

# Falmouth & Exeter Students' Union

## Board of Trustees Minutes

Date	Tuesday 18 October 2022	Time	14:00-17:00
Location	Online Teams meeting		
Trustees	Lauren Taylor (LT) Kevin Werry (KW) Luke Court (LC) Georgi Griškevičienė (GG) Candice von Memerty (CM) Mika Carney (MC) Lauren Burnett (LB) Jordan McClelland (JM)	President Student Experience (Chair) Lay Trustee (Deputy Chair) President Falmouth President Exeter Lay Trustee Student Trustee Student Trustee Student Trustee	
In attendance	Sarah Davey (SD) Karen Draycott (KD)	Chief Executive Head of People & Governance (minutes)	
Timed business	Hayley Rowley (HR) Misty Nickells Kat Stark (NUS Director)	Deputy Chief Executive Griffin Chartered Accountants (item 4) National Union of Students (NUS) (item 6)	
Apologies	Paul Northmore Kate Reynolds Kira Orchard	Lay Trustee Lay Trustee President Welfare & Inclusivity	

Item and Minute
<p><b>1. Welcome (LT)</b></p> <p><b>1.1. Noted:</b> that this is LT first meeting as Chair of the Board. This was also the first meeting for several new trustees – everyone introduced themselves.</p> <p><b>1.2. Noted:</b> apologies from Kate Reynolds, Kira Orchard, and Paul Northmore.</p> <p><b>1.3. Noted:</b> that the Register of Interests was circulated, and no further interests were declared.</p> <p><b>1.4. Noted:</b> that the following silent papers were circulated and noted:</p> <p><b>1.4.1.</b> CEO Pay Review</p> <p><b>1.4.2.</b> CEO Objectives</p> <p><b>1.4.3.</b> Updated CEO Job Description</p> <p><b>1.4.4.</b> Terms of Reference for the Board of Trustees</p> <p><b>1.4.5.</b> Risk Register updated October 2022</p> <p><b>1.4.6.</b> Link to the sub-committee's papers and minutes which had occurred since the last meeting.</p>

## 2. Minutes from 28 June 2022 (SP)

- 2.1. **Noted and Action:** that there was an amendment on the last set of minutes from the 28 June 2022 (*paper 1*) - 13.5) cost of living uplift is backdated to the 1 August and not the 1 September. KD to amend.
- 2.2. **Approved:** other than the amendment above, the minutes of the meetings held on the 28 June 2022 (*Paper 1*) were confirmed as a true and accurate record.
- 2.3. **Received and Approved:** Sustainability Policy (*paper 2*) had been amended since the last meeting adding in the paragraph regarding monitoring and evaluation. Since the last meeting KD had signed up to the Green Impact Awards which will further strengthen this area of work. The Policy was approved.
- 2.4. **Received and Approved:** EDI Statement of Intent (*paper 3*) was agreed. The next step will be to work with a specialist external to the SU who will work with the board to understand the board and the organisation ending with a set of recommendations, which, in turn will inform an organisational level action plan approved by the Board; this is due to begin in early 2023.
- 2.5. **Noted:** that a set of descriptions for what EDI means should be part of a policy, rather than a statement of intent.

## 3. Decisions without a meeting (LT)

- 3.1. **Noted:** that there has been no decision without a meeting since the last meeting.

## 4. Finance (Misty Nickells - Griffin Accountancy)

- 4.1. **Received:** Audited Accounts, Year End July 2022 (*paper 4*) and Management Letter with comments (*Paper 4a*).
- 4.2. **Noted:** that Misty went through the accounts with the Trustees explaining the position. It was noted that as this was the first year of the CIO, so the previous year's figures do not feature in these accounts.
- 4.3. **Noted:** that the clubs and societies were listed as restricted reserves. Misty explained that this income and expenditure was income of the unincorporated groups, rather than the SU's - i.e. that the charity was acting as a bank on behalf of the groups and the charity acted as a creditors, money owed to groups. This had been a change to how the groups had previously been seen in the annual accounts.
- 4.4. **Noted:** that the in-year surplus had been £65k.
- 4.5. **Noted:** that the management letter had three categories: low, medium, and high and detailed the risk in each area.
- 4.6. **Noted:** that trustees were satisfied that they understood what 'related parties' were.
- 4.7. **Noted:** that eye-tests and a contribution to glasses due to VDU use would need to be better explained in terms of eligibility and process to ensure that the benefit doesn't go beyond the charity. This has since progressed with a scheme in place at Specsavers.
- 4.8. **Noted:** that Railcards also need a process in place to ensure that the benefit does not go beyond the charity.

**4.9. Noted:** that employers do not have to pay tax on a benefit to an employee if the item is under £50 and eligible. This is known as a 'trivial benefit'. This may be something that the SU would like to consider with one-off payments to employees.

**4.10. Noted:** that overall, this had been a 'clean' audit with not a lot of adjustments required.

**4.11. Approved:** the Audited Accounts year ending 2022 was approved by the Board. Misty will send KD accounts for signing before submitting to the Charity Commission.

## **5. CEO Report (SD)**

**5.1. Received:** October Board Report (*paper 6*) and Key Strategic Risk Summary (*paper 7*).

**5.2. Noted:** that SD talked through her papers and referred to Silent Paper 2 CEO Objectives and Silent Paper 5 Updated Risk Register.

**5.3. Noted:** that there were projects that were planned to include the brand refresh as well as SU space. There was further discussion regarding outdoor space on campus and how the SU can contribute to this.

## **6. NUS Trustee Tour (Kat Stark)**

**6.1. Received:** NUS – Falmouth & Exeter Trustee Tour PowerPoint presentation.

**6.2. Noted:** that the investigation into antisemitism within the NUS is on-going with no conclusions published yet.

## **7. Terms of Reference for Board Subcommittees and Scheme of Delegation (KD)**

**7.1. Received:** Sub-Committee Terms of Reference (*paper 8*) and Scheme of Delegation (*paper 9*).

**7.2. Noted:** that these were originally produced when incorporating and developing the new constitution for the charity which came into effect in August 2021. This was the first full cycle of the new charity and these documents had helped shape the governance of the charity.

**7.3. Noted:** that there were mainly minor amendments to ensure that all governance documents were consistent. I.e. the regularity of the meetings.

**7.4. Noted:** that these documents will be taken to the next Appointments Committee in early 2023 for scrutiny and amendments if required.

**7.5. Approved:** Terms of Reference for the Sub-Committees and Scheme of Delegation was approved.

**7.6. Noted:** that the next Student Members Meeting is scheduled for the 22 March 2023, 4-5pm.

## **8. Current challenge within the student community (Presidents)**

**8.1. Received:** Student Challenges Update (*paper 10*).

**8.2. Noted:** that in previous meetings, Presidents gave individual updates on their manifesto points and this could feel that Presidents were being held to account by the Board of Trustees whereas this is not the correct forum to do this. The presidents talked through the paper and there were no further questions.

**9. Any other business**

**9.1. Noted:** that the next meeting will be on 5 December 2022 followed by an in-person event.

**10. Reserved Business**

**10.1. Noted:** that SD and KD left at this point.