

GSG|2020 03 06

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| **Trustee Board Governance Sub-Committee**  **Minutes of the meeting held Friday 6 March 2020** | |
| **Committee Members present** |  |
| Graeme Osborn | External Trustee | Chair |
| Grishma Bijukumar | Officer Trustee |
| Kathy New | Student Trustee |

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| **In attendance** |  |
| Misbah Ashraf | Interim Chief Executive |
| Chris Cottam | Education & Support Unit Manager |
| Josh Utting | Democracy & Governance Co-ordinator | Minutes |

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| **Apologies** |  |
| George Nuttall | Students’ Union President |
| Hannah Prydderch | VP Union Development |

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| **[A] OPENING BUSINESS** |

**A1. Introductions**

**A2. Apologies** | as recorded above.

**A3. Minutes of previous meeting** | held 5 September 2019

As the December meeting did not reach quorum all actions were re-assigned.

**A4. Review of actions from September meeting** | meeting held 5 December 2019

Noted that the recent recruitment of student trustees was complete and the appointments had been ratified by the Executive Committee [digitally] | no need to recruit a new Vice Chair as the role had been filled | agreement that the Vice-Chair should remain as a role to be filled by an existing External Trustee, rather than recruiting specifically for a new External Trustee who would also be the Vice Chair when a current Vice Chair finishes their terms of office.

Chair and CEO agreed to monitor the appointment dates for External Trustees and inform the committee to ensure timely recruitment to fill vacancies [ongoing].

**ACTIONS | IT to be reviewed at the next meeting | Teams folder to be established**

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| **[B] ITEMS FOR APPROVAL** |

**B1. Approval of Finance Committee member**

There was discussion around: the need to have someone with finance skills | the potential that the governance review could change committee structures | the need for there to be a committee with a finance remit | the belief that the matter required discussion at Board level. It was stated that the individual would not be a full trustee but would bring external opinion and experience on key issues, skills to the organisation, gain experience | it could also be an opportunity to identify potential new trustees if the committee member is interested when a vacancy for those skills arises.

Further discussion included the appointment of an external trustee with experience over appointing a member of Finance Committee | appointing both thereby allowing skills to be retained in the Union whilst no external trustees in post | the appointee being able to offer more free advice. In response to a question raised it was clarified that the committee member would have the duty of a member but not the responsibility or duties of a trustee and that a cover policy could be drawn up until the governance review.

**ACTIONS | Local and national targeting to take place for Trustees and Committee member | job descriptions to be produced for Trustees**

**The committee approved the recruitment of an external member for Finance and Risk Sub-committee.**

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| **[C] ITEMS FOR DISCUSSION** |

**C1. Public Register of Interest for External Trustees**

It was proposed that to aid transparency the current employment and current appointments sections of register of interests for trustees should be published on the Union website. It was felt that whilst conflicts of interests should be highlighted to students this should only cover required disclosure.

There was discussion around the question on conflicts being taken seriously at Board meetings | that private data was stored in secure online cloud sharing space, was confidential and destroyed on exit from the organisation | it was a legal requirement to maintain up to date information. Following the discussion the committee approved the publication of sections of the register of interests.

**ACTION | Current employment and current appointments sections of the declaration of interests form to be uploaded to the website for public viewing.**

**C2. Internal Conflict of Interests for Staff / Student Trustees / Full-time Officers**

It was deemed that the current Register of Interests for Union staff was not fit for use and noted that discussion should take place as regards changes.

**ACTION | Change Conflict of Interest Form for the new academic year**

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| **[D] ITEMS FOR INFORMATION** |

**D1. Group Register of Attendance**

**ACTION | Register to be printed for next meeting**

**D2. Governance & Democracy Review** | update

It was noted that Board had requested a review of the democratic and governance structures of the Union using the services of an external organisation | look at the governance of the Charity and organisation [sub-committees etc] | a Student Council model as included in a motion passed at the AGM would require changes to the Articles of Association | decision-making given to students from multiple levels in the organisation | the external company would run workshops with Board | that multiple parties were interested in undertaking this work | that amendments would require approval from the membership via referenda | that a more meaningful process would take longer than three months in order to involve student consultation.

Discussion on the matter included a deadline for tenders of 20 March | that an initial look at a criterion would be helpful to ascertain how tenders would be judged and chosen | solicitors would need to legally check the document and work with the external organisation | the process should be meaningful, robust and not rushed | clarity around principles and shared definitions | transparency and communication to students.

**D3. Student Trustee Recruitment** | update

Appointed – need to incorporate recruitment of Student Trustees into the governance and democratic review.

The committee agreed that until the outcome of the governance review Student Trustees should not also be members of the Executive Committee.

**D4. External Trustee Recruitment** | update

It was noted that the recruitment process was underway using Peridot Partners | that 11 May would be the last interview date | ratification by the Executive Committee is required.

**ACTION | Membership of Appointments Committee to be checked | Misbah / Chris**

**D5. Democracy Committee Minutes**

Democracy Committee minutes to be circulated to Governance Sub-Group.

**ACTION | Hannah / Josh to circulate before end of next week**

**D6. Executive Committee Minutes** | meetings held

14 and 28 January 2020 | 10 February 2020 [to be circulated as amendments required] | 25 February 2020 [unapproved]. It was noted that there was a lack of respect towards staff during meetings, the need for clear ground rules and training for the Chair and Vice-Chair.

**ACTION | Action Plan for development of Executive Committee to be developed an submitted for electronic approval | Chris**

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| **[E] ADDITIONAL AND FUTURE BUSINESS** |

**E1. Forward Schedule of Business**

Members to be aware of items | complaints to be moved from Trustee Board to Governance Sub-Committee

**ACTION | Create forward business cycle for complaints and ongoing trends with an update to every meeting and a review meeting | Quarterly report to Sub-Committee then annual review to Board**

**E2. Date and time of next meeting** | Tuesday 19 May 2020 | 11:00am to 12:30pm.

**E3. Any Other Business**

A request was made that, as far as possible, no meetings should be scheduled for a Friday as the Executive Administrator was unable to attend.

**ACTION | Sub-Committee minutes to be published on the Union website**