

minutes



national union of students

meeting of: Trustee Board

place: NUS HQ

date and time: 10th September 2009

In Attendance:

Members:	Name
President & Chair	Wes Streeting
Officer Trustees	Aaron Porter; Susan Nash; Daf Adley
Student Trustees	Sean Rillo Raczka, Daniel Randall, Emily Rowe, Amandla Thomas-Johnson, Rebecca Gordge, Martin Jopp
Lay Trustees	Kate Davies, Dame Karlene Davis, David Fletcher
Staff	Matt Hyde, Elaine Bruce, Jim Dickinson, Simon Rayner, Henry Soloman, Jan Sowa, Nick Smith

Minutes of reserved business will be tabled at the next meeting.

The Safeguarding Policy and Trustee Protocol were discussed before the start of official business.

Introduction to Safeguarding:

The Board were referred to NUS' Safeguarding policy and presented with a brief overview of the purpose and its implementation to ensure compliance.

Trustee Protocol:

The Board were referred to the Trustee Protocol, noting that "officers" mentioned in the policy refers to the full time officers who are members of the Board.

The protocol was approved and trustees were asked to sign and return their copies to Elaine Bruce.

1. Introduction and Administration

Wes Streeting welcomed the Board to the first meeting.

1.1 Apologies for absence were received from Richard Budden.



1.2 No conflicts of interest were raised and it was accepted that although trustees may be involved in their own students' unions, they are serving the interests of the Board and NUS in this and future meetings and in subsequent decisions.

1.3 *Minutes of the last Senior Management Team meeting (13th May 2009) were noted.*

Matt Hyde explained that reference to a Sabbatical Officer Panel was an idea to provide general advice and support to students' unions in relation to officers as employees. It was felt that further work needed to be done on the proposal and that in the first instance NUS had to agree its own Code of Conduct.

1.4 Matters Arising from Trustee Board Induction Meeting: 26th and 27th June 2009

Matt Hyde referred the Board to correspondence with the Students' Union Superannuation Scheme (SUSS) circulated to the trustees via email in July. The Board were further updated on the next round of communications from the Scheme which will be forwarded shortly. A formal response to phase one of the consultation will be presented at the next meeting.

Action: Henry Solomon

2 Strategy

2.1 and 2.2 Strategic Plan 2009 – 2012 and Key Performance Indicators

Matt Hyde referred the Board to the Strategic Plan 2009 – 2012 and Key Performance Indicator papers (1C and 1D) which were presented to the Board for approval. The National Executive Council approved the content and priorities of the strategic plan at their meeting the previous Monday. The strategic objectives will be reviewed over the course of the year with Trustee Board involvement. Progress against the strategic plan is monitored through directorate plans and staff objectives and one-to-one meetings. Key performance indicators (KPIs) will be presented at each Board meeting.

Wes Streeting updated the Board on the Government's review of variable fees, noting that an announcement about the composition of the review group is likely to be made in October. The method of the review is currently unknown but the organisation is doing a lot of work to secure NUS representation on the review group. The Conservatives and Liberal Democrats have stated that they believe NUS should have a place on the group.

The Board noted it would be useful to have more detailed information on how the KPIs were being measured and this should go to the next Board.

Action: Matt Hyde



The Board also asked to see explanations of the strategic objectives included in the KPI table and to see specific KPIS developed on financial performance.

Action: Henry Solomon

The Board were encouraged to feedback on whether the balance was right between providing too much information and enough detail.

It was suggested that the Board focuses on selected KPIs and relevant background information at different meetings. It was noted that strategic objectives 1 – 3 and possibly including strategic objective 4, are the property of the NEC. Strategic objective 5 onwards are the focus of the Board. The Board noted that the carbon footprint could potentially have a bearing on the finances of the organisation. It was also noted that the strategic plan focuses primarily on Higher Education. This will need to be borne in mind in relation to future plans for Further Education.

The Board approved the strategic plan 2009 – 2012.

2.3 The Board noted Forward Plan for Business 2009 – 10

2.4 Marketing and Communications Strategy

Simon Rayner, Director of Marketing and Communications, joined the meeting and presented an overview of his paper. There was some discussion about the work of the Board to ensure there is a two way flow of communications between NUS, students' unions and the wider membership. Matt Hyde updated the Board on the Extranet project where a wider strategic review was currently being undertaken. The Marketing and Communications strategy is to be scrutinised by the Communications Sub-Committee.

The Board approved the strategy.

Amandla Thomas-Johnson, Henry Solomon (Interim Director of Finance) and Josephine Olugbeka (Head of Finance) joined the meeting.

The Board agreed that a recorded voted would not be taken when making decisions as it is intended for decisions to be acted on collectively. Where Board members strongly disagree with a decision they can ask for this to be noted by the minute taker.

2.5 The Board noted the paper on Developing a Vision for Membership Development Directorate.



3 Finance

3.1 Verbal Update on Pre-Audit 2008 – 2009 outturn

Matt Hyde gave a verbal update, noting that currently the latest outturn figure is a £37k deficit but this is likely to move closer to a break even budget. The audited accounts for 2008-09 will be formally presented to the Board in early 2010 at the latest. A verbal update would be provided at the next meeting.

3.2 2009 – 2010 Budget

The Board were referred to the budget paper and noted that this was approved at the NEC meeting on Monday. Matt Hyde outlined the process by which budget allocations relating to activity costs were agreed. It is for the Board to reassure itself that sufficient financial controls are in place. There was some discussion about the recent budget process and the savings made as result of staff and officer efforts. Matt Hyde updated the Board on risk management and gave an overview on the improvements in financial control systems and reporting. Fundraising was highlighted as an area of risk as generating fundraising income is a relatively new concept to the organisation and this has presented some difficulty with regards to budgeting and reporting.

The Board were further updated on NUS' cash flow and a possible loan from NUSSL which would result in both savings for NUS and income for NUS Services. The Board requested a cash flow statement to be included going forward.

Action: Henry Solomon

It was noted that the budget presented assumes no loss of head count but does freeze recruitment on a couple of positions. NUS may be able to secure funding for one of the two positions. There is some work to be done to achieve a surplus budget going forward and a three year plan to minimise risk should be produced this year. It was noted new auditors – Tenon - will be in place next year following a rigorous tendering process.

The Board were assured there is a systematic value for money program underway and also approved the Budget for 2009-10.

3.3. Update on Interim Staffing Arrangements in Finance Department

Matt Hyde gave a verbal update on the interim staffing arrangement in the finance department noting that Henry Solomon has been appointed as Interim Finance Director on a



part time basis. This position will be reviewed after Christmas. The Board noted its thanks to the finance team for its work on the budget.

Jan Sowa joined the meeting.

4 Collaborations and Corporate Governance

4.1 The Board agreed to discuss this paper in two parts. Matt Hyde referred the Board to part one of the paper which details work on the Collaborations agenda. There was some discussion on the position with the Association of Managers of Students' Unions (AMSU). The Board can expect to receive more information on the VAT implications of inter company services.

Action: Matt Hyde

The Board approved the first part of the paper.

The Board were referred to the second part of the paper which details corporate governance. It was noted that this information was presented to NEC at their meeting on Monday. The Council were asked to raise any major issues with each proposal and encouraged to raise any questions. No major issues were raised. The Board is asked to advise on their view at this early stage and confirm that they are happy for NUS to go ahead with a cost benefit analysis. It was confirmed that NUS is committed to remaining as a political campaigning organisation and any corporate governance model should ensure the ability to campaign with freedom is essential. To that end it was noted that although in the current political climate there are no guarantees about the best way to ensure this, there is a risk in doing nothing.

Matt Hyde outlined of the communication plan that will work in tandem with the cost benefit analysis. It was noted that the response to the *Wave of Change* document, particularly in relation to the principles of corporate governance will be discussed at the Union Development Zone Conference in October. This is aimed at gathering some initial feedback from the membership on this issue.

4.2 *The Board noted the paper on Value for Money Studies (Reserved Business)*

4.3 *The Board agreed the paper on IT Support (Reserved Business)*



5. Appointments

5.1 Vice Chair of Trustee Board, Lead Trustee for HR Matters and Membership of Audit, Risk and Remuneration Sub Committee

Wes Streeting asked the Board for volunteers for each of the roles described in the paper. David Fletcher, Martin Jopp and Dame Karlene will serve on the Audit, Risk and Remuneration Sub Committee, which will be chaired by David Fletcher.

Wes Streeting to contact Jacqueline Smith regarding to becoming the lead trustee for HR matters role.

Action: Wes Streeting

Kate Davies was appointed as Vice Chair of the Trustee Board.

5.2 Nominations Committee

Wes Streeting referred the Board to the paper outlining the roles on nominations committee. It was noted that the NEC Block of 15 members will be elected by electronic vote.

Action: Nick Smith

Sean Rillo Raczka was elected as the student trustee to serve on nominations committee.

5.3 *The Board noted the paper on Appointments made by the President.*

6. Compliance Matters

6.1 NUS Code of Conduct

Matt Hyde referred the Board to the proposed Code of Conduct. The Board agreed to remove point 9.8, which describes 'a breach of the code including: behaving in a manner likely to bring NUS into disrepute' as it was felt this clause could be open to misinterpretation and potential abuse. It was also agreed to include wording to ensure there is a diverse pool of people available to serve on a disciplinary or appeals panel.

The code was approved subject to these changes.

Action: Nick Smith

6.2 Trustee Board Confidentiality Policy

Matt Hyde referred the Board to the proposed policy. The Board agreed that minutes will be circulated to trustees before being published. Trustees are to raise any objections to the minutes within one week of circulation.



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The Board approved the policy subject to these changes.

Action: Nick Smith

6.3 Table of Delegated Authority

Matt Hyde referred the Board to the paper and noted that the table will be brought back to a future board meeting to allow the board to reflect on how well this has worked.

7. Reports

7.1 *The Board noted the Chief Executive's report, which will be an unstarred item going forward.*

7.2 *The Minutes of the first NEC meeting (30th June 2009) were noted.*

Date of next meeting: 16th November 2009 (NUS HQ 4pm – 7pm)

