TRUSTEE BOARD
MEETING MINUTES

Academic Year 2022/2023

Friday 21st October 2022
Friday 20th January 2023
Monday 24th April 2023

LANCASTER UNIVERSITY STUDENTS' UNION | LUSU

Charity number : 1172269 Company number : 10464111

Lancaster University Students' Union Trustee Board

Minutes of the formal Board meeting held **Friday 21 October 2022**

External Trustees present:	Dave Morris | External Trustee | HR & Remuneration Sub-Committee Chair Richard Soper | External Trustee | Governance Sub-Committee Chair Tony Camp | External Trustee | Commercial Services Sub-Committee Chair Mike Leckie | External Trustee | Finance & Risk Sub-Committee Chair
Officer Trustees present:	India Ellis | SU President and Chair of Trustee Board Noah Katz | VP Education Danny Goodwin | VP Societies & Media Callum Slater| VP Union Development Megan Homburg | VP Sport Victoria Phillips| VP Welfare
Student Trustees present:	Nabeel Hussain Tul Kubra | Harrison Stewart | Andrew Millington
In Attendance:	Misbah Ashraf | Chief Executive Michael Jayson | Crowe Audit Partner [item 4 only] Christopher Cottam | Advocacy and Governance Manager [item 6 only]

The meeting took place via Microsoft Teams with the majority of attendees in-person, including the Chair. Board acknowledged the meeting would be recorded for minute-taking purposes. The Chair welcomed all attendees and thanked everyone who had contributed to Board in the previous year.

Opening Business

Formal Thanks passed to the student trustees whose term of office had recently ended and all 2021/22 officer trustees.

Apologies | None to note. **Declarations of Interest** | None raised.

Minutes of previous meeting | Board noted that the minutes of 24 June and the Register of Attendance were not available. Discussion and Actions identified.

Items for Approval

Annual Accounts Report & Audit | The Students' Union Audit partner introduced himself to Board, stating he was responsible for the external statutory audit of the Students' Union. Board then received information on the audit findings [an annual legal requirement] and acknowledged the successes highlighted.

Housing | Board acknowledged the governance position in relation to members of Board as shareholders and the Directors of the trading company and agreed that further considerations should be taken to the next meeting of TB Finance & Risk Sub-Committee.

The Chief Executive confirmed that a formal resolution needed to be called by the Chair of the Board to formally approve the annual report and accounts. Following the meeting, all members of the Board would vote on approval and provide a signature digitally. Board also heard that an alternative was for Board to approve the accounts subject to the signing of the representation letters required by the Auditors. The Chief Executive further confirmed there had been no significant events, fraud or errors that the Auditors should be made aware of.

The Chair asked for Board's approval of the annual report of the accounts for the year-end 31 July 2022, noting no concerns had been raised by attendees.

The Chair thanked the Audit Partner for the work completed on the Audit, as well as the Financial Controller and her team, the Chief Executive Officer, the student graphic designer and everyone else involved in this process at any stage. The Audit Partner left the meeting at this point.

LUSU Housing Limited | The Chair referred Board to the accompanying papers and requested that the background of the housing scheme be observed. During discussion comments were taken from external and student trustees, the previous Trustee Board's position around the purchase of properties, the LU Homes accreditation scheme and other considerations.

Following discussion the Chair asked attendees to vote on the proposal to exit the LUSU Housing Company Ltd. The proposal received 8 Votes For | 0 Abstentions | 1 vote Against.

The Chair confirmed Board's agreement to exit LUSU Housing Company Ltd and requested that Board be shown a proposed exit strategy.

Safeguarding Policy and Procedures

Board noted the position regarding the safeguarding policy, that it was up to date in terms of legislation and good practice, had been approved at Governance Sub-Committee level and required Board's approval as an organisational policy. Board unanimously voted to **approve** the safeguarding policy.

Election Rules and Appointment of the Returning Officer 22/23
Board acknowledged that the Union's governance required approval of its Returning Officer on an annual basis | agreeing a set of election rules. Board noted that the policy had been approved by both the Governance Sub-Committee and Democracy Committee and required final approval by Trustee Board. Board unanimously voted to **approve** the Election rules subject to the completion of minor adjustments.

Items for Discussion

Trustee Code of Conduct | the Chair of the Governance Sub-Committee referred Board to the accompanying paper suggesting that the Code of Conduct was helpful to Board as a collective.
The Chair queried whether Board was comfortable with having a Code of Conduct, to which all Board members agreed.

Governance & Democracy Review Timeline
Board received background information on the Articles of Association and discussed the basis on which University Council would approve the Articles. Board noted that the University was being kept updated with progress. Board unanimously voted to **approve** the Articles timeline after discussion was held.

Sugarhouse | Board noted the proposal submitted. Board complimented the Chief Executive's work on this and agreed that a paper should be presented to the Trustee Board Commercial Services Sub-Committee on the prioritisation of investment into the venue. Board thanked the Chief Executive and her team on the effort put into Sugarhouse.

Items for Information

Chair / President's Report | Board received the Chair's report which included the Executive crash-course training | Welcome Week | the priorities | that Board would have an opportunity to have input on TEF 2023 prior to submission. Board extended thanks to all involved in Welcome Week including the JCR Officers.

Strategy Away Day and Cost of Living | the Chair confirmed these would be discussed at a future date.

Additional and Future Business | Actions identified and agreed.

Any Other Business | Actions identified and agreed.

The Chair thanked all attendees for attendance.

MEETING CONCLUDED

Lancaster University Students' Union Trustee Board
Minutes of formal meeting held Friday 20 January 2023

Officer Trustees Present		
India Ellis	SU President & Chair of Trustee Board	She / Her
Callum Slater	SU VP Union Development	He / Him
Danny Goodwin	SU VP Societies & Media	He / Him
Victoria Phillips	SU VP Welfare	She / Her
Noah Katz	SU VP Education	They / Them
Megan Homburg	SU VP Sport	She / Her
Student Trustees		
Harrison Stewart		He / Him
Andrew Millington		He / Him
External Trustees		
Richard Soper	Vice-Chair and Chair of Board Governance Sub-Committee	He / Him
Amanda Chetwynd	Member of TB Human Resource & Remunerations Sub-Committee	She / Her
Tony Camp	Chair of TB Commercial Services Sub-Committee and member of Board Finance & Risk Sub-Committee	He / Him
Mike Leckie	Chair of Board Finance & Risk Sub-Committee	He / Him
Dave Morris	Chair of Board Human Resource & Remuneration Sub-Committee	He / Him
In attendance		
Misbah Ashraf	SU Chief Executive Officer	She / Her
Jane Morgan Jones	SU Financial Controller	She / Her
Chris Cottam	SU Advocacy & Governance Manager	He / Him
Veronica Longmire	SU Executive Administrator & Committee Secretary	

1. OPENING BUSINESS | The Chair welcomed everyone to the first meeting of the new year.

1.1 Apologies | received from student trustee Nabeel Hussain Tul Kubra. The committee accepted the early departure of external trustee, Tony Camp.

1.2 Declarations of Interests

The committee noted that the declarations of interest was an important piece of compliance and part of Charity Commission legislation. It was also highlighted that the matter had been raised in the PwC audit and must be resolved. Thanks were passed to those members who had submitted the completed form.

1.3 Register of Attendance | Action identified.

2. ITEMS FOR APPROVAL

2.1 Minutes of previous meetings and Matters Arising from the minutes

The minutes of the meeting held 21 October 2022 were noted. These minutes, together with the emergency meeting of 17 November and the meeting of 24 June 2022 to be circulated digitally for approval. Discrepancies found to be passed to the minutes-taker. **Actions identified**

Matters / Actions Arising from the Minutes

- Risk Registers: top topics to Board | each sub-committee Chair responsible for management of risks.
- Sugar House Proposal for Investment | discussions to commence and on agenda for next meeting.
- Minutes on Website: substantial backlog. **Actions identified**

2.2 LUSU Health & Safety Annual Report for 2021-22

Board noted the recommendation to approve the annual report, accepting that approval was required prior to being signed-off at University level and that no red flags had been raised from that direction.

Discussion ensued around the concerns of the current position and going forward | the Chief Executive covering the void | in the interim Board to consider the 'Risk' | support for the area | University handling accident reports.

Board were asked to observe there was no out of hours resources at the Sugar House | no emergency referral service | 999 calls being made if there was doubt | the toll on student staff across the organisation as well as the venue | the increase in mental health issues at the venue | the additional resources now in place at the venue [Advocacy & Governance Manager dealing with reports from the venue, accidents via the Senior Leadership Team and safeguarding matter being dealt with by the designate Safeguarding Lead.

The report remained **unapproved** requiring further discussions. **Actions identified**

2.3 **Returning Investment in Student Leaders** | Board noted the presented paper and agreed to take the item in conjunction with item **4.4** on the agenda.

Board were asked to hold discussion on the broad parameters of the forecast 2024-26 taking account of the year-end forecast. Board noted the highlights of the paper, that there should be support for student leaders and student groups, together with the general feeling of students regarding investment in the Union

Discussion included that: as a starting point the Union needed to be at a break-even position | have a longer-term investment plan | consider funding going forward | that a 5-year plan would give more certainty | potential sponsorship from Sugar House to SU groups etc.

Board accepted the proposal, put forward by the Chair, to conclude conversation at this point and that further work be undertaken. **Actions identified**

Submitted proposal **Agreed** in principle subject to further discussion.

2.4 **Scheme of Delegations** | Chair of Board | submitted paper to be taken as read.
Board were asked to approve the scheme of delegations noting that other Students' Unions were producing.
There was **Agreement** in principle subject to further discussion. **Actions identified**

2.5 **CEO Appraisal Framework & Report Template** | presented by Chair of Board.
Board were asked to approve the proposals submitted around the CEO appraisal framework and report template going forward.
Board approved the objectives in principle, agreeing that KPIs and a development plan should be produced.
There was **approval**, in principle, to the proposal overall subject to review if required.

2.6 **Risk Policy**
Board noted that the policy had been reviewed and changes made to operational and strategic items. Board **approved** the key changes.

2.7 **Trustee Code of Conduct [Draft]** | item presented by the Chair of TB Governance Sub-Committee who highlighted this was now the last opportunity to forward objections and views.

Approved in principle subject to further informal conversation. **Actions identified**

3. ITEMS FOR DISCUSSION

3.1 **The Teaching Excellence Framework [TEF]** | presented by the SU VP Education
Board noted the report was to be on a 'no surprises' basis and would be uploaded prior to deadline. Comments via email were welcomed.

Thanks were extended to the Advocacy & Governance Manager, SU Student Insight & Voice Manager, and the SU President for their input into the report.

3.2 **Strategic Direction** | Board noted the discussions held at the July Strategy Day | the review undertaken by TB Governance Sub-Committee around stakeholders within the University | building

greater links | raising the Union's profile | programme of surveys | measuring success | priorities, resources and reflecting on effectiveness.

Board acknowledged that historical surveys had been undertaken | the organisation now had a new Research and Insight Co-ordinator | the substantial shift in the University's view towards the Union | additional consultation | project to be in-house or out-sourced to external company.

Discussion included that a 5-year strategic plan was a priority | constraints around budget and other resources | potential external facilitation | the potential to discuss as an objective of the CEO | there was a strategic plan produced previously which could be used as the starting point | being mindful in the short term of stakeholders and students' experience.

There was **agreement** that a 5-year plan should be prioritised. **Actions identified**

3.3 **Budget 2023-24 and Forecast 2024-26 | High Level Assumptions and Parameters** | taken alongside item 2.3 with **Actions identified**

4. ITEMS FOR INFORMATION

4.1 **Report from the Chair / SU President** | Board noted the Chair's report which included the priorities in the higher education sector, regional campaign by all northern Unions, actions in place around a finances support package, engagement at National Conference by the delegation, UCU strikes and marking boycotts and the position to be decided by the Union Assembly.

4.2 **Report from CEO** | Board was asked to accept the report as submitted. The Chief Executive stated that she had more focus now objectives had been set.

4.3 **Incident Management Plan** | Board accepted the submitted paper as taken as read and noted the University was to undertake an assimilation exercise to determine whether current strategies were fit for purpose. Comments welcomed.

4.4 **Safeguarding Report** | presented by the SU Advocacy & Governance Manager [in attendance for this item only].

Board accepted that the submitted paper was to be taken as read and further noted the content and the update provided. Clarification was given that the report covered the recent quarter. **Actions identified**

4.5 **Management Accounts to November 2022** | Board accepted that the submitted papers were to be taken as read and noted the current position and potential initiatives requiring budget changes.

4.6 **PwC Audit Report** | Follow Up | item presented by the Chief Executive outlining the background to the report. Board noted the areas identified where further work was required and that there had been an indication a recommendation would be forthcoming that this would be the last audit. **Actions identifed**

4.7 **WonkHE Study Tour Presentation** | item not taken due to time constraints. **Actions identified**

5. ADDITIONAL AND FUTURE BUSINESS

5.1 **Forward Schedule of Business** | document to be amended and circulated [digitally] to Board for scrutiny and approval. **Actions identified**

6. **ANY OTHER BUSINESS** | None submitted.

The meeting closed and trustees re-convened for additional discussion.

Lancaster University Students' Union Formal Trustee Board

Minutes of the meeting held **Monday 24th April 2023**

Officer Trustees present:
India Ellis | President of Students Union | Chair of Trustee Board (she/her)
Noah Katz | VP Education (they/them)
Danny Godwin | VP Societies & Media (he/him)
Callum Slater| VP Union Development (he/him)
Megan Homburg | VP Sport (she/her)
Victoria Phillips | VP Welfare (she/her

Student Trustees present:
Nabil Hussain Tul Kubra |Student Trustee (he/him)
Harrison Stewart | Student Trustee (he/him)
Andrew Millington | Student Trustee (he / him)
Nathan Mooney | Student Trustee (he/him)

External Trustees present:
Richard Soper | External Trustee | Governance Sub-Committee Chair (he/him)
Dave Morris | External Trustee | HR & Remuneration Sub-Committee Chair (he/him)
Amanda Chetwynd | External Trustee (she/her)

In attendance:
Misbah Ashraf | Chief Executive (she/her)
Jane Morgan Jones | Financial Controller (she/her)
Chris Cottam | Advocacy and Governance Manager (he/him)
Michael Fleming | H&S Manager (he/him)
Jennifer Cloran | Trustee Board Secretary (she/her)

Agenda Item 1 | Opening Business

Chairs' Welcome

The Chair welcomed all present to the meeting and noted thanks to the Secretary who had served for 44 years in her role as Secretary to the Board and wished her well for her retirement.

The new Trustee Board Secretary was welcomed along with a new Student Trustee and a current Student Trustee who is due to take up their role as a Full Time Officer in the Union was wished well.

The President acknowledged the upcoming Roses event and offered congratulations to athletes who have already competed with a special mention to the Lancaster University Rowing Team. SU VP Sports was thanked along with the sports team for their huge efforts towards the event.

1.1 | Apologies

Formal apologies were received from Mike Leckie and Tony Camp

1.2 | Declarations of Interest

There was nothing to declare | It was noted that the Trustee Board Members Declarations of Interest are now at the stage they should be and the Vice Chair thanked all members for making that possible.

1.3 | Register of Attendance

The Register of Attendance was checked for accuracy and approved.

Agenda Item 2 | Items for Approval

2.1 | Minutes of previous meeting

The minutes of the previous meeting were approved along with all the minutes that had been submitted to OnBoard for various previous meetings that now required approval.

2.2 | Charity Risk Register
The Charity Risk Register went to FRSC where it was recommended that it came to Trustee Board for approval.

2.3 | Projected out-turn for year ending 2023
Was sent out for digital approval and was approved by 10 members and potential risks noted.

Manifesto analysis - Board needs to make resources available to the Union to ensure the Officers are able to deliver their manifestos and then allow opportunity for staff to incorporate this into their workloads | Full time staff need to be aware that Board has endorsed the manifesto priorities.

Top priorities for incoming FTO's: Cost of living, Welfare, mental health services, Bus service, Student Safety, Raising profile of LUSU, Climate action.

LTO's to be acknowledged and included in the induction process | As Officers of the Union they need to be included and should be invited to some of the induction with the FTO's.

Student leaders' finances and bank accounts realistically should be a one year project aiming to launch for the next academic year | Chair of FRSC will make recommendations once seen paper to take to Board.

2.4 | CEO Appraisal
Staff left the room so this could be discussed and was approved by the committee.

Agenda Item 3 | Items for Discussion
3.1 | Items from Student Trustee's
There were no items from the Student Trustee's.

Agenda Item 4 | Items for Information
4.1 | Chairs report
The Board noted the report.

Funding bids have gone in for Graduation and Societies access fund also free tickets to turn up and play sports sessions | Now that the food side is up and running have the opportunity now to focus on the broader student experience.

Breakfast and Supper Club continue to be popular feeding up to 250 students a week and LUSU pantry is launched | Thanks expressed to VP Societies and Media for being the driving force of that project.

Currently in the process of figuring out what the Marking and Assessment boycott means for our students and undergoing national work with other Students' Unions to try to push on the Maintenance loans issue ready to be handed over next term.

The President expressed her appreciation to her team for their amazing efforts in their Officer roles and the team mirrored the compliments back to her for her leadership.

4.2 | Report from Chief Executive Officer
The CEO gave the Trustee Board an update on recent work and prioritise in the organisation. The key elements covered staff training, handing over responsibilities to the new H&S Manager and governance work.

4.3 | Strategy update
The CEO gave an update on strategy planning. It was noted the internal survey conducted saw high levels of student engagement and we are currently in the process of analysing the large amount of free-text data collected | The aim is to produce an initial report and recommendations for a second stage research with students in two to three weeks. |Once analysis and data is back this will come to the next meeting of the Governance Sub-Committee.

Strategy needs to remain a priority and to make sure it gets over the line we need to prioritise it | We need to involve the incoming Officer Team in the strategy process.

4.4 | Safeguarding Annual Report

The annual report was taken as read by the Board.

The Advocacy and Governance Manager explained with trustees that there are a number of regulatory duties that the Students' Union have as a charity to adhere to with regards to safeguarding and highlighted the role of Trustee Board in having oversight over these and ensuring the duties of the charity are being met.

It was highlighted in the report that whilst there had been no reports having to be made to statutory bodies during the reporting period, the cases which presented do routinely require follow up action in the form of referrals to university and external wellbeing providers.

Discussion was had on if it would be useful to start trending the data gathered on those reports which don't meet the safeguarding threshold. The designate safeguarding lead agreed to go away and explore the feasibility of this for future updates however flagged it would require some changes to the case management system and procedures used to enable this as the system at present didn't have that level of reporting versality.

4.5 | Elections / AGM update

The Advocacy and Governance Manager as the Deputy Returning Officer highlighted there is a requirement we have as a Students' Union under the Education Act 1994 that elections are run freely and fairly and the University have a fiduciary responsibility to check that we are meeting that obligations | It was confirmed that for the recent elections for major union office holders, the University were satisfied that this duty had been met following the submission of the Returning Officer Report from the National Union of Students who board had appointed to be the RO for our elections. We met those obligations.

It was flagged this election saw a reduction in the number of candidates we had running in elections, which mirrored what had happened across the Students' Union sector this academic year however we tracked well with total numbers of votes with a small increase on the previous year despite a sector wide decline being reported nationally by Students' Unions.

The DRO confirmed this year there were no formal complaints.

It was raised by VP Education that there has been a lack of diversity within the elections this year and urged that this needs to be a focus going forwards for recruitment processes | The Comms needs to be done early and sufficiently so it targets those minority groups | It was agreed that it is important for strategy that this is factored in.

4.6 | Health and Safety update

The CEO introduced the new Health and Safety Manager and expressed her warmest welcome to the students' union. She explained the vast, in-depth and cultural change she had already noticed in a few weeks of having this role. She formally expressed to the Trustee Board that she felt she could give firm reassurance to the members that the H&S oversight was now firmly in place and all areas were under review. She expressed that she has delegated H&S for the entire organisation to Mike but is still the accountable officer by the Trustee Board.

The new Health and Safety Manager gave an introduction and explained that the Chief Executive delegates managerial Health and Safety duties and responsibility to him.

The fire safety checks of all areas that the Students' Union is responsible for is currently underway with actions being addressed as appropriate at a local and organisational level. The Health and Safety Manager is reviewing the actions and has noted actions that fall within a different area of responsibility, for example communal areas.

The Health and Safety Manager explained that there is too much information and there is so much documentation that is out of date. We now have the opportunity to make things proportionate and fit for purpose whilst taking the opportunity to review these documents and address the main issues and provide appropriate support to those requiring it.

The Health and Safety policy and relating documentation has and will continue to be written in line with International Standards for Occupational Health, Safety, Environment and Quality.

A new risk assessment policy has been written which is available in hard copy and digitally. Those undertaking risk assessments can do so using a simplified process. The outdoor cinema event was used as a trial for the new format.

New accident and incident reporting form is complete. This has also been built as an online version to go live in May. All LUSU will be using the same version as opposed to the current process.

Training matrix has been developed showing areas where we over train and under train and identifies the statutory training requirements by role. The document in under review with training providers and some additional training has been booked for the coming months.

Defibrillator training has been delivered at Sugarhouse and the community defibrillator is now in place at the Sugarhouse main entrance.

DSE assessments are now being done and the Occupational Health referral process has been clarified.

Did a walkaround at Central and found there were actions that are nothing to do with Central | Now identifying priority actions and actions for other university services outside of LUSU.

The SU President thanked the new Health and Safety Manager for making health and safety so accessible in the organisation and interesting.

4.7 | Budgets and forecasts update

The Financial Controller explained that we are behind where we should be. The Director of Finance said that with our university grant next year to put in a 6% increase and for the following 2 years put in a 2 – 3% increase (2.5 % increase has been assumed)

|Salary costs are going up significantly and also pension costs.

We need to decide where to find this money and consider long term planning | We need to gear the businesses up for profitable growth so we are less dependent on the block grant.

4.8 | Audit and Corporation Tax Services

4 were invited to tender | 3 returned documents. Meeting after easter to go through tender documents and will know who will be providing our audit and tax services.

4.9 | Management Accounts

Commercials are tracking against projection | Had issue with Retail in February with gross margin percentage which is to be looked at | Biggest concern is on charity side - did projection and showed would have smaller deficit compared to what was budgeted - costs for projects that were planned for this term probably will not be happening so less deficit is likely.