



03Board of the Trustees
19.2.18 – Chelmsford SAL106

Action

12 ATTENDANCE**12.1 Present**

Melanie Digney (Lay trustee),
 Laura Douds (Officer trustee), Richard Halderthay (Lay trustee), Kirran Khan (Officer trustee),
 Johanna Korhonen (Officer trustee), Janice Maclean (Lay trustee), Lusungu Muwowo (Student
 trustee), Helena Schofield (Student trustee), Jamie Smith (Officer trustee), Eliza Torres (Officer
 trustee)

In Attendance

Linda Collett (Minute taker), Matthew Ensor (Chief Executive), Dan Francis (Observing - NCVO)

12.2 Apologies

James Barlow (Lay trustee), Tanya Curry (Lay trustee)

12.3 Absent

None

12.4 Declaration of interest

None

13 ACCEPTANCE OF PREVIOUS MINUTES**13.1 Accuracy**

It was requested that the terminology used in the attendance list be consistent.

It was noted that Janice Maclean chaired the previous meeting.

The previous Minutes were accepted as a true record.

13.2 Matters Arising

Space redevelopment presentation – A letter was sent to the University expressing the Union's concerns over delays and challenges. The Vice Chancellor had responded informally indicating that the issues that had caused these concerns had been the result of oversight and that there had been no intent behind them. However, JS would press the University for a formal response.

9.1 – Employment of full time officers – The policy using the 24 month rule had been written.

9.2 – Let's be honest report – KK was still to instigate the traffic light system for monitoring progress.

10.2 – Financial report – The revised income figures had been included in the January figures.

JS

KK

14 ITEMS FOR APPROVAL/DISCUSSION**14.1 Audited accounts for 2016-17**

It was NOTED that

- although the increase to the SUSS pension deficit as a result of its revaluation in 2016 had had an impact on the Union's net assets position, the liability existed over the very long term (17

years) and the Trustees were confident that the Union remained a going concern. This view was supported by the report from the Union's auditors.

- The budget for 2016-17 had been achieved and slightly exceeded.

The audited accounts and management letter for 2016-17 were APPROVED.

14.2 Data Protection Policy and General Data Protection Regulations (GDPR).

It was noted that the Union was not yet compliant with the requirements of GDPR in full. A project has been established to bring the Union up to the required standard and Trustees APPROVED the outline plan and the Union's Data Protection and Information Security (DP&IS) Policy. The Trustees acknowledged their responsibilities in relation to ongoing compliance and the need to ensure effective oversight.

The Trustees considered whether or not to appoint a Data Protection Officer (DPO) and agreed that:

- The Union was not required to appoint a DPO and so would only do so on a voluntary basis.
- That there were significant (unbudgeted) resource implications to volunteering to appoint a DPO role as currently defined by the ICO; and that:
 - the Trustees' and Union employees' risks and responsibilities relating to GDPR/DP&IS were not materially reduced (or the Union's capabilities necessarily enhanced) by appointing a DPO in our particular context.
 - good practice relating to Data Protection would quickly need to be built into most people's career development plans whether or not a DPO was appointed.
- That the Union would approach its enhanced DP&IS obligations in a similar manner to good H&S management/oversight.

Compulsory training for all staff had been put in place. It was noted that the Advice Service and HR were the areas with the biggest potential risk, but that the proposed approach would mitigate these.

The Trustees

- AGREED that the Union would not appoint a DPO.
- APPROVED the Union's Data Protection and Information Security policy.

It was further AGREED that responsibility for oversight would be delegated to the Union's F&R Committee, with the Chief Executive having sight of any suspected breach of the Data Protection and Information Security policy. Any such breach would be dealt with operationally and then reported to the F&R committee and to the ICO where necessary.

14.3 Articles and Bye Laws review

It was noted that the Board had previously seen and had input into the review at the August 2016 meeting but that the review had at that time been postponed due to feedback received from an ARU Governor. The project plan for the current review was reliant on a tight timeline and the Board's agreement to act accordingly.

The Trustees NOTED:

- the regulatory context and potential risks
- that some officers would not be available during the period of student consultation due to this taking place during the elections' campaign period.

- that the training needs for the incoming President would need careful consideration in order to be prepared for the presentation to the Board of Governors at the beginning of July.

The Trustees:

- APPROVED the objectives of the Articles Review and the associated timescale and approval mechanism; and
- DELEGATED responsibility for approval and oversight of the project to the A&G committee Chair.

BD

15 STANDING ITEMS

15.1 Chief Executive's report

Leavers and joiners

- It was noted that an ARU London Adviser had been appointed and would take up the role very soon.
- The vacant role of Engagement Manager was being advertised externally and internally.

Memorandum of Understanding

It was noted that items 5.7 and 5.8 had proved contentious and the only remaining difference of opinion between the Union and the University, and so it was AGREED to remove these for the time being.

ARU 2018 Strategic Planning Submission

The Senior Management team had already considered possible options in the event of funding from the University being reduced and had agreed that it would be imperative to protect those activities that could only be provided by the Union.

The Vice Chancellor shared his view that both ARU and the Union should continue to ensure debate amongst students on campus was effectively supported. It was NOTED that a review of the External Speakers' policy was already planned to take place in 2018.

The CEO report was CONSIDERED and NOTED.

15.2 Financial report

It was agreed that the document explaining the cash flow in simplified language was useful and would be included in all future papers. Finance training was offered to all, but in particular, to student trustees. The Finance Manager was thanked for her work on explaining the variances.

The Finance report and appendices were NOTED.

15.3 To receive minutes of the sub committees

- Appointments and Governance
- Finance and Risk
- HR and Employee Engagement

Minutes from the sub committees were received and NOTED.

15.4 To receive matters for the Board from sub committees

Appointments and Governance

- Trustees' code of conduct – A discussion on the wording of item 5 took place. It was recommended that item 5 be reworded as follows:
“I recognise my obligations to my fellow Trustees and the Union and will prioritise the scheduled meetings I am required to attend above my other scheduled commitments.”
Student trustees were asked to send feedback to the Chair which would be forwarded to the Chair of the A&G committee.
- Student Trustee recruitment – Lusungu Muwowo and Helena Schofield were welcomed to their first meeting.
- Charity Code of Governance – A discussion took place following the recognition that the Union's current Trustee Board membership was higher than the recommended maximum number. The Trustees noted the latest NUS research that suggested the average number of Board members for a medium-sized SU was 11 and CONSIDERED that a smaller Board might be appropriate and that the Union's revised Articles should allow for future flexibility.

Finance and Risk

- Considered and updated Risk Register and made recommendations for some changes to be included.
- Approval of audited accounts and management letter
- Resignation of Chair – It was NOTED that the Chair had been a highly valued member of the committee and had been vital for support at the audited accounts meeting with the auditors. It was agreed that a replacement Chair should be appointed and that an individual with financial qualifications should be sought. It was suggested that current Board members put the vacancy on their LinkedIn account and it was noted that Peridot Partners had been approached to assist in the recruitment process.

HR and Employee Engagement

- No meeting had taken place since the last Board meeting.

Remuneration Committee

- This committee meets once per year to agree elected officers' salaries. It was recommended that the meeting take place as part of the June Board meeting as it would be necessary to know the budget environment before making any recommendation.

16 ITEMS FOR DISCUSSION OR TO NOTE

16.1 To note report from interim Student Council meetings

The minutes and actions from the Student Council meeting on 5 December 2017 were NOTED. There were no questions or comments.

16.2 To note report from interim Executive meetings

- Executive committee 27.11.17
It was noted that the MP for Cambridge had taken the Let's Be Honest campaign to the All Party Parliamentary Group where it had been nationally recognised as an area of excellence. The MP for Chelmsford had written to the University lobbying them to support the student-led and student-driven campaign.
- Executive committee 20.12.17
There were no questions or comments.

The minutes and actions from the Executive meetings on 27 November and 20 December were NOTED.

17 ANY OTHER BUSINESS

17.1 Deputy Chair of the Board

It was noted that TC had agreed to take on the role of Deputy Chair following the current Deputy Chair's indication that she would like to step down from that role in 2018. It was agreed that the Board would take a formal view at the June Board meeting, but that there were no objections to the proposal.

17.2 Student trustee vacancies on sub committees

LM was appointed to sit as the designated student trustee on the A&G committee and HS as the designated student trustee on the HR&EE committee.

LM/HS

17.3 Education strategy

It was noted that Aletta Norval (Deputy Vice Chancellor (Education)) had been invited to speak about the Education strategy at the June Board meeting. A response was currently awaited.

17.4 Governance Wheel facilitated workshop

The Governance Wheel facilitated workshop would be held in Cambridge on Monday 23 April from 10.30-12.30.

DATE AND TIME OF NEXT MEETINGS

Trustees

- Wednesday 6 June – 4-7pm – Chelmsford
- *Governance facilitated workshop – Monday 23 April – 10.30-12.30 – Cam Hel 118*
- Thursday 6 September – 10am-6pm – Board away day

HR & Employee Engagement Committee

Wednesday 28 February 3-5pm Chelmsford Mar 124

Appointments & Governance Committee

Monday 14 May 10.30am-12.30pm Chelmsford – Mar 124

Finance & Risk Committee

Wednesday 23 May 3-5 pm Cambridge - PET056



6.6.18