



Date: Thursday 13 February 2020
 Time: 18.00-21.00
 Venue: South Wing G12 Council Room, UCL, London

Board of Trustees Minutes

Chair: Ashley Slanina-Davies, Education Officer

Members:	P	AP	AB
Aatikah Malik, Welfare & International Officer, Vice-Chair		✓	
Aimee Connolly, Student Trustee (AM)	✓		
Ashley Slanina-Davies, Education Officer, Chair	✓		
Carol Paige, Democracy, Operations & Community Officer	✓		
Clare Bracey, External Trustee (Non-UCL)	✓		
D'Arcy McGuinness, Activities Officer	✓		
David Ruttenberg, Student Trustee (DR), via skype	✓		
Deepan Banati, External Trustee (UCL Staff)	✓		
Mary Basterfield, External Trustee (UCL Alumni)		✓	
Tishuana Mullings, Student Trustee (TM)	✓		
Vlad Dinu, Student Trustee (VD)		✓	

In Attendance:
Catherine Barrow, incoming Interim Head of Finance
Dan Hill-Roger, Commercial Development Manager
Debbie Nichols, Head of Operations
Jim Onyemenam, Postgraduate Students' Officer
John Dubber, Chief Executive
John Glenister, Interim Management Accountant
Katerina Alexandropoulou, Minutes
Max Keeble, Project Manager (IT)
Shachi Blakemore, Auditor – Buzzacott LLP
Simon To, Leadership Development & Change Manager

1. Welcome & Introductions

The Chair welcomed the Board to the meeting and all Board members and those in attendance introduced themselves.

2. Declaration of Interest

The Chair asked if there were any declarations of interest. None were declared.

NOTED

3. Minutes and matters arising from the meeting on 6 December 2019

The Chair confirmed that the actions from the previous meeting had been completed.

The Democracy, Operations & Community Officer clarified that there had been two meetings of Union Executive since the last Board meeting in December 2019 whereby a decision had been reached to remove Phineas as the Union mascot and to remove the Phineas statue from the bar. They noted that the vote with regards to the naming of the bar had been inconclusive and therefore will remain as is for the time being.

The Board approved the minutes from the meeting on 6 December 2019 as a true and accurate record.

APPROVED

4. Schedule of Delegated Authority

The Chair asked if there were any comments about the updated Schedule of Delegated Authority. There were none and the Board resolved to approve the Schedule of Delegated Authority.

RESOLVED

5. Sabbatical Officers' Report

The Postgraduate Students' Officer provided an overview of all of the Officer Reports and asked for any comments and questions from the Board. The External Trustee (Non-UCL) asked for some background on the issues with the Men's Rugby Club. The Activities Officer noted that following the Men's Rugby Club suspension, they had met with them and were happy to recommend the Club's re-affiliation.

The External Trustee (UCL Staff) asked for an update on UCL East developments. The Democracy, Operations & Community Officer noted that productive communication channels had been established between the Union and the UCL East Team. The External Trustee (UCL Staff) asked for an update on plans around trading opportunities on the UCL East campus. The Democracy, Operations & Community Officer noted that informal discussions are being held currently with decisions to be reached in the next academic year.

RECEIVED

6. Chief Executive's Report

The Chief Executive provided a summary of their report and highlighted various matters outlined in the report.

The Democracy, Operations & Community Officer requested that alumni and representatives from current Union sports teams are included in any future potential consultation on the Shenley Sports Grounds consultation. The Chief Executive noted that this request will be met.

The External Trustee (UCL Staff) asked about the timeline for the approval of the Union submission to the UCL Planning Process. The Chief Executive responded that the Union's submission had been acknowledged by the UCL Planning team. They added that a meeting had been held with UCL to discuss the bid, attended by the Chief Executive, Chair of the Board of Trustees and the Democracy, Operations and Community Officer.

RECEIVED

7. Financial Statements & Audit Report 2018/19

The Chief Executive outlined the variance in the end of year position for the Central area expenditure noting that these were mainly due to the grant from UCL being lower than originally budgeted, VAT costs higher than anticipated and additional staffing costs in finance. They explained the end of year financial results and pointed out that the operating loss of £347,000 was the variance to concentrate on. They then invited the Auditor to present the Audit Report.

The Auditor noted that the Chief Executive had summarised well the underlying issues outlined in the audit process. They explained that recommendations for improvement with the finance procedures had been put forward and discussed at the recent meeting of the Union's Risk & Audit Committee. They further added that it would be beneficial for all issues to be resolved by this time next year so that the Finance team could focus more to commercial and other development plans.

The Student Trustee (AC) asked for the reasons around the grant from UCL being £43,000 lower. The Chief Executive noted this was reported to a previous meeting of the Board and was due to the level of grant being amended at the start of the 2018-19 financial year due to efficiency savings. This was not applied to the budget at the start of 2018.

The External Trustee (UCL Staff) asked if all outstanding issues with the audit had been resolved and whether the Auditor was therefore able to issue an unqualified opinion on the accounts. The Auditor responded that all the issues had been resolved and the accounts were therefore unqualified. The External Trustee (UCL Staff) asked if the reconciliations were completed and satisfactory. The Auditor noted that they were satisfactory up to 31 July 2019.

The Chief Executive advised that the audit recommendations and consequent actions are of high priority. The Auditor noted that the Finance team with the Interim Management Accountant's supervision would work on any unadjusted points to be reflected in the current financial year.

The External Trustee (UCL Staff) asked if there were any concerns around the bank mandates. The Auditor responded that the Union should ensure that bank mandates are kept up to date. They further advised that the chasing of outstanding debts had not been given

sufficient priority in 2018/19 and has recommended that an improved process for this needs to be put in place.

The Chief Executive noted that unrealised adjustments, totalling £80,000, identified by the Auditors had been discussed at the recent meeting of Risk & Audit Committee and will be included in the 2019/20 financial statements. The Interim Management Accountant clarified that these adjustments will be reported as a separate item in this year's accounts.

The Chair asked if there was any guidance on the levels of which bank authorisation limits should be set. The Auditor outlined that it would be advisable that the Risk & Audit Committee propose the authorisation limits that would be appropriate for the organisation taking into account of its operations and risk appetite. They suggested that the incoming Interim Head of Finance and the Chief Executive make a proposal on this to be considered by the Risk & Audit Committee.

The Board resolved to confirm and approve the signing of the Letter of Representation.

RESOLVED

The Board further resolved to approve the Financial Statements for the year ended 31 July 2019.

RESOLVED

The Board received the Audit Report provided by Buzzacott LLP.

RECEIVED

8. Management Accounts (December 2019)

The Interim Management Accountant presented the management accounts to 31 December 2019. These showed that performance in the first 5 months of the year was slightly behind budget. Excluding amortisation on the Lewis Building, a deficit of £72k was budgeted. The actual deficit was £84k, resulting in an adverse variance of £12k. Total income of £3,869k was £64k ahead of budget. Total expenditure of £3,954k was over budget of £3,877k by £76k

The Commercial Development Manager outlined that financial performance in the commercial outlets was below budget due to a number of unplanned closures, the industrial action taken by university staff and the measures taken to cover for the staffing changes. They added that the negative variance in the expenditure for Bloomsbury Fitness was in part due to several staff being on long time sick leave and additional student staffing costs put in place to cover for these absences.

The External Trustee (Non-UCL) thanked the Finance team for producing such timely management accounts. They pointed out that they would be keen to see a forecast of where

we are financially against budget. They then asked if there was a particular common issue underlying in the sickness absences with the team in Bloomsbury Fitness. The Commercial Development Manager responded that a reforecasting process was shortly to be undertaken and a further update will be provided at the next Board meeting. They added that there was no commonality and the overlapping absences at Bloomsbury Fitness were a coincidence. They further reported that the staff had recently returned to work.

The Democracy, Operations & Community Officer requested a breakdown of the commercial student staff overspend. The Commercial Development Manager responded that they were aware of this issue and are currently clarifying relevant processes.

RESOLVED

Action: The Commercial Development Manager to provide a breakdown of the commercial student staff overspend.

The Chair asked whether there was a plan in place to provide mitigation against the forthcoming industrial action and if there were any lessons learnt from the previous action. The Commercial Development Manager noted that a more proactive approach was needed to ensure outlets remained open, but that stock and staffing levels were planned accordingly.

The External Trustee (UCL Staff) asked what steps are taken outside the commercial area to reduce the growing deficit position the Union seems to be heading for at the end of the year. The Chief Executive responded that the Senior Management Team had discussed other measures and was looking to increase income and identify some additional savings. A re-forecasting exercise is due to be undertaken by all departments in the Union.

The Commercial Development Manager reported that measures were planned in the commercial area to try and bridge the income gap, such as the Lewis's pop-up outlet and the Bloomsbury Fitness direct debit payment system. The External Trustee (Non-UCL) noted that even though income could increase with these measures, problems will continue if the expenditure is increasing at the same rate or further.

The External Trustee (UCL Staff) suggested that more accurate information is needed for an effective forecast to enable the Senior Management Team to be able to make more informed decisions. They noted that the Activities area could also be reviewed. The Chief Executive responded that it may be difficult to find large savings in the Activities area this year as most funds have already been allocated to individual clubs and societies. However, it will be important to examine all areas.

The Student Trustee (TM) asked if the current underspend in the Activities area would continue. The Chief Executive responded that the underspend was largely due to the timing

of expenditure in the area and therefore would likely reduce during the second half of the year. The Head of Student Engagement & Communication added that savings in the Activities area were looked at as well as ways to increase income from the Marketing & Communications area.

The Chair asked if a forecast could be presented to the next Board meeting. The Interim Management Accountant responded that work on this was being undertaken over the next few weeks and will be reported to the Board at its next meeting.

RESOLVED

Action: The Interim Head of Finance to present an up to date forecast of the budget to the next meeting of the Board.

The Student Trustee (AC) asked how much increase in the Block Grant we were aiming for. The Chief Executive noted that we had bid for a level of funding equal to £77 per student . However, due to UCL's financial pressures this year it was important to be realistic about the level of grant for 2020-21. They further added that the Union has currently secured funding for several projects, for example the Active Bystander Programme, Internationalising the Union amongst others, which are funded by separate one-off grants from UCL, falling outside of the main block grant.

9. Data Protection Project update

The Project Manager (IT) reported that the Data Protection Project started in March 2019 to look at areas of the Union that needed improvement in order to better comply with Data Protection Regulations. They added that a Union staff survey had been undertaken to help clarify staff competences and awareness. They further added that a Data Sharing Agreement with UCL had been drafted and is pending final agreement with UCL. They further reported that a data protection handbook was being developed and will be provided to all staff in due course.

The External Trustee (Non-UCL) commented that a very good job was done so far and asked if the Union is taking legal advice on data protection issues and who was responsible for General Data Protection Regulation (GDPR) training. The Project Manager (IT) noted that all new staff are required to complete GDPR training with an annual refresher also in place. They added that this would be reviewed as part of the project.

The Chair asked for clarification of the proposed Data Impact Assessments as part of new projects. The Project Manager (IT) responded that they were working on incorporating Data Impact Assessments into all projects across the Union depending on the project management processes in place.

The Head of Operations thanked the Project Manager (IT) for leading Data Protection Project and for taking on the responsibility to be the Union's Data Protection Officer (DPO), even though this had not been directly within their initial remit.

RECEIVED

10. Systems and IT update and upcoming website upgrade project

The Project Manager (IT) noted that the Union website was a key business system with high levels of student engagement and that work had recently taken place on improving processes for various departments, for example the JobShop and Volunteering Service. They reported technical issues from the Union's 10 year-old website, as the software on which it is built will no longer be supported and that by 2021-22 there needed to be a new system covering the organisation's needs. They added that options include using an external supplier or building a new bespoke system. They further added that for either option, engaging with users would be important.

The Student Trustee (DR) offered to assist with the upcoming website project if needed given their experience and interest.

The External Trustee (UCL Staff) pointed out that they would recommend three important elements for the successful development of a new website: linked to strategy, user-led and transformative. They explained that a new system would firstly need to be relevant to and contribute towards the delivery of the Union Strategy and develop digital activities that would help our overall financial position; then, a new system should be user-led so it would be worthwhile to consider how UCL students and their expertise can be involved in its development; finally, they would recommend that the new system is transformative, for which a strong vision of "before" and "after" is needed. The Project Manager (IT) agreed that these were three very good elements to guide us through and they would be factored into Gate 2 project recommendations, against which the different options can be assessed. The Chair noted that engaging with students in a way that might utilise their skills should also be considered in the process of the new website development.

The External Trustee (Non-UCL) asked if UCL had a digital strategy and how the Union was partnering up with this. The Project Manager (IT) clarified that UCL's digital strategy is separate to that of the Union. The External Trustee (Non-UCL) recommended that an important factor for the new Union system was that it met students' needs.

The Democracy, Operations & Community Officer noted that the development of the new website was a great opportunity to see what more we can do in the future around furthering accessibility, including engaging with the Disabled Students' Network.

RECEIVED

The Commercial Development Manager and the Project Manager (IT) left the meeting.

11. Investment Account Mandate

The Chief Executive updated the Board that the previous mandate on these accounts have been suspended and a new mandate was required. They requested approval from the Board on the new mandate as outlined in the paper. It was also noted that it would be useful to consult with the Chair of Risk & Audit Committee for their opinion. There was a further discussion on authorisation limits and whether we would move to a dual authorisation system requiring two lists of signatories.

The External Trustee (UCL Staff) expressed their concern over the current inaccessibility of these accounts and suggested moving forward swiftly to resolve the situation.

The Chair of the Board of Trustees suggested adding the Chair of the Finance Committee as a fourth signatory would be prudent.

It was agreed that, subject to views from the Chair of the Risk and Audit Committee, that:

- The signatories for the Union's Virgin Money and Scottish Widows accounts will be:
 - John Dubber - Chief Executive Officer;
 - Catherine Barrow – Interim Head of Finance (starts 2 March 2020);
 - Caroline Paige - Democracy, Operations and Community Officer
 - D'arcy McGuinness – Activities Officer
- A dual signatory system will be put in place with any activity on the account including withdrawals and changes to the account require a minimum of at least 2 signatories. If the withdrawal amount exceeds the threshold of £50,000.00 in line with our authorisation limits, all 3 signatories will be required to authorise the transaction.

RESOLVED

Action: The Chief Executive to consult with the Chair of the Risk and Audit Committee and liaise with the Union's bankers to put in place the revised mandates as agreed.

12. Submission to UCL Planning Process

RECEIVED

13. Progress Report on Union Operating Plan

RECEIVED

14. Health & Safety Report


RECEIVED

15. Governance Review Action Plan

RECEIVED

16. Union Exec update**RECEIVED****17. Union Response and Contingency Plan****RECEIVED****18. Any Other Business**

There were none.

Minutes approved as a true and accurate record	
Chair:	Ashley Slanina-Davies
Signature:	
Date:	29/07/2021

Action List

Actions	
The Commercial Development Manager to provide a break out of the commercial student staff overspend.	Commercial Development Manager
The Interim Head of Finance to present reforecast of the budget to the next meeting of the Board.	Chief Executive
The Chief Executive to consult with the Chair of the Risk and Audit Committee and liaise with the Union's bankers to put in place the revised mandates as agreed above.	Chief Executive