

**STUDENTS' UNION AT BOURNEMOUTH UNIVERSITY**  
**AUDIT AND RISK COMMITTEE MEETING**  
**TUESDAY 18<sup>TH</sup> OCTOBER 2016 | 1-2PM**  
**BU BOARD ROOM | TALBOT CAMPUS**  
**CONFIRMED MINUTES**



**PRESENT**

Alexis Drayson (AD) *Staff Trustee*  
Daniel Asaya (DA) *Sabbatical Trustee*  
Graham Briscoe (GB) *External Trustee – Chair*  
Ian Catley (IC) *External Trustee*  
Karen Churchill (KC) *Student Trustee*

**IN ATTENDANCE**

Alan James (AJ) *General Manager, Non-Trustee*  
Emma Bonell (EB) *minute taker, Non-Trustee*  
Sarah Newland (SN) *Finance Manager, Non-Trustee*

**APOLOGIES**

Mark Smith (MS) *Student Trustee*

**1. WELCOME**

GB welcomed all present to the meeting and welcomed the new members: DA and KC. EB noted that no apologies have been received but that MS was not present.

**2. CONFLICTS OF INTERESTS**

No conflicts of interests were declared. IC declared he is now a trustee of another charity (a community choir), but this role does not represent a conflict of interest.

**3. PREVIOUS MINUTES:**

**a) 17<sup>TH</sup> DECEMBER 2015**

Due to the meeting in May not being quorate, approval was carried forward to this meeting. All present approved.

**b) 5<sup>TH</sup> MAY 2016**

All present approved.

**4. MATTERS ARISING**

*SUB-COMMITTEE AGENDA SCHEDULE*

On the agenda today – item 8.

*ANNUAL SELF-ASSESSMENT FOR ARC*

GB suggested that this should happen at last ARC meeting of the academic year to allow it to then go to the appropriate Trustee Board Meeting with the Annual ARC Report for the Board.

There was a discussion about the Terms of Reference (ToR) for the ARC. It was requested that EB re-send the document to all new trustees.

**ACTION: EB to send ARC ToR to new Trustees.**

**5. OUTSTANDING ACTIONS SPREADSHEET**

*Not discussed; all actions to date are complete.*

**6. INTERNAL REVIEWS**

**a) GOVERNANCE REVIEW: NOTES FROM SESSION**

**b) GOVERNANCE REVIEW: ACTION PLAN UPDATE OCT 2016**

GB explained that the Governance Review took place in May and that he wasn't able to attend the last Trustee Board Meeting, when the Review was discussed. He expressed that he didn't think that the minutes were detailed enough for the discussion. He then asked AJ to explain the outstanding actions from the Action Plan.

Item 1: *"Define (re-define) the role of the board and ensure all trustees understand what they are there for and how the work they do contributes to the organisation..."*

AJ explained that there is a high turnover with Student Trustees and the Sabbatical Trustee due to the nature of Students' Unions. New Trustees are always invited to attend externally facilitated Trustee training in London, and AJ noted that the new Trustees attended this recently.

GB asked DA if the ARC presentation (that GB presented prior to this meeting) would be relevant for all new Trustees. DA and KC agreed it would be good for everyone to know the context of ARC to the Board. It was suggested that GB could slot this into the general Induction for the Student Trustees, which EB noted is scheduled for the beginning of the week of the next Trustee Board Meeting. It was confirmed from AJ and EB that the induction was a three hour session, which would include an hour about SUBU and an hour to how that translates into practicalities of the Board. The other hour is being planned.

**ACTION: AJ to liaise with GB to slot an intro to ARC into the Induction for new Trustees.**

Item 3: *"Appoint a Deputy Chair from the External trustees with a breadth of experience and the time to dedicate to coach the new Chair/President..."*

This item lies with the Board.

Item 5: *"The Chair, Deputy Chair and General Manager work on a revised agenda for board meetings to reflect the purpose of the board."*

The aim of this is to primarily reduce Trustee Board Meeting times. There was a discussion about how reports from Sabbs and staff members are presented – GB suggested that, as the reports are taken as read in the meeting, the Sabb/staff member provides a verbal update since the report was written, and to highlight three main points from the report to present to Board, along with any questions to the Board to seek any guidance that may be needed from them. He went on to add that those writing the reports should be aware that the trustees will have read the papers in advance of the meeting and therefore they should focus on certain aspects from within the report(s).

**ACTION: AJ to liaise with the contributors and highlight expectations.**

Item 6: *“Develop a balanced score card system as the basis for monitoring performance/progress in relation to the strategic plan...”*

This item is still work in progress.

Item 9: *“Build the trustee board as a team...”*

AJ noted that the day/half day team event would be towards the end of the academic year, to which GB appreciated that it is difficult within the environment of a Students’ Union, as there is such a high turnover of Student Trustees and Sabbatical Trustees. GB went on to highlight that he enjoys the SU environment and the developmental aspect that the students and sabbaticals gain from being part of a Trustee Board.

Item 10: *“Ensure that all trustees are able to contribute their skills/ knowledge/ experience...”*

AJ explained that Student Trustees are always welcome to discuss the papers with AJ and SN ahead of the meetings.

Item 12: *“Develop a small number of KPIs for the board itself e.g. attendance...”*

AJ asked GB his view on this item. GB noted that it should be something to fit in with the annual accounts. It was agreed for the item to be raised at the next Trustee Board Meeting.

**ACTION: EB to add item to agenda for next Trustee Board Meeting.**

#### 7. IMPORTANT DOCUMENTS AND THEIR LOCATIONS/ FIREPROOF SAFE

SN confirmed that following the discussion from a previous ARC meeting, she has looked into this matter, and she noted that she has not come across anything that needs to be kept in a fireproof safe. GB appreciated that document and noted that it is useful for an appendix within the Business Continuity Plan.

**ACTION: AJ/EB to add into the Business Continuity Plan as an appendix.**

GB noted that there are references within the document as SN and AJ having access to certain items, and suggested that it might be useful for someone additional to look at it, to which SN and AJ agreed and AJ noted that more info could therefore be added into the document, such as highlighting where exactly on the I-Drive documents the could be found.

AD noted that there are references to “AD” within the document, and asked for it to be made clearer that it refers to “Alan Dove”, as the initials could cause confusion, as they are the same as hers.

**ACTION: SN to amend the “AD” references in the document.**

GB suggested that the document comes to the ARC once a year to highlight new documents over the year; this was agreed by all present, and also for the Constitution and Bye-Laws to be added into the document. SN noted that it will be saved in Policies folder on the I:Drive for safekeeping.

**ACTION: SN to add the Constitution and Bye-Laws into the document.**

**ACTION: SN to save updated document in the Policies folder on the I:Drive.**

IC questioned if there is a hard copy of internet content. AJ and SN were both unsure, but they will enquire the process for website back up, should something happen to the server.

**ACTION: AJ/SN to enquire about the process for website back up.**

#### 8. AUDIT AND RISK AGENDA SCHEDULE

GB suggested that item 4b is changed to be presented at the October meeting for the Annual ARC Report.

**ACTION: SN to amend the schedule to reflect the change in date that item 4b is presented.**

It was queried why the Health and Safety Review was out of date, and why it is on this schedule. SN confirmed that it was previously with ARC but has since moved to Board. SN then checked the ToR; which clarified that the ARC should monitor the Health and Safety Report.

**ACTION: SN to change "Review" to "Report" and change the monitoring of it to ARC.**

#### 9. YEAR-END STATUTORY FINANCIAL AUDIT TIMETABLE

SN confirmed that the External Auditors are preparing their report and will be presenting it at the ARC meeting in November and the subsequent Trustee Board Meeting.

#### 10. BUSINESS CRITICAL RISK REGISTER

GB explained that this document is presented annually.

AJ highlighted page 6 (Financial Risk) that the 3 year financial arrangement with BU has reduced the likelihood of item 1. He went on to explain that he, SN and DA met with BU to voice concerns about funding considering that SUBU is in a better position, but BU confirmed that the grant won't be reduced.

AJ confirmed that he explained the reserves proposal to BU to cover the provision to HMRC VAT issue at Summer Ball (-£90k), and they were accepting of this.

IC noted catering competition with the Fusion Building. AJ noted that SN will present the figures at the Trustee Board Meeting in November, which will highlight how cautious we are being over our commercial projections for 2016/17.

AJ noted SUBU's increased participation with NUS, which then developed into a discussion about the need to maintain strong relationships with BU.

AJ commented that the noise issue with The Old Fire Station (TOFS), i.e. the complaints from the apartment block "ChocolateBox" behind the building, is still a prominent issue for SUBU. AJ confirmed that the smoking area has been reduced in size, which is where a lot of the noise comes from. He went on to note that he is very cautious about the issue as TOFS has conventionally been a high earner for SUBU.

AJ noted that the Summer Ball in the summer did not make as much money as previous years.

AJ asked GB whether the Action Plan should be taken straight to the Board. GB felt that if ARC is managing the risks then that should be of satisfaction to the Board, and therefore the Board don't need to see the Business Critical Risk Register more than once a year, at the same time that the budget is approved.

<b>ACTION:</b> EB to update the schedule to tune into June's Trustee Board Meetings.
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#### 11. FULL POLICIES AGENDA

AJ asked the Committee members for a discussion regarding whether the policies on the document should come to the Board (including via ARC) or remain operational and lie with SUBU to manage. It was agreed that the following changes will be proposed to the Board:

Complaints Policy & Procedure – change to **Operational/Executive Committee**

Data Protection Policy – change to **Operational/Executive Committee**

Minibus Policy – change to **Operational/Executive Committee**

Procurement – change to **Operational/Executive Committee**

Business Continuity Plan – change to **ARC**

Environmental Policy – change to **Operational/Executive Committee**

Human Resources Policy – change to **Operational/Executive Committee**

Maternity Benefits Scheme – change to **Operational/Executive Committee**

Travel – change to **ARC**

Frequency of reviews was also briefly discussed, but it was agreed that GB and AJ will liaise via a telephone conversation regarding this.

<b>ACTION:</b> AJ/GB to discuss Policy review frequencies via the telephone.
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#### 12. VAT UPDATE

SN updated the Committee that the new dates for the tribunal may be sometime between January – March 2017. She also confirmed that SUBU is in a no-win-no-fee arrangement and that it is capped at £5k.

IC questioned how many years does the 90K cover, to which SN confirmed 6 years. She also confirmed that the Summer Ball income is now put through the accounts of SUBU commercial subsidiary, Feelprime Ltd.

**13. ANY OTHER BUSINESS**

None

**14. DATES FOR NEXT MEETINGS**

The next ARC meeting is on 25<sup>th</sup> November.

The dates for April, September and November 2017 will be Doodle. AD requested that 3pm on a Friday is an option, and IC requested not a Tuesday or Thursday evening. It was agreed that a range of times will be put forward.

<b>ACTION:</b> EB to Doodle the 2017 ARC meeting dates
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GB thanked all present for attending the meeting.

**APPROVED:** \_\_\_\_\_

**DATE:** \_\_\_\_\_