

Agenda Item A3

Lancaster University Students' Union Trustee Board

Minutes of the meeting held **Thursday 8 October 2020**

Trustees present:

Bethan Morgan | VP Education | she/her
Atree Ghosh | VP Union Development | he/him
Oliver Robinson | President of SU | Chair of Trustee Board | he/him
Amy Merchant | VP Welfare | she/her
Paul McCarthy | VP Sport | he/him
Shannon McCaul | VP Societies & Media | she/her
Graeme Osborn | External Trustee | Vice Chair of Board | he/him
Mark Alexander | External Trustee | he/him
Amanda Chetwynd | External Trustee | she/her
Eloise Frost | Student Trustee | she/her
Callum Slater | Student Trustee | he/him
Sam Maesschalck | Student Trustee | he/him

In Attendance:

Misbah Ashraf | Interim Chief Executive
Jane Morgan Jones | Financial Controller | Company Secretary
Alan Roberts | Interim Chief Executive [maternity leave cover]

The meeting took place via Microsoft Teams due to the Covid-19 pandemic. Board acknowledged the meeting would be recorded for minute-taking purposes.

Agenda Item 1 | Conflicts of Interest | VP Education and VP Union Development declared interests as tenants of LUSU Living.

Agenda Item 2 | Apologies | no apologies were received.

Agenda Item 3 | Minutes of previous meeting | Board approved the minutes of the 6th and 21st August 2020 and agreed to approve minutes of 30 July and 1 October at its next meeting.

ACTION: The Executive Administrator to provide minutes of 30 July and 1 October meetings for approval at the January meeting.

Agenda Item 4 | Matters arising from the minutes not elsewhere on agenda | None.

Agenda Item 6 | Chief Executive's report | Item led by the Interim Chief Executive who referred Board to the accompanying paper. Board noted the following points:

- ❖ the live-streamed Freshers fair was successful
- ❖ student engagement has been high during welcome-week
- ❖ a decision has been made to temporarily close Sugarhouse again after the trial opening was unsuccessful and operations have ceased
- ❖ all members of staff have been working above and beyond since lockdown
- ❖ the main furlough scheme comes to an end in October
- ❖ five applications have been received for the voluntary severance scheme (VSS). This process would happen between October and December if accepted.
- ❖ all interviews for recruitment are scheduled
- ❖ the University have told the Union that lockdown of accommodation may follow soon, and staff may be asked to work from home again
- ❖ the University has asked for LUSU Living office keys back for December 2020
- ❖ the lease of Central Supermarket will be sent to Mark Alexander for review in due course.

Board thanked the Interim Chief Executive, Officers and the Financial Controller for the work they have done and noted that this intensity is unsustainable. The Chair reiterated thanks on the recruitment work.

Agenda Item 7 | GDPR | Item led by the Interim Chief Executive, who referred Board to paper D6 and gave a brief explanation of the background. Board noted this went to the Governance Subcommittee originally, who felt it should be put to the Trustee Board.

Board was asked whether it wants to consider undertaking independent external auditors of the Union's GDPR practices and discussed the following: the separating of Commercial and Charity side of audits would create more work for key members of staff | the Union takes GDPR seriously internally and has adequate practices and procedures in place.

Following discussions, the Board agreed to bring this item for discussion at the March 2021 Board meeting.

ACTION: The Interim Chief Executive to submit a paper to March 2021 meeting

MATTERS FOR APPROVAL

Agenda Item 8 | Cash flow | The Financial Controller gave a brief background and update following conversations held regarding the letter of support from the Charity to LUSU Services Co. Board was asked to

consider the addendum paper, which was finished shortly before the meeting, which gives a revised letter of support. The Financial Controller asked Board whether it was satisfied with a potential loan value of £250,000. Board discussed the future of Services Co and what changes it should make to the letter and requested documented assurance from the Directors of LUSU Services Co. Ltd on steps / mitigations taken to address risks and reduce costs. The Financial Controller was asked to discuss having an additional clause included in the letter which addresses this with the auditors.

Board considered the scenario two of Sugarhouse reopening in September-October 2021 and agreed that it is a major financial asset to the Charity and the faster it was able to open; the quicker the loan would be repaid. Board also discussed the decision to close Sugarhouse until that time; noting that informal conversations had taken place that summarised it was the most likely course of action given recent Government guidelines. Mark Alexander stated that his expectations are that all efforts will be made to reopen Sugarhouse as soon as possible, but that date is the most likely option.

Board agreed that the Directors of Services Co report back to the Board on the measures they will take to reduce the cost of the operation between now and the proposed opening date, in exchange for Board offering the funding.

Board approved option 2, which is for the Students' Union Charity to provide a loan, up to a maximum of £250k [subject to information regarding repayment ability].

ACTION: The Financial Controller to discuss updates to the letter of support with the auditors and obtain confirmation the Charity does have the power to provide a loan.

ACTION: The Chair to produce a report for Board to consider what the Directors of Services Co will do to mitigate costs.

Agenda Item 9 | Proposed interim strategic objectives |

Board discussed the paper and suggested updates to some of the sections, including interim leadership and governance, and improving officer support.

Board noted that a meeting on 14 October should provide more information about the latest position of the University's review of sports.

Board discussed the prioritisation of the objectives and the following

- ❖ Sport should be amalgamated into point two, the financial strategy, the term 'financial strategy' is intended to refer to the strategic aspect, as opposed to strictly operational and financial
- ❖ The importance of keeping option six, improving Officer support, as a high priority to allow the Union to function properly, and that officers and other student representatives also need to have the support to achieve their objectives.
- ❖ Not want to tie the hands of the new Interim Chief Executive and would like to give him the latitude to make strategic recommendations where he thinks it is useful for the development of the Union.

Board discussed the current operating structure and how they work in a crisis management scenario, and how it compares to other students' unions across the sector.

Agenda Item 10 | Annual report on financial statements | The Financial Controller gave an update on the annual report on financial statements. Board noted that the furlough grant funding from the University, who administer the furlough process for the Union through the HR arrangements, was £16 lower than expected – an investigation is ongoing as to why.

Agenda Item 11 | Election campaign rules and regulations | Board noted that the elections rules and regulations had been approved by both Democracy Committee and Governance Sub-committee, and that any further revisions would be considered after the JCR elections.

Board approved the election rules and regulations.

Agenda Item 12 | Appointment of Returning Officer and Deputy Returning Officer | Board noted that the appointment of the proposed Returning Officer and Deputy Returning Officer had been approved by both Democracy Committee and Governance Sub-committee. Board also noted that the Governance Sub-committee and Democracy Committee meetings were held before the Executive Committee called the referendum on NUS membership. Board discussed the need for a different Returning Officer for the NUS membership referendum to prevent conflicts of interest.

Board approved the appointment of NUS Election Services as the Returning Officer and Chris Cottam as Deputy Returning Officer for the academic year 2020 / 21.

ACTION: The Education and Support Manager to submit options for an alternative Returning Officer for the NUS membership referendum to Governance Sub-committee.

Agenda Item 13 | Trustee Code of Conduct | Board noted the advice from the Union's solicitors in response to the feedback received from FTOs as part of the annual review of the Trustee Code of Conduct. Board discussed the wording of sections 3.2, 4.8, 5.1, 8.4 and 11.2. Board also discussed the level of responsibility trustees have for their own development and ensuring they are capable of fully exercising their duties.

Board noted that there was not consensus support for the current wording and agreed that it would consider a revised version in the future.

ACTION: The Chair of Governance Sub-committee and the Interim Chief Executive to review the wording of the Trustee Code of Conduct in line with the points raised in the discussion.

Agenda Item 14 | Risk registers | Board discussed the strategic risk register. Board queried risk 15, staffing and HR issues, and noted this would be taken forward by the incoming Interim Chief Executive.

Following discussion and noting explicit provisions to Sugarhouse within the risk register, Board approved the updates to the risk registers.

Agenda Item 15 | Chair's report | Board noted: the closure of Sugarhouse after the trial opening under C-19 restrictions failed to achieve financial viability; engaging with various stakeholders within the membership, establishing ways to communicate in recognition that Covid-19 is making normal membership liaison difficult; urging the University to take action on increasing mental health; the University has received negative press coverage due to its £18 daily meal plans, which are double the cost of their normal catering; the need for the Union to put pressure on University Management and Administrators to deliver on students' basic requirements; it's important the Union supports, is seen to support, the membership during this time.

Board extended its thanks to all volunteers and JCR's for the work put in over the past months.

MATTERS FOR INFORMATION

Agenda Item 16 | Trustee Board register of attendance | The Financial Controller will circulate this electronically early w/c 12 October 2020.

ACTION: The Financial Controller to circulate the register of attendance.

Agenda Item 17 | Minutes to Note | Board noted that the Governance Subcommittee minutes are in draft form and have not yet been approved.

Agenda Item 18 | Health and safety wellbeing group minutes | No meeting since the last Board meeting.

Agenda Item 19 | Safeguarding update | No activity since last meeting.

Agenda Item 20 | External speakers update | No activity since last meeting

Agenda Item 21 | Update on CEO recruitment | 22 applications have been put in so far with some more expected before the deadline.

Agenda Item 22 | Update on Trustee vacancies | Board noted that the withdrawal of two successful candidates after Executive Committee changed the terms of their appointments leaves the Board with two vacancies that must be filled as per the Articles of Association. At its last meeting, the Governance Sub-committee felt unable to recommend commencing a recruitment exercise and incurring significant costs until the outcome of the governance review is known, as Executive Committee cited that as a reason for offering terms that the candidates were unable to accept. Governance Sub-committee has considered the duties set out in the Articles of Association and is content that the active process of the governance review, which is explicitly considering the membership of the Board and appointment method for trustees, justifies a delay to recruitment as long as this is undertaken as soon as possible once the outcome is known. However, the sub-committee had also expressed its concern over the skills gaps created by the vacancies for External Trustees. Governance Sub-committee will review the situation at its February meeting.

Board accepted the recommendation of Governance Sub-committee and agreed on the need to fill the vacancies as soon as possible once the governance review is complete.

Agenda Item 23 | Conflict of Interest Policy | Board discussed and approved the policy, with updates required to sections 4.1 and 5.1 in due course.

Agenda Item 24 | Forward Schedule of Business | Board noted the following additions to the forward schedule of business: GDPR audits adding to the March 2021 meeting; Democracy and Governance review to January 2021; an update from Service Co Directors on the Sugarhouse situation at the January 2021 meeting; an update at the end of term two on housing; a digital update on Sugarhouse; the Governance Subcommittee dates; amending the forward schedule of business in line with strategic priorities.

Agenda Item 25 | Date of next meeting | Board noted its next meeting is on Friday 15 January 2021.

Agenda Item 26 | AOB | No other items of business were raised.

The Chair thanked all members for their attendance.