

BOARD OF TRUSTEES MEETING Minutes

Date 12th May 2022

Time 16.30

Venue Team

Quoracy 9

Circulation:

Shingai Dzumbira, Isabel Atkins, Nathan Parsons, Jacob Jefferson, Chih-Hsiang Lo, Will Brewer, Charlton Sayer, Charlotte Earl, Edward Hodgson, Toby Kunin, Angella Hill Wilson, Harnaik Dhillon, Abhijay Vemulapalli, Thom Barnes Wise, Shanice Daeche, Azzees Minott.

Mark Crook, George Dowding, Steve Russell, Fay Shorter, Tracy Murphy, Martyn Groves Williams, Louise Marjoram.

In attendance prior to Ratification:
John Dubber, Robert Pegg.

Apologies for Absence

Harnaik Dzumbira, Abhijay Vemulapalli, Isabelle Atkins, Shingai Dzumbira

Declarations of Conflict of Interest

No conflicts raised

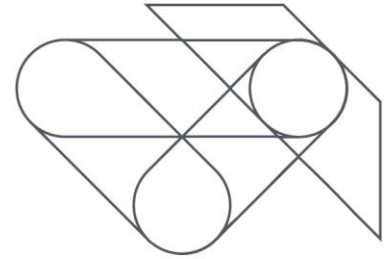
In Shingai's absence Jacob Jefferson will Chair the meeting.

5.1 Minutes of the previous meeting

The Minutes of the 2nd February 22, be approved as a true and accurate record of that meeting.

5.2 Matters Arising

All Matters arising will be covered within the Agenda.



5.3 Ratification of Lay Trustees

JJ introduced Robert Pegg and John Dubber, who are in attendance in advance of being ratified as Lay Trustees. **RP** and **JD** provided a brief overview of their relevant experience.

The Board of Trustees approved the ratification of John Dubber and Robert Pegg as Lay Trustees to the WSU Board of Trustees with immediate effect, 12th May 2022.

Shanice Daeche's resignation was formally recognised with immediate effect 12th May 2022, all relevant agencies will be informed.

Chairs Update

Each of the Full Time Officers provided a brief overview of their work over the last two months

Charlton Sayer –

- Rate Your Landlord, launched and is ongoing, this has been very successful
- Take a break
- Welfare Stand

Chih Hsiang Lo

- Interviewing for various positions including the Student Trustees
- Academic talks for students
- Society training, setting out the time table to implement.
- Draft Motion for student council to remove inactive societies
- Societies storage sorted out

Will Brewer

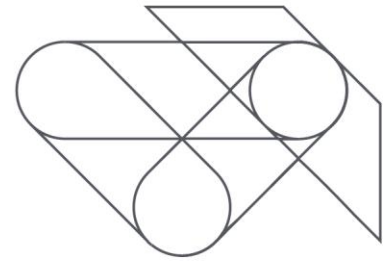
- 3rd Sexism in sport review meeting with Gemma Ansell and the Report and Support team
- Education piece regarding Masculinities project, we have recruited a Project Manager, which will kick start the project in week 5.
- Good Night out continues
- Active By-standers
- Papyrus training, Suicide prevention workshop.
- Aldi sponsorship
- Training in complaints processes for club exec's, which has been an issue this year.

Jacob Jefferson

- Implementation of the Governance Regeneration review
- Working with commercial team on Hell of a Party, Bus Stop
- Opposing changes to the RLT (Residential Life Team)
- Summer Term Committee elections.

5.4 CEO Update

The CEO update report is taken as read with no questions raised.



AHW requested an update from **MGW** as interim CEO, **MGW** gave a brief overview of the main projects and work he has focused on. Having met with the Directors, Sabbatical officers and relevant University colleagues, he has reassured the University that following the Departure of Rob Parkinson, the Union is continuing to work on the high level projects, including the Regeneration programme, and reiterated that the organisation is stable. The CEO recruitment has been completed and a comprehensive induction programme is being drawn up. Overall impression, there are very talented and committed colleagues, although there are some cultural issues, which are being addressed by the work **TM** is doing through the People strategy. **MGW** will be in post until beginning of June.

The Board and the Union has to recognise the financial challenges and have a definitive plan for long-term sustainability.

WB asked **TM** regarding the Employee survey how well has this been responded to, with concern being raised regarding anonymity. **TM** responded we have only had one query with regard to anonymity and have received a very strong response rate. The survey closes end of day Monday 16th May, and will be presented to the Board, once the gathered information has been analysed.

EH raised the issue of **MSL** being invited to the Lunch and Learn sessions, **TM** isn't aware that they haven't been invited to the sessions, and will follow up.

JD enquired about the onboarding of the new officer team, historically this is led by the Chief Executive, but as we will be in a transition period for the CEO, do we have confidence that there is a comprehensive training schedule in place. **FS** responded that the training programme has been drawn up and initial meetings have taken place, including a meet and greet session with staff. We are working on the SU and University training, with the SU as priority along with NUS Lead and Change, followed by University training in August. **JD** offered help and support with the training, and suggested feedback from his team of Sabbatical officers was that NUS Lead and Change training was not necessarily beneficial.

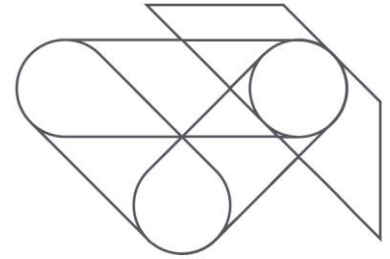
AHW asked about Part Time officer training, **FS** responded that yes this is being organised and we are trying to include residential training along side the Full Time Officers. **JJ** highlighted the difficulty in availability of PTO's, but work is ongoing to establish their availability and work around them, rather than setting dates they may not be able to attend, which has been the case in previous years.

5.5 Management Accounts – Period 7

MC provided the Board with the Management accounts for period 7, highlighting the salient points.

- Commercial activity is down on where we expect to be, although there has been a slight upturn in some areas. Overall we will be down on the year but this has been offset by the a number of vacancies which haven't been filled.
- We will be reporting a surplus at the end of the year due to a considerably larger than expected contribution from our subsidiary company **MSL**, who are trading very positively currently.
- We do have some considerable cost pressures which are not evident in the period 7 accounts, the increase in National Living Wage from April, NI contributions and increases in fuel costs.

TBW commented that it is clear that **MSL** is supporting us strongly, and queried an action point from a previous meeting where Gary Bryant, CEO, **MSL** was to set out the support he would like from the **WSU** Board, and inquired as to the progress on this. **MCC** responded that this is ongoing.



RP queried the Period 7 accounts for February, and inquired as to the up to date situation, **MC** responded that it is consistent at this point with a number of vacancies unfilled which are currently being recruited too but won't be on board until the end of the Academic Year, **SR** added the Food and Beverages trade is increasing and we should see significantly higher results than the January budget reforecast, The venues have traded incredibly strongly, and the food operations are seeing a good pick up, although not up to the pre-covid figures, but the University are recording a 40% reduction in footfall on campus currently which will have a detrimental effect.

AM raised two points

- Whether we could jointly work with MSL on areas such as training to provide cost savings to both MSL and the WSU.
- Recruitment, with regard to long-term vacancies, in view of the paper later on in the agenda regarding cost saving and possible restructure, should the Board be considering a freeze on recruiting to these posts.

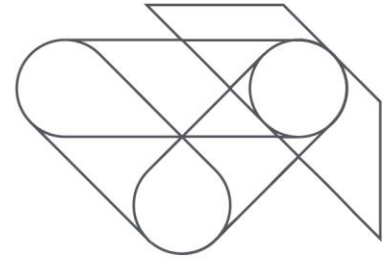
MGW responded the scale of the review which needs to be carried out regarding the savings and restructure wouldn't be completed for at least 12months, and the roles which are being recruited too are fundamental to the SU carrying out its core objectives which shouldn't be stalled for an extended length of time. The forecasts don't suggest we can't afford to sustain the model we have currently budgeted for in the short term. It is business critical that we do fill these rolls. **MC** added that with regards to shared training, there may be some joint training we could do, however our funding from the University which covers our training is specifically for the Union, also MSL and WSU, have very different tailored training needs outside the standard general training.

NP, queried the departmental summary for 5 years for the Bread Oven, with surplus £13k this year, followed by £50k for subsequent years, what are these forecasts based on?, **SR** explained that the forecast for the Bread oven for this year is inaccurate and will be a least 10K higher, we are working to improving trade to a pre-covid position, which will still be down on pre-Pret a Manger trade figures. **SR** is confident that the higher forecasts are achievable by the next academic year 22/23.

WB questioned the BUCS grant, **SR** explained that the discrepancies are due to changes in the funding model, **MC** added that we don't make a surplus on the BUC's grant, any unspent funds are paid back to the University.

WB queried the Benchmarking on salaries as raised by **TM** in the CEO update, is this included in the forecast figures, **MC** responded that benchmarking is a market value and isn't included in the plan, however we align are salaries to what the University do which is expected to provide a 3% salary increase for their staff, which although has to be approved by the Board is included in the forecast, for casual staff the forecast is based on the 20/21 NLW rate, and have forecast a 5% increase for the next five years.

If the benchmarking exercise were to suggest an increase to our salaries that would add to the financial pressure we are currently facing. **TM** added that the benchmarking work has started, and although not included in the forecasting there are some roles which are at a critical point for review as we are at risk of not being able to recruit or retain staff if we don't increase the salaries. **MC** agreed that we could possibly find it difficult to recruit on a lot of our current pay grades.



The Board are requested to consider the following recommendations:

- Approve the indicative 2022-2023 Budget for WSU, subject to block grant funding confirmation from the University of Warwick;
- Approve the submission of the annual allocation bid for 2022-2023; and
- Approve the request for specific support in respect of the 2022-2023 SUSS pension contribution; and
- Note the Financial Plan for the period 2024-2026.

The Board approved the above recommendations

5.6 Training Update

In view of the financial pressures, **TM** highlighted a number of scheduled training events which will be cancelled or scaled down;

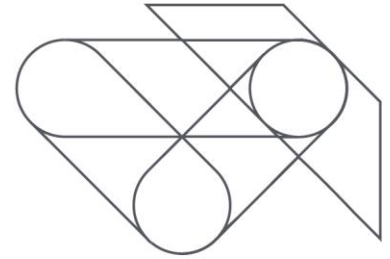
- Insights day – September event, a staff day including guest speakers and staff participation.
- Trans Awareness Training – which was being put in place following a student council motion, which set out the training should be specific for each job, and no student facing activity should be undertaken prior to taking up a role. **FS** stated that the Board of Trustees still hold the power to override any motion, and possibly a discussion with the motion proposers would be beneficial. **FS** to discuss with **TM**. **AHW** suggested it could be included into our on-boarding training, **TM** responded that we are working on all our onboarding processes and training, however the way the motion was worded it is not possible. **AM** requested a paper drawing up alternative proposals for this training prior to discussion with the motion proposers.

5.7 Consultancy Review

MGW acknowledge that the main points regarding the need for change and a root and branch review of the Union have been made in the meeting within the finance section, **MGW** feels that there isn't capacity within the organisation to come up with the long term solutions, the type of review will require external support taking into consideration the incoming CEO. Concurring with **JD** if the Union doesn't own this issue and take action we will again damage our relationship with the University, and they will want concrete outcomes if they are to consider financial and development support. **WGM** suggested a fundamental review of the organisation which will require investment and the use of an external consultant to assist. **AHW** questioned how we manage the brief and create a clear platform of what we are here to deliver and the accountability for the subsequent actions.

TBW agreed with **MGW**, and suggested **WB** should be on the working group and possibly we need more than 1 lay trustee, **TBW** as a student trustee would like to be involved. **MWG** agreed but added a word of caution regarding making the working group too large.

WB expressed, although in agreement about bringing in an external consultant he raised concern about outcomes or expected outcomes, ensuring we commit to the implementation of the findings for the consultation. **AHW** suggested that the point of consultants is to put the independent view on the table, but we as a board need to be more cohesive about what good looks like, ideas and suggested



way forward. **EH** echoed **WB** points, but felt we are underestimating the skills within our Board, **MC** highlighted that our lay trustees are volunteers and may not have the capacity to carry out the in-depth work we require. The role of the Trustees should be to engage with the consultants throughout the process, to keep it on track within the SU Remit, to provide a long term solution not a short term fix. **FS** agreed with **MC's** points, but highlighted the culture issues as raised within the Governance regeneration project and being aware of those issues.

MGW will start the process of preparing the brief, and will pass it onto the incoming CEO in June.

JD although sceptical of using consultants, if **MGW** is confident that the Union doesn't have the capacity then the consultants would be the way forward, but the Sabbatical officers should be involved in all aspects of the process and this could be a good development exercise for them. **JD** suggested he would be happy to work with **MGW** to design the process, but it should be the number one priority for the incoming CEO.

5.8 Recruitment Update

TM highlighted the Appointments

- Roohi Mehra – Incoming CEO 6th June
- Louise Marjoram – Interim Governance and Influence Director
- Director of Membership – we have the key dates for the recruitment and selection, and will be looking for a lay trustee to be involved on Monday 20th June. Please inform **TM** of availability.
- Appointed Advocacy Support – Governance and Influence
- Appointed Administration support – Governance and Influence
- Yaz Yehia seconded into the Student Voice Manager role
- We have a number of remaining vacancies within the G&I team which we are working on
- ED&I Lead – we have been unable to recruit to this role, and taken the decision to utilise talent within the People and Development team, Natasha Patel, Learning and Development Advisor will be stepping into the role, and we will recruit an L&D coordinator to support EDI agenda and Natasha Patel in the administration and reporting work.

We are also carrying out a full review of our recruitment processes, onboarding, learning community, and a full policy review and refresh.

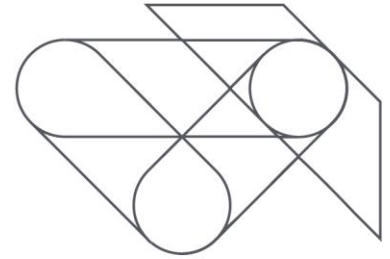
JD inquired as to where new posts are signed off, **MC** explained anything below director level sits with the CEO, and anything at Director level and above sits with the Board. **JD** stressed the need for the incoming CEO to have strong scrutiny of new roles in light of the financial situation.

5.9 Governance Implementation Update

FS update the Board on the implementation of the Governance Regeneration plan so far, points where action is required;

1. amendments which required changes to the Articles of Association and therefore required a Company Law meeting
2. amendments to By Laws
3. Practice changes

We briefed Officers, Trustees and Student Council to explain the changes required and reasons.



Time line

1. The originally company law meeting was scheduled for the end of May, however although we had a quorate response to the draft articles, we received a number of changes which required action. **FS** asked the Trustees to respond by Friday 13th May to the updated version.
2. The By Laws were taken to Student Council, a number of changes failed to be agreed, **WB** will take forward to Council next academic year.
3. Practice changes can be actioned immediately.

FS requested the Board consider when the University should receive the Advance HE report. The University have to agree the changes to the articles. **FS** to forward the emails regarding this to **RP** and **JD**. It was agreed the University could receive the report, an update will be provided at the University Council meeting.

JJ suggested the points which were rejected at student council were due to lack of understanding, **WB** to work next year to properly define what is being asked of student council to approve, prior to bringing it back next year. **WB** highlighted that the motion regarding International Officer should be taken back to the Student Council as soon as possible to enable election in Term 1. **CHL** suggested we look into the Part Time Officers being more involved in the international students issues within the University.

Items Below the Line

The following items are taken as read and any queries please email MCC.

5.10 Draft Calendar of Business

5.11 Sub Committee Updates

5.13 Action Log

5.14 AOB

JJ thank a number of colleagues who are leaving the Board.

Charlton Sayer Isabelle Atkins
Shanice Daeche Fay Shorter

Student Trustee's Charlotte Earl, Abhijay Vemulapalli, Toby Kunin

MCC to organise time with the Lay Trustees and Roohi Mehra following her arrival 6th June 2022.