**BOARD OF TRUSTEES**

**Minutes – Open/Closed**

**Date 10th February 2022 Time 5pm Venue Team**

Quoracy 9

**Circulation:**

Shingai Dzumbira, Isabel Atkins, Nathan Parsons, Jacob Jefferson, Chih-Hsiang Lo, Will Brewer, Charlton Sayer, Charlotte Earl, Edward Hodgson, Toby Kunin, Angella Hill Wilson, Harnaik Dhillon, Abhijay Vemulapalli, Harry Sun, Thom Barnes Wise, Shanice Daeche, Azzees Minott,

Mark Crook, Rob Parkinson, George Dowding, Steve Russell, Fay Shorter, Tracy Murphy

**Apologies for Absence**

Nathan Parsons, Isabelle Atkins, Jacob Jefferson, Toby Kunin, Charlotte Earl, Shanice Daeche

**3.1 Minutes of the previous meeting**

That the minutes of the 11th January 2022 and the 9th December 2021, be approved as a true and accurate record of those meetings.

**3.2 Matters Arising**

No further matters arising raised

**3.12 CEO & Lay Trustee Recruitment Tracy Murphy & Fay Shorter**

**Lay trustee recruitment** – we have four candidates, the interview panel consists of Harnaik Dhillon, Edward Hodgson, Will Brewer and Fay Shorter, the first three interviews took place on 3rd February, with the final one being held on Monday 14th February, once all interviews are concluded the panel will meet to discuss their decision. **FS** will update the Board once the panel have reached a decision on a successful candidate.

**AHW** inquired as to whether Bill Yuksel, Peridot Recruitment, discussed the CEO vacancy with the Lay trustee candidates as previously requested. **FS** confirmed that the Candidates are all aware.

**CEO Recruitment** – We have chosen the recruitment partner, Peridot. The recruitment group meet every Wednesday and Bill Yuksel will attend to provide an update on candidates and to discuss the assessment process, a 1 or 2 day process. We have a timeline we are working too.

**Interim** – we have 2 candidates one from the University, and a second from Atkinson Recruitment to consider. **TM** will arrange a meeting for both candidates. **RP** will share the details of the candidate from the University once they have formally agreed to stand, **RP** added a little more information suggested they may be interested in both the Interim and the permanent CEO role. **MC** asked whether those interested in the role from outside Peridot’s recruitment campaign will have to be put forward via Peridot, at which point we may have to negotiate the finders fee. **TM** suggested it would be discussed, however Peridot will undertake work to prepare all candidates prior to interview.

**3.4 Student Trustee Removal Fay Shorter**

**FS** raised an issue regarding a Student Trustee who has failed to attended three consecutive Trustee Meetings, **FS** wanted to bring this to the Boards attention and requests their guidance on what action they would like to take. **EH** highlighted that it is not just Board meetings its all the additional work Trustees carry out which hasn’t been undertaken, when you take on the responsibility of a Trustee role you should be prepared to carry out the work, and as a Board trustee be present and undertake work for the Students best interest, and if this is not happening we should take action and be seen by the student body to take action.

**WB** questioned whether there has been a well-being check carried out and could the University be contacted to ensure there are no mitigating circumstances. **FS** to contact the University and will return to the Board of Trustees for permissions for next steps depending on the outcome.

**3.6 Governance Regeneration Rob Parkinson**

At the last Board Meeting we stated we would present the full Governance and Regeneration report at this meeting, however there has been a slight delay and will now present at it at the Accounts Board meeting on the 2nd March 2022. Advance HE are preparing a finalised report. **RP** has summarized the recommendations in his paper today to allow the Board an initial overview. The majority of the recommendations are good practice governance changes, there are two points which require changes to the memorandum and Articles;

1. Change to student council
2. Increasing the quorum to allow votes of no confidence

The presentation will include a timeline to achieve all of the proposals, and will also include a proposal and timeframe for a company law meeting in term 3 to allow consideration of the changes to the Memorandum and Arts. **JJ** pointed out the number of meetings already scheduled in Term 3. (Point raised in JJ’s absence)

**3.7 Student Council Motions – Update Fay Shorter**

 **and Ratification**

**FS** went through the motions at Student Council that went to All Student Vote in February, focusing on those motions which were carried;

AM questioned the process for challenging decisions made by Student Council. **FS** provided clarity;

*The Board of Trustees may* ***override*** *any decision or Policy made by the Members at an All Student Vote or by ordinary resolution in Company Law meeting or otherwise or by the Student Council which the Trustees consider (in their absolute discretion):*

*40.3.1  has or may have any financial implications for the Union;*

*40.3.2  is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);*

*40.3.3  is not or may not be in the best interests of the Union or all or any of its charitable objects; or*

*40.3.4  will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 40.2.*

Therefore, Trustees are being asked to consider each of the motions below that were carried and decide whether to ratify or override them using their powers.

**SD** raised that some of the Motions were brought to council by individual Sabbatical officers, therefore they will not be included in the vote.

**AM** further questioned the ratification process. **FS** responded that due to Student council removing Impact Assessments, the Board now has no point prior to Student Council to sense check motions, and the Board has a duty to ratify all motions. The Governance Regeneration Program recommends the reintroduction of Impact Assessment, but in the meantime we will have to debate the Motions in greater detail. **SD** added that although impact assessment was removed, a lot of work takes place to discuss with proposers whether a motion is in line with the regulatory checks the Board has to consider, points 40.3.1-4 above.

**Motion 1**

**Fair Parking for Students**

This motion seeks to lobby the University against the prices of parking for students.

(link: <https://www.warwicksu.com/referenda/motion/126/361/>)

Outcome – Motion Carried

**EH** suggested the motion should be carried, making life easier for students but should the WSU consider whether bring more vehicles onto campus has an environmental implication. **WB** responded that he had raised this at council, and also questioned where the funds gained by the increase in Parking charges will be spent and whether it will go towards environmental sustainable issues. This is being raised

If the Board are against they should raise their hand if they wish to override a motion. The Board voted unanimously not to override this motion.

Motion Carried

**Motion 3**

**Sustainable Energy Education**

This motion seeks to provide students in on-campus accommodation with mock energy bills to increase awareness of sustainable energy usage.

(link: <https://www.warwicksu.com/referenda/motion/126/359/>)

Outcome – Motion Carried

The Board are asked to raise their hand if they wish to override a motion. The Board voted unanimously not to override this motion.

Motion Carried

**Motion 4**

**Trans Inclusion in our Union: Addressing the harm we’ve done**

This motion mandates the SU to deliver trans inclusion to SU staff

(link: <https://www.warwicksu.com/referenda/motion/126/362/>)

Outcome – Motion Carried

**RP** questioned the financial cost and whether it is deliverable. **FS** responded currently we have no costing. **TM** added we can get online training which is more accessible, but questioned the point that before any front facing student contact takes place the training needs to be completed, **SR** added we recruit a large amount of staff, if we can’t get the staff through this training prior to starting work this could have an operational and financial implications. **MC** added having a tailored training to every individual role has a large financial impact. **TM** added that if this motion is passed we will have to stop doing other activities to accommodate this.

**AM** suggested that different staff members could be held to account to different levels of training i.e. 1 section of staff can fulfil a number of modules, whilst fully front facing member could carry out additional modules, and a timeframe for completion could be included. **WB** agreed. **AHW** suggested the spirit of the motion is moving WSU on and is positive.

**TM** asked if there is a deadline as to when this training must be completed?

**EH** questioned the title of the motion, ‘Addressing the harm we’ve done’ this is questionable in its accuracy.

**AM** suggests that the motion requests the training is carried out in collaboration with Trans officer, therefore we can consult them on the sort of training they require, and there is a commitment to carry out the training in the new term. **SD** raised a concern regarding the collaboration, it isn’t always easy to organise and usually doesn’t happen.

The Board are asked to raise their hand if they wish to override a motion. The Board voted not to override this motion.

8 Trustees Not to Overide

1 Trustee to Overide

Motion Carried

**Motion 5**

**Warwick SU for Environmental Accountability**

This motion mandates the Environmental & Ethics Officer to create an environmental pledge for outlets on campus regarding plastics use, food wastage, energy usage and eco-friendly food options.

(Link: <https://www.warwicksu.com/referenda/motion/126/360/>)

Outcome – Motion Carried

The Board are asked to raise their hand if they wish to override a motion. The Board voted unanimously not to override this motion.

Motion carried

**Summary of Motions carried in Student Council on the 25th January 2020** voted on and carried in Student Council that do not require an All Student Vote to be passed.

1. **Updated Complaints System for Elections**

The Board are asked to raise their hand if they wish to override a motion. The Board voted unanimously not to override this motion.

Motion Carried

1. **Temporary Suspension**

**FS** ran through the resolves relating to this motion, as laid out below: **WB** added further supporting information.



**AM** ask if there is a list of what this motion defines as harm, **FS** responded sexual violence and all forms of sexual misconduct. **WB** added that if the Club Exec are considering a serious breach of conduct, they can apply a temporary suspension. **WB** added in terms of mitigating the risk of a wrongful suspension, they immediately have to contact a Full time officer with the evidence to ensure they are fully informed and in approval of the process undertaken and if there are any issues the full time officer has the authority to reverse the suspension decision. **AM** asked are all the complaints processes only enacted if the complaints come in the form of an email, and if this is an extra layer of procedure due to a complicated complaints process, shouldn’t we be updating the complaints process to make it simpler. **WB** responded we have an issue with students being uncomfortable with reporting complaints formally, this layer gives them time to consider their options regarding the incident. We are also looking at better education regarding the complaints procedures. **FS** added that this is not a replacement for the formal complaint process or Report and Support which works very well, it is being put in place to cover those times such as late at night when possible action needs to be taken.

The Board are asked to raise their hand if they wish to override a motion. The Board voted unanimously not to override this motion.

Motion Carried

**3.8 Audit and Risk Revised Terms of Reference Rob Parkinson**

**RP** provided the updated Audit & Risk Committee Terms of Reference, the Board approved the changes.

**3.9 Chairs Update Shingai Dzumbira**

**SD** highlighted the work **JJ** has done on the Spring Elections with over 70 nominations, the highest number for 5 years, we are using voting booths around campus, including IT support, and have seen an increase in WMG, WBS, and WMS engagement, really good work by the GI team and Democracy, and also the Communication and Marketing team.

**3.10 CEO Update Rob Parkinson**

**RP** explained he will present the formal CEO report paper for the Board Meeting on the 2nd March 2022

**3.11 Management Accounts Period 5 Mark Crook**

**MC** explained we are in a surplus position, in part due to a better than expected MSL position, and a high number of vacancies which would normally see large underspends, we are seeing increases in a large number of factors including utilities, unbudgeted expenses including CEO recruitment, the increase in NI payments, NLW, and commodity costs, all of which have to be mitigated through the SU without putting pressure on Students

**SD** added that we rely on MSL to provide income through the Gift Aid payments, and as a board we need to be more involved in MSL, harnessing the potential in MSL and ensuring we are focusing on it.

**FS** highlighted the issues and time spent trying to recruit, based on the feedback from outgoing staff and research we are paying less than SU’s and Universities within the West Midlands area.

**3.14 Sub Committee Update**

**EH** raised the lack of Trustees responding to the skills audit, requesting that all trustees respond to requests for their input as soon as they can.

**3.15 AOB**

**FS** highlighted that the G&A committee have recommended the approval of the appointment of the NUS as the Returning Officer and **FS** as the Deputy Returning officer for the Spring Elections. The Board approved this appointment.

**Next Meeting – 2nd March 2022**