

## **Roehampton Students' Union**

Meeting of the Trustee Board, held via Zoom on Thursday 8 October 2020 5-7pm.

**Present:** Farrah Black (Chair), Lauryn Fleming, Nicolo Sodaro, Siobhan Kelly, Eleanor Wheal, Lee Bird.

**In attendance:** Mark Gillespie (RSU Chief Executive), Jonathan Chien (UoR Financial Accountant), Meg Mannion (Clerk to the Trustee Board)

**Apologies:** Baljit Kaur (UoR)

### **1) Welcome and Apologies**

Farrah Black (FB) welcomed attendees to the meeting and noted apologies from Baljit Kaur.

### **2) Conflicts of Interest**

No conflicts of interest were noted.

### **3) Minutes of the previous Trustee Board meeting**

The minutes were approved.

### **4) RSU Transition Committee minutes and actions**

The minutes were noted. Mark Gillespie (MG) noted that the minutes would be formally approved in the next Transition Committee meeting but was able to give some updates on the action log:

- On 19.4, it was noted that the paper had been submitted.
- On 19.5, MG noted that he wanted to get the Board's view on the cycle of business and that he would send the existing cycle to trustees for review ahead of the next Trustee Board meeting.
- On 19.8.1, it was noted that the timetable for the audit was included in the Q4 management accounts.

### **5) Election of the Deputy Chair**

MG noted that in the Articles of Association, there was a requirement for an External Trustee to be the Deputy Chair to the Board. Eleanor Wheal (EW) gave an expression of interest and was elected to the role.

### **6) Chair's Report**

FB gave a verbal update on her work, noting that she had been working on Welcome Week, on room bookings for student activities and preparing for Student Union Council. Nicolo Sodaro (NS) updated on his male mental health campaign and Lauryn Fleming (LF) updated that she had been meeting with academic

departments, in particular on the blended approach to learning and student return to campus.

## **7) CEO Report**

MG took his CEO report as read, highlighting a number of key points:

- Welcome Week had taken place and whilst late night events were not possible, RSU had been collaborating with other London students' unions to deliver alternative events where possible, such as digital events like quiz nights.
- The SU had recorded around 2600 engagements in its Welcome Week activities and received good feedback on events.
- The Hive café had re-opened and was starting to pick up due to increased footfall. The café had limited some of its offerings, primarily focusing on takeaway coffee.
- Growhampton had recently donated 300kg of food to the local community and had received press coverage in the Guardian.
- MG added that the SU had started to speak to students about the strategic plan, specifically working with Communications students about developing some key indicators.
- MG noted that the SU would be receiving a 10% reduction in block grant in line with the reduction in spending across professional services at the University. The reduction is around £67.5k so the SU will continue will efficiency principles from the transition committee and may need to take advantage of vacancy savings.
- MG noted that risk assessments had been carried out for staff returning to the office. Changes to government guidance meant that judgment calls were required in terms of which staff can go in. Essential face to face activity will be done in person and all other work will be done remotely.

EW asked what the mood on campus was like. MG said that around 50-60 students were isolating, with an increasing number of students in residences isolating. MG noted that the university was delivering food and supplies to students and students had been generally supportive so far. MG asked the sabbatical officers to comment. NS noted there had been some parties in halls of residences, which was causing anxiety amongst students. Value for money was also being raised as a concern. The SU would be undertaking a feedback exercise and an accommodation survey in the coming weeks.

Lee Bird (LB) asked what the mood amongst staff was like. MG noted he had been transparent throughout the pandemic. He added that university decisions sometimes had an impact on staff attitude within the SU. He added that staff had been receptive to the strategic plan and know there will be a requirement for cost reduction. The focus will be on reducing non-salary expenditure first.

## **8. Risk Register**

MG presented the risk register, noting it was previously reviewed last year. MG summarised his recommendations:

- That the risk around reserves policy is increased, as highlighted in the external audit.
- That health and safety obligations around Covid-19 be reduced
- That the risk around budgets and targets and the need to control costs has increased

LB noted there was quite a lot of information on the risk register and asked that in future, the risk register is split into operational and strategic risk for the trustees to focus on. EW added that where there are green risks, whether they needed to remain on the risk register.

## **9. Q4 Management Accounts**

MG introduced the item, noting that the students' union was in a position now to properly understand income and expenditure. He added that the students' union was predicted to close 19/20 with a small deficit.

A few factors have influenced this such as loss of income due to Covid-19, unexpected holiday pay accrual and discovery of a bad debt provision. Financial controls and tighter processes have helped and lots of work has taken place to ensure correct coding around income and expenditure. This has helped management understand where income and expenditure is coming from and to inform budgeting processes.

Jonathan Chien added that whilst they were hoping to break even, the deficit would only be small.

SK asked about holiday accrual and whether there was a 'use it or lost it' policy for holiday leave, adding that staff should take leave regardless of the pandemic for their wellbeing. MG added that staff can roll over five days of holiday but that due to the holiday year and financial year being out of sync, there is always an accrual.

EW asked if there was a line missing on the income session as the accounts were unbalanced by around £1,000. MG noted this is likely a presentational error and would amend.

There was a question regarding the overspend on printing. MG clarified that the large overspend was due to costs associated with a mailout to students, which were much larger than quotes in previous years.

There was a question on the £73k spent on professional services and what this covers. MG clarified that this largely covered the finance service level agreement, as well as fees to Shakespeare Martineau and payments to DJs at club nights. There was a question on depreciation, MG noted that £55k was a historic figure and a few assets have now fully depreciated, which is why the figure is lower and that there is a full list of assets to support this.

LB commented that the timetable for external audit feels very tight. MG added that these were dates proposed by the external auditors but that he will speak to the auditors about the timeline to allow them flexibility. LB added that some management

may be needed around the holiday policy, as there is a risk that this accrual may get higher with the continued pandemic. MG took this as an action to think about.

#### **10. Budget paper to FEC**

MG introduced the paper, which went to Finance and Estates Committee prior to the trustee board meeting. The block grant proposal was made based on progress made through the transition committee. FEC approved the budget but applied a 10% reduction so the numbers will require adjustment. In future, the block grant will be applied in Spring which will help the budget setting exercise.

MG will circulate the draft budget to trustees ahead of the next meeting.

#### **11. Review of the finance SLA**

MG introduced the paper, noting it had been signed around a year ago. He noted the process had worked really well and there were now processes in place for recording purchasing and income. He recommended continuing with the relationship, noting its value for money.

LB asked if it would be useful to include responsibility for the trustees to sign off the annual report as it a specific power of the trustee board. MG agreed and would take the recommendation back to the university.

The Board agreed to the continuation of the finance SLA.

#### **12. Register of Interests**

No conflicts of interest were recorded. MG added that recruitment of student trustees would begin within the next 2-3 weeks. SK noted she would be happy to speak to any interested candidates.

#### **13. Review Trustee Code of Conduct and Nolan Principles**

The code was re-affirmed with no further comments.

#### **14. Review relationship and services agreement with UoR**

MG introduced the paper, noting that it outlines the relationship between the SU and UoR. The university are currently reviewing the data sharing agreement.

EW recommended that the agreement was reviewed by a lawyer on behalf of the SU as there were some onerous responsibilities on the board, such as health and safety. EW recommended that some sort of trustee insurance is looked at as well.

EW to send MG a marked up copy of the relationship agreement to MG and the new board to review again. LB agreed that some things were onerous and would share comments. MG noted the timescales and that there had been an ambition to sign the agreement in the summer. The board agreed that forming a subgroup of the trustee

board to review ahead of any agreement would be helpful and that MG would circulate dates.

### **15. Review affiliations**

FB introduced the paper, which was noted by the Board. MG added that the affiliation fee for NUS had reduced significantly. The paper will be presented to the AGM in the context of how affiliations benefit members. LB asked if it was worth reviewing affiliations before they take place. MG agreed and noted that the governance cycle needed to catch up in order for this to happen.

### **16. Update on the strategic plan for 20/21**

MG noted that work had been carried out with the staff time to set the strategic aims, which had been well received and working groups were starting next week. LB asked if the board could see a monitoring document to demonstrate progress against the strategic objectives, which would be presented to a future meeting.

### **17. CEO PDR objectives**

MG set out the process for the his CEO appraisal, noting objectives around strategy and delivering a break-even budget at a minimum. The board agreed that the Chair and an external trustee would work together to frame a discussion and bring back to the Board for a discussion. LB agreed to work with FB as an external trustee. MG to set up a meeting between LB and FB.

### **18. Update on investigation**

MG gave an update on the investigation and the consideration of pursuing civil or criminal action. MG is working with Shakespeare Martineau on a summary of options. He noted that a civil case would require a lot of money upfront in order to pursue a case and the time and resource required does not outweigh the benefits of how much money could be recouped. EW agreed that it seemed like it could be a frustrating use of resources and that the SU may need to let the matter go and take a lesson from it, which the rest of the Board agreed with. MG noted that there were now tighter controls and processes in place which would prevent similar incidents occurring again.

### **Any other business:**

MG added that he had been in touch with MiraGold, who specialise in Board development, about delivering training to current and new trustees. MG agreed to circulate the quote and training summary to the Board for approval.

MG added that campus is open so he would send some times around for some in-person meetings where possible.