DSU Board of Trustees Minutes

Meeting Three of the academic year 2021-22

**Tuesday 22nd February 2022 4.30pm | DSU Large Meeting Room/Microsoft Teams**

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| Members | Initials | Meeting 1  12.10.21 | Meeting 2  15.12.21 | Meeting 3  22.02.22 | Meeting 4 | Meeting 5 |
| Geoff Kershaw (Chair) | GK | ✓ | ✓ | ✓ |  |  |
| Phil Gilks | PG | ✓ | ✓ | ✓ |  |  |
| Laura Arends | LA | A | ✓ | ✓ |  |  |
| Beverley Shears | BevS | N/A | ✓ | A |  |  |
| Joanna Dine-Hart (Deputy Chair) | JDH | ✓ | ✓ | ✓ |  |  |
| Benjamin Smith | BS | ✓ | ✓ | ✓ |  |  |
| Aashni Sawjani | AS | ✓ | ✓ | ✓ |  |  |
| Puja Subramanian | PS | ✓ | A | ✓ |  |  |
| Youseff Labib | YL | ✓ | A | A |  |  |
| Luke Martin | LM | ✓ | ✓ | ✓ |  |  |
| Mehul Parekh | MP | ✓ | P | ✓ |  |  |
| Sam Sayer | SS | ✓ | ✓ | ✓ | N/A | N/A |
| Danielle Gillett – since resigned | DG | ✓ | N/A | N/A | N/A | N/A |
| Joe Stephenson (Deputy CEO & HOCS) | JS | ✓ | ✓ | ✓ |  |  |
| Sarah Bradley (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** | Apologies were received from YL and BevS  Conflicts of Interest – to be added to the register that PG is a school governor and the relevant Executive who sits on the DMU Board.  GK asked that anyone who has not yet submitted any conflicts of interest do so asap as a matter of governance. If anyone needs assistance, then PH can help.  **ACTION: Ensure all have submitted any conflicts of interest ahead of April 2022 Board meeting** | ALL |
| **2.**  **Notification of AOB** | None |  |
| **3.**  **Minutes of the previous meeting** | The Board approved the Minutes of the meeting held on 15th December 2021 |  |
| **4.**  **Action Log and matters arising** | GK explained that have now added columns for the date the action was added and the date completed, so that the Board don’t lose sight of them. |  |
| **5.**  **CEO Update** | SB explained that her board report this meeting will be a longer format than the norm as it is the first one in her role as CEO. Will assume that everyone has read the report submitted ahead of the meeting and will just explain the key bits and observations.   * Recently added the WONKHE Conference in London – happy to share conference notes and slides from that if anyone would like them * Governance review due 2023 – an opportunity for student engagement * Commercial focus in 2022 * Executive Officer support – focusing on the current Execs and also incoming officers each year * EDI Audit planned and from that we will develop a ‘People and Culture Plan’ * SMT Away Day taking place 24/02/2022 to discuss timelines and strategic development * Student involvement – looking to the future * SMT development * Have been welcoming staff back into the office. Staff morale is very high. Lots of new staff and new Board members * SMT contributed to SB’s Board report and SB thanked them for her induction to DSU * Interesting to note that SB sits on the SULets Board as a Trustee as DSU CEO   SB made special mention of PH’s 15 years of service at DSU and congratulations to JS ahead of his forthcoming wedding and honeymoon.  LM asked in relation to SULets and their opposition of landlord’s registration, should DSU be taking an opinion on that? SB believes that’s a question for the Execs and she will support them in their decision/s.  PG noted that he really liked the format of SB’s report and it showed that have a great team in place. PG has some questions on targets – they seem quite large and broad but what would look different after 6, 18 months etc? SB and GK have discussed CEO appraisal and timelines and hope to bring that to the April Board meeting but also want to discuss with SMT too.  BS asked what SB sees as the biggest challenge the DSU faces in the next 6 months? SB – 1) income generation, 2) student engagement 3) staff retainment. |  |
| **6.**  **Executive Officer Update** | Positives –   * Successful Refreshers in January 2022 * Positive conversations with the VC, Pro-VC and Student Group on LGBTQ+ Society * Holocaust Memorial Day was marked in DSU – done on very short planning, 50 attendees and a really incredible feel to the entire event * Conversion Therapy – the Execs are following this up with DMU as they have not been that supportive and didn’t want to put the campaign out to students * Light the Night Walk   Negatives –   * Executive Officer calendars * SMT communications – have discussed this with SB and can already see changes happening positively   LM asked if Exec time taken up by DMU has improved? All Execs agreed that it hasn’t particularly. Education 2030 and the work around that is the bulk of that work but SMT have been a big support and hopefully it will improve.  PG commented that the format is a massive improvement and really useful to see. Nice to hear about the Execs projects at Board level. It’s exciting in regard to the new VLE – does DMU have a preferred supplier and has the student voice been listened to? NN and Kit Messenger (Student Voice Manager) have been actively involved in the process and feed in the students’ voice – NN feels that do really have a voice. Kit has raised with the Committee bringing even more student involvement.  PG always recommends speaking with other SU’s who have undergone the process and may have recommendations/suggestions.  LM has also been part of the process for VLE and feels that DMU have been very detailed in what they have wanted from the supplier, so has no concerns there. It would be nice to see more student involvement though. |  |
| **7.**  **FHRC Update** | PG explained that held the first FHRC meeting for some time. Was an opportunity to look at the committee purpose and would like to broaden the Exec attendance from one to two Executives and also for the Deputy CEO to attend. |  |
| **8.**  **Student Voice / Student Council** | All zones and student councils were held on the same day – resulted in more interaction, positive experience. Some bye-laws were amended pre-Christmas Council. Have now changed membership fee option to £0 (although there can be a fee if society prefers) and any funding requests under £200 can now be approved by Opportunities Team, and requests over £200 go to Opportunities Zone to approve. This means that approvals can occur much faster now.  PG asked DSU does follow through on the removal of Committee Members as noted in the bye-laws? EH confirmed that the Student Opportunities Team enforce bye-laws and we are very strict with enforcing them.  **ACTION: Approval in principle but all have 48 hours to feedback any concerns/comments on the issue.** | ALL |

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| **Substantive items for consideration** |

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| **9.**  **Board Structure** | SB talked through suggested Board structure as discussed on the paper distributed ahead of this Board meeting.  JDH asked if it would need to go through Student Council and SB confirmed it would need to.  SS noted that he likes how the suggested structure empowers the Execs. Would there be the opportunity for Student Trustees to be trained to and Chair a meeting? SB would really like to offer that as it’s a really useful skill to hold. In the amended bye-law have stated that the Board can appoint the Chair so yes, Student Trustees could also do it. SS suggested including that in the job description for the role going forward.  NN – Are the away days in addition to or in replace of a Board meeting? SB confirmed it would be a facilitated strategy day, once per year in the summer.  BS – 1) note that there is no meeting between October and February under proposed structure. That’s five very busy months when Board will not be aware of what is going on. It then doesn’t give the Board long to action changes for the upcoming year? 2) Away Day at the start of the new Execs term and also often lots of conferences for them to attend in the last two weeks of July. Big demand on time.  SB – timelines can be tweaked and all very fair points. PH noted that the auditor meeting has to be held in October to fit in with DMU timelines.  GK asked when it would be planned for the budgets would be signed off? PH – the Performance & Delivery Committee in April and then to Board in May. If Board then did not approve them, it could be done outside of Board and fast-tracked approval in June.  PG noted that he has discussed with SB already and is not a big fan of the proposed structure. Lots of meetings involved and not simple. As an External Trustee he doesn’t feel the hourly commitment is accurate. Feel it is a good structure for a larger organization than DSU – as a small Board we can have really good discussions. Worry that for other trustees they would not grasp bits if not included in those conversations/committees. Is a nice idea for Execs to Chair meetings but other ways we can do that in the organization. Do support removing FHRC from the bye-laws but feel a lot could be done with the current structure.  LA has a query as to whether the timings are realistic to achieve.  LM asked what the Execs opinion on the proposal was? PS feels that there is more sense in others also being scrutinized like the Execs are in front of the Council.  MP asked if its possible to link everyone’s completed skills matrix into papers so people can see where they can offer something?  SB responded to all queries on timings – they need more realistic view and timelines. Meetings and behaviours are the most important thing ultimately and this is just a start for Board to then take and develop. In her previous experience, it meant the right trustees and staff came to the right meetings. Agree with PG about the exciting parts of a Board meeting but the right agenda and an Away Day can meet that too.  BS queried if the proposed structure gives more single points of failure? As people leave DSU, would we lose internal memory too? It is worth doing something to change though as other than FHRC don’t think the other committees have worked well.  PS asked how splitting 5 Execs between 3 different committees would work for feedback from the Execs who were not Chairs? SB noted that it’s the nature of a trustee to work as a whole and as the Board vote in Chairs, anyone can be nominated for that role.  SS asked if we’re able to change the minimum term Execs serve to 2 years but EH confirmed this isn’t possible. Its EH role to ensure that a strong handover is undertaken between Execs.  LM supports the proposed structure as it supports trustees in their development, focusing on individuals’ skill set, but it does look like more of a time commitment for all.  GK – as an External Trustee I do need to make sure I’m equipped with the knowledge to participate and sign things off. There is an appetite for change, stronger development agenda for all here and this goes towards that. Its great that people are willing to give up more of their time and to learn new skills too. There are challenges around the complexities on timings. Not sure we have a strong enough agreement to go forward on the new proposal as yet.  **ACTION: SB to evolve discussion outside of Board** | SB |
| **10.**  **Block Grant Submission** | SB noted that DMU have not reduced out block grant during all of lockdown and we put that down to the relationship with our previous CEO, Penni Robson. SB has spoken informally to key people within DMU and does not feel that it would be appropriate at this time to ask DMU to increase the grant. Now is the time to make commercial work for us.  BS asked if a longer-term block grant increase had been considered by DSU, knowing that EH had done research on this before.  PH gave some background on the matter – DMU have said for several years that they want to give us more and have always been a strong support for us. They cannot however commit to a longer-term commitment. PH agrees it would be in bad taste to propose anything to them at this point, but we can look at it again in 2023. Have also had some additional this year for a Coordinator role.  GK agreed that DMU are a huge support but focus needs to be DSU as a business and getting students through the door. How do we make ourselves even more indispensable to DMU so that they come to us? How do we grow our activities for when that conversation happens?  PG asked what impact a block cut would mean for the budget? PH believes we’re looking at £80k to add to the budget. She will be starting the budget imminently. This year we will have to look at it differently. Freshers 2022 will be very difficult to predict and there will be questions about whether we use our reserves or put it down as a one-year blip etc. SB noted that SMT will come to the April Board with various prepped scenarios. |  |
| **11.**  **21/22 Financial Update and year end forecast** | PH – 6 months into this financial year. A new budget and forecast were agreed in December 2021. Have had some savings in overheads and Membership Services, but still a difficult time in commercial. The Function Rooms are doing well and seems steady.  PH will be doing a new year end forecast. Going through budgets with Membership Services to look at realistically what they will spend during remainder of the year. Changes in commercial areas coming in including new menus and have experienced Venues Manager in place since January. Focus now on September and more data driven.  SB and JS met with Chartwells recently. They are in the same position as DSU and down approx. 50% income. Was reassuring to see similar trends on campus.  SB – DMU are clearly saying ‘back to campus’ now to students and staff and also opportunities going forward in relation to the relationship DMU have with Chartwells. Discussion held with VC about DSU hosting activities during an open day and hopefully going forward DMU supporting that financially.  NN reminded all that if anyone has any commercial ideas then JS and his team are all open to hearing them. |  |
| **12.**  **Volunteering, Safeguarding and Complaints Policy** | EH talked through how this is reviewed each year as good governance. Currently going through Investors in Volunteers.  No comments from anyone present. |  |
| **13.**  **Appointments Committee – Student Trustee**  **Representative** | EH has lots to add from today to the job description for Student Trustees. Want to look at the demographic feel is needed for the new vacancy – what voice does the Board need to hear?  Volunteers from the Board to be on the Appointments Committee are needed – looking to start the appointment process in April 2022. PH confirmed that will recruit for both SS vacancy and YL replacement at the same time, but YL’s will start later in the year.  LM/AS/PS/PG all volunteered to be on Appointment Committee.  **ACTION: EH to move forward with Committee Board and coordination of interviews process.** | EH |

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| **Other Items for discussion** |

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| **14.**  **Departing Trustees** | On behalf of all the Board, GK expressed his thanks to SS for his time as a Student Trustee for DSU. Strong praise received from all for his time here, including the comment ‘one of the best ever’. Always delivering and committed to the role. DSU wishes SS all the best in his future endeavors. |  |
| **15.**  **Meeting Review** | GK feels it is a useful tool to continue feeding back to CS any improvements to this meeting.  Email: [catherine.searcy@dmu.ac.uk](mailto:catherine.searcy@dmu.ac.uk) | ALL |
| **16.**  **AOB** | SS asked if in light of recent activities in Ukraine, is there any prep work that DSU may need to do to support students? EH agrees that this is a conversation for Membership Services and the Execs but there is also support from DMU that will be available too. |  |
| **ACTION: PH will send the date for October 2022 Board meeting out next week.** | PH |

Meeting closed

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

**Future Meetings**

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