

MINUTES

Trustee Board/Turnaround Board

Wednesday 7th November 2012



TRUSTEE BOARD

In attendance: Shreya Paudel (Chair), Michelle D'Souza, Preeti Sogani, Phil Pilkington, Jenny Compton-Bishop, Kat Stark (non voting).

Apologies: Santhosh Rengan

No Apologies: Philipp Sandmann

1. Matters Arising

1.1. Vacant posts on the Trustee Board

KS updated that we are currently missing the following places from the Trustee Board:

- 3 student trustee posts (not filled through elections last academic year)
- 1 external trustee post (potentially not filled through non-attendance from one of our currently appointed external trustees)

Actions:

- *KS to draft a motion to ask Fai Liang Tan to stand down due to non-attendance and subsequently run a recruitment for a new external trustee – note: the Trustee Board would welcome an external trustee with legal and/or finance skills and knowledge*
- *KS to arrange for 3 student trustees to be elected at an appropriate time*
- *MDS to contact Philipp Sandmann to check that he still wishes to be a member of the TB*

2. Director's Report to the Trustee Board and Turnaround Board

KS presented her report to the board and took questions and comments.

- PP asked what were the key things to come out of the internal audit
 - KS responded to say that although we don't have any bottom line issues with our cashflow, reserves position, or overall totals, the internal audit revealed several issues with our internal processes. Most of the issues related to over-complicated systems which made it difficult for Trustees, Officers, and staff to see what was going on. KS pointed out that we would be discussing options for addressing these issues later in the agenda.

3. Strategy (contained within the Director's Report)

SP presented the strategy to the Board and took questions and comments.

- PP made a point around whether grassroots representation could perhaps be more explicit within the top level strategy. SP said that he felt that grassroots representation was contained and/implied within several of the Aims – particularly Aim 6.
 - The Board agreed that this could be made more explicit.

- PP made a point around holding the University to account on spending and resources particularly in the context of students paying significantly higher fees now to study here. PP felt that holding the University to account for how they spend students' money should be at the core of any SU and that it is potentially where students will begin to see real value in what we do.
 - The Board agreed to make this clearer and that it should be linked to the point around grassroots representation.
- A suggestion was made to change the word 'clout' to 'impact' in Aim 6.
 - The Board agreed to make this change

Actions:

- *KS to redraft Strategy to make grassroots representation and holding the University to account more explicit – and to change the word 'clout' to 'impact'*

4. Audited Accounts & Budget 2012/13

SP presented the audited accounts and budget 2012/13 and specifically pointed out that our reserves currently stand at £222,646 of which £12,765 are fixed assets and £209,881 are net current assets. SP also pointed out that the proposed Budget shows a deficit of £29k which reflects the fact that we have sustained a total of £101k in non-recurring costs as a result of the turnaround and have managed to absorb a total of £72k within our 2012/13 budgets at this stage. SP noted that the Budget Paper accompanying the budget and audited accounts outlines several outstanding issues that need resolving before our final budget is finalised. SP welcomed comments, questions and discussion.

Reserves & Deficit Budget

- PP pointed out that the Turnaround Board had previously discussed and were prepared for one off turnaround costs and had agreed that we needed to do what was right for the long term development of MUSU even if that may cost some of our reserves.
- On the specific issue of our reserves policy the Board agreed the following:
 - That we will not endanger our services purely to make a break even budget or to reduce costs
 - That a deficit budget within reason was acceptable so long as the reasons for the deficit were linked to MUSU's turnaround
 - To allow MUSU to spend up to £10k from the reserves on one-off strategic development plans without having to come back and go through the Trustees – any expenditure of this nature would need to be passed by the Executive Committee and reported back to the Board at the next meeting
 - That MUSU's overall reserves should not fall below £150k
 - To note that the reserves are members' money – and to spend a reasonable amount on strategic development was a good use of funds.

Pensions

- The Board agreed to get an expert briefing on our position re the SUSS Scheme and any other pension schemes we may be offering our staff for the next meeting. The briefing should cover the following:
 - Our liability under SUSS
 - What pensions our current staff are on
 - An exploration of our long-term options regarding pensions and SUSS

Trustee Annual Report 2011/12

- KS presented a draft SORP compliant version of our Annual Trustees Report 2011/12 to be added to our external Audited Accounts 2012.
 - The Board agreed to the wording of the report and was happy for KS to fix the detail in the factual references to our governing documents.
 - The Board also noted that we should consider pushing for more than one place on the University's Board of Governors committee.

Actions:

- *KS to prepare papers on our deficit budget for the University to find out whether they wish to make a contribution to our non-recurring costs for 2012/13*
- *KS to resolve outstanding issues in the budget 2012/13*
- *KS to arrange for a briefing at the next Board meeting on pensions*
- *KS to finalise details in the Annual Trustee Report and submit for the Audited Accounts 2012.*

5. Finance Support Options

KS presented a paper on the Board's options for having some top level finance support within MUSU to address our internal process issues and to assist in upskilling our staff for a sustainable future. Questions, comments and discussion took place.

- The Board agreed that hiring an external consultant met our specific needs at this time.
- PP pointed out that Counter Culture Partners are the only finance consultancy recommended by NUS and that we should take advantage of that recommendation.
- The Board wanted clarification on how long KS was recommending we contract Counter Culture Partners for – KS clarified that the proposal was for a contract until July 2013 and that the Board would have an opportunity to review our long term solution later this academic year.
- The Board agreed to sign a contract with Counter Culture Partners in line with the proposal from now until July 2013.

Actions:

- *KS to arrange for a contract to be signed between Counter Culture Partners and MUSU and to take forward the proposed schedule of work.*

6. Dashboard and Risk Register

KS presented a template for how the organisation could report to the Trustee Board on a regular basis. Discussion followed.

- Add the following reporting lines:
 - Number of societies
 - Performance against income targets
- The Board welcomed the Dashboard and agreed that it should be used to report.

KS pointed out that one of the Board's responsibility is in managing risk to MUSU and asked whether any Board members had ever received a MUSU Risk Register. The Board members present said that they had not and agreed the following.

- KS to work with managers to produce a Risk Register for the next Board meeting

Actions:

- *KS to add additional reporting lines to the Dashboard and prepare to report on it at the next Trustee Board meeting*
- *KS to develop a draft Risk Register working with Sabbs and Managers and bring to the next Trustee Board meeting*

TURNAROUND BOARD

In attendance: Shreya Paudel (Chair), Michelle D'Souza, Preeti Sogani, Phil Pilkington, Jacqui Boddington, Kat Stark (non voting), Ed Marsh (for Governance item only)

Apologies: Santhosh Rengan, NUS representative

No Apologies:

7. Director's Report to the Trustee Board and Turnaround Board

KS presented her report to the board and took questions and comments.

- JB picked up on the point in the report on working with the University on gathering student feedback. JB said that she was in the process of writing KPIs for the student experience and that she was mindful that although MUSU aren't necessarily in the position yet where we can contribute as deeply as we would like to, we do need to be involved. JB suggested that MUSU people meet with her to explore how we can make this happen.
- JB made the point that senior staff within the University will want an update following the TBs. KS agreed.

Actions:

- *KS to arrange a meeting on involving MUSU in student experience KPIs: JB, EM, KS, SP*
- *KS to prepare papers for the University on progress and with options for moving forward*

8. Governance Reform Consultation

SP and EM presented ideas on the principles and the potential new structure for MUSU's governance arrangements. SP and EM took questions and discussion from Turnaround Board members.

- JB – regarding Course Rep Conference – we'll need to make sure we have thought through how we interact with Uni structures on this. How does this terralate with MDX's academic quality processes e.g. how does CR conference fit with Academic Board? And is there space for the Liberation roles to feed into academic stuff?
 - EM said that this was part of our thinking and that we will deliberately be moving away from having specific dates and overly prescriptive timelines in our new governance documents so that we have the flexibility to make sure that our meetings and events fit in with the University's cycle.
- PP – what about creating new/other assemblies?
 - EM said that we are thinking about building in a great deal of flexibility around assemblies so that students are able to build 'student communities' around interests/shared identities.
- PP – There should be terms of reference for anybody elected because lack of clarity over what representatives are supposed to be doing can be damaging.
 - EM said that there will be.
- PP – Where is accountability in this structure?
 - EM explained that the introduction of the 'Democracy & Involvement Committee', a functioning Trustee Board (with the full compliment of elected students and appointed externals) plus governance structures that actually put the elected

officers in front of large numbers of students should mean that this new structure provides significantly more accountability than our current one.

- JB - Where is the time to consult with the University and with students? This is an incredibly fast timeline!
 - The TB discussed this point and agreed that the timeline as proposed needed tweaking to enable proper consultation and momentum to occur. PP suggested that in November 2012 we hold a 'mandate' vote to enable students to mandate MUSU to change and to put in place any interim measures we need. This was agreed in principle by the turnaround board members.

The Turnaround Board decided **not** to approve a full governance referendum on 22nd November but **agreed** to some sort of mandate vote at that time and that there should be adequate consultation with both students and staff before the full and final documents go to vote.

9. Beyond December

KS summarised our current position which is that her contract ends at the end of December 2012 and we have yet to decide what happens after that. KS welcomed an open discussion on the matter. The following points were raised.

- PP expressed the view that MUSU was not yet stable enough to recruit for a FT permanent Director and that more work needs to be done in order to come to a long term sustainable structure for MUSU.
 - The turnaround board agreed with this and offered KS an extension to her current fixed term contract of at least another 3 months.
- KS said that she felt that collaboration with another Union was an option that we should consider and be open to on the basis that it would give MUSU the structural opportunity to recruit a high level management team and could also save MUSU money on our internal processes.
 - JB expressed that the University was open to discussions about collaboration and that those discussions would need to be supported by evidence led information about what collaboration might look like, what the benefits would be to MUSU, to students and to MDX, and that we would need to have honest discussions about who a good partner might be. The board agreed with JB's points.

Actions:

- *KS to respond to the Turnaround Board's offer of an extended contract*
- *KS to put together discussion paper on collaboration to underpin discussions with the University*