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| **Minutes of Trustee Board**  **Tuesday 10th October 2017 at 4.00pm**  **Campus Centre Building, 1.20** | | |
|  |  | **ACTION** |
|  | **PRESENT**  Ahtesham Mahmood, President (AhM) – Chair  Mike Mayes, VP Media and Communications (MM)  Derrick Mensah, VP Student Activities (DM)  Jessica Okwuonu, VP Welfare and Community (JO)  Molly Footitt, DP Education, (MF)  Jo Bradley-Fortune, CEO (JBF)  Robert Gofton, External Trustees (RG)  Danielle Gillett, External Trustee (DG)  Anil Majithia, External Trustee (AM)  James Gardner, External Trustee, (JG)  Quinn Franklin, Student Trustee (QC)  Keshana Davidson, Student Trustee (KD)  Daniel Czyzak, Student Trustee (DC)  Carl King, Alumni Trustee (CK) IN ATTENDANCE Paula Heneghan, Head of Finance, People and Central Services (PH) |  |
| **1.** | **APOLOGIES**  Apologies were received from the following Board members:   * Holly Percival (Alumni Trustee) * Laura Toher-Hindle (Student Trustee) |  |
| **All Trustee Board members introduced themselves**  **AhM welcomed Daniel and Laura (who had sent her apologies) to their first TB meeting** | | |
| **2.** | NOTIFICATION OF ANY OTHER BUSINESS None | **NONE** |
| **3.** | CONFLICTS OF INTEREST  AM confirmed a new appointment to the Leicester and Leicestershire Enterprise Partnership (LLEP). PH confirmed this had been added to the conflicts of interest register as AM had notified PH in advance of the meeting. | **NONE** |
| **4.** | **MINUTES OF PREVIOUS MEETING**  AhM – asked for the minutes to reflect the points he raised re the Governing board and he would forward appropriate wording for the required change.  TG asked for the same font to be used throughout the minutes  The Board agreed the minutes taken from the previous meeting held on 23rd June 2017 were a true and accurate record. | **PH to alter the minutes** |
| **6ci** | **Auditors**  Lila Raiborde (LR) (DSU Finance Manager), RSM audit partner Gareth Jones (GJ) and RSM audit manager Chelsea Hague (CH) arrived.  GJ gave a presentation of the Audit Findings Report and annual accounts. GJ noted the control environment is strong and highlighted to the TB the effect of the pension liability of £933k to take the accounts to a net liabilities position of £535K. GJ also noted the increase in the value of the gift in kind being the grant of serviced accommodation following the refurbishment of the CC building  In the regulatory section of the AFG GJ highlighted the GDPR section and  GJ asked for any questions.  **ACTION : JG asked for the letter of representation to add that one DSU trustee is a member of the University Executive Board.**  A discussion was held regarding going concern. JG noted that the government will announce changes to funding for universities on 22nd Nov and this could affect future levels of the DSU Block Grant.  DG asked for confirmation that the gift in kind of £150k was an income and expense so nil net effect.  GJ confirmed this  DG explained that the pension figures are at a point in time if the Union had to pay back the liability to the pension scheme at today’s date.  DG asked PH if the increasing payments to clear the SUSS pension deficit are included in the budgets  PH confirmed they were  DG asked GJ to explain to the TB why we note the SUlets figures in the accounts  GJ explained that as SUlets is not controlled by DSU its figures cannot be consolidated into the DSU accounts  JG asked how many employees of DSU are in the closed SUSS scheme. AM asked what happened when the last e’ee leaves DSU employment.  **ACTION: To include pension liability on the Rik Register**  **ACTION: PH to check with the SUSS trustees what happens when the last e’ee leaves DSU employment**  **ACTION. The TB asked GJ to share any strategies re risk mgt the board should be aware of**  *(LR, GJ and CH left the meeting)*  The TB approved the annual accounts | **RSM to alter letter of rep**  **PH**  **PH**  **PH to discuss with GJ** |
| **5.** | **MATTERS ARISING FROM THE PREVIOUS MINUTES**   * Review of the Food & Beverage Manager role – this will be done as part of the Commercial review and so this item can be closed |  |
| **6.** | **B) DEMOCRACY**  **6bi)** JBF gave a verbal update on the governance review.  Phase 1 – Officer role review, in place for Feb 18, David Fletcher to assist with governance review with recommendations to the TB by the end of 2017  Phase 2 – Board effectiveness review  JG confirmed that he has commissioned David Fletcher to assist with the review.  JBF confirmed the Membership Services Manager, Colina Wright, is also focused on this review and support from David Fletcher will be extremely helpful.  AM asked why this review was so urgent with all the other priorities for the CEO currently set?  JBF noted delaying the review won’t help and its needs to be done.  AM noted the work to be done by DSU in terms of Finance, Commercial, Restructure etc  JG agreed that CEO priorities would be helped by a proper commercial review and full governance review. JBF agreed.  **6bii)** JBF explained DSU on target re the elections recommendations outlined in the tabled paper. Nothing contentious to note.  JG explained the introduction, through these recommendations, of the principal of Purdah and the cessation of officer activity during the election period.  **A) STRATEGY**  Ai) Strategic Plan  JBF explained she had already updated the strategic sub group and the strategic priorities of DSU will be presented to the TB on the 6th Dec away day.  JG asked after the 5th Dec day when would the first draft be ready.  JBF confirmed Jan 18  JG noted that DMU expect to have reviewed their own strategy by March 18 so DSU can look at strategic fit.  A ii) Accounts Aug 17  PH talked through the tabled document and noted the new HOC started on 9th October and is conducting a full commercial review and gap analysis. PH confirmed that Sept and Oct commercial incomes to date had been discussed at the strategic sub group.  A iii) Demon Media  MM confirmed that key stakeholders were being included in the governance review currently taking place and this will be presented to the Demon AGM Dec 17. Jan 18 MM will start to look at the Demon strategic plan  AM asked for some background in why there is a separate TB for Demon FM  MM explained the history of Demon and JBF confirmed a full governance review is needed.  **ACTION** **TB to be updated on the commercial, compliance, regulatory and financial set up of Demon Media**  RG asked if David Fletcher would be involved in the Demon governance review. JBF confirmed No.  JG asked who was helping and when would the DSU TB see the output? MM confirmed this was Jason Lee, Chair of Demon FM, and this would come back to the DSU TB in Dec 17.  6a iv) TB Sub Groups  DG confirmed the strategic sub group had now met twice and requested the TB consider the sub groups suggested. JG suggested Finance and HR be brought together and also Audit and Compliance with the third being Membership  The TB agreed to this proposal  JG suggested Membership to include a nominations committee  **ACTION JBF to map roles to skills and trustees to express preferences by the end of this week (20th Oct). JBF to respond to TB by the end of next week (27th Oct) with results.**  MM asked if the sub group terms of reference would come to the full TB  JBF confirmed this was correct  **6 ciii)** Budget Reforecast  PH gave an overview of the paper tabled  JG asked why there was a £16k difference re Commercial and what were the results like re Freshers compared to last year.  JBF explained there were issues with the integrity of the commercial budgets submitted and DSU was not in the CC building last year so the results are not comparable.  6 c iv) Expenses System  The TB approved the implementation of the expenses system  6 c v) Cost of living rise  JBF explained DSU would like to do a full review of the pay and grading system which is currently following the DMU system. However suggested if going to move away from DMU structure DSU need to do this in full and not partly eg by not implementing this pay rise.  JG asked that next year the budget set for the payrise is higher than 1.1%  **ACTION Next year budget to be circa 2% expected increase**  6 c vi) Audit retender  DG asked if a 3 year agreement with auditors was too fast a turnaround as they have only just got to know the union  **ACTION TB approved the audit re tender process but requested that this should be a 5 year arrangement for the new auditors.**  6 c viii) Living Wage Foundation  The TB agreed the renewal of this quality mark  **6 d REPORTING**  6 d i) CEO Update  JBF gave a verbal update of the document tabled  JG asked for the minutes to formally note the success of the NSS result with DSU coming 10th in the country re the question regarding the SU supporting the teaching and learning experience.  The TB agreed the format of the CEO report  Relationship agreement – RG asked for this to be doubled checked for formatting and content eg the version tabled had an inaccuracy within. JBF agreed saying there had already been an updated version and she would distribute this to the TB. In addition this was being shared with DMU to agree the final document  **ACTION. JBF to send updated relationship agreement to TB**  6 d ii) Exec Officer Impact Report  AhM gave a verbal update of the document tabled  JG asked for an update on the progress made to get some payment from Sulets.  JBF confirmed she had met Gareth Orton (recently appointed CEO of UOL) and there will be progress on this however warned that any payment had to be in line with the charitable objectives of SUlets and so suggested this would be work done by DSU on housing for example.  JG suggested legal advice be obtained  JBF confirmed this had already been done and it is illegal for Sulets to make a payment which does not fit its charitable objectives.  **ACTION. JG, JBF, Michelle Holden (Interim Director of Finance , DMU) and DG to meet to discuss the Sulets position**  **6 e HEALTH AND SAFETY**  No questions raised    **6 f COMPLIANCE**  6 f ii) and iii) Social Media Policy and Disciplinary Policy were both approved by the TB  RG asked for document control on both documents  RG asked for standardised format for these policies | **JBF/MM**  **JBF map roles to skills re sub groups**  **PH to ensure budget for COL payrsie is 2% next year**  **PH to tender audit**  **PH to renew**  **JBF to send TB updated relationship agreement**  **Meeting to be arranged** |
| **7.** | **AOB**  **ACTION: AhM asked for nominations for the role of supervising trustee and deputy chair by the end of the week (20th Oct)**  **ACTION: PH to send out details of Strategic away day 5th Dec** | **Trustees to forward nominations to AhM**  **PH to send out details of venue etc** |
| **8.** | **DATE OF FORTHCOMING MEETINGS**   * 5 Dec strategic away day and AGM * 13 Feb 2018 – TB away day * 24 April 2018 – 4-6pm * 13 June 2018, 11-1pm * 9 October 2018 – Auditor attendance, 4-6pm |  |

Ratified by the Trustee Board



Ahtesham Mahmood, DSU President Date: Dec 17