

Meeting Minutes

Meeting title:	Trustee Board		
Date:	25/01/2017		
Time:	14:00 – 16:52		
Location:	SM110		
Chair:	Megan Maddex		
Note taker:	Karen Curphey		
Trustee Members:	Megan Maddex	MM	Sabbatical Officer Trustee & Chair of the Board
	Hanna Head	HH	Sabbatical Officer Trustee
	Lewis Clemison	LC	Sabbatical Officer Trustee
	Sam Perry	SP	External Trustee
	Andrew Gameson	AG	External Trustee
	Mike Platten	MP	External Trustee
	Bonnie Amato Southcott	BAS	External Trustee
	Naomi Fry	NF	Student Trustee
	Adam Powney	AP	Student Trustee
In attendance:	Lorna Reavley	LR	Chief Executive
	Judith Strike	JS	Finance Manager
	Gary Benneton	GB	To present AAA Tender proposal

Minutes		
Item	Topic	Action/Who
1	MM opened the meeting and welcomed everyone.	
2	Apologies for absence: None	
3	Conflict of interests expressions: LR noted conflict of interest for Agenda item 8 – Living wage pay scale for herself, JS and KC.	
4	Minutes of the last meeting: Committee agreed minutes from last meeting – 19/10/2016.	KC to give copy of previous minutes to MM to sign.
5	Matters arising: Committee went through the matters arising and the below was noted: <ul style="list-style-type: none"> Starbucks Proposal – AB confirmed the only restriction is to have Starbucks branded products for coffee area. 	
6	Reports from: Finance Committee – JS confirms that all Finance reports are included in TB papers as no Finance Committee took place. Risk and Control Committee - SP gave an overview from Risk and Control Committee and the below was noted: <ul style="list-style-type: none"> LR confirmed that the key action from the Risk Register was a compliance audit due to the new data protection holding laws soon to be enforced. Officer Committee – minutes included in paper for reference. Student Council – minutes included in paper for reference and the below was discussed:	

	<ul style="list-style-type: none"> BAS asked for clarification on point 4.2, later bar opening hours. MM confirmed that research will be undertaken and the students will be responded to outside of TB. <p>Societies Council - minutes included in paper for reference.</p> <p>AGM - minutes included in paper for reference.</p> <p>CEO Report – LR gave an over view of the report and the below was noted:</p> <ul style="list-style-type: none"> LR updated the board on recruitment and is confident on making an appointment for Student Involvement Manager and Student Voice Coordinator. However, applications for Business and Commercial Services Manager were poor. <p>TB agreed LR, AG and SP to re-work Business and Commercial Services Manager role including name, job description and personal specification and put out to advert.</p> <ul style="list-style-type: none"> LR updated that there will be no Advice Service whilst there is no Academic Caseworker in place. SUSU will provide paper advice guides for students that SOSU staff can give to students and the SOSU website will be updated with guidance for students. LR confirmed that the DRO for elections will be coming from Bath Spa Union and recommended using NUS to source an RO. MP requested the TB be kept up to date on the elections as a priority. 	<p>LR to liaise with SP and AG to re-work BCM role.</p> <p>LR to regularly update TB on Elections as a priority</p>
7	<p>Management Accounts – JS</p> <p>JS gave an overview of the report and the below was noted:</p> <ul style="list-style-type: none"> Income is currently showing as over budget but this is due to the trading company not being set up at the start of the year. SOSU is forecasting less income than budgeted for mainly due to AAA being down by 28%. LR confirmed draft budget is being put together in February and that income generation will be key to staying within budget. 	<p>JS and LR to begin the draft budget</p>
8	<p>Living Wage</p> <ul style="list-style-type: none"> Confidential item 	
9	<p>SoSUT start up finance, shares and management charge</p> <p>AG gave an overview of the Director’s meeting and the below was noted:</p> <ul style="list-style-type: none"> Directors agreed to bring proposal of issuing shares at £1 for start-up capital to TB for agreement. LR asked if TB would be happy to purchase 1,000 shares at a cost of £1 a share. Conflict of interest was noted for directors MM, HH, MP and AG. <p>TB approved a loan of £1000 to be repaid to SOSU within two years.</p> <ul style="list-style-type: none"> SoSUT Management charge was discussed around the table. MP advised there would need to be a documented process for charges. <p>TB agreed to hold the decision and actioned LR to ask our auditors for advice on the management charges and whether VAT would be added</p>	<p>LR to ask auditors for advice on Management charges and email out to TB.</p>
10	<p>Vote of No Confidence</p> <p>LR gave an overview of the process and asked if TB if they had any questions, the below was noted:</p>	

	<ul style="list-style-type: none"> • HH noted that the officer had been given 14 days' notice of the Vote as per the byelaw • whether it was appropriate that a VNC campaign could be anonymous • the need to have clear process in place to safeguard all staff and officers involved. • This was the first time the process had been used and it had uncovered some issues • Sabbatical officers and student trustees to consider any changes to the rules for VNC as part of the Byelaw review due in March <p>LC to review Byelaws in time for the May TB</p>	<p>LC to review Byelaws and bring them to May TB for agreement.</p>
Break		
11	<p>AAA bid presentation</p> <p>TB discussed the bid and the below was agreed:</p> <ul style="list-style-type: none"> • Three year agreement with one year break clause, to be reviewed after 1 year. • Confidential information • LR and JS will draft response and send to TB for agreement via email 	<p>LR and JS to draft response to AAA and send to TB via email</p>
12	<p>Byelaws updates (Agenda Item 11 moved due to presentation)</p> <p>LR gave an overview of the amended Byelaws and the below was noted:</p> <ul style="list-style-type: none"> • TB approved the amended Byelaws. • TB agreed Sabbatical Officer Trustees will take updated Byelaws to Student Council to be ratified. 	<p>MM, HH and LC to take Byelaws to Student Council for ratification.</p>
13	<p>RO appointment (Agenda Item 12 moved due to presentation)</p> <p>LR proposes appointing an RO from NUS. TB approved RO appointment from NUS. LR to contact NUS and update TB.</p>	<p>LR to contact NUS and update TB.</p>
14	<p>Document review and staff handbook updates (Agenda Item 13 moved due to presentation)</p> <p>LR presented the updated documents confirming they had been updated to ensure all policies are in line with employment law and charity commission guidelines. The following was noted:</p> <ul style="list-style-type: none"> • TB approved amendments to sections 3.2 and 3.3 of the staff handbook. • TB agreed to put on hold decisions on sections 3.5 and 3.6 until later <p>Action: LR to update the handbook and send to staff</p>	<p>LR to update the handbook and send to</p>

		staff
15	<p>Operational Targets (Agenda Item 14 moved due to presentation)</p> <p>LR gave an overview of the potential amendments to the Operational Targets and the below was noted:</p> <ul style="list-style-type: none"> • HH suggested point number 2, under the Money section could move to green as these sessions will still be delivered by the due date. <p>TB agreed all amendments and signed off.</p>	LR to update targets
16	<p>HR committee</p> <p>MM presents the idea of creating an HR committee and the below was noted:</p> <ul style="list-style-type: none"> • AG would be happy to chair committee. • LR would like the Committee to look at performance reviews for CEO, policy changes and salaries <p>TB agreed Committee as NF, MM and BAS with AG to chair. LR to draft Terms of Reference and AG to review them.</p>	LR to draft Terms of Reference and send to AG to review them.
17	<p>External Trustee Sabb support/mentor</p> <p>HH suggested that new Sabbatical Officers gets matched with an External Trustee for support and the below was noted:</p> <ul style="list-style-type: none"> • LR asked if Student Trustees would also like this and they agreed . <p>External Trustees agreed to becoming support/mentors for both Sabbatical Officers and Student Trustees with the decisions to be made outside of TB meeting.</p>	MM, LC, HH, NF and AP to agree External Trustee mentors.
18	<p>Outstanding Agenda Items 18 - 24</p> <p>LR suggests all outstanding Agenda items (18 – 24) are addressed via email as External Trustees need to leave on time.</p> <p>TB agreed outstanding Agenda items will be addressed via email.</p>	LR to email remaining agenda items to TB.
Next Meeting – 10 th May 2017 14:00 – 17:00		
Meeting close 16:52		