

**STUDENTS' UNION AT BOURNEMOUTH
UNIVERSITY**
TRUSTEE BOARD MEETING| [29 April 2020]
[13:00PM]| [via Microsoft Teams]
CONFIRMED MINUTES



**STUDENTS' UNION
AT BOURNEMOUTH
UNIVERSITY**

PRESENT

Adeyinka Balogun(AB) Chair
Martin James (MJ) Lay Trustee
Louise Facer (LF)– Student Trustee
Abidemi Abiodun (AA) Sabbatical Trustee
Joanna Ann (JA) Sabbatical Trustee
Sophie Nott (SNo) Staff Trustee
Olu Baptist (OB) Lay Trustee
Mark Stephenson (MS) Student Trustee
Calvin Mackenzie (CM) Exec Student Trustee
Jenni Winter-Leach (JWL) Lay Trustee

APOLOGIES

Catriona Cannon (CC) Lay Trustee

IN ATTENDANCE

Samantha Leahy-Harland (SLH) Chief Executive

PART ATTENDANCE (TO PRESENT THEIR REPORTS)

Sarah Newland (SN) Accounts Manager

ABSENT

Imuetinya Giwa-Osagie (IG) Student Trustee
Lea Ediale (LE) Sabbatical Trustee
Lenrick Greaves (LG) Sabbatical Trustee
Stephanie Njoaguani (SNj) Student Trustee

1. Welcome/Apologies

- 1.1. The Chair extended a formal welcome to all Board members present.
- 1.2. Apologies were received from CC. Part attendance was noted for CM.
- 1.3. The Board was reminded of its confirmation to implement the operational recommendations of the Democracy and Governance Review and therefore SUBU staff would be invited to present on their items only. SN would consequently join later in the meeting.

2. Declaration of Conflicts of interest

- 2.1. None received

3. Notice of Intentions

- 3.1. The Chair invited members to declare intentions regarding their continuing membership of the Trustee Board for 20/21.To note:

Name of Trustee	Intention to continue	Discontinue (End of term)
Adeyinka Balogun		Yes

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Martin James	Yes	
Louise Facer	Yes	
Sophie Nott		Yes
Olu Baptist	Yes	
Mark Stephenson	Yes	
Calvin Mackenzie		Yes
Jenni Winter-Leach	Yes	
Imuetinya Giwa-Osagie		Yes
Lea Ediale		Yes
Lenrick Greaves		Yes
Stephanie Njoaguani		Yes
Catriona Cannon	Yes	
Sarah Lawrence		Yes
Joanna Ann		Yes
Abidemi Abiodun		Yes

Action: SLH to confirm the status for IG, SNj and CC

- 3.2. The Board noted that at the request of BU, and as a condition to the changes to the Articles, an additional lay trustee will need to be recruited.

Action: SLH - to develop a skills audit to facilitate the recruitment process

4. Chair’s Report and Actions – (Verbal update)

- 4.1. Chair’s Report, for noting. Key points noted by the Board:
- The Full-Time Officer Elections – summary paper on outcomes of March elections is on agenda for later in the meeting.
 - The furloughing arrangements for SUBU and Student staff
 - The CEO Development Plan – time will be set aside at the end of the meeting to update on this.
 - Chair reported on the decision by BU to reimburse student accommodation fees for Term 3, 2019/20.

4.2. Chair’s Action, for Decision

- 4.2.1. Audited Accounts (16 March 2020): Filer Knapper were asked to amend the VAT catering provision by Neil Owen (VAT Consultant). The Board were informed that the VAT provision was fully disclosed in the narrative.

4.2.2. Board confirmed Chair’s Action on Audited Accounts.

4.2.3. Incorporation and Articles

- Chair reported on the outcome of a discussion with Deborah Wakely (Clerk to the BU Board) held on 10 March which included BU

requirement for quoracy for the Trustee Board to be 6, with three Lay Trustees.

- The approval to use the Bournemouth University's name for the new company was agreed on the basis that assurances would be provided to BU Board on 1 May that the Trustee Board intend to appoint a Board Clerk and Company Secretary to the new organisation.

4.2.4. Board confirmed Chair's Action on Incorporation.

5. Minutes of the last meeting (27 February 2020)

5.1. Board approved the minutes

6. Matters arising and Action Log, for noting

6.1. Action Log. Key Points noted by the Board:

- Items 95 (Democracy Action Plan) and 96 and 98 (Democracy and Governance Review). Both items have been delayed due to the Covid-19 pandemic and an update would be provided at the June Board meeting.

Action: SLH - To revert to the June Board

- Item 81- CEO developmental Plan – an update will be provided later in the agenda.
- Item 83 (Management Accounts) – to be noted as complete.
- Items 28, 35, 84 and 89 – on hold. These items have been impacted by the current circumstances and will potentially evolve during ongoing discussions relating to management accounts and the developing commercial strategy.

7. ARC (6 March 2020) – unconfirmed minutes, for approval

- 7.1. A correction to min 9.1: Bates Wells **has not** been appointed solicitors – they provided advice to NUS.
- 7.2. The Board noted that this set of minutes has been superseded by current developments.
- 7.3. ARC recommend that the Trustee Board adopt the NUS Code of Governance.

Action: SLH – to circulate the NUS Code of Governance to the Board. Item to revert to June Board for approval

7.4. The Audit timetable is to be forwarded to the auditors.

Action: SN to forward audit timetable

7.5. Board approved the minutes.

8. HR Subcommittee (20 March 2020) – unconfirmed minutes, for approval

8.1. Board approved the minutes.

9. Chief Executive’s Report March 2020 (*Paper ref:9_29420_3*), for noting

9.1. Key points noted by the Board:

- CEO objectives remained unchanged from January Trustee Board.
- HR stocktake – this programme of work was reviewed by the HR sub-committee on 20 March for financial viability. The area of work was assessed as still being a priority.

Action: SLH to update the Board on the HR programme of work at the June Board.

10. Strategic Plan update – April 2020 (*Paper ref:10_29420_3*), for noting

10.1. The Board noted SUBU’s Strategic Plan update.

Action: SLH to update the Board on the revised timetable at the June meeting

11. FTO Election Report (*Paper ref:11_29420_3*), for approval

11.1. Key points noted by the Board:

- This was a fair and robust election, ratified by the external adjudicators
- Mobile phone usage and associated problems. Allegations of misuse were difficult to prove and investigate. The report identified the possibility of a ban on this mode of voting and a return to physical voting booths on campus to improve fairness and transparency.

Action: SLH - This item to be revisited by the Board next year.

- The Board queried SUBU’s ambition concerning elections and the need to increase student participation. The question was raised in relation to the possibility of developing a specific target which could see the organisation position itself as a leading Union regarding student election participation.

Action: SLH to work with the Democracy and Campaigns Team on this recommendation for 20/21.

11.2. Board approved the FTO Election Report

12. Incorporation Update (Paper ref:12_29420_3), for approval; and next steps

- 12.1. The Trustees of SUBU, having decided to incorporate, have agreed that a company (the "New Charity") should be set up to receive the assets, activities and liabilities of the Unincorporated Charity.
- 12.2. Timing: It was noted that the target incorporation date is 30 August 2020. This is the last date on which incorporation should take place if the general easement is to apply to manage the pensions liabilities (according to the timetable prepared by the Student Union Superannuation Scheme ("SUSS")). Being able to incorporate on that date depends on everything being lined up in time. This includes some elements (such as Charity Commission consents) which are outside the control of either the Unincorporated Charity or Wrigleys Solicitors LLP. If the target incorporation date is missed the general easement route may not be available to the Unincorporated Charity to manage the statutory debt in respect of the SUSS that will otherwise trigger on incorporation.
- 12.3. Transfer agreement: It was also noted that the incorporation would be affected by way of transfer agreement ("Transfer Agreement") signed by two trustees on behalf of the Unincorporated Charity and one trustee in the presence of an adult independent witness on behalf of the New Charity.
- 12.4. Other documents: There would also be other documents to sign, including:
 - 12.4.1. Deed of Admission between (1) National Union of Students (United Kingdom); (2) Ross Trustees Service Limited; (3) the Unincorporated Charity; and (4) the New Charity.
 - 12.4.2. A letter from the Unincorporated Charity to the trustees of the SUSS providing certain warranties (the "Warranties Letter"); and
 - 12.4.3. Various letters and notifications detailed in the SUSS Incorporation Guidance.
 - 12.4.4. (together the "Pensions Documents") which are intended to give effect to the general easement under the Occupational Pension Schemes (Employer Debt) Regulations 2005. Where the general easement applies, the incorporation will not give rise to an employment cessation event in respect of the SUSS meaning no statutory debt will trigger.
- 12.5. Signing the documents: It was further noted that the most efficient way of dealing with these documents was to authorise any two trustees to agree and sign the document.
- 12.6. It was noted that the Pensions Documents would be in the form required by SUSS, and that no amendments should be made to any of the Documents without first speaking to Wrigleys Solicitors LLP.
- 12.7. Subject to obtaining any necessary consent from the Charity Commission, IT WAS RESOLVED:

- 12.7.1. That it was in the best interests of the Unincorporated Charity and in furtherance of the Unincorporated Charity's objects to: incorporate (the "Incorporation") by transferring the Unincorporated Charity's assets, activities, contracts, employees, etc to the New Charity.
- 12.7.2. That, pursuant to section 333 of the Charities Act 2011, any two trustees (as required by the relevant documents) be and hereby are authorised to approve the Pensions Documents and sign, execute and deliver any documents which are necessary or expedient to effect the Incorporation and are hereby authorised to make or approve such amendments as they see fit to any documents (including but not limited to the Documents) prior to such signature or execution, and to do whatever additional acts or things they may deem appropriate and expedient in relation to the Incorporation, including (but not limited to) giving the warranties to SUSS set out in the Warranties Letter.
- 12.7.3. While any two Trustees of SUBU were authorised to sign the Pensions documents on behalf of the board it was expected that this would be done by Olu Baptist and Jenni Winter-Leach.
- 12.7.4. **Board approved the above.**

12.8. Incorporation Update, for noting and approval

- 12.8.1. Key Points noted by the Board:
 - 1st stage: endorsed for approval at BU Audit and Risk Group (20 March)
 - 2nd stage: approval of new Articles. BU Board (1 May)
 - 3rd Stage: Student approval. SUBU have been conducting an on-line Referenda on Incorporation. The By-laws mandate an online quoracy set at 641 votes. Due to the unprecedented situation some small prizes have been offered to provide incentivisation to vote. This is common practice across the sector.
 - As of 28 April 2020, 504 votes had been cast and of those 91% were in favour of incorporation. The Referenda will remain open to 8 May.
- 12.8.2. If quoracy is not satisfied there are two options available:
 - To seek approval for incorporation at the online AGM in May.
 - Due to the unique circumstances presented by the Covid-19 crisis the Board could consider reducing the 5% quoracy requirement, overriding the By-laws.
- 12.8.3. The Board agreed that the current situation justified the implementation of either option. It was noted that the current votes cast had already achieved considerably more than the 50% approval requirement.
- 12.8.4. **Board approved the above.**

12.9. The Board noted the new company name, 'Students Union at BU', would be registered with Company's House. Subject to BU approval, the initials BU would be replaced in due course with 'Bournemouth University'. Martin James, Catriona Cannon and Naomie Musau (SU President-elect) had agreed to be the three founding members required for the initial company set up.

13. Management Accounts (*Paper ref: 13_29420_3*), for noting

13.1. Key Points noted by the Board:

- The financial challenges associated with Covid-19 were discussed fully, including a summary of actions to date, alongside potential next steps and mitigating actions.

13.2. The Board agreed to set up a Covid-19 /Pandemic Steering group to undertake specific tasks. These would include: the examination of financial modelling; scenario development; action plans, modelling business critical activities; event de-prioritisation; examination of the pandemic impact on staffing/structures; providing guidance and advice to the Trustee Board on key decisions. Group membership was agreed as: OB, MS, LF, MS, AB (Chair) and CEO, with other senior staff in attendance as required.

Action: SLH to develop Terms of Reference and provide a full update to the June Board
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14. Covid- 19 Update (*Paper ref: 14_29420_3*), for noting.

14.1. Key Points noted by the Board:

- Furlough arrangements has been driven by the financial impact of the current crisis, and the scheme would be maximised where possible whilst balancing delivery of the charity's core purpose.
- Furloughing was on a rota basis ensuring that a level of service was being maintained to students in each student facing SUBU department.
- MS and OB noted that diversifying SUBU income streams should be examined as part of a commercial strategy. This could help mitigate against financial dependence on any one area. This would be considered as part of the new Covid-19 Trustee Steering Group.

15. Risk Register (*Paper ref: 16_29420_3*), for noting

15.1. SLH introduced the revised risk register which included a specific Covid-19 analysis of strategic risks and issues - Appendix A. These were reviewed by the Board and noted.

16. Draft Agenda for the next meeting

- 16.1. Based on the rapidly changing situation, SLH would issue a draft agenda in due course with a focus on Finance and Incorporation.

17. AOB

- 17.1. Meeting date setting

Action: Board will review the proposed calendar dates and update SLH on availability

17.2. AGM proposal (*Paper ref: 17_29420_3*), for Decision

- 17.2.1. The board resolve that holding a general meeting is in the best interest of the Charity and that the measures they are taking to do so should not set a precedent for the future. The decisions that they make are considered reasonable given the need to gain the opinion and agreement of their student members while not creating a public health danger during the Covid-19 Pandemic.
- 17.2.2. The board resolve that the General Meeting may be held remotely and at more than 3 locations can be linked by video conference to do so.
- 17.2.3. The board resolve that rather than attend in person that students can indicate whether they would like to vote for or against any motion by submitting their vote via email to the Union. Emails must be received not less than 23 hours before the meeting is due to be held.
- 17.2.4. The board resolve for the quorum of the meeting to be reduced to 50 members present or having submitted votes in advance of the meeting. Should that quorum not be present after 5 minutes from the start of the meeting the members present shall vote on whether to proceed requiring a 50% majority to continue.
- 17.2.5. The board resolve for the general meeting to be called for Tuesday 19th May 2020 at 2pm.
- 17.2.6. The board resolve for the Trustees of the Union, especially the officer, student and executive trustees, to promote attendance at this meeting or to submit votes for the motions to the Union before 3pm on Monday 18th May 2020.
- 17.2.7. The board resolve for the President of the Trustee Board to set the agenda of the General Meeting with advice from the democracy team and answer any questions about the activity of the board since the last meeting.

17.2.8. Board Approved the AGM proposal for 19/20.