



**Minutes of the Meeting of the Trustee Board  
Tuesday 11<sup>th</sup> October 2016 – EE G020**

**Present:**

Jade Haley (President & **Chair**) - JH  
James Gunther (VP Education) - JG  
Hemaka Pathiranage (VP Student Activities) - HP  
Jill Wilson (External Trustee) - JW  
Matthew Sargeant (Student Trustee) - MS  
Felicity Wolfenden (Student Trustee) - FW  
Paul Kennard (Student Trustee) = PK

**In attendance:**

Sophie Williams (SU Chief Executive) - SW  
Robert Cox (Finance Manager) [In attendance for Items 5, 8 and 9] - RC  
Stephen Anderson, Knox Cropper (Auditors) [In attendance for Item 5] - SA  
Christian Adams Knox Cropper (Auditors) [In attendance for Item 5]  
Samina Fiaz (SU HR & Admin Coordinator, also Minuting Secretary) - SF

**1. Attendance and Apologies**

The Chair welcomed Trustees and Officers to the meeting. Apologies were noted for Margaret Jolley (External Trustee) and Elaine Spalding (External Trustee).

**2. Minutes of the last meeting**

Minutes of the previous meeting were approved.

**3. Matters arising**

It was confirmed that the minutes of the subcommittees had been approved by subcommittee members.

**4. Declaration or Conflicts of Interest**

- 4.1 MS raised a conflict of interest. As Chairperson and Treasurer as part of his membership of Clubs and Societies he announced that it would be appropriate for him to abstain from voting on incorporation, as it had been suggested that any funds not spent on incorporation could be reallocated to the (reduced) Sports and Society Grant. The Board accepted this conflict of interest.

## **5. Draft end of year Accounts**

[Commercial in confidence item]

- 5.1 Knox Cropper, the Auditors, were introduced by the CE. Knox Cropper discussed key elements of the Draft Annual Accounts, which had been presented in depth to the Finance Sub-committee the previous week. Salient points drawn out related to:
- the new accounting standards under FRS102;
  - the restatement of the prior year adjustment in the SOFA in line with FRS102;
  - The Balance Sheet and reasons behind the overall deficit;
  - The Union's reserve funds
- 5.2 Knox Cropper summarised that the previous Auditors had highlighted some HR issues from before the HR & Finance Assistant joined the organisation. There had also been a lack of segregation of duties which had now been largely addressed. Improvements in finance procedures had also been implemented. Knox Cropper stated that any 'old debt' was in hand and that any outstanding debt did not amount to a significant sum of money or any cause for concern. It was confirmed that the audit was clean, unqualified, and had met Accounting standards.
- 5.3 The Draft Annual Accounts were approved by all members of the Board and it was confirmed that Knox Cropper would attend the University Audit Committee in November 2016.

## **6. Chief Executive Report**

- 6.1 The refurbishment of the SU was now complete and SW was grateful for the help from the University, both financially and otherwise. The Bar/Pear Tree space also needed refurbishment and talks were under way with Aramark and Estates over a potential refurbishment over the Christmas Break.
- 6.2 Staff recruitment and current staffing issues were discussed [Commercial in Confidence Item]. SW informed the Board that the new Student Engagement Manager had settled in very well and was hoping to make a positive impact through required improvements in membership services.
- 6.3 Discussion held on Bar income, Welcome Week income and NUS card sales [commercial in confidence].
- 6.4 The strategic plan was progressing with staff and officers tasked with setting measures to satisfy objectives under each core goal. These will be discussed at the next All Staff meeting in November.

## **7. Annual impact report**

- 7.1 The annual impact report had been circulated electronically by SW. Hard copies were in the process of being printed and all stakeholders would be sent a copy. The President thanked SW for all her effort and hard work to complete this.

## **8 Monthly Management Accounts – August 2016**

- 8.1 RC presented these to the group, noting that the Finance Sub Committee had already received them the previous week and discussed in some depth. Notable points included:
- Sales income figure and current assets in bank figure distorted compared to last year due to £276k of the block grant being paid in August. This will be prepaid

from September and released in line with budgeted expenditure. (last year the grant was received in 3 x £100k and 1 x £70k blocks).

- The stock in the shop at year end has either been sold (customers and university) or written off against the provision made in 2015/16
- Bar income lower than August 2015 as 7 private bookings were made the previous year but this year, the University utilised the space for summer schools, paying £6k in total. It had been felt important to work with the University on this due to the support the University had provided the Union through the year.

RC reported that SAGE50 had been bought but not yet installed as he was waiting on IT to confirm the server on which TAS was located. Once installed, this will enable much better reports to compare expenditure against budget.

## **9 Ratification of bank mandate signatories**

9.1 All in agreement so approved.

## **10. Redacted minutes for last year's board meetings for publication (starred item)**

10.1 All approved **Action: SW/SF to ensure redacted minutes published on website.**

## **11. Paper outlining options around incorporation**

11.1 An email received from one of the external Trustees was read out to the Board by the President, which suggested that a decision on incorporation should not be made yet as it seemed a time for consolidation and finances were very tight. The Board was informed that the Finance subcommittee which had met the previous week, had agreed that the £20K cost to incorporate fully was excessive at present. Another much less costly option was to become a Sole Corporate Trustee Company (SCTC). The two options - of moving to a SCTC or doing nothing - were discussed at some length and it was agreed that no move towards incorporation would be made this academic year as the budget was tight and funds could be used elsewhere. With insurance, new auditors and increased scrutiny from the University in place, it was not felt to be a necessary move at present.

## **12. Memorandum of understanding between the Union and University.**

12.1 Following an audit of the SU in March 2015 by UW Auditors Baker Tilly, the UW Audit Committee had requested that an overarching agreement be drawn up between the University and Union, detailing what each party could expect. SW had drafted the proposed Memorandum of Understanding with the PVC (Students) and former University Secretary to the Board of Governors. SW had based the document on examples from other institutions. The Board was happy that the document was sensible and could be presented at the next UW Audit Committee.

## **13. Future employment of Officer Trustees in Union**

13.1 There is currently no clause in relation to future employment of Officer Trustees at the Students' Union. SW listed potential pros and cons in relation to this and proposed that, in line with many Unions, Officers should not be able to take up core staff employment with the Students' Union within 12 months of the end of their term of office. All were in agreement that a clause should be inserted into Officer

Contracts of Employment from the 2017/18 academic year to this effect and that it would also apply to existing Officer contracts.

**Action: Sophie/Samina to update the Officer employment contract for 2017/18**

**14. Appointment of Deputy Returning Officer and Returning Officer for elections**

- 14.1 It agreed that the Deputy Returning Officer was Val Yates who is the Director of Access and Inclusion at the University and the Returning Officer was NUS.

**15 Appointment of Supervising Trustee**

- 15.1 JH asked External Trustees (of whom only one is present) to nominate themselves for the position. SW explained the expectations of the role, that it was an annual appointment and also why Student Trustees should not be appointed to the role. JW agreed to continue in the role until the next meeting when the post will be offered to the other External Trustees too. JW was happy to take up the role this year in the absence of any other nominations and on the condition that she would not continue in her third year of appointment and that there was a full governance review to address the unwieldy nature of the current bye-laws. SW confirmed this was part of the new Student Engagement Manager's objectives.

**16 Board Subcommittees**

- 16.1 The HR Subcommittee was rescheduled to meet in a week's time on 17<sup>th</sup> October.  
16.2 A summary of the Finance Subcommittee meeting was given.

**17. Officers Reports**

- 17.1 The Vice President Student Activities updated the group on Welcome Weekend. The Treasure Hunt introduced this year by the SU had gone well with 35 participating teams. Freshers Fair had been extended this year to two days instead of just one last year so more students could attend and had been very busy on both days.  
17.2 Clubs and Societies membership sales had been good with a record 137 members on the Educational Enhancement Society and Mens' Football having 90 members.  
17.3 Give it a Go Week would have been better if timetabling information had been received in time from UW. It is expected this will be a much better event next year with more student involvement.  
17.4 International students had been given a special reception by the Officers, all three of whom went to meet and collect students from Birmingham and Heathrow airports.  
17.5 The VP Student Activities is working on an Arts and Culture drive aiming to increase activity in this area this year.  
17.6 Three charities had been chosen by students for fundraising this year. These are Smile for Joel, MIND and the third is to be selected by the RAG Officer once elected. JH added that Maggs Day Centre had thanked the SU for their fundraising efforts at the recent Community Forum.

**18. Executive Committee Minutes**

No Executive Committee has convened yet due to the Part-time Officer and Student Council Elections. Meetings will commence once the Executive Committee has been confirmed.

**19. Student Council Summary**

As per 18) above, no Student Council Meeting had yet taken place this academic year, with the first meeting scheduled for 1<sup>st</sup> November.

**20. Board of Governors Summary**

JH reported that two meetings had been held since the last Trustee Board meeting. Key points of discussion as follows:

- There will now be an induction process for new Student Governors enabling them to attend a Board of Governors meeting prior to their appointment.
- UW is investing in a new campus on Oldbury Road which will include 650 new accommodation rooms. Proposed completion date for Phase 1 is 2020, subject to funding. The completion of Phase 1 could mean that 470 students in UW managed accommodation could go into Halls of Residence.
- It was noted by the Board that completion of Phase 2 could affect students living in Phase 1 accommodation due to disruptive building work. This will need to be carefully monitored by UW and the SU.
- It was noted that SU presence would be requested in Phase 1 UW development plans.

**21. Student Trustee Vacancy**

It was agreed that no further student trustees were required on the Board at this stage.

Meeting ended.

**Summary of Actions**

Action	For	To be completed by
Update the Officer contract re future employment	Sophie/Samina	Asap
Publish redacted 2015/16 minutes on website	Sophie/Samina	Asap

**Date of next meeting: Tuesday 29<sup>th</sup> November, 18:15 start**