DSU Board of Trustees Minutes

Meeting Two of the academic year 2021-22

**Wednesday 15th December 2021 3.30pm | DSU Large Meeting Room/Microsoft Teams**

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| Members | Initials | Meeting 112.10.21 | Meeting 215.12.21 | Meeting 3 | Meeting 4 | Meeting 5 |
| Geoff Kershaw (Chair) | GK | ✓ | ✓ |  |  |  |
| Phil Gilks | PG | ✓ | ✓ |  |  |  |
| Laura Arends | LA | A | ✓ |  |  |  |
| Beverley Shears | BevS | N/A | ✓ |  |  |  |
| Joanna Dine-Hart (Deputy Chair) | JDH | ✓ | ✓ |  |  |  |
| Benjamin Smith | BS | ✓ | ✓ |  |  |  |
| Aashni Sawjani | AS | ✓ | ✓ |  |  |  |
| Puja Subramanian | PS | ✓ | A |  |  |  |
| Youseff Labib | YL | ✓ | A |  |  |  |
| Luke Martin | LM | ✓ | ✓ |  |  |  |
| Mehul Parekh | MP | ✓ | P |  |  |  |
| Sam Sayer | SS | ✓ | ✓ |  |  |  |
| Danielle Gillett – since resigned  | DG | ✓ | N/A | N/A | N/A | N/A |
| Joe Stephenson (Interim CEO) | JS | ✓ | ✓ |  |  |  |
| Sarah Bradley (Incoming CEO) | SB | N/A | ✓ |  |  |  |
| Paula Heneghan (Clerk and HOFP&CS) | PH | ✓ | ✓ |  |  |  |
| Elgan Hughes (HOMS) | EH | N/A | ✓ |  |  |  |
| Nyashadzashe Nguwo | NN |  | ✓ |  |  |  |

Key: “✓”= Present, “A” = Apologies given, “N/M” = Non-member, “P” = Partial attendance, ‘X’ = Non-attendance

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| **Formal** |

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| Item | Discussion | Actions |
| **1. Introduction/Apologies for Absence/Conflict of Interest** | GK asked for introductions around the room and for those on Microsoft Teams. Apologies were received from YS and PSMP expected for a portion of the meeting but needed to leave early due to lecturing commitmentsNo conflicts of interest were noted – conflict of interest register and policy on the agenda. |  |
| **2.** **Notification of AOB**  | AS – re. Executive Officer absences and contingency |  |
| **3.** **Minutes**  | PK noted 2 corrections to the October 21 minutes being EDI Strategy spelling and LinkedIn reference. PH noted these and confirmed they would be corrected.**The Board approved the Minutes of the meeting held 12th October 2021** | PH |
| **4.** **Action Log and matters arising**  | PH talked the trustees through the action log of which the majority were complete or on the agenda. JS showed the board the MSL trustees pages and confirmed they are only accessible by trustees, and he would send a link round to allow trustees access.PG asked if items on the pages that are already on the website be removed to avoid duplication/version control issues, JS agreed to update.**ACTION: JS to remove items from trustees’ pages already accessible on the website**BS updated the board on Action 17 - CAS letter delay. DMU had confirmed there would be improvements to the process and speed of issuing the letters and this had been confirmed by the DMU VC. As such this should not be an issue going forward. | JS |
| **5.** **Interim CEO Update** | JS introduced his report and noted the following items in the report for the trustee’s attention: * Issues with staffing absences have been challenging – small organisation (<35 permanent staff) and there are single points of failure in particular commercial services. There has now been a resolution re. the Venues Manager, and they finish in their role on 30th December 2021. A replacement is expected to start on 1st January 2022.
* LM asked about the staff member and was an investigation required
* JS gave an overview of the management of the absence which was in line with DSU disciplinary and sickness absence procedures.
* PG thanked JS on behalf of the board for stepping in and covering the commercial areas as well as his role as Interim CEO.
* GK noted the point re. multiple points of failure and asked for contingency planning to be considered. For example, what would have happened if JS was not able to cover the gaps.
* JS noted that allocation of block grant should also be considered in terms of contingency planning, and he would pick that up with PH and SB

**ACTION: Contingency plan to be prepared re. single points of failure including consideration of block grant allocation*** BS asked if the vacant Assistant Venues Manager role was being recruited for.
* JS explained the role had been out twice with no interest and is currently on hold due to commercial financial results and attendance numbers at events.
* A short conversation was held with regards to current recruitment challenges in SU’s and other sectors and impact on filling vacant roles.
 | JS/SB/PH |
| **6.** **Exec Officer Update** | * BS asked if there were any questions on the report tabled?
* PG noted he was surprised there are no questions to the Exec Officers. PG had met with four of the Exec Officers that morning and to summarise the conversation, the board need to consider how they support the officers and look at not just what they do, to why they do it. Moving forward the report should explain what the Exec Officers are trying to achieve and why and how to measure success. The Exec Officer role is to lead and develop the organisation so there should be questions on their reports
* PG recommended the report include how the other trustees can support them and enable them to remove any blockers as the current information does now allow trustees to contribute.

**ACTION: Exec Officers, in conjunction with SB, to re look at their report format and to present at future TB meeting.**  | ALL EXECS/SB |
| **7.** **FHRC Update** | PH confirmed that no meeting had been held of FHRC this academic year, but a meeting was scheduled for Feb 2022 and the committee now had a full set of attendees. BevS asked if Finance and HR are best placed together in one committee – should consideration of ‘people and culture’ be referenced rather than HR. However, BevS noted it was pragmatic to have it where it is now as lot of new externals. Something to consider in the future.GK agreed noting this is a time to reset and rethink and this should be considered going forward. |  |
| **8.** **Student Voice / Student Council / AMM Update** | BS gave an update on the recent Annual Members Meeting (AMM) which had approx. 55 attendees and so was quorate. Questions were taken and student council followed the AMM. There was some good interaction from students at student council however its wasn’t quorate. There were some questions raised as to why course reps can’t vote and due to zone reps not attending the meeting did not meet quoracy.LM asked if there were any zones where reps did not attend. EH confirmed that opportunities zone had no attendees from the 12 representatives. Academic only had 4.EH noted there was a barrier to students attending. 55 had come to the AMM and they could speak in council but not vote. In previous years DSU has had competition to take up the 12 spots on zones but this year we haven’t been flexible or reactive enough to get students interested and engaged. If council and zone are not functioning that’s also a barrier, losing a mechanism to improve our processes, that needs to change and can be looked at in the new year.LM recommended that Exec Officers could call zone members before the meetings and ask them to attend.SB asked if the meetings were accessible?**ACTION: Exec, SB and EH to consider zones and council and what immediate and longer-term changes could be made to enhance attendance and functioning of these structures.** | ALL EXECS/SB/EH |

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| **Substantive items for consideration** |

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| **9.****21/22 Financial Update and year end forecast**  | PH gave a presentation on the Q1 financial results and expected year end forecast in line with the papers tabled and asked for any questions.NN asked where the original budget is taken from. PH confirmed this is set by SMT alongside budget holders and presented to Exec Committee, FHRC and for final approval by the Trustee Board. As such the budget currently in place was agreed by the trustees in June 2021. JS added that the budget was approved in June 2021 just as we were starting to come out of some of the stronger pandemic measures and things were looking positive. LA asked if the budgets were set on pre pandemic expectations of commercial income etc.JS noted they were set at approx. 2/3 rds. of pre-covid results not realising that things would be worse than expected. JS notes a similar story in other unions. Generally, the 5 largest unions have been ok, but others have similar falling revenues.LA agreed stating huge impact on the whole entertainments sector, ticket sales are up and down, people not turning up to events they have bought tickets for (20%).SB noted a review of mode of delivery is needed across the piece, everybody is struggling. Unfortunately, we are still in a pandemic which will continue for the next 18-24 months. We need to understand and diversify the mode of delivery, can’t do that overnight. Must consider impact of any reduced DMU numbers and that impact on DSU too.PG asked about the impact on the experience to those who do attend, is it a less worthwhile experience for them? PG asked the Exec Officers what the experience was like for them? A loss can be accepted if the experience is still valuable and worthwhile, if not a loss is much less acceptable.BevS agreed that this is as with any other organisation/industry – key thing is to look at live streaming, online sales and capitalise on new trends e.g. more home drinking and relaxing rather than going out? Find out from customers why they don’t turn up and don’t underestimate the level of fear still out there. What are the plans to turn it around?PG asked what the level of confidence is in the revised forecast given the outlook for January may not be as expected when the forecast was drawn up and restrictions may come back into place.JS noted there was a risk for the January period, and we don’t currently know what, if any, restrictions will be in place or how students will react e.g. staying on at home for virtual lectures or returning to campus.SB noted we should make a call early and stick to that – diversify delivery. Can’t focus on everything in person – this will alienate our members and make forecast not built on realityJS noted that positive conversations were being held with DMU re the Chartwell’s contract which ends in 2.5 years. DSU may be able take over the outlets in the SU budling under this contract and the removal of the current restrictive measures imposed by this contract would be of benefit to DSU commercial operations.SS noted that DSU commercial operations are making a loss - worried about us taking over other outlets and worsening the loss.JS – would not take on anything that was loss making – won’t get those figures until the negotiations start happening. Business plans etc. would be prepared before we take on anything.GK noted the forecasts were based on Plan A – sense in the room we need a Plan B given the changes that are happening and C, D etc. To consider how we manage the next 12-18 months, then a medium to longer term place, re-energise the commercial strategy. Currently need to approve the forecast but put contingency plans in place and monitor this regularly.**The revised forecast of £18k loss was approved by the board** **ACTION: Revised year end forecasts to be presented at each TB meeting including consideration of worst-case scenarios/covid impact.** | PH |
| **10.****Membership Services Vision** | EH presented the version of Membership Services (papers tabled) and asked for questions. NN – how can the exec meet this vision if the DMU agenda is taking up a larger part of their time and so less time for DSU work. Execs have to attend lots of committees and sub committees and are also trustees of this charity, but a lot of time spent on the university agenda. Which meetings can we send apologies to? EH – we need to do an audit of Exec meetings and consider why you are in those meetings and what is the impact of your attendance. There is a large amount of underspend on our projects, and we need to enable the Exec to make those changes and differences that you want to and are requested by our students.PG – observation – this all sounds great; I don’t understand the current picture to see what the change is to get to this new picture. Be useful to plot actions over the next 1-3 years alongside any resource limitations and consider what does success look like. What are the top 3 things you are going to do within this vision – what will be different and improved to students and how do you evidence those things. Would be very valuable to the trustees to see that planning.EH – departmental plans are in place and enabling good work within the department. Need to include the success measure, embedding evidence and an accountability piece.PG – would love to know for example you have spoken to X students – this is what they want, this is what they need - less operational bits more the impactSB – really excited to have these conversations, put the board and new CEO in an ideas space – come back to board with how the next calendar year will lookGK – don’t let perfection stand in the way of progress, find the priorities. **ACTION: Recommendation for Membership Services vision including KPIs, priorities to be brought back to the Feb 22 TB meeting** | EH |
| **11.****EDI Strategy & Reporting** | JS – we created an EDI strategy during 20/21 academic year. PS is absent currently but was going to report back to the TB on what we are doing on a day-to-day basis. EDI work is being embedded in all departments. Also need to agree what the trustees want DSU to be reporting on and against e.g. KPIs, diversity objectives. A short discussion was held about EDI report, next steps and strategy.**ACTION: Group of trustees to meet alongside JS to agree next steps. JS to coordinate and update at the next TB and let the full TB know if further support needed from the full board.** | JS |
| **12.****Change of name at Companies House** | PH referred the board to the paper and asked if they would approve, via special resolution, the change of name to add the necessary apostrophe and remove the word limited from the name registered.A short discussion was held with PH confirming that removing the word limited from the registered name at Companies House did not mean that the company would be no longer limited. The limited by guaranteed status would continue.**The board approved by special resolution.****ACTION: PH to ensure name changes recorded correctly at Companies House and the Charities Commission.** | PH |
| **13.****Conflict of Interest Policy** | PH referred the board to the updated policy which had been amended and shortened from the policy presented at the October meeting - taking on suggestions and the removal of reference to staff – this relates only to trustees.BS asked if staff conflicts needed to be considered too. PH confirmed that all the HR policies are currently under review and so staff conflicts would be covered in these. PK suggested having a standing item at the start of the papers to disclose all conflicts.PH agreed and said on approval of the policy she would send out the forms again and update the register of conflicts so all up to date.**The board approved the Conflict of Interest Policy.****ACTION: PH to update register of conflicts and ensure TB papers to include any conflicts at the start as a standing item.** | PH |
| **14.****Volunteering, Safeguarding & Complaints Policy** | JS referred the board to the papers tabled and noted these policies would be brough back to the Feb 22 TB meeting**ACTION: Volunteering, Safeguarding & Complaints Policy to be brought to the Feb 22 meeting for approval**  | JS |
| **15.****Supervising Trustee** **& Deputy Chair** | JS referred the board to the papers which explained the process for the appointment of the Deputy Chair and Supervising Trustee at the first meeting of the academic year – this should have been done in Oct 21 but was delayed while the trustee board was established with new trustees.JDH asked if the current JD of the Union Development Exec included this, and so should it remain with her?EH explained that this was referenced in the Articles of Association so would supersede the JD anyway.GK asked if any of the Exec wished to stand as Deputy Chair. JDH said she would. **The trustee board appointed JDH as Deputy Chair**JS gave an overview of the job description and role for supervising trustee.A short discussion was held about this role.GK agreed to stand as Supervising trustee for the forth coming year.**The trustee board appointed GK as Supervising Trustee.** |  |

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| **Other Items for discussion** |

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| **16.****Meeting Review** | Meeting went well. Feedback to be given to GK or PH re any changes to operations, papers etc. that would be helpful.**ACTION: All meeting attendees to actively feedback to Catherine Searcy at least one point they felt was good about the meeting and one point they felt could be improved.****Email: catherine.searcy@dmu.ac.uk** | ALL |
| **17.****AOB** | AS read out the paper which had been circulated the previous day regarding the impact of Exec Officer sickness absences and contingency planning.A discussion was held regarding the recent absences and impact on the union, other Exec officers and the staff team. Also, consideration of any continued absences as well as absence during elections if officers re stand. PG – DSU to consider what needs covering? What are the gaps? Temps don’t necessarily have the expertise to cover certain areas. Where can the staff team step in to provide support? JDH – would be good to have more students trained in things such as panels, some things can only be exec, liberations reps have been trained up and can cover validations/panels etc.BevS – if you are spread too thin you are not giving the service required. Need to strike the right balance to support people who are ill but also consider the impact of absences and Exec Officers are a role that needs to be fulfilled – needs to be some contingency in for cover – exec need to consider what that is rather than the trustees and look at opportunities to get other students involved particularly those doing management and business studies courses etc. SS – this is difficult as the role of the exec is such a personal role e.g. own manifesto and so students cannot fill an exec role, furthermore the exec role is a full-time paid job that can’t be covered by students who have their own demands.**ACTION: SB to review the current level of Exec Support and report back to the trustees at the Feb 22 meeting** **ACTION: Exec Officers to feedback to Catherine Searcy – what has worked well in Term one and what can be left e.g. projects or meetings, what has been difficult, reset and take things forward.**GK thanked the trustees for their attendance and input to the meeting and thanked JS for his work as Interim CEO and all the other jobs he has done alongside this role | SBALL EXECS |

Meeting closed

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| **Items for receipt (not discussion)** |

**Future Meetings**

* Tuesday 22nd February 2022, 4.30pm -7.30pm
* Tuesday 26th April 2022, 4.30pm -7.30pm
* Tuesday 21st June 2022, 4.30pm -7.30pm