



PRESENT

*Chris Buckley (CB) *External Trustee*
*Daniel Asaya (DA) *Sabbatical Trustee – Chair*
*Geneva Guerrieri (GG) *Student Trustee*
*Graham Briscoe (GB) *External Trustee*
*Karen Churchill (KC) *Student Trustee*
*Mark Smith (MS) *Student Trustee*
*Robert Garza (RG) *Student Trustee*
*Libby Howe (LH) *Student Trustee*
Sophie Nott (SN 2) *Staff Trustee*
Catriona Cannon (CC) *External Trustee*
Arthur Richier (AR) *Student Trustee*
Alexandra Czacu (AC) *Exec Committee Trustee*
Jenni Winter (JW) *External Trustee*
Devon Biddle (DB) *Student Trustee*
Martin James (MJ) *External Trustee*

*voting trustees at this meeting

APOLOGIES

Benjamin Jean-Jacque (BJJ) *Exec Committee Trustee*

IN ATTENDANCE

Alan James (AJ) *General Manager, non-trustee*
Sarah Newland (SN) *Finance Manager, non-trustee*
Debbie D'Silva (DD) *Minute Taker*
Gillie Lewis (GL) *Minute Taker*

PART ATTENDANCE (TO PRESENT THEIR REPORTS)

Alex Hancox (AH) *SU VP Education*
Alan Dove (AD) *Commercial Manger*
Lucy Filer (LF) *Filer Knapper*
Chris Ratcliffe (CR) *Filer Knapper*

NOT PRESENT

1. WELCOME /APOLOGIES

DA welcomed the Board and thanked everyone for attending.

2. APPOINTMENT OF NEW EXTERNAL TRUSTEES

New trustees have been recruited and their appointment will be ratified towards the end of this Board meeting.

3. DECLARATION OF CONFLICTS OF INTEREST

No conflicts reported.

4. CHAIR'S ACTIONS

DA stated that he had taken Chair's action to increase the number of executive committee trustees to two. This is permitted in the constitution subject to ratification by the Board.

The Chair's action was duly noted and ratified.

5. MINUTES OF PREVIOUS MINUTES FROM 20TH OCTOBER 2017

An amendment was noted to the effect that Ebony Harding's pronouns have changed.

The minutes were approved as an accurate record.

6. MATTERS ARISING

- 1) Sabbatical officer manifestos will be presented to the Board in the May/June Trustee Board.
- 2) AD will report on the current status of the GDPR project later in the agenda.
- 3) Declarations of Trustees interests were to be signed and returned to SN at the end of the meeting.
- 4) President's report aims to capture what the sabbatical officers have been working on. AJ commented that he will try to ensure that all trustees are made aware of SUBU operational events in the future.
- 5) There have been no changes to the constitution; however there have been many changes to the by-laws as a result of the sabbatical elections 2017.
- 6) Staff satisfaction survey, not done last year, but IIP awarded
- 7) There was an addendum regarding the National Minimum Wage and the Living Wage. SN clarified that we currently we pay national minimum wage in addition to the national living wage for over 25's. To pay the Living Wage (as per the Living Wage Foundation) to our student staff would cost SUBU over £120k.
AJ stated that SUBU would therefore, to maintain status quo, have to reduce services or increase prices to accommodate.
We feel that by being a very flexible employer around rosters and fitting in around academic work suits students and SUBU.

COMMITTEE AND TASK & FINISH GROUP UPDATES

7. The Unconfirmed minutes of the Audit and Risk Committee on 4th December 2017

The Unconfirmed minutes were presented to the Board.

As mentioned previously it was agreed that Filer Knapper be re-appointed as external auditors. Chris Ratcliffe was in attendance, as the new partner.

GB stated that the continuation of Filer Knapper as auditors would need to go to the AGM for member approval.

All board members noted the unconfirmed minutes

8. The Annual Audit & Risk Committee Report to the Trustee Board (incl. Self-Assessment) 2017

The Annual report of the Audit and Risk Committee was submitted.

It covered the work of the Committee throughout the year, the audit letter and summary, the terms of reference and a self-assessment review.

All present approved the report.

9. The Auditors Management Letter 2016/17

LF stated that the management letter is based on a sample basis, and highlights any management issues that arose during the external audit.

She was pleased to report that no new issues had been found and issues from last year had been resolved.

DA remarked that the “Dear Sirs” salutation should be amended on the letter by Filer Knapper.

All present noted and accepted the report.

10. The Audited Accounts & Trustees' Report 2016/17

GB stated that the Annual accounts are a legal document.

The first part, *the Annual Report*, describes the work of the Charity for the last 12 months, and it follows a specified layout.

The format had been attempted recently to be more marketing based, rather than the figures. AJ admitted that he was keen to use an ‘infographic’ style rather than the more formal format, but this report has moved back to the more original style on the basis of advice from Graham and the need to comply with SORP (Statement of Recommended Practise) guidance.

The Trustee’s report included with the Audited Accounts was approved by all.

The Audited Accounts

LF talked through the figures presented and concluded that it had been a satisfactory year in all. The Accounts show both Feelprime Ltd and SUBU, as legally they need to be separate figures, even though they become consolidated for the purpose of the reports.

LF spoke about the current pension liabilities, the deficit and the future payment plan.

AR asked about any other long term liabilities, LF clarified

GB stated that although we look for a clean sheet for accounting, all it requires is for government to approve to allow these deficit figures to be cleared.

The Board were reminded that trustees should not be in receipt of any benefit. Trustees in receipt of a salary from SUBU eg DA and SN2 will be listed in the report.

GG asked whether that included students working part time whilst acting as student trustees?

AJ stated they will be included in next year's figures.(ie for 17/18)
SN confirmed that they are shown in the figures, under the heading salaries.

The Board approved the Audited Accounts and Trustees' report. They will subsequently need to be presented at the AGM (Annual General Meeting).

11 The Auditor's Letter of Representation 2017

It was stated that the 'Letter of representation' confirmed from Trustees to the Auditors that there was no outstanding information or withholding of information on our part.

All present approved the report.

12 Auditor's Ethical Considerations

The Auditors need to set in writing their approach to auditing our financial statements in accordance with the Auditing Ethical Standards. The Auditors need to be independent. As Filer Knapper have been our auditors for a long time there must be additional procedures in place to ensure that there is no conflict, and the change of partner to Chris Ratcliffe next year will ensure this.

SN thanked LF and looked forward to working with Chris

Board noted the Ethical Considerations and approved them.

GB commented to student trustees that they should remember that they are Trustees of a £4m charity which would be something to mention on their CV's.

<LF and CR> leave

13. MANAGEMENT ACCOUNTS

SN highlighted the main points and reviewed the figures up to the end of December, SN explained how the spreadsheet featured the approved budgets and the projections for next year. Pension figures are included with the staff costs, as discussed earlier. KC enquired about the VAT reserves and the outcome of the VAT Tribunal. DA queried about budgets for liberation campaigns and SN stated that they had been increased.

AR enquired about the block grant and when we would renegotiate the figure for next year. SN confirmed that it would be soon.

The Board noted and approved.

14. VAT TRIBUNAL

SN reported on the HMRC tribunal that she, AJ and AD had attended, regarding the VAT on the Fundraising Summer Ball and its VAT status.

SN stated that there was no conclusion at present.

AJ commented that if the outcome is negative we may need to come to the Board to seek guidance as to whether we continue with the matter.

In response to KC, SN believed that the decision hinged on the view as to whether the Summer Ball was competition with other local businesses. A provision in the accounts had been made. .

SN stated that sometimes these things take ten years for a decision. She noted that by that reckoning we are about halfway through the process, so continue to put funds into reserves just in case we do not get the outcome that we anticipate.

<AH ENTERS>

15. REPORT FROM VP EDUCATION

AH talked through the work that he's done throughout the year. He highlighted his work with CEL (the Centre of Excellence and Learning); how he is working towards removing single use plastic from campus; and improving participation and student retention.

AC wondered whether the small percentage of unengaged (ie untrained) reps is active in the student community.

SN2 explained the current rep system training. SUBU is aware of untrained reps and is putting a process in place to rectify this.

AC On the subject of the 'Your Brilliant' Awards wondered whether students could also be recognised.

SN2 reported that there had been a trial on that named 'SUBU stars'. However it proved hard to manage.

CB This is something to discuss in the next meeting.

JW asked as to whether as an external trustee, they can act as mentors, to increase their participation and involvement.

AJ remarked that this was a great idea. We would need to figure out how this could happen.

SN Suggested a task and finishing group could look into it.

MS suggested that maybe the Student rep percentage of those not engaged, were made up of 2nd years assuming no need to retrain- SN2 confirmed that this isn't the case.

GG brought up the ongoing issue of University printing believing that students want free printing. She wondered whether online assignment submission could be an alternative. Or set printer credit? She wondered whether the provision of a free printer would conflict with SUBU's green ethic.

AH This resonates with my original manifesto, most assignments are online submission, low

level print is free, currently looking at other Universities' approach. Trial of free printing will be in place for the next 2 years.

CC wondered why BU didn't achieve gold in the TEF award?

AH stated that BU got silver. It was noted that AUB achieved gold.

MJ commented about the continuing work required to achieve work to achieve 'gold'.

Action: Agenda item for next meeting – SUBU stars

16. PRESIDENTS REPORT

DA reported on the highlights including BME awards, LGBTQ+ history month and Pride.

He noted that he was currently preparing for the elections and mentioned the improvement to the elections via the amended bye laws

There was already a positive engagement for these elections, the highest ever, with the change of structure in the Executive Committee being cited as a contributory factor.

SN commented that the new SUBU building certainly helps our campus presence and increased interest in SUBU.

GG mentioned that Charlie's contribution to the report (VP Welfare) seems to be misrepresented. All agreed that this isn't the case and she has been very active. In the end it was clarified that a mistake in the formatting made it appear so, but once the numbering system was understood Charlie's report in full was noted.

RG questioned how the Exec Committee was composed, and how individuals were nominated? DA & AJ clarified the elected process.

17. GENERAL MANAGERS' REPORT

AJ delivered his report, noting that when he sat on an Accommodation Steering Group Committee, he was keen to make sure that BU recognised the consequences of raising rent prices. Accommodation charges often take some students' entire maintenance loan. Last year's elections were challenging, and there had been many amendments to the Bye laws as a result.

AJ also mentioned that he was keen to regularly remind BU that they needed to enable BTEC students to adjust to studying at University, something that may be less necessary for A level students.

GG wondered how SUBU is supporting BTEC students? What is our student rep system and research through SiMon doing?

AJ Alex H is working on the attainment gap, and is quite right to address the concern. Based on a comment from GG he felt that SUBU needed to tap into the resource of PAL leaders.

GG suggested the need for work to be done with the VP Education to guide PAL leaders.

JW enquired about partnership colleges?

AJ noted that the current arrangements are Wiltshire College aka Salisbury-HSS off campus provision at Salisbury, Portsmouth and Yeovil, where Helen Norse acts as SUBU staff member on a very part time basis.

KS stated that Helen was good for support,

<BREAK>

18. STRATEGIC PLANS

VISION AND STRATEGIC PLAN UPDATE

AJ advised of the forthcoming vision sessions held in week commencing 9th April, invitation will be extended to all trustees to attend.

19. SUBU ANNUAL TARGET / KPI PROGRESS REPORT

AJ went through the items set out in the provided working document; he has always used the balance score card approach to his role.

He noted that a large part of his role is about the development and maintenance of the SUBU culture.

POLICY REVIEW

20. HEALTH & SAFETY POLICY REVIEW

SUBU reviewed the policy after a BU Health and Safety audit a couple of years ago. DD was employed (2 days per week post maternity) to support our Health and Safety work
AC Noted the change in terms for vulnerable people, which DD clarified
CC asked about the safeguarding aspects, Risk Assessments were mentioned, JW highlighted radicalisation as a new agenda in some organisations.
DA advised of the 'Prevent' agenda that BU promotes, and that there is a staff training module available.

All present approved policy

21. OTHER ITEMS

ELECTION REPORT

AJ reported the lengthy changes in the by-laws. In November 2017 these had stalled, however Exec gave overall authority on the basis of delegated authority to permit us to run the part time elections.

It was noted that the appeal process was now moved to an external party and not as previously to the Executive Committee which was one of the fundamental problems from last year.

22. GPDR REPORT

<AD enters>

AD provided an update on the action plan. The data sharing has gone okay, although BU has had a few issues over sensitive information and we have sought guidance from NUS.

We are working to a completion deadline of May 2018.

There is some general housekeeping in areas such as recruitment, as different departments have

different levels of sensitive data

KC asked about training for GPDR

SN confirmed that BU provided an online training module for staff members to complete.

Conversation follows regarding Clubs & Societies and the collection and use of data from student sign ups.

AD commented that although personal data can be identifiable, it is not necessarily sensitive so each department needed to take an appropriate approach

CB commented about the mechanics of deletion of information, and the use of cookies

AD was working with BU and there are procedures in place to remove information, SUBU's website provider is due to be changed in September, as it is the website server which uses the cookies, and not us, there is no policy in place.

He is continuing to look into best practice for the privacy statement moving forward. MSL is going to be the new website provider

JW asked about timeline and if we were confident that all will be completed, AD stated that he was confident.

<RG leaves>

<AD leaves>

23. BY-LAWS: ELECTIONS

The status of the new trustees and their voting was queried, GB stated that the new trustees were not in place until their appointments were ratified by the Board

CB clarified the reasons as to why this process needed to happen. He suggested leaving the appointment until the end of the meeting.

Although the new trustees were not eligible to vote, the material should be heard by everyone.

AJ stated that the current board approved the amendments to the by-laws, which had already been approved by the executive committee.

In the process of improving the by-laws for this year our solicitors had determined that there should be terms of reference provided along with guidelines to the Trustee Board, especially in the need for them to form a Trustee Board Elections Committee.

KC questioned whether there was a conflict of interest regarding President and the Chair position under Section 5

AJ stated that when elected officers sat on the board, it could provide a conflict, about which we naturally needed to be careful.

CB Under section 70, the Trustee Board is required to act if an action works against the charity as stated in the Education Act 1994, in this case it is to ensure 'fair and appropriate' elections.

AJ requested approval for the Terms of Reference and Guidelines. They were duly approved by the Board.

Exec committee

AJ stated that a decision had been made around options regarding the RO (Returning Officer) and DRO (Deputy Returning Officer). The (C)RO was traditionally the President.

After being offered alternatives the Executive Committee voted that the RO should be external, and one DRO should be a sabbatical officer.

After the deadline AJ had given to the Executive, some exec members had now turned against this ruling, so he felt that the Board needed to discuss this under section 70 or should recommend whether it should be taken back to the executive committee?

CB clarified that the point of getting new trustees involved is that prior to last year we have never needed to exercise this provision (s70) before. He asked whether it was tenable for a Sabbatical officer to take these roles or should we look to change these roles to be Non-sabbatical.

GG stated that the roles should be completely neutral, in the interest of the Union, so there's no potential conflict. The roles should be more in the mentoring and providing guidance and assistance for candidates.

CB stated that a vote was required: Should the Board exercise rights to use section 70 with a view to overturning the executive committee decision, and thus for staff members to run the election. The NUS RO was nominated by AJ, it could be anyone, but it needed the valuable experience that NUS could provide and DROs will be SUBU staff members, with an independent adjudicator in place to deal with any future potential complaint.

The Board voted to overturn the Executive decision to have a sabb DRO.

With regards to the ratification of new Trustee Board Members (the new members were asked to leave room)

The appointment of the new Trustee Board members was completed

GB stated that he expected a board member to join the Audit and Risk Committee as he was currently the Chair.

CB mentioned that there was a requirement for there to be a Chair of ARC committee and a Deputy Chair of the Board required. He recommended that any interested trustees should contact the Chair (DA).

GB reminded the Board that there was an ARC meeting on Friday 16th March and that any trustee members can participate

24. SUBU IN THE PRESS

Items noted.

25. ANY OTHER BUSINESS

It was remarked that this was the last meeting for GB and CB.

They were both given thanks from the Board for their experience and passion.

DA thought it would be nice to create a face book page for the trustee members

Thanks to all

<End>

Dates for next meetings and SUBU events

Trustee Board Meetings:

20th April 2018 - *time and location TBC*

6th June 2018 - *time and location TBC*

2nd November 2018 - *time and location TBC*

Audit and Risk Committee Meetings:

16th March - *SC504, Student Centre, Talbot Campus*

5th October 2018 - *time and location TBC*

23rd November 2018 - *time and location TBC*