

**Trustee Board Minutes**

**Held on 27th November 2019 at 4.30 p.m.**

 **By Videoconference (02D09, J813C, MC114 and BA-02-008)**

**Present:**

Andrew McAnallen, President (Chair) David Longstaff, Chief Executive

Jim Coyle, Lay Trustee Colin Campbell, Operations Director

Nicole Parkinson-Kelly, Vice President Education Clodagh Kennedy, Finance Director

Kirsten Watters, Lay Trustee Avril Honan, Membership Director

Chris Chambers, Vice President Sports & Wellbeing

Collette Cassidy, Vice President, Magee

Cathal Conway, Student Trustee

Aaron Ward, Lay Trustee

**In Attendance:**

Owen McCloskey, Vice President Coleraine and Jackie Taggart, Note Taker. Nigel Moore, Auditor and Peter Hope, Chief Finance Officer & Deputy Chief Operating Officer, Ulster University, joined the meeting for the Auditor’s presentation

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| **Meeting Notes** | **Action** | **Update** |
| **Agenda item 1: Welcome.** The Chair welcomed everyone to the first meeting of this academic year, and everyone introduced themselves for the benefit of PH and NM. |  |  |
| **Agenda item 5: Presentation of Audited Accounts:** NM presented the accounts stating that UUSU makes a payment on a pension scheme deficit which is an exceptional item. NM explained how the pension deficit impacts the overall accounts. PH inquired if there were management issues and NM replied there were a few minor points that were discussed with management before fixed asset registry, but these were extremely minor. CK explained that most of these were misunderstandings and linked with the way Unique funds come into the accounts. PH asked if the Auditor was content about no adjusted measures and NM replied that he was. PH also inquired if there were any issues with the letter of representation and NM replied that this was standard, with no specific points, and evidenced the work we have done. PH also asked if there was a going concern issue and NM replied that, in terms of the cash flow for the next 12 months, we are satisfied the deficit will crystallise in terms of the cash flow. PH inquired if the accounts also had to be presented to the Charity Commission and NM replied that they did, and this will be in April 2020. PH also inquired if CK was picking this up as a normal process and NM replied that she was. PH stated this was a good set of accounts traded as a service position during the year and he was content with the presentation.PH and NM left the meeting and OMcC joined. |  |  |
| **Agenda item 2: Apologies** Apologies were received from AN, RS and CMcL |  |  |
| **Agenda item 3:** **Declaration of Interest:** There were no Declarations. |  |  |
| **Agenda item 4: Starred Items:**There were no starred items. |  |  |
| **Agenda item 6: Light Buffet Break**The Light Buffet Break commenced |  |  |
| **Agenda item 7: Minutes:** Minutes of the meeting of 26th September 2019 were approved. |  |  |
| **Agenda item 8: Matters Arising:** Actioned Items: Agenda Item 11:CK had not received input or questions; Agenda Item 12: OMcC had not been able to call a Bar Committee meeting since the last Board meeting as getting everyone together was difficult. Hopefully there will be a meeting arranged before the end of term; CC had obtained a lower cost alternative for the catering equipment of £600. OMcC advised that the hot food is selling well, and a survey will be pushed out during the following week as to menu choice etc, with results being hopefully available for the next Board meeting. CK agreed the action on accounts had been carried out.Good Relations Update: AMcA advised the Board that no meeting had been held since the last Board meeting but with extraneous development around it. There was a good-natured demonstration last Wednesday by An Cumann Gaelach. The next part of the process is undertaking an EQIA subject to the current screening results. The VC and Provost had met with the Society as up to this point it has been a slow process which was the cause of the frustration. DL had spoken to AG on the composition of the group who are seeking to appoint a Chair. PB was suggested as an academic, and the Equality Commission would speak at the meeting. There will be a lot of engagement with Societies on the impact that this Policy will have, and this could be a 6-12 month process. Getting an Irish Language position is not without significant risk as we are representing 26,000 students. DL advised that QUB were making a similar move which would make it easier for both institutions. Stormont should be lobbied to deal with these issues which again make any implementation more straightforward and governed from the top. |  |  |
| **Agenda Item 9: Chair’s Communication:** AMcA spoke of industrial action which is due to continue to next Wednesday and advised that the team was working very hard in keeping close contacts with everyone involved and focusing our efforts in lobbying the University to put things in place to support our members. An email was circulated, and a document, giving our stance. In addition, a FAQ document has been produced which we will update and is slightly different to the University’s. We have also had strike information stalls on each of the 4 campuses and the 4 Vice Presidents have been working tirelessly on those. An impact survey is going out and we will use the data to support lobbying. The dispute is not going to go away and our Executive has resolved that we will enter dialogue with UCU so we can understand it. Students are currently passing through the picket lines without problems. We wanted to do something on Stormont, perhaps something can be organised later in the year. This strike has been called outside of our control and the question remains as to how that dispute needs to be resolved as this is not a good time of year for it and therefore is to cause disruption. There is a Big Sleep-Out planned for next Saturday at Stormont in different locations across the world to raise money with half going to De Paul, Ireland and half going to Charities across the world for people who are displaced world-wide. If anyone wishes to join in, please do. You can donate via Virgin Money giving the website. We can get a plaque in Time Square if we raise enough.We are working with Hazelwood Integrated College in Belfast in creating volunteering opportunities and mentoring schemes is a project we are using as part of a pilot giving students the opportunity to give back to the community. Bolton University accommodation fire last week: We are working with NUS/USI President and Welfare Officer in speaking to the University wanting assurances about cladding. I approached the Accommodation Office at Ulster. Belfast is fit for purpose and there will be further assurances in September 2020.Student Council last night motioned that we will join Councils and Governments across the world in declaring a climate emergency. This was passed unanimously. There is a climate strike in Belfast on Friday that we will attend.OMcC advised that Student Council had passed a climate emergency policy and to launch it, there was a beach-cleaning event run today by Coleraine Campus Societies on Portstewart Strand. NPK and SB will join networking events in March in conjunction with the University, the PSNI and other organisations, including Women’s Resource & Development Agency, on sexual consent and we are writing out to most senior female in the political parties.Plastic-Free Fortnight campaign will run from April to May.DL felt that we need to make volunteering more meaningful although there have been 27,000 volunteering hours since commencement. People wonder if they really are making a difference. We need quality instead of quantity in matching courses to opportunities. CCon left the meeting.AH is working with the Director of Communications on this to build volunteer back-up with bespoke projects and will feed students into these. It has not worked over the past 2 years. We will learn from their expertise on different types of projects.**NOTE:** DL enquired as to whether the meeting was now inquorate as CCon had left? AH referred to an amendment in the Articles of Association that 6 members of the Board being present would deem the meeting to be quorate. |  |  |
| **Agenda Item 10: Chief Executive’s Report**: DL gave a brief update on the Sports Review by DMcH. He and CCh will hopefully get sight of recommendations this side of Christmas, and we don’t have to agree with them. We will share them electronically with the Board. Sports Services will have to work on a strategy. We can also invite ND to attend the February meeting to present notions within that strategy. How sport is delivered will affect us.The remainder of the CEO report was covered under reserved business. | DL to update at next Board meeting. |  |
| **Agenda Item 11: Terms of Reference:** DL said it was useful to have a refresher on TOR annually. AH agreed where there can be a conflict of interest, e.g. pensions, the Board quorum would reduce to 4. DL advised that papers should go out for meetings 7 days before the meeting date, with papers prepared for the next meeting 14 days after the previous meeting. The Board approved with the reviewed ToR. |  |  |
| **Agenda Item 12: Management Accounts:**CK gave an overview of the accounts for the first quarter ending 31st October 2019 and explained the budgets presented in May showed the SU in a break-even position, but this had depended on commercial services being transferred. CK had worked back in the commercial costs and the services are therefore now showing a deficit. We had expected 2% additional funding for 19-20 but the University has given us a larger amount which evens this out. Salaries & Wages – One member of staff was budgeted for starting in August but will now commence employment next month. There are less student staff than normal at this time of the year. Membership Services is over-budget due to some events having to be cancelled and some not well attended although we expected Welcome Week costs to be more.  |  |  |
| **Agenda Item 13: Reappointment of the Auditors:** CK explained that GMcG Auditors had won the 2018 tender for a two-year contract, with possible extension and therefore we could extend their contract for a further year. This was agreed. |  |  |
| **Agenda Item 14: Operating Update:** DL spoke on the total number of volunteering hours which will be defined for the launch of the Strategic Plan 20/21+. We are also going to take a new approach with the app which was a fantastic idea, done at the time when it was needed. The designer is currently in Dublin with little time to work on it. There is an opportunity to use our website provider to use a much better app where students can manage their subscriptions and events through the app, which is free, and will help generate footfall to the website. AH can confirm the plan commencing in Semester 2 gradually building up, then a small group of engaged students will check it before 2020/21 launch in Freshers Week next year. |  |  |
| **Agenda Item 15: Risk Register:** DL explained the Central Risk Register as where the highest risks are accelerated, with Senior Management Team holding their own local register. This is self-explanatory. Some of the risks we are struggling to mitigate i.e. the pension scheme deficit. Commercial services revenue relaxed over the last 6 months with the ongoing concern of staff absence as we don’t have a pool of staff to dig into. It is a testament to the commitment of UUSU staff that we achieve what we do. With the personnel change in 2 Commercial Services Managers, Environmental Health is a concern, and training must be supplied by way of action to mitigate against this in the new year. We also need time to get development and training done in January/February. Communication and the website are going through proactive change and the Marketing Team is going through this page by page to ensure it is a better experience. Staff comms will be launched on 13th December. As there is nobody to manage it, we will have to rely on 1 or 2 people to make it engaging. AW spoke on the potential for student volunteers to look at auditive or content review as a volunteering opportunity, a digitalisation project where we will need students. It is the incentivisation, so this is a huge plus. It can link-in with volunteering. CCon agreed this was an opportunity for 12-week internships for projects like the website which we could do with expert student help on. |  |  |
| **Agenda Item 16: Strategic Plan Update:** DL informed that AMcA and he had a meeting with the COO cancelled due to a GBD emergency so there was no indication as to how the plan has landed. He referred to a more detailed document which the University will receive and referred the Board to page 10, Output and Vision: A plan for students owned by students: As a Trustee Board you scrutinise us as staff. We want students to scrutinise us also and let us know if we are fulfilling their needs. This is what we will deliver in real terms incorporating values and how they link to the University, with no more than 3 core outputs against each strand, delivered over 5 years. The Core Outputs section is subject to change. We will talk to students in January about this. A full presentation will be given at tomorrow’s meeting which AMcA and I will deliver, and it is difficult to assess how it will go. There is a strong rhetoric currently on sustainability. What we are looking for is relatively small. KW wished them luck and said she felt this was a good document with clear outputs.**NOTE:** AMcA gave thanks to DL for bringing this together.  |  |  |
| **Agenda Item 17: Visitor Report:** AH advised on a Governance issue which went to the Visitor in 2016 with the outcome that we had to report every year on governance and ongoing issues. Our policy work and anything our students speak about in public will come through mandate in Council. Elections have happened for every position and seats have all been filled. The goal in the next 5 years is getting turn-out up, having student engagement at all levels, but the website is still an issue with transparency in getting the minutes out etc. Although the minutes are on the website, the site structure still doesn’t look great so there is an issue with the wider student body knowing what is going on. Bye-Laws are a work in progress and will be discussed later.DL advised that students who get involved, especially at Council, have extremities of opinion. The strikes have brought out how we represent students that all have extreme views. Further things to look at in the future would be capturing thoughts of the unheard 80% and to deliver the plan, we will have to have more contact with that 80%. The Visitor Report simulates accounts of how we are representing them. AMcA felt we have to go back in terms of how we actually engage students on making policy. Currently any policy which is created by Student Council has to have a proposer and seconder. There is nothing as to how many students are engaged. AH advised there were no statutes of limitation in terms of producing this report. The Visitor has now been replaced by an Ombudsman. AH explained that the Visitor was a High Court Judge and a student had taken a complaint against the SU. AMcA asked for input from the Board in this process and in terms of Council also on getting more student input, Stormont getting back together or whatever Policy. AW understood the role of the SU in the challenge for the 80%. He felt awareness with more on-campus presence and social media channels could be used and the website could be set up for different approaches. Stands and banners could be used. We should be purposeful on trying, testing and measuring and we will find the right answer. |  |  |
| **Agenda Item 18: Boardroom Apprentice:** DL advised that the paper from Boardroom Apprentice summarises the programme very well and asked for the Trustee’s thoughts on what the boardroom apprentice could do for UUSU. A 12-month placement student could sit and get involved in discussions but casting votes would require a quite detailed agreement. Perhaps a Board Buddy that an External Trustee could mentor? If the Board is in favour, we would be quite happy to research it and see if it would be welcomed. AW said we are inclusive and supportive and need to look at the values and give somebody that opportunity. He endorsed this and informed that he had attended something similar and it was a useful experience. AMcA agreed and said whoever we would take on would have diminished responsibility, but they would undertake induction etc. DL agreed that, as he understood it, there are clauses on confidentiality etc. and we are putting trust in them. KW agreed and JC inquired if there was a link with the private sector. | . |  |
| **Agenda Item 19: Deputy Chair – 2nd Term:** AMcA explained that he had spoken to RS who wished to recommence his 2nd term as Deputy Chair. DL added that RS is coming to the end of his first 4-year term and is keen to stay on but as per our Articles, it needs endorsement by the remainder of the Board. This was agreed. |  |  |
| **Agenda Item 20: Articles of Association and Bye-Law Update:** AH gave a brief outline of amendments: The Companies Act Articles of Association: * We have 5% referendum with 3% agreed by Student Council;

Bye-Law Articles: * Undergoing a tidy-up and review;
* Bye-Law 3 is a little more controversial, with elections less restrictive. The draconian rules on what type of posters can be used etc need to be a bit more modern. This was passed last night by Student Council;
* 4 and 5 relate to what can be done and what we need to do. The change from General Manager to Chief Executive Officer: a clause has been inserted that these differences don’t need to come through.
* DL commented that Articles don’t usually get updated, and Bye-Laws ideally have 2-3 year cycles.
* AH continued with 5: Societies’ Committees can approve;
* 8: Referendum is undergoing a tidy-up;
* 9 Officer Disciplinary is being updated and 10 is undergoing a tidy-up.
* She advised that this is for information.

**NOTE:** CK asked that the change in Articles be included in the minutes. |  |  |
| **Date of Next Meeting: 25th February 2020** |  |  |