

# TRUSTEE BOARD MEETING | [THURSDAY 27<sup>TH</sup> FEBRUARY 2020]

CONFIRMED MINUTES

STUDENTS' UNION AT BOURNEMOUTH UNIVERSITY  
TRUSTEE BOARD MEETING | [27<sup>TH</sup> FEBRUARY 2020]  
[13:45PM] | [F301] | [TALBOT CAMPUS]  
CONFIRMED MINUTES



**STUDENTS' UNION  
AT BOURNEMOUTH  
UNIVERSITY**

## PRESENT

*Adeyinka Balogun (AB) Chair*  
*Martin James (MJ) External Trustee*  
*Louise Facer (LF) – Student Trustee*  
*Abidemi Abiodun (AA) Sabbatical Trustee*  
*Joanna Ann (JA) Sabbatical Trustee*  
*Lea Ediale (LE) Sabbatical Trustee*  
*Lenrick Greaves (LG) Sabbatical Trustee*  
*Sophie Nott (SNo) Staff Trustee*  
*Olu Baptist (OB) External Trustee*  
*Mark Stephenson (MS) Student Trustee*  
*Imuetinya Giwa-Osagie (IG) Student Trustee*

## APOLOGIES

*Jenni Winter (JW) External Trustee*  
*Catriona Cannon (CC) External Trustee*  
*Calvin Mackenzie (CM) Exec Student Trustee*  
*Sarah Lawrence (SL) Exec Student Trustee*  
*Stephanie Njoaguani (SNj) Student Trustee*

## IN ATTENDANCE

*Samantha Leahy-Harland (SLH) Chief Executive*  
*Debbie D'Silva (DD) Minute Taker*  
*Nick Smith – Nick Smith Consulting*

## PART ATTENDANCE (TO PRESENT THEIR REPORTS)

*Sarah Newland (SN) Accounts Manager*  
*Irfan Zaman (IZ) Head of Student Engagement*

## **1 Formal Welcome / Minutes and Actions from the Last meeting Held 22<sup>nd</sup> January 2020**

- 1.1 Apologies received from JW, CC, CM, SL, SNj
- 1.2 Formal welcome extended to all new Trustees by Chair.
- 1.3 Formal welcome to Irfan Zaman, Head of Student Engagement who will present Item 2 - Governance & Democracy Action Plan
- 1.4 Formal introduction to Nick Smith (NS) – Nick Smith Consulting, who is conducting SUBU's Governance and Democracy Review. NS is attending to present papers Items 3 & 4 and to facilitate the Trustee only session at the end of the session.
- 1.5 Minutes of the previous meeting held on 22<sup>nd</sup> January 2020, were approved by all present.
- 1.6 AB provided an update for the progress of the outstanding items.
  - Item 81 - SLH /AB to develop a performance and professional development review process for the CEO to be agreed at the next TBM. This will be brought to the April TBM
  - Item 85 - Revised version of the Risk Register to be completed and forward to next TBM following its review during March ARC meeting. This is on the March ARC agenda.
  - Item 92 - SLH to contact TBM members offline regarding appointing a Chair for the Human Resources Sub-Committee. We have contacted JW and can confirm that the Next HR Sub-committee meeting is scheduled in March; details will be forwarded in due course.

ACTION: DD to forward HR Sub-committee meeting details to Trustees when confirmed.

ACTION: DD to update action log and liaise with relevant staff members to complete actions.

- 1.7 **Chair's Action** - AB confirms that at the suggestion of SLH he forwarded a copy of the Final Report on Democracy & Governance Report (Item 3) with the new proposed articles to the BU Legal Team. This was to allow them opportunity to review them from a legal perspective and add their initial input.
- 1.8 Board accepted Chairs Action.

## **2. Democracy Action Plan**

- 2.1 IZ provided a brief background to the reasoning behind report and the subsequent the action plan. He continues to identify the main 3 key themes and recurring challenges:
- Policy
  - Evidence Based Decision Making
  - Core Engagement
- 2.2 He then provided an opportunity for the Board to ask questions.
- 2.3 LF questioned if any recommendations had not been implemented. IZ confirms that there has only been one area that they suggested was not implemented and this was to use a “workshop” model to help create policy. It was felt that using the model identified in recommendation 504, would be a risk as it is removing the debate element that students value so much.
- 2.4 NS was invited to clarify the recommendation and the implications. He noted that his proposals were just that, proposals and the Trustees could choose which to take forward. On the issue of 504 he suggested that SUBU trials workshop based policy creation as it could not be evaluated without being attempted.
- 2.6 AB highlights Action 2 (Recommendation 510) requesting more clarification.

ACTION: IZ to add notes on Recommendation 510 – Action 2 to make the description clear.

- 2.7 Action 13: There is a reoccurring theme about evidence based feedback from Simon (SUBU's online feedback collection tool) and that the University did not feel they were getting the feedback that it expects. So IZ confirms that he intends to evaluate this further to ensure that this improved.
- 2.8 OB questions how much of the Action plan was done in isolation. Tasks require ownership, to ensure that this is delivered; looking at the timeframe the Board requires a final date, rather than timeframe. IZ confirmed that a range of individuals were consulted and that it wasn't done in isolation and it is an expected September implementation.
- 2.9 The board decided to proceed with the work outlined in this paper but that further feedback on 510 was needed.

ACTION: SLH /IZ to continue work on the Democracy Action Plan, noting the priorities, the owners, and to finalise remaining details and to bring to April TBM

<IZ leaves>

### **3. Final Report on Democracy & Governance Review**

3.1 NS thanks all involved in their input and effort to assist in the production of his report.

3.2 He highlights the objectives for this paper is to focus on section 700 onward, the proposals, and to work through the recommendations noting those that we should implement.

- 701 - CONSTITUTIONAL - changes to the constitution and By-laws - Approved

OB questioned when these changed would take effect. NS confirms that all the constitutional changes for the incorporation process will take place together with a completion due date of Mid-August.

- 702 & 708 – OPERATIONAL - training and support – Approved

MJ recommends that in light of SLH being delegated the majority of the actions that she produce a paper to outline a timeline of the owners of the delegated tasks with a timeline for completion, which can be submitted to the Trustees, to ensure that the CEO has sufficient resources and support to complete.

ACTION: SLH to complete an Action plan / Timeline for Democracy Proposals

- 703 – OPERATIONAL – scheduling of meetings and items of business – Approved
- 704 – OPERATIONAL – sub-committee membership – Second Item -Approved

NS noted there a duplication of item number to be amended.

ACTION: NS to amend numbering for second entry.

- 705 & 706 – OPERATIONAL – good practice in paper preparation – Approved
- 707 – OPERATIONAL – support and training and/or additional resource to act as Clerk to the Board – Approved, noting that there were a number of possible options to increase Board Support.

ACTION: SLH development proposal/ options regarding capacity and capability and resources to bring back to TBM

- 709 – OPERATIONAL – SU good governance guide - Approved
- 710 – OPERATIONAL – BSM minutes and policies – Approved
- 711 – OPERATIONAL - complaints policy – this touches on the HR work but will need to be included in a review of constitution and by-laws - Approved
- 712 - CONSTITUTIONAL AND OPERATIONAL - Approved

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MJ wanted reassurance that following this observation will reduce the risk of a repeat of the issue that occurred a few years previously.

- 713 – OPERATIONAL – proposal to be brought to April TBM – Approved
- 714 – OPERATIONAL - role of TB and communication to stakeholders – Approved
- 715 & 712 - CONSTITUTIONAL (byelaws) AND OPERATIONAL - Approved

OB mentioned finance / delegation of authority matrix, SLH confirms that this has been produced and will be forwarded at the March ARC meeting.

- 716 & 719 – OPERATIONAL – presidents report – we have incorporated this into the current BU board and will enhance this in future; create more independent opportunities for SUBU Board and BU to meet - Approved
- 717 – OPERATIONAL – BU meeting attendance and full time officer induction and training – both of these we are already looking at - Approved
- 718 – OPERATIONAL – this is a matter for BU, but appropriate lobbying will be done by Sam and Ade

NS clarified that at present in the Code of Practice there is an “Opt Out” function rather than the usual “Opt In”. MJ noted that there are a number of issues that need to be discussed with BU formally which this should be added.

ACTION: AB and SLH to liaise with BU about the several items noted and to report back to the Board at next TBM.

- 3.3 AB requested approval from the Board to circulate the Democracy and Governance Final Report to SUBU staff and BU OVC key staff - Approved

#### 4. New Articles

- 4.1 Welcome extended to Sarah Newland, who had been invited to provide finance and due diligence perspective.
- 4.2 NS drafted a set of articles of association based on the NUS model which have been sent to Wrigley's LLP Lawyers for review and then as a Board we will work through the comments or any questions regarding the draft articles.
- 401 Article 7.24 the percentage of students required to change articles currently stands at 75% - Recommendation to set at 66% - Approved
  - 402 Article 24.2 and 26.2 Recommendation to increase from 25 to 100 people for a call of no confidence - Approved
  - 403 Article 27.2 Recommendation to remove ability to replace a Sabbatical officer during the academic year. After significant debate the *majority accepts option 2 (the ability to replace an officer within the academic year) providing there is additional information in By-laws on the implications. The lawyers would have to be engaged to give advice on this.*
  - 404 Article 40.2 – Recommendation to reduce quorum to 4 (2/3rd of 12) – Approved

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- 405 BU wishes to retain the current state where they approve the byelaws of the Union due to legacy issues– *Approved but this should be reviewed in a year just for that specific item.*
  - *Article 15.2 suggested Student Number Quorum to be set at a Percentage of 5% - Approved*
  - *Article 22.1 proposal not to put restrictions in place for the recruitment of Lay Trustees – Approved*
- 406 Any other comments about the draft Articles- None
- 407 The Board authorises these Articles to be circulated the student body, University and later Charity Commission and Companies House - Approved
- 408 – The board approved that any further minor changes to the Articles (for example by request of the University) should be approved by the Chair and that should they believe the issue was a major alteration from what had been decided at this meeting for it to return to the Trustee Board.

ACTION: Chair / SLH / NS to liaise to complete amendments to the approved Articles.

4.3 Thanks extended to Nick for the report, and to Sarah for her contribution.

<SN leaves>

### 5. HR Programme

- 5.1 NS was invited to sit on the following discussion as there may be a potential overlap between the reviews. No objections from the Board.
- 5.2 SLH provided a brief overview of the HR programme and highlights the recommendations which are required for the Board to discuss. It was noted that we do not have a specialist HR Function at present so there is a potential risk of further implications, so the action plan and work in place will mitigate any further issues.
- To approve a 12 month extension to the Investors in People proposal and associated budget.
  - To approve the budget and supplier for the HR change programme
- 5.3 Recommendation: We appoint Lamont Jones - Approved
- 5.4 Recommendation: To apply for the IIP extension - Approved
- 5.5 Budgets for both projects - Approved.
- 5.6 AB suggested that the new HR Sub-Committee of the TB should retain oversight for this programme and report back to the Board via that route on progress.

ACTION: SLH to contact HR contractors and accept Lamont Jones as HR consultant

ACTION: SLH to apply for the IIP extension to delay accreditation by a year.

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ACTION: DD/SLH to ensure that HR Programme is brought before HR Sub Committee for review

5.7 Thanks to SLH and DD invited to leave for the duration of the Trustee Discussion.

<SLH and DD leave>

#### **6. Trustee discussion (Facilitated by Nick Smith)**

There was an opportunity for trustees to meet without staff and action points were recorded by the Chair.

7. Close - Date of next meeting 29.04.2020 at 12 noon