

**Minutes of the Emergency Trustee Board meeting held Monday 4 January 2021****Officer Trustees present:**

Bethan Morgan | VP Education [She/her]  
 Shannon McCaul | VP Societies and Media [She/her]  
 Paul McCarthy | VP Sport [He/him]  
 Atree Ghosh | VP Union Development [He/him]  
 Oliver Robinson | President of SU | Chair of Trustee Board [He/him]

**External Trustees present**

Graeme Osborn | External Trustee | Vice Chair of Board [He/him]  
 Amanda Chetwynd | External Trustee [She/her]  
 Mark Alexander | External Trustee [He/him]

**Student Trustees present**

Sam Maesschalck | Student Trustee [He/him]  
 Eloise Frost | Student Trustee [She/her]  
 Callum Slater | Student Trustee [He/him]

**In Attendance:**

Misbah Ashraf | Incoming Chief Executive [She/her]  
 Alan Roberts | Interim Chief Executive [He/him]  
 Jane Morgan Jones | Financial Controller | Company Secretary [She/her]  
 Christopher Cottom | Education & Support Manager [He/him]

The meeting took place via Microsoft Teams due to the Covid-19 pandemic and led by the Chair of Board. Board acknowledged the meeting would be recorded for minute-taking purposes. The recording started during a conversation on the proposed Officer changes.

**Proposed Officer Changes | Action identified**

Board considered the officer changes proposed and discussed the renaming and updating the responsibilities of the VP Union Development role. The following points were made: it would like to see Environment or Climate Emergency mentioned within this role | it is not opposed to creating a dedicated Part-Time Officer to focus solely on Climate and Environment | in response to a query it was highlighted that the intention was to formalise provisions usually already included in the role's responsibilities, and to make the role more manageable, as opposed to implementing the proposal made in the Governance and Democracy review | it is important for a major review of the officer structure to take place following the review and the Covid-19 pandemic | the VP Education raised concerns over the impact it has on her role and, as a result, representation of students.

Following discussion, Board was asked to vote on the Officer change environment of the development portfolio - Passed with 8 votes In Favour | 4 Abstentions.

**Size and composition of Trustee Board | Action identified**

The Chair summarised a suggestion received on ensuring the student trustees of Board are better equipped to contribute to Board discussions. This included those student trustees, when elected, to participate in training sessions alongside full-time officers, specifically around Trusteeship. Board discussed the proposed 6-4-4 split. It noted that part of section 2.3 should be removed to avoid a contradiction to section 1.5.

The Vice-Chair highlighted that both the Governance and Democracy, and the Commercial Services audit had identified key gaps in expertise of the Board: finance, HR and commercial management strategy. As a result the Vice-Chair would favour an even 5-5-5 split between Officers, Externalists and Students to ensure the Board is more likely to recruit these skills externally. It was reiterated by an external trustee the need for five external Trustees for Board to also cover commercial expertise.

The VP Education highlighted the need for Board to focus more on Equality and Diversity, therefore showed support in increasing the number of Student Trustees while maintaining the overall size.

Board noted a clarification on the Charity Commissions suggestion on Board size, and suggested Board could decide its definition of a quorum should it wish to increase the overall number of trustees.

Board agreed that it should be holding more discussions on Sub-Committee decisions at its meetings.

During discussions Board noted that two options would be brought forward to a vote: a 6-4-4 split or a 6-4-5 (FTO's, Students & Externalists).

In conclusion, Board was asked to vote on the composition – the vote for 6-4-5 passed with 10 In Favour.

**Appointment/Election Methods**

**Students** – The Chair led a discussion on appointing students and referred Board to the accompanying paper.

Board agreed that since appointment of student trustees there had been improved engagement including being able to recruit to improve diversity of Board. It further agreed that it should consider how to retain those benefits if the election methods changed. In response to a request for clarification on the role of a student trustee, the Chair stated it should be seen currently as a student who is also a trustee, as opposed to political campaigners. One member, a student trustee, stated that representation should and must be enshrined in the role of student trustee; while not wanting to discredit the role of being a student, having a manifesto could bring benefit to Board.

Following various queries, the Chair clarified that the proposal is not asking Board to implement change, rather it was asking Board whether it wished to elect student trustees or not. The Chair agreed that a conversation could

be held, at a later date, on whether a student trustee is here to represent the opinions and views of the membership, or whether it is there to provide a perspective of that student.

Following discussions, Board was asked to vote on whether Student Trustees are to be elected. Vote passed with 7 In Favour and 5 Abstentions.

**Externals** – The Chair led a discussion on appointing external trustees. Board was asked to discuss external trustee recruitment moving to membership election. During discussions, the following points were raised: serious involvement would be required from externals, which can be difficult with applicants based outside Lancaster | this type of election satisfied both needs for the Board; an election by students and be able to verify the skills which it needs. Concerns were raised on an election dragging out already tight time limits, increasing the risk of Board being left without the skills it required to run the organisation effectively.

A further concern was raised on asking any FTO to make a decision which would cause a conflict of their positions as both a student representative and a Student Trustee. The Chair responded to various concerns and highlighted that Board is not keen to put trustees through a strenuous process without them having success at the end of it, and would not expect external trustees to campaign in the same way that students do. The Chair went on to reiterate that he would rather this election thought more of ratification process; with a safeguard to ensure the choices offered are acceptable.

A current external trustee provided insight as to their personal experience; highlighting that adding extra steps onto the recruitment process experience would have resulted in them not applying. The Chair acknowledged the trustee's statement and reiterated that Board must do what it can to ensure the process is made as easy as possible.

Following discussions, the Chair proposed two votes: Board was first asked to vote on external trustees being ratified by the entire membership. Passed with 8 in favour and 4 against.

The subsequent proposal put to Board was that there must be more than one candidate than positions open. Board was asked to vote on this proposal – the vote did not pass, with 7 Against, 1 For and 4 exemptions. Board further noted that as a result of the second vote not passing, it would resort to an equal number of candidates required for positions open.

#### **Line management of the CEO**

Line management of the CEO was discussed and actions identified.

#### **Directorate**

Board discussed and noted the following points: the name of the directorate was not decided and Board members should send ideas to the Chair | if Board followed the route proposed in the Governance review for a Union manifesto, it would be an appropriate forum for Officers to collaborate and work towards priorities. Concerns were expressed on formalising the process within the Articles of Association, which would tie the Union into a management structure that would potentially change over the years. The Chair clarified that the intention is to not ask for approval on how the directorate looks, but whether or not Board believed there should be a specific mechanism to effectively work between the operational and political arms of the Union.

Following discussions, the Board was asked vote on the creation of the Directorate (six FTO's). Passed with 11 votes In Favour and 1 Abstention.

#### **Union Council**

The Chair referred Board to the final element of the proposal, which relates to a Union Council taking powers of the Executive Committee and being there to act as a central forum for the Union. Board also noted that: the Union Council would inherit most of the Executive Committee's powers initially, but Board would then look for ways to augment them throughout the implementation | the current disconnect between members and Officers is difficult, therefore it is hopeful the Union Council will be able to deliver metrics on FTO accountability | Board ensures that JCR needs are met through Council due to their inclusion as sub-committees of Council | the Chair included FTOs in the proposal due to feeling uncomfortable with a policy being made in a forum, that would affect FTOs, without them having a concrete say within that very forum. The VP Sport declared his support for the model, which he believes increases student representation.

In response to queries raised, Board noted the following points from the Chair: The Vote of No Confidence was adapted from what is already in the Governance plans, but the threshold has been changed from percentages to numbers to allow for a solid and clear goal. The responsibility for amending the number of votes required would fall to the Democracy Sub-committee | the Chair of the Union Council would take the role of running Council rather than just to lead; leading debates with level-headedness | no prior consideration had been made as to whether the Union council would be a sub-committee of Board. Confirmation given that the legal definitions would be pre-designed in model articles therefore no distinction need be made at this meeting | the Finance and Resources sub-committee of the Union council would be there to provide some form of student scrutiny over the way money is spent by Officers within the Union.

Following discussions, Board was asked to vote on abolishing the Executive Committee to create the Union council in its place. Passed with 8 In Favour and 4 Abstentions.

#### **Drafting ownership | Action identified**

The Chair thanked all attendees for joining the meeting