

**TRUSTEE BOARD MEETING | [21 February 2024]
UNCONFIRMED MINUTES - OPEN**

**STUDENTS' UNION AT BOURNEMOUTH
UNIVERSITY**

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[11:00] | [via MS Teams]

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PRESENT

Chike Dike (CD) Chair
Martin James (MJ) Deputy Chair
Norah Deka (ND) Sabbatical Trustee
Nicole Thompson (NT) Lay Trustee
Catriona Cannon (CC) Lay Trustee
Ogechi Aikohi (OA) Student Trustee
Holly Tyack (HT) Sabbatical Trustee
Grace Lawalson (GL) Student Trustee
Martha Longdon (ML) Lay Trustee
Aylwin Yafele – (AY) Lay Trustee
Fatima Farha (FF) Sabbatical Trustee
Dawn Harvey (DH) Lay Trustee

IN ATTENDANCE

Samantha Leahy-Harland (SLH) Chief Executive Officer
Josh Harris (JH) Director of Operations and Governance

PART ATTENDANCE (TO PRESENT THEIR REPORT)

David Furniss (DF) BU Board Chair
Jason Raggett (JR) Director of Finance
Nick Penter (NP) External Finance Consultant, FD & CFO Centre

APOLOGIES

Stuart McCulloch (SM) Lay Trustee
Ben Young (BY) Student Trustee

1. Welcome/Apologies

- 1.1 CD welcomed all Trustees to the meeting and officially introduced SUBU's three recently recruited Lay Trustees ML, DH and AY.
- 1.2 CD informed that Lay Trustee, Mark Ealing (ME), had officially stepped down from the Trustee Board. CD extended the Board's thanks to ME for all his hard work and participation with SUBU.
- 1.3 Apologies were received from SM and BY.

2. Declaration of Conflicts of Interest (including related parties), for noting

- 2.1 None recorded.

3. Minutes of the last meeting, for approval

- 3.1 The minutes of the meetings held on 22 November 2023, 14 December 2023 and 2 February 2024 were approved.

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4. Chair's Actions

- 4.1 CD confirmed that there were no outstanding Chair's Actions from the last meeting.

Substantive Item – for Discussion, Decision and Noting

5. BU Block Grant Conditions, for approval

- 5.1 Key points noted by the Board:

- SUBU had an action plan in place, which had been agreed with BU.
- Key decisions for the Board were the terms around the BU observer.
- The Board were also asked to note the action plan with regard to; the Audit, which was on track and the clarification around the Purchase Order (PO) System.
- In addition to the nominated observer, the Board were also asked to comment on the information recently sent about the Financial Governance Review and the proposed remit as outlined by the University. SUBU had no concerns about this and recommended it to the Board.

- 5.2 The Board were asked to note the progress of the Finance Governance Review; and to note the progress of the action plan relating to the Audit and the PO system.

- 5.3 **The Board approved the proposals put forward by BU around the remit for the Finance Governance Review.**

Action: SLH to hand the Finance Governance Review remit over to the interim CEO to progress with JR.

- 5.4 **The Board noted the progress of the Finance Governance Review and the action plan related to the Audit and PO System.**

6. HRC Chair/TBM Dep Chair, nomination

- 6.1 Key points noted by the Board:

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- The tenure of both CC and MJ was due to conclude at the end of February 2024.
- CC was outgoing Chair for the Audit and Risk Committee; NT had now been nominated to this role.
- MJ was outgoing Deputy Chair to the Board and HR Committee Chair. SUBU was now seeking nominations for the roles of Deputy Chair of the Board and Chair of the HR Committee.

Action: SUBU to develop a brief process/policy for nominating Chairs.

6.2 AY and ML both volunteered for the role of Deputy Chair of the Board.

CD thanked ML and AY for their nominations and noted that this element would be taken away and considered.

6.3 Nominations were requested for HR Committee Chair.

No nominations were received.

CD noted that the next HR Committee meeting was scheduled to take place in June 2024. This allowed SUBU time to consider the options.

Action: SUBU to consider the options around the nominations for: Deputy Chair of the Board and HR Committee Chair.

7. Management Accounts, for noting

7.1 Key points noted by the Board:

- Commercial sales were down on expectations.
- The Commercial Services purchase element was the main concern.
- From the Charity perspective, historically, variance to budget had been monitored. Last year SUBU was below budget expectations for spend and again, this year, the Union was under.
- From an overall perspective, the underspending on the Charity side was off-setting the underperformance on sales and additional costs of Commercial.
- The implementation of the Commercial Review Group, due to commence in March, would help to align the views of the overall Business with the Commercial element.

Action: to send the Reserves Policy to Trustee Board member.

7.3 The Board noted the Management Accounts.

8. CEO Update: Handover and Update on Recruitment, for noting

8.1 Key points noted by the Board:

- An update on the interim CEO position had been circulated and the process had now concluded. Two Trustee Board members had been on the panel, with Peridot supporting in an advisory capacity. SUBU had appointed Helen West (HW).
- The permanent recruitment process had commenced, led by Peridot. BU had also been updated to the situation. BU, as a key stakeholder, was also involved in the recruitment process.

8.2 CC expressed the Board's gratitude to SLH for leading a smooth transition in securing an interim replacement and commencing the permanent recruitment.

8.3 NT thanked SLH for the stewardship of the Organisation shown over the past few years. NT noted that a lot of the hard work had already been undertaken before NT's tenure on the Board. SLH had laid the foundations, for whomever was recruited to the role, to execute the next level of change. The Board was extremely grateful to SLH for getting SUBU to that point.

9. Discussion with David Furniss (DF), BU Board Chair

(Awareness Session: Advice Service - postponed)

9.1 Item 9 had been replaced due to the attendance of BU Board Chair, David Furniss.

9.2 DF provided an update to the SUBU Board on BU's current priorities and future direction.

Non-substantive Items - No discussion required

10. Job Evaluation - Closure Report, for review

10.1 The Board reviewed the Closure Report.

11. Commercial Services Review, for noting

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11.1 The Board noted that this area was a priority for the interim CEO and, once recruited, the permanent CEO.

11.2 **The Board noted the Commercial Services Review.**

12. Company Secretary, for approval

12.1 **The Board approved the Company Secretary.**

13. Audit 2022/23 Trustee Report, for approval

13.1 **The Board approved the Audit 2022/23 Trustee Report.**

14. Policies, for approval

14.1 Financial Controls Policy

Action: JR, JH and SLH to review authorisers and processes around payments and bank accounts.

14.1.1 **The Board approved the Financial Controls Policy.**

14.2 Student Volunteer Policy

14.2.1 **The Board approved the Student Volunteer Policy.**

Items for Noting/Information - Silent papers - For Noting Only

15. Governance Handbook, for noting

15.1 The Board noted the Governance Handbook.

16. Commercial Review Group Update, for approval

16.1 Trustees were invited to volunteer to join this group. Notes from this Group would be brought to the Trustee Board to ensure Trustee oversight.

16.2 The Board approved the Commercial Review Group Update.

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17. Job Evaluation Project: Non-Pay Benefits, for noting

17.1 The Board noted the Non-Pay Benefits.

18. Wage Uplifts, for noting

18.1 The Board noted the Wage Uplifts.

19. Student Summit Meeting Minutes, for noting

19.1 The Board noted the Student Summit Meeting Minutes.

20. Strategic Risk Register, for noting

20.2 The Board noted the Strategic Risk Register.

21. Action Log, for noting

21.1 The Board noted the Action Log.

22. Matters arising, for noting

22.1 There were no matters arising.

23. Agenda for Next Meeting, for noting

23.1 The Board noted the meeting for the next meeting.

24. Any Other Business, for noting

24.1 No items were noted.

25. CEO and Trustee only discussion

25.1 MJ thanked SLH for all the work undertaken during SLH's time as CEO at SUBU. The Organisation had; consolidated itself; it had become Incorporated; a root and branch overhaul of processes and procedures had taken place; there had been an overhaul of its governance; Company Secretary.

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MJ added how impressive it was that SLH had managed this transformation in the face of covid, restructuring and redundancies. The Board owed SLH a huge vote of thanks. MJ observed that given the quality of the new Trustees on the Board, SUBU was in safe hands moving forward.

- 25.2 CD and the Officers thanked Sam for all the hard work undertaken over the past few years, and the outstanding stewardship of the Organisation during that time. SLH would be greatly missed, it had been a pleasure having SLH on the Board.
- 25.3 CC added that having been on the panel when SLH had been recruited and it had been wonderful working with SLH since. The Board had achieved a substantial amount during SLH's tenure, and a lot of that was down to SLH.
- 25.4 SLH expressed her sincere thanks to the Board and colleagues in their support throughout her time at SUBU. SLH added that it had been a privilege to lead SUBU for the past 4 plus years and she wished the organisation every success for the future.

The meeting closed at 12.53.