee Board meeting.</p> <p>The Board noted the Trustee Board minutes.</p>	<p>Noted</p> <p>SJ</p> <p>Noted</p>
2a	Matters Arising	The Chair presented the Trustee Board action tracker, for the Board's Information. The Chair noted two outstanding actions.	Noted

2b	Declarations of Interest	<p>The Chair asked Trustees to declare any possible conflict of interest relating to the items on the meeting's agenda.</p> <p>The President, AEO, EO, PGO, SO, WCO and IO noted a conflict of interest as employed Guild Officers, in relation to Agenda Items 9 and 16.</p>	<p>Noted</p> <p>Noted</p>
3	HR Committee Minutes (09.11.23)	<p>The WCO presented the HR Committee minutes, dated 20th September 2023, for the Board's Approval.</p> <p>The Board approved the HR Committee Minutes.</p>	<p>Noted</p> <p>Approved</p>
4	Engagement Committee Minutes (06.12.23)	<p>The SO presented the Engagement Committee Minutes, dated 6th December 2023, for the Board's Approval.</p> <p>RP asked if the Strategic Communications Plan could be sent to her. JT confirmed this would be an item at the next meeting. SJ to circulate.</p> <p>The Board approved the Engagement Committee Minutes.</p>	<p>Noted</p> <p>SJ</p> <p>Approved</p>
5	Finance Committee Notes (12.12.23)	<p>The President presented the Finance Committee Notes, dated 12th December, for the Board's Approval. The President noted that the meeting had unfortunately not been quorate. JT noted that an additional Finance Committee meeting had been arranged for the 22nd January 2024.</p> <p>The Board approved the Finance Committee Notes.</p>	<p>Noted</p> <p>Approved</p>
6	CEO Report	<p>JT presented the CEO Report, for the Board's Information.</p> <p>JT updated the Board on recent successful 'Best Practice' visits to Manchester and Nottingham Students' Unions, and a successful Officer Team Away day before the Christmas Break.</p> <p>JT noted that there were currently two vacancies on Audit & Risk Committee. RP asked Trustees interested in filling these positions to discuss with the Chief Executive.</p> <p>JT noted that over the previous several months, the Guild had been responding to difficult situation on campus as a result of the current conflict in Israel-Palestine.</p> <p>JT updated the Board on two safety review projects which had taken place within the Guild, delivered by the University's Internal Audit team, and an external organisation.</p> <p>JT updated the Trustee Board on a serious incident at a Fab N Fresh Club night on 11th November 2023. JT noted that in response, the Guild's Emergency Management Team had been set up and subsequently met frequently to respond to the situation, support those involved and commission a Root Cause Analysis (RCA) report, which would be presented to Health & Safety Committee and Audit & Risk</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>Committee and to the Trustee Board. JD asked about media coverage of the incident. JT noted that media coverage had been limited so far, however a Red Brick article was expected to be published shortly, which may increase awareness. The AEO noted that the incident may have impacted ticket sales and attendance at subsequent club nights, however attendance had since recovered. The SO noted their concern that the Guild's reputation may have d been damaged by the incident following a reduction of club night capacity in the building.</p> <p>JT noted that the External Membership applications process was now working well, with over 150 External Members successfully onboarded in the current academic year.</p> <p>The President noted recent some turnover in Guild front-line coordinator staff positions, and asked what the Guild's approach would be improving staff retention in these areas. JT noted that the Guild's overall staff turnover was only 5% annually, which was a strong indicator, and further noted that there were some staff vacancies located in two specific departments and that recruitment was currently being reviewed by the respective teams.</p> <p>JT noted the recent staff survey positive outcomes including 87.5% staff proud to work for the organisation. The EO noted lower satisfaction levels on effective change and empowerment. JT noted that they and the Senior team were regularly attending team meetings and had also held two meetings with Senior Coordinators who line-manage staff to collect staff perspectives.</p> <p>MB asked about plans to update the Memorandum of Understanding, and the possibility through this for improving key University relationships. The President suggested focusing on this as part of the Good Governance Working Group.</p> <p>The Board noted the CEO Report.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>
7	Officer Action Plans	<p>The Officer Team presented their action plans, for the Board's information.</p> <p>The President noted their recent work on the Trade Unions Fair, Medical School, and the Cost of Living faced by Medical Students.</p> <p>The PGO noted their recent work on a new Widening Participation Masters Scholarship programme in collaboration with the University, and ongoing work with the IO on PG and International Student specific events. MG asked about progress on student timetables for PG students compared to undergraduates. The PGO noted that postgraduate students picked their modules later than undergraduates, so received their timetables later, and that work was ongoing to improve PG timetable release dates.</p> <p>The AEO noted progress on free entry for Society Committee members to Fab N Fresh events, and a mid-year Sports & Societies fair event to attract new members to societies. MG suggested</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>including additional attendance data for future action plan updates. HS asked about progress on a new fireworks night event. The AEO noted that this had not taken place during this academic year as other work had taken precedence.</p> <p>The IO updated the Board on a wide range of induction talks delivered to International Students, the launch of a new International Officer newsletter which had seen a 50% email open rate and noted strong attendance at Language Café events, and the 'Talk to Alice' project to collect international student feedback to feed into the University's Committee structure.</p> <p>The SO updated the Board on new elements of the Active Residents programme including inter-college sports competitions, the successful delivery of Go Green Week 2023, the launch of new club feedback sessions with UB Sport staff and sports teams, and a planned mid-year societies fair in January 2024.</p> <p>The WCO updated the Board on the successful growth of Community Pantry breakfast project and new consent training to be rolled out in the University and Guild.</p> <p>The EO noted their input into the University's consultation on the Access & Participation Plan through organising student input, and the planned roll-out of new EDI and Consent training for student reps. MG asked about plans for collecting feedback on the new online training. The EO noted that user feedback and uptake rates would be important.</p> <p>The Board noted the Officer Action Plans.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>
8	<p>Democracy Review Update</p>	<p>JL presented the Democracy Review Update, for the Board's approval.</p> <p>JL noted that, at the Trustee Board's request, the Guild had initiated further student consultation on stages 2 and 3 of the planned Democracy Review. JL noted that the student consultation had received 657 respondents, while student workshops open to interested members had seen 35 attendees.</p> <p>The President noted the outcomes and recommendations of the collected feedback; that part-time elected student representatives should be paid, and the value of a figurehead for individual student communities on campus.</p> <p>JL noted the key recommendations of the report, the most significant being the introduction of paid part-time officer roles at the equivalent of 0.2 FTE, 40 weeks per year.</p> <p>The President noted that following the conclusion of the review, further feedback had been received from the Part-Time Officer team and several Liberation Association Committees over concerns to the removal of a separate category of student society for Liberation</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>Associations in terms of their ability to restrict which students could join those groups. JL noted that following this feedback, the Guild was proposing to remove this planned amendment to the Bye-Laws.</p> <p>MB noted that they supported the planned changes of the review but were dissatisfied with how the consultation had taken place and a lack of proper engagement with Association Committee members. The EO noted that there had been feedback and responses from Association Committee members during the process. JL noted that Liberation Association Committees had been contacted on several occasions and invited to feed into the consultation.</p> <p>JD asked about the financial cost of the creation of new part-time paid officer roles. The AEO proposed to reduce part-time Officer hours below 0.2 FTE, noting limited management capacity in the Guild team to oversee these new roles. JL noted planned review work on job descriptions in the Student Voice team to provide capacity for oversight of the new Part-Time Officer roles.</p> <p>The Board noted their agreement to move ahead with the introduction of paid part-time officer roles a level 0.2 FTE, 40 weeks per year inclusive.</p> <p>The Board approved the Democracy Review Update.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p>
9	Bye-law Amendments	<p>JL presented the Bye-Law amendments paper, for the Board's approval.</p> <p>JL noted that, the Guild was now proposing to remove the listed amendments to Bye-Law 9 in relation to the removal of a separate category for Associations. JL noted that the other listed amendments were still being proposed and recommended for approval.</p> <p>The President, AEO, EO, PGO, SO, WCO and IO noted a conflict of interest as sitting Guild Full-Time Officers.</p> <p>The AEO proposed a change to the proposed Bye-Laws text on External Memberships, to enable External Members to minor functional roles within student group events and activities. The Trustee Board agreed to incorporate this change.</p> <p>With regard to the section on Full-Time Officer Votes of No Confidence, the AEO noted their view that the stated quoracy levels in the new Bye-Laws were too high and restrictive for students achieving these levels. JL noted that the amendments to the Bye-Laws would allow for a Vote of No Confidence (VONC) via other routes including a vote at scrutiny panel and via a student referendum, with the level of quoracy matched to the stated levels of quorum in the current Articles of Association. The PGO noted their view that a high-level of quoracy for the removal of a Full-Time Officers was appropriate as Full-Time Officer elections also included a large number of voters.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p> <p>Noted</p>

		<p>MB asked about the proposed removal of Education and Welfare & Liberation Committee. The President noted that these Committees no longer had their previous powers for decision making, however currently continued to meet as they were still in the Bye-Laws.</p> <p>The Board approved the Bye-Law Amendments, excluding the amendments to Bye-Law 9 in relation to Liberation Associations.</p>	<p>Noted</p> <p>Approved</p>
10	Articles of Association Amendments & Company Law Meeting	<p>JT presented the Articles of Association Amendments & Company Law Meeting paper, for the Board's approval.</p> <p>JT noted the requirement for an update to the Articles of Association to mirror changes in the Bye-Laws and changes to UK company law. JT noted that the Guild had worked closely with the University's Legal Services team, as well as external legal counsel to draft the new set of the Articles of Association.</p> <p>JT updated the Board with plans to hold a Company Law meeting, planned to be held concurrently with a Vice-Chancellor's Question Time event on Thursday 25th January 2024. JT noted the complex arrangement around proxy voting for company law members of the Guild. JT noted that the quoracy for a Company Law Meeting was set by the Articles of Association at 0.5% of the Company Law Members.</p> <p>The Board approved the Articles of Association Amendments & Company Law Meeting.</p> <p>The Board agreed to call for a General Meeting under Company Law, to consider a special resolution for amendments to the Articles of Association.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p> <p>Approved</p>
11	Management Accounts	<p>NB presented the Management Accounts, for the Board's approval.</p> <p>NB updated the Board on the Guild's current financial position; the October 2023 Management Accounts reported a -£88k variance compared to budget, largely driven by a down-turn in revenues in the Venues and Marketing sales. NB noted that the Guild was seeing much stronger interest returns on its cash reserves compared to previous financial years due to higher UK interest rates and account yields.</p> <p>The Board approved the Management Accounts.</p>	<p>Noted</p> <p>Approved</p>
12	Budget 2023/24 Re-Forecast	<p>NB presented the Budget 2023/24 Re-Forecast paper, for the Board's approval.</p> <p>NB noted that the Guild had budgeted for a net contribution of £55k at the beginning of the year, however now forecasting a net negative impact. NB noted that the Guild had deferred some planned capital spending into the next financial year, which had improved the overall cash position.</p>	<p>Noted</p> <p>Noted</p>

		<p>NB noted that budgeted Net Income for the year of £220k was forecast to reduce by £256k to a forecast Net Expenditure position of £36k. NB noted that after factoring in allocations of £180.4k and accounting for pension deficit repayments of £310.9k, the forecast assumed a negative impact of £166.5k to the Free Unrestricted Reserves.</p> <p>Since the original 2023/24 budget was approved, a number of changes have been subsequently approved including a reduction to commercial contribution of £87.5k, the pay recommendations from the Pay & Benefits Review and the increase to the National Living Wage NB noted that these changes totalled £161.3k.</p> <p>The PGO asked about underspend in the Facilities Team. NB noted that Finance Committee regularly received a full break-down of departmental spending.</p> <p>The Board approved the Budget 2023/24 Re-Forecast.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p>
13	Guild Annual Survey Results	<p>JT presented the Guild Annual Survey Results, for the Board's information.</p> <p>JT noted that the Guild's Annual Survey Results had been received from the external provider later than planned and some details were still to be reviewed.</p> <p>JT noted that Guild had conducted the Annual Student Survey for the last three years, which tracked KPI's for the strategic plan in terms of reputation and student engagement. JT noted they key results from the survey, including positive feedback on Welcome Week 2023, improvements to Communications satisfaction, in particular social media content compared to previous years, increasing cost-of-living pressures for students and further work required on the Guild's identity and brand.</p> <p>JT noted a planned update at the next Trustee Board meeting. SJ to include on agenda.</p> <p>MG noted the value of combining the Student Survey results as an input into other data analysis work to identify the Guild's future priorities. MB noted their concern on dissatisfaction levels amongst disabled students.</p> <p>The Board noted the Guild Annual Survey Results.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>SJ</p> <p>Noted</p> <p>Noted</p>
14	Strategic Plan Update	<p>JT presented the Strategic Plan Update, for the Board's information.</p> <p>JT updated the Board on progress and changes to the Guild's Strategic KPI's since the last year, presented alongside the Guild's targets for Year 2 of the Strategic Plan (2023-24). JT noted that overall student satisfaction with the Guild and its services had increased by 13% in the most recent student data. JT noted further work for the organisation on the Guild's communications to students,</p>	<p>Noted</p>

		<p>the Guild Advice service and Student Representation System. MG noted the value of simplifying the survey question-set for future years and focusing on one of two key areas.</p> <p>The AEO asked about the raw data and free-text comments from the Annual Student Survey. JT confirmed the Guild had this data.</p> <p>The Board noted the Strategic Plan Update.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
15	Harm Reduction	<p>The WCO presented the Harm Reduction paper, for the Board's approval.</p> <p>The WCO noted the value of the proposed change away from a Zero-Tolerance position on drugs for the Guild, towards a 'Harm Reduction' stance as advocated by Universities UK. JD asked about the possibility for seeking financial resources from the University to deliver these changes, noting that the majority of the changes would be sought within the University's own processes. The President noted that they had discussed the issue with the Vice-Chancellor directly, who was very supportive. The WCO noted plans to present the proposals to the University's Executive Board following the Trustee Board meeting.</p> <p>MB asked about implications for the Guild's licenced trade operations. AS noted, that, from a licencing perspective, the Guild could not be seen to encourage attendees to break the law in its venue or endorse drug use. The WCO noted the objective of the project to improve student safety in the Guild's venues and ultimately minimise harm from students taking drugs. The PGO asked about possible changes to the Guild's approach to students at events caught with drugs. The WCO noted that they did not foresee any change to the Guild's current club night procedures.</p> <p>The Board noted the Harm Reduction paper.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
16	Reserved Business	<p>AS and JL left the meeting at 18:10.</p> <p>The President, AEO, WCO, EO, IO, PGO and SO noted conflicts of interest as paid Full-Time Officers at the Guild of Students.</p> <p>The Trustee Board agreed to move ahead with the formation of a new Remuneration Committee, to review Full-Time Officer Pay on a regular basis.</p> <p>The Board approved one item of Reserved Business.</p>	<p>Noted</p> <p>Noted</p> <p>Approved</p> <p>Approved</p>
17	Democracy Operations Update	<p>JT presented the Democracy Operations Update, for the Board's information.</p> <p>The paper was taken as read, with no questions asked.</p> <p>The Board noted the Democracy Operations Update.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>

18	AOB (Any Other Business)	No Items noted.	Noted
19	Meeting Reflection	No Items noted.	Noted

The Chair closed the meeting at 18:45.

Date of Next Meeting: Monday 4th March 2023, 18:00 – 20:00, Mandela Room (Guild of Students)