

Trustee Board Meeting

Monday 23rd October
Mandela Room, 18:00 – 20:50

Present

Robert Smeath, External Trustee **(RS)** (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)**
 Kantai Melau, International Student Trustee **(KM)**
 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)**
 Emma Wedge, External Trustee **(EW)**
 Erica Conway, University Representative Trustee **(EC)**

In attendance

Jo Thomas, Chief Executive **(JT)**
 Ruth Pipkin, Incoming Chair of Board **(RP)**
 Nick Bailey, Director of Finance & Systems **(NB)**
 James Lindsay, Director of Community & Representation **(JL)**
 Emily Badger, Director of Operations **(EB)**
 Adam Sheridan, Director of Engagement **(AS)**
 Sam Jones, Executive Assistant **(SJ)** (note taker)
 Scott Dawson, Student Voice & Representation Manager **(SD)** (Agenda Items 13 & 17 only)
 Christine Milburn, Communications Consultant **(ChM)** (Agenda Items 12 – 16 only)
 Mark Gurney, Dains Auditors **(MGY)** (Agenda Item 1 only)

Apologies

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	Audit Completion Report 2022/23	<p>MGY joined the meeting at 18:05</p> <p>MGY presented the 2022/23 Financial Accounts and Audit Clearance Memorandum, for the Board's Approval.</p> <p>MGY noted the methodology of Dain's audit of the Guild, conducted on-site in September 2023, including a review of standard and test sample documents, and subsequent follow-up meetings with management, to address any issues or queries arising. MGY noted that, subject to two minor points regarding the Letter of Representation and Trustee</p>	<p>Noted</p> <p>Noted</p>

		<p>Remuneration letters, Dains expected to issue a final unqualified approval of the Guild's Accounts.</p> <p>MGY noted the areas of significant risk that Dains has assessed the Guild for, including:</p> <ul style="list-style-type: none"> • Income Recognition. • Management override of controls. • Classification of Funds. • Income & Expenditure cut-off. • The valuation of the defined benefit pension scheme (SUSS). <p>MGY noted that HMRC had been identified as a VAT debtor, to a value of £44.5k, in relation to quarter 4 of 2022.23, which had not been received by the time of the Audit, but had been subsequently settled by HMRC.</p> <p>MGY updated the Board on the audit/accounting treatment to the Guild's successful challenge to HMRC regarding historic VAT charges. NB provided an overview for new Trustees on the Guild's previous VAT challenge from HMRC, which had been successful following a proposed tribunal, from which HMRC had withdrawn from shortly beforehand, resulting in the Guild being due to receive £606k from HMRC, of which £461k had been received and £155k to be reclaimed.</p> <p>MGY noted that the Guild's SUSS pension deficit scheme had seen an increase due to the triennial valuation, however this had been somewhat mitigated by an increase in UK interest rates, with an overall decrease of £54.2k to the deficit estimation after accounting for physical repayments into the scheme.</p> <p>MGY noted that no adjustments been made to the accounts supplied by the Guild's Management Team. MGY noted that Dain's had identified one minor error in relation to long and short-term payment splits, which had been rectified by the Guild during the site visit.</p> <p>MGY noted that only two outstanding items were to be completed including the draft letter of representation. EC asked about the inclusion of point 9 in the draft letter, which was written as an 'either/or' point and MGY confirmed the first paragraph had been removed in the version to be signed by Trustees. EC also noted that point 26 appeared to be a duplicate of point 9. MGY agreed that point 26 should be removed. EC noted that the wording of the letter referenced the University as Guild's 'Governing Body'. JT noted that this wording reflected the Education Act 1994.</p> <p>The Board noted the hard work of the Guild's Finance team in achieving a successful audit and thanked them for securing a clean audit.</p> <p>The Board approved the 2022/23 Financial Accounts and Audit Completion Report.</p> <p>MGY left the meeting at 18:15.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>NB</p> <p>Noted</p> <p>Approved</p>
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2	Minutes of Previous Meeting (07.07.23) (11.09.23) & Email Resolution (11.10.23)	<p>The Chair presented the minutes of the previous meetings, dated 7th July and 11th September, for the Board's approval.</p> <p>The WCO noted a minor change on p.4 of the minutes dated 11th September 2023. SJ to review.</p> <p>The Board approved the minutes as an accurate record of the meeting.</p> <p>The Chair presented the notes of an email resolution approved on 18th October 2023, for the Board's information.</p> <p>The Board noted the Email Resolution, dated the 11th October 2023.</p>	<p>Noted</p> <p>SJ</p> <p>Approved</p> <p>Noted</p> <p>Noted</p>
3a	Matters Arising	<p>The Chair presented the Trustee Board action tracker, for the Board's Information. The Chair noted two outstanding actions.</p>	<p>Noted</p>
3b	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>With respect to Agenda Item 10, Pay & Benefits Review, JT, EB, AS, NB, JL, SJ, the President, AEO, PGO, EO, IO, WCO and EO noted conflicts of interest as paid members of Guild staff.</p> <p>In respect to Agenda Item 8, Appendix 1, EC noted an interest as a member of the University's Executive Board and a 'connected person'.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
4	HR Committee Minutes (20.09.23)	<p>The WCO presented the HR Committee minutes, dated 20th September 2023, for the Board's Approval.</p> <p>The WCO noted the following items from the meeting:</p> <ul style="list-style-type: none"> • Staff Handbook • Annual Report on Learning & Development • Recruitment Demographics • HR Overview • Absence Reporting <p>The Board approved the HR Committee Minutes.</p>	<p>Noted</p> <p>Noted</p> <p>Approved</p>
5	Finance Committee Minutes (15.08.23) & (03.10.23)	<p>The President presented the Finance Committee Minutes, dated 15th August 2023 and 3rd October 2023, for the Board's Approval.</p> <p>The President noted the following items from the meeting:</p> <ul style="list-style-type: none"> • Management Accounts • E&E Committee Minutes • Pay & Benefits Review • Reception Refresh Capital Project • IT Project Update <p>The Board approved the Finance Committee Minutes.</p>	<p>Noted</p> <p>Noted</p> <p>Approved</p>

6	Audit & Risk Committee Minutes (12.10.23)	<p>The EO presented the Audit & Risk Committee Minutes, dated 12th October 2023, for the Board's Approval.</p> <p>The EO noted the following items from the meeting:</p> <ul style="list-style-type: none"> • Annual Accounts & Audit • Data Protection Update • Annual Review of Complaints <p>The Board approved the Audit & Risk Committee Minutes.</p>	<p>Noted</p> <p>Noted</p> <p>Approved</p>
7	Engagement Committee Minutes (17.10.23)	<p>The SO presented the Engagement Committee Minutes, dated 17th October 2023, for the Board's Approval.</p> <p>The SO noted the following items of note from the meeting:</p> <ul style="list-style-type: none"> • Engagement & Participation Update (Aim 1) • Systems Project Update • Welcome Week 2023 Delivery • Officer Elections 2023 Report. <p>The Board approved the Engagement Committee Minutes.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p>
8	CEO Report	<p>JT presented the CEO Report, for the Board's Information.</p> <p>JT noted the success of the Guild's delivery of events for Welcome Week 2023, including the positive deployment of door entry monitoring, which had been embraced by staff and generated significant new opportunities for data analysis.</p> <p>JT updated the Board on the Guild's responses to the situation in Israel/Palestine, noting a statement published on the Guild website encouraging affected students to access support through Guild Advice and the University's Wellbeing services. JT noted that the Officer Team had met with several groups of affected students in recent weeks, including the Jewish and Israeli Societies.</p> <p>JT updated the Board on the most recent round of Trustee Board recruitment via Appointments Panel, where four new Student Trustees had been appointed, with three commencing their term in October and one from December 2023.</p> <p>JT updated the Board on plans for a new Good Governance working group to implement the tri-lateral review action plan. JT invited trustees to join the group. The President and MB offered to join the group.</p> <p>MG asked about the process for External Membership applications. JT noted that approximately 40 External Trustees had now been approved for the current academic year. JT noted that, following a</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>difficult period in the last year, the External Memberships process was working well, with DBS check's in place for applications and information on applicants' motivations for Guild External Membership. Noting an interest as a student member of the University and College Union (UCU), MB asked about the Guild's current position on industrial action and recent student referendum. MG noted the need for clarity around how the Guild engaged with each campus trade union. The President noted differing student opinion on recent Unison strike action compared to previous UCU action. The President noted their focus on the best interests of students and discussions at length in the Full Time Officer team about the Guild's position. MB noted the need for a renewed effort to educate students about the national dispute over University staff pay and conditions.</p> <p>The PGO asked about the Guild's recent Compact Process meeting with the University in relation to the planned growth of student numbers and the increasing complexity of the Guild's support for students living abroad and distance learners. JT noted that the Guild had raised the issues of inflationary pressures and the cost of living in terms of the block grant in its recent short Compact meeting, in anticipation of the main meeting in February 2024. The PGO noted the strength of the University's current endowment and the importance of continued investment in the Guild for the student experience. EW noted the risk of the Guild over-committing to the University in terms of additional work outside the current strategic plan.</p> <p>EW noted their concern about the capacity for the Guild to review the Articles of Association, Bye-Laws and Tri-Lateral action plan simultaneously. JT noted that the Good Governance group was planned to complete quickly, however they would review in light of the comments. JT noted new work by NUS on a set of updated model articles, which would reduce some of the workload. The President asked about staff capacity. JL noted that the Articles of Association would be quicker to complete, however the Bye-Laws would be a longer-term project that was dependent upon the timeline for completing the ongoing Democracy review.</p> <p>The Board approved the recommendations of the paper in Appendix 1.</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>Approved</p> <p>Noted</p>
9	Conflict of Interest and Fit & Proper Persons Policy	<p>JT presented the updated Conflict of Interest and Fit & Proper Persons Policy, for the Board's Approval.</p> <p>The Board approved the Conflict of Interest and Fit & Proper Persons Policy.</p>	<p>Noted</p> <p>Approved</p>
10	Pay & Benefits Review	<p>NB presented the Pay & Benefit's Review, for the Board's approval.</p> <p>The Chair asked for declarations of interest. JT, EB, AS, NB, JL, SJ, the President, AEO, PGO, EO, IO, WCO and EO noted conflicts of interest as paid members of Guild staff.</p>	<p>Noted</p> <p>Noted</p>

		<p>NB updated the Board on previous stages of the Pay & Benefits review, which had been conducted by an external consultant from April 2023, with initial findings being presented to HR Committee in June 2023, and subsequently to HR and Finance Committees in September and October 2023.</p> <p>NB noted that the overall analysis of the report had identified that at mid to higher grades, the Guild had been competitive compared to comparator student's unions. NB noted that the external consultant had concluded that a small number of grades at the lower end of the pay-scale should be improved to align with the wider job market, and support with recruitment and retention, whilst higher pay grades (Grade 6 and above) were remunerated competitively.</p> <p>NB noted that the external consultant had proposed a revised pay-scale following feedback from HR Committee and the internal review led by NB and People & Admin Manager. NB noted that the proposal included the merger of the Guilds existing grade 2 and 3 roles into one grade, with the majority of staff for grades 2-5 seeing a pay rise.</p> <p>Noting a conflict of interest, the President noted their view that student staff pay grades should not be treated separately from core staff pay grades, as the Guild moved towards a real living wage for all staff. The President noted the importance of reflecting equal pay for equal work for all Guild staff. NB noted that historically, the Guild's student staff pay rates had not been part of the Guild's main staff pay scale until recently, however they expected to be combined back into the main scale as part of the transition to the real living wage for all staff from 2027 onwards.</p> <p>The PGO asked about the timeline for conducting comparator work between the Guild and University's pay scales, noting the importance of the Guild's pay being competitive with the University in terms of recruitment and retention. JT noted plans to conduct this work once the University's own pay-scale was settled and shared with the Guild.</p> <p>The PGO noted their view that the Pay and Benefits Review did not go far enough to increase pay for staff roles and address the issues of staff recruitment and retention at the Guild. The PGO noted that some staff would not substantially benefit from an immediate uplift to pay from the new pay scale. NB noted that some staff would benefit more than others, in particular staff on the lower end of the existing grades 4 and 5. NB noted that staff on grade 2 would benefit from the additional grade points to move up to over the next 2-3 years.</p> <p>The PGO, DW and the IO noted their view that the paper should not be approved, and referred back to HR and Finance Committees for further work.</p> <p>The Board approved the Pay & Benefits Review. The Board agreed to further review the level of Full-Time Officer pay at the next meeting of HR Committee.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Approved</p>
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11	2022/23 Year End Management Accounts	<p>NB presented the 2022/23 Year End Management Accounts, for the Board's Information.</p> <p>NB noted that at year-end 2022/23, the Guild had recorded Net Income of £844.8k, £510.6k above forecast, largely due to the return of funds previously paid to HMRC. NB noted a resulting net contribution to the Guild's free unrestricted reserves of £288.8k.</p> <p>NB updated the Board on the refund of £406.1k from HMRC in 2022/23 due to the Guild's successful challenge to the historic VAT tribunal case, as well as a £45k rebate from HMRC towards the Guild's legal costs. NB updated the Board on how the overall balance had been allocated to restricted and unrestricted reserves.</p> <p>NB updated the Board on the re-establishment of the Hall Reps restricted reserve, following the successful outcome of the Guild's previous challenge to HMRC regarding its historic VAT liability.</p> <p>NB noted an annual Pension Adjustment using an updated discount factor of 5.21% for the SUSS scheme, however due to the outcome of the triennial revaluation, circa £1m had been added to the Guild's total estimated debt over the life of the scheme before the increased discount factor was taken into consideration. NB noted that the deficit was payable over the next 14 years, and the planned repayment period had been extended by almost two years, to 2037.</p> <p>NB updated the Committee on sales and profitability for Venues trade, which at year-end had recorded a net surplus of £220.8k, £78k below forecast after accounting for positive variances for Graduation Ball and Technical Services</p> <p>The President asked regarding the total £79k underspend in Student Facing services. NB outlined the range of areas of underspend from the previous budget year, including significant savings in the Student Activities and Student Voice teams and unspent strategic funding. The President noted the risk to the quality of student services from continued savings and underspends on charitable schemes.</p> <p>The Board noted the 2022/23 Year End Management Accounts.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>
12	Communications Strategy	<p>ChM joined the meeting at 19:35 via Teams.</p> <p>ChM presented the Communications Strategy, for the Board's information.</p> <p>ChM updated the Board on the Communications strategy and its ambitions for improvements to the Guild's work on campaigns delivery, social media engagement, tactics for engaging students and new communications channels. ChM noted the aims of the new strategy on improving working processes within the organisation, new content platforms that current students associate with, and a new</p>	<p>Noted</p> <p>Noted</p>

		<p>devolved model for social media with delegated staff across the organisation having the authority to direct communications.</p> <p>The AEO raised their objection to the Guild going fully paperless, noting the benefits of retaining printed materials for accessibility purposes. The AEO noted their concern relating to all communications being managed and controlled through a new communications calendar, noting administrative barriers for society committee members being able to access promotion for their events, and the time that this may take them as student volunteers.</p> <p>The AEO and SO noted their concerns relating to publishing an officer action tracker on the Guild website. EB noted that the item had been included by mistake, and would be removed.</p> <p>The IO and SO noted the importance of explaining terms, such as 'FAB' to students, which were less common post-pandemic amongst students who had not attended these events, as well as international students who would have less cultural reference points.</p> <p>EC noted their concern over the length of the document, and this being a barrier to staff and stakeholders engaging with the new strategy.</p> <p>JD noted the progress that the Guild had made on its communications delivery, and the value of the new strategy for streamlining internal processes and giving staff clarity over changes to processes. The PGO noted the value of having the new framework to rationalise internal communications processes and to support the Officer team to 'cut through' to reach students.</p> <p>RS noted concerns on reluctance from departments to change their working processes to fit a new, more strategic model. EB noted the continuing work on rolling out new frameworks on communications working in the staff team, noting that currently the communications team were spending the majority of their time responding to the existing work of the organisation.</p> <p>The Board noted the Communications Strategy.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>
13	<p>Student Voice Report 2023</p>	<p>SD joined the meeting at 19:55.</p> <p>SD presented the Student Voice Report 2023, for the Board's information.</p> <p>SD noted that the Student Voice report was a collaborative report, prepared by the Guild on the basis of content from the Student Reps System, with the actions delivered in partnership with the University. SD noted that a number of items from 2022 had been carried forward, including the National and Postgraduate Student Surveys, the Guild and University partnership on the Student Reps System, improvements to the University's Assessment and feedback processes, and support for students who may require Reasonable Adjustment Plans (RAPs).</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>SD updated the Board on ongoing work to promote and share the report with University colleagues, noting the key focus of the report on improving the Postgraduate student experience. SD noted the importance of reviewing the Student Voice report as a useful document on its impact in 2024.</p> <p>SD updated the Board of the work of the new internal Surveys Action Group in ensuring internal accountability for the promotion and actioning of the report.</p> <p>The President asked about the role of the University's EDI ambassadors and how they interacted with the Student Reps system. SD noted that this would be a focus for the year ahead.</p> <p>EW noted that the first Student Voice report had been written in response to structural changes made to the higher education sector 14 years ago. MB asked if the report was promoted to students. JL noted that the report was not regularly shared with students, and this would be a focus moving forward in communicating the narrative of the feedback loop to student reps.</p> <p>The AEO suggested working closely with the Student Activities team on the promotion of new social opportunities for groups of academic students.</p> <p>The Board noted the Student Voice Report 2023.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>
14	Capital Development	<p>JT presented the Capital Development paper, for the Board's Information.</p> <p>JT updated the Board on plans to redevelop the Guild's reception and ground-floor areas, noting the opportunity to expand the available space for students and staff following the growth in the headcount of the staff team. JT updated the Board on the planned timeline of the project, noting the project delivery target during the 2024 Easter break, following planned approval at the Finance Committee and Trustee Board in January 2024.</p> <p>JT noted plans for student and staff consultation on the usage of the space. JT noted the ambition of the project is to create a space that students engaged with and could make the Guild building stand out from other buildings and current space on campus.</p> <p>The WCO noted the importance of refurbishment in other areas of the building, including the Underground and staff offices. JT noted that any future refurbishment of the Underground was dependent on a business case as a commercial venue.</p> <p>The President noted their concern around rationalising the significant spend on the project to the student body, in relation to the Guild's planned moves towards paying all staff the real living wage. JT noted the value of refurbishing the ground floor of the building for student</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>

		<p>engagement, and the need for new office space due to the growth in the core staff team. The PGO noted the need for the Guild to be able to justify this as a project, compared to other areas of required spending. MG noted the value of investing in office space and key building infrastructure for staff morale and productivity.</p> <p>JT noted that the Guild's internal project working group had received three proposals from architects, which would be followed by student consultation. SH asked how the architect firms had been identified. JT noted that five companies had been invited to submit concepts and that the Guild was working with an external project consultant who had delivered similar projects at other Students' Unions.</p> <p>The Board noted the Capital Development update.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
15	Welcome Week 2023	<p>EB presented the Welcome Week 2023 paper, for the Board's information.</p> <p>EB noted that planning work for Welcome Week 2023 had been delivered through an internal working group, incorporating recommendations from Welcome 2022 and building on the successful programme from last year. EB noted that due to the roll-out of digital door entry and ticketing, the Guild had more data to analyse and review to feed into plans for next year's welcome period.</p> <p>The Board noted the Welcome Week 2023 paper.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
16	Impact Report 2022/23	<p>EB and ChM delivered a presentation on the Guild's annual Impact Report from the 2022/23 academic year.</p> <p>ChM delivered a presentation and video on the Guild's impact data from 2022/23.</p> <p>ChM noted the importance of the Guild being able to clearly communicate its successes against the 2022-2027 strategic plan, where it had come from, where it was at the present time, and where the Guild would be by 2027. ChM noted that the communications team would be focusing on video and photo content in future to communicate its 'wins' and impact on the lives of students, including proposed new digital screens in the building. ChM noted that newly produced video content could be used across multiple formats; on building screens, in presentations to stakeholders, and on social media.</p> <p>The Board discussed ways to communicate the Guild's 'wins' and impact with the University. The SO and PGO suggested sharing with the University's Executive Board at a future meeting. The AEO suggested using the video and presentation content for subject induction talks.</p> <p>The Board noted the Impact Report 2022/23.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p> <p>Noted</p>

17	Elections Review Summary 2023	Note: this paper was taken out of order, between items 13 and 14.	Noted
		SD presented the Elections Review Summary 2023, for the Board's information.	Noted
		MB noted the importance of preparing the student body with content from candidates and relevant issues, ahead of the opening of the voting period. MB noted their view that the budget for elections candidates should be significantly increased, to support candidates to reach a wider group of students.	Noted
		The EO noted their view that rather than changes to the elections timeline and voting period, the Guild should focus on the awareness and perspective on Guild elections in the student body, to develop a long-term timeline of candidates who would contest future elections and provide students with meaningful choices.	Noted
		KM noted the high level of turnout at Manchester Students' Union, noting their view that a manifesto tracker for officers on the Guild website would be useful as an educational tool for students on what to expect from an Officer in each role. The PGO noted that some comparator Students' Union's had seen much higher relative turnout, which the Guild should look to visit to collect best practice.	Noted
		JT noted the importance of reviewing the Guild's Officer Elections in relation to the new Communications Strategy.	Noted
		The Board noted the Elections Review Summary 2023.	Noted
		SD left the meeting at 20:15.	Noted
18	AOB (Any Other Business)	RS noted the value of the Guild arranging for a formal way of thanking the Independent Members of Appropriate Skills on the Guild's Sub-Committees.	Noted
19	Meeting Reflection	The Board noted that this was the last meeting for RS, who was stepping down after 6 years as Chair. The Board thanked RS for their commitment and support for the organisation over the last 6 years, and wished them all the best for the future.	Noted

The Chair closed the meeting at 20:50.

Date of Next Meeting: Monday 8th January 2023, 16:00 – 18:00, Stuart Hall Room at the Exchange.