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| **Trustee Board Governance Sub-Committee****Minutes of the meeting held Wednesday 20 May 2020 held** **via Microsoft Teams due to the Coronavirus pandemic** |
| **Committee Members present** |  |
| Graeme Osborn | External Trustee | Chair |
| Kathy New | Student Trustee |
| Victoria Hatch | Interim SU President |
| Bee Morgan | SU VP Education |
| **In attendance** |  |
| Misbah Ashraf | Interim Chief Executive |
| Chris Cottam | Education & Support Unit Manager |
| Veronica Longmire | Executive Administrator | Minutes |

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| **[A] OPENING BUSINESS** |

**A1. Introductions** | the Chair thanked everyone for joining the meeting.

**A2. Apologies** | none to note as all present.

**A3. Minutes of previous meeting** | held 6 March 2020 agreed as a fair reflection of discussion.

**A4. Review of actions from previous meeting**

4.1 Public Register of Interests for External Trustees | **Action ongoing**

4.2 Internal Conflict of Interests for Staff/Student Trustees/Full-time Officers | work had commenced but had yet to be completed | **Action ongoing**

4.3 Action Plan for development of Executive Committee | ongoing. Upcoming Executive meeting to elect a Chair and Vice-Chair for the remainder of term. Information noted for change-over dates [JCRs [term 2] / Faculty Reps [week 4 term 1] / PG Board Chair [term 1] / Part-time Officers and Full-time Officers [end of term 3]].

4.4 Complaints | **to be added into Forward Schedule of Business of this committee**

It was clarified that this had been moved from Trustee Board to give a more robust line of sight of complaints received and determining any ongoing trends. An annual review would be submitted to this sub-committee and then to the Board.

4.5 Published Minutes | **American date format to be changed**

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

**B1. Democracy and Governance Review Tenders**

 The requested revised tenders had been received and read by the group.

 There was discussion around student consultation resulting from changes caused by the virus, [focus groups] / the University’s plans going forward / potential revised methodology / diversity / the need for a decision at this meeting.

 The group agreed it would be damaging to delay matters further / timelines must be met / the need to obtain the views of the current and incoming officers / diversity being a key element.

 It was determined there were no individual conflicts of interest of members of the committee to any person involved in the organisations from whom tenders had been received.

 It was noted: that the companies had agreed to the Union solicitors continuing with the legal aspects / the importance of diversity / culture approach / gender balance / student engagement / democratic structures.

 After further discussion around the merits of the two tenders the committee welcomed the revised tenders and thanked both companies for the work they had undertaken.

 The committee accepted the proposal from Counter Culture due to the strength of implementation and thoroughness.

 The committee thanked Chris Cottam and Misbah Ashraf for the work they had undertaken on this matter.

**ACTION | Chris Cottam to communicate back to the companies involved**

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

**C1. IT Governance**

 A verbal update was given in relation to a recent significant data breach from within the Union. The Charity Commission had indicated no further action would be taken as the breach had been dealt with timely / appropriately. Further investigation taking place and mitigations developed. It was believed that ‘Back to Basics’ training and full data protection audits were required. The committee agreed that random audits of high-level areas should be undertaken going forward.

**ACTION | Training and implementation of audits in areas of the organisation going forward**

**C2. Trustee Training**

 Noted that a trustees training session held just prior to a formal Board meeting had received encouraging comments / the development of an annual cycle of training was in process / additional training for student trustees, if elected, going forward / HR had been asked whether training could be provided by them.

**ACTION | Plan of action to be submitted to next meeting including training for those on recruitment panels**

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

**D1. Register of Attendance** | presented and noted.

**D2. Chair’s Report** | nothing further to report as submitted as agenda items.

**D3. Trustee Job Descriptions and Annual Review**

 The committee was asked to note that: job descriptions were to be in place for the next academic year / an annual review process was to be implemented / there was now a more robust methodology for the recruitment of External Trustees / concerns around the lack of applications and diversity for External Trustees / where and how the organisation was advertising for trustees and the impact of hidden AI to be considered going forward. A proposal was put forward for exit interviews to be offered to all outgoing trustees.

**ACTION | Exit interviews to be offered to all trustees [external, student and FTOs] | Diversity matter to be further discussed outside of meeting**

**Items D4. and D5. taken together**

 **Student and External Trustees Recruitment Update**

 Student trustees | interviews had taken place and a suitable candidate agreed by the Appointments Panel. The appointment of the candidate would now be submitted to Executive Committee for ratification.

 External trustees | applications coming forward were of high calibre / interviews to be held in week 7 / confirmed that under the Articles of Association, External Trustees served on the Board for a four-year term. Those involved in the recruitment of trustees were thanked for their efforts.

**D6. Democracy Committee Minutes** | None available

**D7. Executive Committee Minutes** | Approved minutes of 10 and 25 February and 17 March and unapproved minutes of 21 April were noted by the committee.

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

**E1. Forward Schedule of Business** | noted.

**E2. Date and time of next meeting** | committee members agreed the meeting dates for September and December were not problematic. The next meeting was scheduled for Tuesday 15 September, from 11:00am to 12:30pm.

**ACTION | Calendar invites for future meetings to be forwarded**

**E3. Any Other Business**

E3.1 It was believed that the committee should review meeting times / accessibility going forward.

E3.2 It was confirmed that the Presidential by-election would take place following legal advice and an update provided in the near future.

Outgoing members of the group – Kathy New, Victoria Hatch and Bee Morgan - were thanked for the care and attention they had given to their roles and given credit for their time and commitment.