

**MINUTES**  
**Trustee Board**

**Wednesday 20<sup>th</sup> February 2013**

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**TRUSTEE BOARD**

**In attendance: Shreya Paudel (Chair), Michelle D'Souza, Santhosh Rengan, Preeti Sogani, Phil Pilkington, Jenny Compton-Bishop, Kat Stark (non voting), Ed Marsh-Rowbotham (non voting-present for Elections and No Platform item only) and Aadam Ali (Clerk).**

1. Matters Arising

1.1. Vacant posts on the Trustee Board

KS updated about the letter sent to Dr Fai Liang Tan from SP regarding his status as a Trustee. There has been no response consequently KS has prepared a recruitment pack and has researched into good recruitment options for Trustees. Asked The Board to determine the length of term of office for the external trustee, the constitution stipulates up to 4 years but it is for The Board to appoint the period of time. Asking because during this transitional time, The Board may want to appoint a term of 4 years for stability or 2 years or less if it is felt MUSU needs to change in future.

- JC felt 2 years was not long enough and PP said ideally a minimum 3 years.
- PP asked about whether the constitutional article regarding trustees stipulates a maximum period of office.
  - KS responded to say that she would check and update.
- PP pointed out that it has been a year since Dr Tan attended and according to charity law, The Board can remove the trustee by resolution by whatever way the board sees fit. The Board could propose a formal motion and the Charity Commission can remove that person.
- SP concluded that the term needs to be more than 2 years. A total length of term of office of 3 years was agreed.

KS consequently requires The Board to appoint 2-3 persons to be on Appointments Committee for the External Trustee position.

- PP suggested the composition should be the Chair SP, 1 Sabbatical Trustee and 1 External Trustee. SP agreed that he is prepared to be on the committee.
- PP followed up by saying that it would probably be better to confirm the other 2 committee members closer to the time for logistical reasons. It was agreed that SP would be the Chair of the Appointments Committee for the External Trustee role.

**Actions:**

- ☐ **KS to look at current constitution and see if article on Trustee specifies a maximum length**

of office.

## 1.2. Elections and No Platform Policy (emergency item added)

SP added this item to the agenda and mentioned the board should discuss this at this stage in the meeting before moving on.

## Elections

PS opened this item saying that this meeting was not able to meet as originally planned on the 25<sup>th</sup> January however, the options for elections papers were circulated and The Board agreed through an online result that Option 1 should take effect (Option 1 being to not have an Elections Committee and instead, having one Returning Officer who will oversee the entire election process). EM has informed the University about this and it is proposed for Abigail Combs to be the Returning Officer. She is an independent representative from NUS who has received all the relevant Returning Officer training. EM has also asked the University to nominate a Deputy Returning Officer. This has not been confirmed but will likely be Sue Bailey, the Deputy Academic Registrar.

- In the event of any complaints regarding the elections process, this will be dealt with by the Returning Officer who will make a decision and then appeals will go to the Deputy.
- PP said The Board should move to approve this.
- PS mentioned that nominations for elections are currently open and voting will be open on 3<sup>rd</sup> week of March.
  - o EM mentioned he could circulate an elections timetable to The Board for information.
- PP asked if voting will be via paper ballot.
  - o EM responded that it is intended to be online however it is pending approval from the Returning Officer.
- The Board agreed to approve this item.

### **Actions:**

- **EM to circulate an elections timetable at the next Trustee Board meeting.**

## Interim Bye-Laws

EM explained following the Trustee Board on the 07/11/2012 where SP presented on reform to MUSU's governance structures and although the direction was clear, further consultation from key stakeholders was agreed to be required therefore, two referendums have been conducted. The first one mandated the Executive to come back with options for reform to the membership. The result on this was 98% of voting students agreeing to this. This led to consultation with the University leadership team, consulting engaged and non-engaged students. This led to the blue print for reform which had some changes made from the consultation. The second referendum presented the blueprint to the membership and gave a yes or no vote on a new constitution. The new constitution is similar to the previous one but introduces new groups such as the Democracy and Involvement Committee, the Executive, Liberation Assemblies and removes Student Representative Council whilst introducing a more representative system. The results were that 98% voted yes. There were a further three options for students to vote on. The options were made to give an indicative steer to The Board as they relate to the bye-laws which are the prerogative of The Board to enact. EM proposed an interim set of bye-laws which incorporates the decisions that students made in the 3 options namely:

- i) Call for referendum- 1% of membership

- ii) Quoracy of a referendum - 2.5% of membership
- iii) Roles of the officers to become school based representatives

EM therefore asked The Board to approve the move to a faculty based representative system. The Interim Bye-Laws have resulted due to MUSU's current situation of elections taking place at present. Further to this The Board can approve a tidied up version of the Bye-Law at the next meeting as it is a proposed paper. EM continued to say that the paper was critical as elections are taking place to elect candidates into the new faculty based roles. EM also pointed out that in the Interim Bye-Laws, it is drafted as being a two third majority to remove an officer Trustee however, this cuts The Board out of the process. He mentioned this is not in line with best practice and where the student movement is at the moment however at the next Board Meeting, it is suggested to have a broader discussion on how to remove an Officer Trustee which includes the Board's discussion.

- EM also stated that he and SP will present this paper to the University Executive on the implications.
- PP asked if the Board needs to approve this.
  - o EM responded that The Board would have to accept the constitution but not the Bye-Laws.

- o PP brought attention to the complicated relationship of employee and trustee. There should be mechanisms to hold to account legal and financial reputation, including student democracy. This would need to change with the consultation of The Board. This is an area that could potentially involve Employment Tribunals and political issues. PP mentioned the strategic group at NUS who are also looking at the problem of Officer Trustees removed from office but are still on the Trustee Board and vice versa. This isn't something that is able to be finalised now.
- SP moved for approval. PP asked that the election regulations and officer roles would be agreed if this item is approved by The Board.
  - o EM responded saying that this was correct and that it allows people to be elected into the right committees.
  - o KS mentioned that The Board would need to decide on a final version at the next meeting and will ensure that they are sent in advance for proper viewing.
- The Board approved.

**Actions:**

- EM to provide a finalised set of Bye-Laws for the Trustees to approve at the next meeting.

No Platform Policy

SP asked The Board to endorse the referendum happening on the 27<sup>th</sup> and 28<sup>th</sup> February regarding No Platform. SR said that the previous policy lapsed on the 16<sup>th</sup> February and a new one has been created, which students will vote on. The first option being should MUSU adopt a No Platform Policy and the second question being should MUSU adopt NUS' policy or create a specific Middlesex policy. SP said that recently papers were sent from MD to all the Board Members explaining that there have been problems with certain societies who were welcoming controversial speakers that may potentially endanger the lives of students. SP explained that if passed, this would be a big win for the safety of minority students. He therefore requested The Board to endorse the calling to No Platform.

- JC asked if The Board would be able to see the exact wording of the referendum.
  - o SP stated this should be made available on Friday 22<sup>nd</sup> February.
- JC mentioned it would depend what groups are named in the policy and how the policies defines a specific group.
  - o SP responded by saying that no groups would be named specifically, but at this stage just outlining the criteria.
- EM clarified that it is important for The Board to be aware that there is an option that students will be voting on and there are valid arguments on the second choice which is the NUS policy or the Middlesex specific policy. Option 2 would involve more discussion of what should fall into no platform and will outline who should be empowered to decide who falls within the criteria. It is proposed at the moment that there is a committee that meets every 2 years and as and when a speaker's details are brought to attention, it is brought forward for the attention of the committee. The proposed composition is to have 1 Officer Trustee, 1 External Trustee and 1 nominee from the University Executive Committee.

- o KS said that it has been very fast paced and that EM has managed the process in recent weeks in a situation where the University were struggling on taking action. This arose because of the speakers that were proposed to come onto campus being from Hizb ut-Tahrir. This group is not on many individual SU no platform policies but they are on NUS'. In future, MUSU needs to be protected from these situations. EM and the Officer Trustees have drafted a policy and have looked at other SU policies specifically, those in the most contentious environments such as Manchester SU and LSE SU. Students appear to accept and understand the policy and they involve the University on no platform which works when making these types of judgment calls.
- o PP requested that it be included in the minutes that the University have a responsibility for this as well under the Freedom of Speech Act. The University have a responsibility to have a procedure and should be involved, though we should have our own policy as an independent organisation. PP continued to say that the University have a duty of care to their students and the duty of freedom of speech where they must have a working policy to say no to certain speakers being on the premises.
- o KS explained that the University have a sufficient policy but found that on an operational level that the policy enacted is completely broken e.g. in the room booking procedure, it is at the second stage where the authority to make that decision is unclear and broken. The proposed group appointed to

be on the committee would be able to look at how the policy can be enacted and can look at the University at an operational level and where they are currently unable to enact their policy at the moment.

- o EM further added that the Charity Commission would expect MUSU to have policies on this and on a democratic level, would be difficult to be accepted from The Board as a decision hence the referendum.
- o PP added that we have due diligence to our membership and a duty to their safety and that we need to have something in place for the health and safety of the membership and staff.
- SP asked if The Board would be prepared to endorse this and The Board agreed.

EM left the meeting.

### 1.3. Strategy

KS opened this item by stating that at the last meeting it was decided to update the strategy to make grassroots representation and holding the University to account more explicit, which has been completed.

- KS updated The Board that at the last Turnaround Board meeting, the Board made a decision on a proposal from KS about the length of her employment for the rest of the turnaround period asking The Board what they wanted to happen. They took the decision to appoint KS with a 6 month contract involving looking at the strategy and what MUSU has gained and learned. Also as part of KS' remit, she will look at the new leadership built into the staff team. Will be having an in depth look pulling in information with sometimes very limited sources and very little time, although such is the nature of turnaround. KS identified that there is a lot more that MUSU could do with this strategy to see MUSU's top level structures develop to the point of recruiting a full time lead staff member.
- KS has conducted Managers away days where they looked at the strategy and information available. The Sabbatical Officers and KS will be doing something similar on Friday 22<sup>nd</sup> February.
- Final point will be to have a permanent lead staff member although there is quite a lot of work to do until that point before MUSU open recruitment.

### 1.4. Finances

KS prepared papers on Deficit Budget and met with the University to see if they were prepared to make a contribution to non-recurring costs for 2012/2013. KS met with Katie Bell and explained how the deficit was arrived at. Margaret House who was MUSU's Executive liaison from the University who has left, had a lot of information on MUSU's position and where we would have been which Katie doesn't have. It is quite inconvenient being halfway through the turnaround process to change liaison. KS gave Katie the papers and some information to help give Katie more of an understanding about the deficit budget and stated how we want to move forward. Katie said the University would consider making the contribution.

- PP asked who Katie Bell was in the University.
  - o PS and SR clarified she is the Deputy Vice Chancellor, Marketing and Recruitment.
- KS stated the Deficit Budget remains the same as it was put forward to the last meeting and

remains a deficit of £29,000.00.

- The total cost of the turnaround process amounts to £101,000.00 however £72,000.00 of those costs has been absorbed into the budget for this year. KS explained that we have made savings and have had some additional expenditure, so it will fluctuate. MUSU has £150,000.00 in reserves to use if we need to.
- In addition, MUSU haven't recruited for one of the permanent full time positions, the Resources Manager, therefore making some savings.
- Effectively though, there is a new Voluntary Redundancy payment which will add another £25,000.00 to the cost of the turnaround process.
- The new Job Evaluation scheme is in place, letters have gone out and the appeals deadline has surpassed. Consequently, there shouldn't be any more additional turnaround costs therefore giving a total of £126,000.00 expenditure.
  - o PP raised the issue of what the steps would be if the University was not prepared to help alleviate some of the costs.



- o KS said MUSU is not at risk, and that after her meeting with Katie Bell, the University might be prepared to give MUSU an additional sum for the cost of the turnaround this year, which would mean no impact on MUSU's reserves. Alternatively the University may be prepared to give MUSU additional money on the block grant. KS stated that strategically, the University would probably prefer to give a one off sum for turnaround expenditure, which will likely be the option.

KS gave an update to the Counter Culture Partners plan with the Counter Culture paper.

- Paper showed jobs planned between November and the end of January. The move onto Sage which will make it easier to extract financial information and management accounts in line with Charity Law. Sage is now confirmed to be in place.
- In terms of team development, MUSU's Finance manager is on a Sage course. She is also supported by Peter and Daryl from Counter Culture.
- The first quarter VAT return has been completed on time. MUSU is underway to be up to date for the next VAT return quarter.
- New coding and budget structure are being implemented by the Finance Manager and Counter Culture. They are moving expenditure year to date onto new coding system from July to December to draw management accounts in March, which is why there are no figures present at the meeting today.
- Another outstanding issue is the internal audit from Grant Thornton which was the audit the University did. Counter Culture is preparing a management response to the audit and will have this ready by March.
- KS suggested The Board may not want to meet until the figures are ready to be seen by The Board. She suggested that it be minuted that at the next meeting there are up to date management accounts that need to be present as well as an updated reforecasted budget.

#### Actions:

- **KS to provide year to date Management Accounts and a Reforecasted Budget when the Trustee Board next meet.**

### 1.5. Dashboard and Risk Register

#### Risk Register

KS was actioned from the previous Board Meeting to put together a dashboard and risk register. She mentioned that the Trustee Board should be confident that risk is being managed effectively. KS discussed the risk register.

- Highest mitigated risk is shown as 16. These include the lack of management accounts and finances. KS suggested that this risk factor shouldn't be reduced until financial information is coming in. It is impossible to say for sure whether the risk is high or low at the moment. Although we know the end of year accounts from last year, this can't be reduced as yet.
- Spaces not being fit for purpose, MUSU having low visibility and few resources for students to use is another high risk but has reduced. The new premises were not confirmed at the time of writing this however this can be reduced as confirmation and movement has been communicated. There are still some space issues to mitigate but it is lower. Highest risk at the moment is the lack management accounts.

- o PS asked about the budgets and possibility of the block grant being reduced due to no Value for Money being seen from the University in what we did last year compared to this year. She asked KS whether MUSU is at a higher risk in this aspect of reputation as it is denoted as being 12 on the risk register.
- o KS said this is a risk but in terms of managing expectations, KS has been involved in this and knows this risk will stay high until the University begin to rebuild their trust in MUSU which may take 2-3 years. We are not there yet and are only 7 months into turnaround. However we need to monitor and be aware of this whilst reducing this over time.
- PP mentioned it is very useful to have this register especially for the first time to see development over long periods of time. It clearly shows our priorities. PP said he has no objection with scores, but it should not be looked at alone. The likelihood maybe low but impact may be huge which could be devastating.

- o KS responded by saying all the 12 and 16 risks are big operational matters and are linked with each other. They all involve the reach into the student body and the ability to measure the impact we are having. This would logically be the next stage in the turnaround process. This is particularly useful for the management team to clarify priorities during this critical time.
- KS said that The Board can set a time limit for the register to be reviewed, though usually it is reviewed annually. However, KS suggested that the register should perhaps be looked at every Board Meeting until the risks are shown to be managed at a satisfactory level.
- The Board agreed to this.

#### Actions:

- The Trustee Board will review the risk register every meeting until further notice. KS to update for the next Board Meeting.

#### Reporting Dashboard

KS asked The Board to look at the Reporting dashboard and described it being as a robust and easy way for Trustees to see where MUSU is as present. The item on the dashboard is colour coded as red, amber or green to denote MUSU's performance on each target. Kat explained the following to The Board:

- Target stands at 1700 for society membership. This is amber as we don't have the ability to know exact numbers within individual societies as this is managed by individual societies who are potentially holding membership fees also. The number of societies is quite high therefore it is difficult to contact each society regularly on membership numbers. This is not best practice however MUSU is looking to combine a membership system with a new website which is underway with NUS digital who have given a presentation to staff.
- Media involvement target was 140 but we have achieved 108.
- Campaign sign ups are around 10%. We haven't run an official priority campaign as yet although at this stage this would be inappropriate as we are not at the level to prioritise this. However, sabbatical officers' one-to-one interaction with students has exceeded 10%.
- Registered course representatives have exceeded our target which is 250 and we have registered 370. About half of our target is trained. The second round of training will take place on 25<sup>th</sup> February.
- Number of cases in advice is a problem, as there isn't figure to show. Staff using Advice Pro software needs to be monitored and we need to look into this further to get figures.
- Voting and elections have not happened yet.
- NSS and annual student survey have not happened yet.

KS explained the section regarding MUSU's next strategic aims.

- JC asked about the Buddy Programme and why it has been temporarily halted.
  - o KS said a scheme such as this needs to be done correctly, not partially correct. Previous year's figures show about 100 signups and the number was moving forward. It was apparent that it wasn't strictly correct and the staff member had left when this had become apparent. This has been a priority on the planning conversations for next year.
- KS has researched national data on buddy schemes, and it is apparent that this works better when tailored in the student movement.
  - o PP suggested that more thought should be put into this. It is an academic scheme and it uses very intense resources and is very time consuming. He said at Coventry SU, the

scheme is targeted particularly towards international students focussing on mentoring, however this has quite high time costs. One of the aims in relation tot his which is a priority for MUSU is to lower dropout rates.

- o SP asked if there are any good examples of buddy schemes.
- o KS said yes and reiterated that there are examples of schemes where it works for international students. However with schemes that focus on a general social meeting system, this is not where the impact is happening. Students prefer to dip in and out and not to stay with one scheme. A networking approach would perhaps work better for one off events where students can make a connection with someone e.g. a photographer that requires a make up artist. This would lead to more skills sharing.
- PP raised a further point in relation to decreasing the dropout rate through academic societies. There is potential to also ask course representatives to be involved and collaborate.

- o PS responded and said that we are now an academic representative structure and aim to build academic communities, one of those paths is through societies.
- o PP said we should have a target for the number of societies on the reporting dashboard. KS said this should have been added. SP said that we will be working on the dropout rate, and academic societies might help in reducing this.
- KS reported back that the management team have looked at how well MUSU have achieved its strategic aims. The model we would be interested in using is the course being the unit of the student body and it must be where the impact is strategically happening. Every area of our operations need to be broken down by course, school and involving the grass roots foundation to get the students involved in specific groups, and having influence.
- Regarding building legitimacy as an organisation in the student body, KS mentioned:
  - Within the staff team there is a line management structure.
  - In January performance reviews took place.
  - We have affiliated to NUS' staff satisfaction survey which will give us an in depth report.
  - People strategy is currently taking place, one manger is on NUS' leadership development programme pilot which he applied for and won a place based on the application.
  - Staff and officers have visited other Unions gaining wider insight into the student movement. -Level of contact with the student body is easily the highest in our history.
- o PP asked what the difference is between the NSS and the student satisfaction survey.
- o KS said the survey would ask more specific and in depth questions about the Union. Also it will ask for student's perceptions and what they would like to see happen in future.
- The Board noted they would be interested in the results of the survey. KS said the response rate target would be to achieve a higher response rate than the curved thinking report.
- PP noted this would result in a lot of interesting results to share with the University.

**Actions:**

- **KS to add target for the number of societies to Reporting Dashboard.**

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

KS covered this through the actions of the previous agenda items and had nothing else to update The Board on.

3. Receive Audited Accounts YE2012, pensions Update & Counter Culture Update

This section has already been covered in agenda item 1.4. The audited accounts are at the same position as the last meeting. The signing off is due to happen next week as the auditor is busy with tax returns. The auditor accepted the Trustee Report from the last meeting. KS apologised and will send this out to The Board out as soon as they are signed.

**Actions:**

- **KS to circulate signed off Audited Accounts to the Trustee Board.**

4. Elections

This section has already been covered in agenda item 1.2.

5. Update on turnaround Board membership and involvement with NUS

KS updated that Jacqui Boddington had questions for KS about Ben Ward and his position on the Turnaround Board as well as his role as Acting Head of NUS Charitable Services. She believes this may result from the University's lack of general working knowledge of how NUS works and what his role entails. Ben is commissioning a lot of research across London and is on our Turnaround Board. KS wanted to convey to Jacqui what his role entails and what MUSU's involvement with NUS is. KS drew The Boards attention to the response paper regarding this.

- The paper explains what NUS do to improve Student Unions. Where MUSU is involved, this is not straightforward, Jacqui mentioned historically MUSU has isolated itself from the student movement therefore being as involved as we are with the NUS is quite new ground.
- Involvement allows best practice and learning and development from the national level. KS asked The Board if they wanted her to forward this response to Jacqui.
  - o PP said The Board should approve Ben onto the Turnaround Board and welcome him.
  - o SP said it is a good proposal.
- PS mentioned SUEI and the contact MUSU would have with NUS. However she asked if it was approved before that NUS would be present on the Turnaround Board.
  - o KS said the NUS Diagnostic Report suggested we should have an external trustee, sabbatical officers and an NUS representative along with a representative from the University.
  - o It was also pointed out that the Trustee Board created the Turnaround Board. The Chair at that time supported the composition. Ben came to the last Turnaround Board but was not present at the first two meetings which is why there may be some confusion.
  - o KS added that NUS' involvement is strength for the future turnaround and increases the wealth of expertise for MUSU. NUS are also doing vital research and focus into why the particular group of Students Unions that MUSU belongs to, fail in London.
  - o SR said reassuring the University was key and that MUSU is paying a huge amount of money every year to be affiliated with the NUS, therefore we should try and get as much benefit from this relationship, especially during this period of change. It is good for us to develop and make innovative ideas and involvement on the national level.
- KS said the University may also feel it strange for MUSU to have such external involvement as Universities tend to support themselves, whereas Unions are part of a bigger movement. MUSU therefore needs to act in the memberships' interest.
  - o SP agreed that we need to be as involved as possible.
  - o PP said he could see the anxiety as the University are normally more in control, therefore it needs to be clear that Ben has an overview of strategic development which the Strategic Turnaround Unit is involved in. PP said he saw a report that Ben commissioned where Jacqui was interviewed and felt the conclusion of the report was misunderstood. The purpose was for NUS and it may have been thought that this would directly immediately implicate MUSU. He reiterated that it needs to be made clear that as a member of the Turnaround Board, Ben is responsible to the Trustee Board.
  - o SP asked if Ben's involvement with the NUS would make it difficult for him to be a member of the Turnaround Board.
  - o PP said no and that Ben is professional enough to act in the interest of the Turnaround Board.

**Actions:**

- ☑ KS to present paper on NUS' Involvement to Jacqui Boddington on behalf of the Trustee Board.

6. Sabbatical Pay

MD opened by saying that the pay for Sabbatical Officers has not changed compared to other Unions. She wanted to propose to increase salary for next year. KS said that it is worth mentioning that Shreya and Santhosh are not rerunning however because they are still eligible, they will probably not be involved as much in this conversation.

- Paper was presented showing the average salaries of officers across London. KS said it is important to look at the average starting salary of a Middlesex graduate and what other Student Unions are paying.
- Guidelines are that money should not be an incentive but not a disincentive also. It should support living in London.
- SP mentioned he found it very difficult to live on the current salary. He didn't want future successors to face this. PS said we are very low on the listing.
- PP clarified that any one of the Officer Trustees may have a vested interest as they may be aware of candidates who are running. This could open up the Trustee Board to claims and accusations therefore, this conversation should probably take place between JC and PP after the meeting where they will make a decision as a subcommittee. PP suggested the Officer Trustees should abstain on voting.
  - o PP asked if the Salary is tied to grades.
  - o KS replied that it is not tied to any grade however PP asked how cost of living would be raised.



- o KS said we can put a policy in place to make a decision that when the cost of living increases, it is applied to sabbatical salaries and should go up in line with reasonable increases.

**Actions:**

- KS to create a policy for sabbatical pay after the matter is updated by The Board at the next meeting.

7. AOB

PP asked about the pension papers. KS said it is for information purposes and that advice from NUS is that to account for the pensions deficit, nothing needs to change and we need to start talking about next year. Peter Greany should come to the next board meeting regarding this. The Board also need to look at the final signed Audited Accounts and to have an opportunity to ask him questions.

PP proposed that there should be a calendar of meetings so that The Board have a rough schedule for the next 4-5 months of the Turnaround Board and Trustee Board. KS said she would be able to put together a timeline early next week.

KS and AA left the room for The Board to continue discussion on two confidential items.

**Actions:**

- KS to invite Peter Greany from Counter Culture the next time the Board meets to present the Pensions Deficit
- KS to circulate a planned timeline of Trustee and Turnaround Board to Board Members.