



Date: Thursday 4 March 2021
 Time: 18:00
 Venue: Online

Board of Trustees Minutes

Chair: Carol Paige, Democracy, Operations & Community Officer

Members:	P	AP	AB
Aining Liang, Student Trustee (AL)		✓	
Aparna Sree Asok, Student Trustee (ASA)	✓		
Ayman Benmati, Education Officer	✓		
Carol Paige, Democracy, Operations & Community Officer, Chair	✓		
Clare Bracey, External Trustee (Non-UCL)	✓		
Deepan Banati, External Trustee (UCL Staff)		✓	
Ilyas Benmouna, Activities Officer	✓		
Petra Barran, External Trustee (UCL Alumni)	✓		
Shail Bhatt, Student Trustee (SB)	✓		
Shoora Shafeeq, Student Trustee (SS)	✓		
Yasmeen Daoud, Welfare & International Officer, Vice-Chair	✓		

In Attendance:
Aarushi Menon, Women's Officer
Alex McKee, Head of Student Engagement & Communications
Catherine Barrow, Head of Finance
Debbie Nichols, Head of Operations
Guy Stepney, Marketing & Communications Manager (for item 12)
Jim Onyemenam, Postgraduate Students' Officer
John Dubber, Chief Executive
Max Keeble, Project Manager IT (for item 11)
Rebecca McLoughlin, Governance & Administration Coordinator, minutes
Shachi Blakemore, External Auditor, Buzzacott LLP (for item 7)
Simon To, Policy, Governance & Insight Manager, Secretary

1. Welcome & Introductions

The Chair welcomed all those present and asked them to introduce themselves. The Chair noted apologies from the External Trustee (UCL Staff) and the Student Trustee (AL).

RECEIVED

2. Declaration of Interest

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

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3. Minutes and matters arising from the meeting on 10 December 2020

The Chair confirmed that the actions arising from the meeting of the Board in December had been completed except for the action to arrange for a Board Briefing to discuss the Student

Central bid. This action had not been completed as UCL were no longer the preferred bid in the process.

The Board approved the minutes of the meeting on 10 December 2020 as a true and accurate record.

APPROVED

4. Appointment to the Remuneration Committee

The Secretary advised that are two External Trustees to be appointed to the Remuneration Committee, currently the External Trustee (UCL Alumni) has been appointed to one of these places, leaving the other place vacant. After consultation with the External Trustee (Non-UCL), the Board was asked to appoint the External Trustee (Non-UCL) to the Remuneration Committee. The Chair reported that the External Trustee (Non-UCL) had also agreed to take up the role of Vice-Chair (External), this would be considered at the next meeting of the Board.

ACTION: The Secretary to bring a paper to the next meeting regarding the appointment of the Vice-Chair (External).

The Board appointed the External Trustee (Non-UCL) to the Remuneration Committee.

APPOINTED

5. Sabbatical Officers' Report

The Welfare & Interntional Officer gave an overview of the Sabbatical Officers' Report and highlighted the following:

- The Officer Portifilo Review was complete and Union Executive voted unanimously on 18 January to approve the new Officer structure in time for the Leadership Race for next year's officers. They explained that this will also increase the number of Sabbatical Trustees from four to six.
- The Student Priorities for Partnership had been presented to the new Provost and had been well received.
- The Group Chat was launched as a weekly talkshow-style broadcast where the Sabbatical Officers give updates of what they've been working on, as well as hosting interviews with student groups and promoting upcoming events. This has been very successful.
- The Education Officer and Postgraduate Students' Officer have been working with UCL to put mitigations in place as part of this year's no-detriment package. It was not exactly what they had hoped for but it will be of benefit to students.
- Several officers are working on a national campaign 'tuition fee refunds' linking in with the Students United Against Fees coalition as well as taking action independently, which has included writing to the Department for Education, our local MP and Leader of the Opposition, Kier Starmer, as well as the Prime Minister.
- The Womens' Officer is currently leading UCL's period poverty project on getting free and sustainable period products in our toilets on campus.

- The Chair has been planning several events for the “28 days of Sustainability”, including a sustainability-themed hustings for the candidates in the Leadership Race, fairtrade fortnight and ‘Lets talk about sustainability’ weekly sessions.

The External Trustee (Non-UCL) suggested that social media is used to contact MPs as this way you are able to contact them directly and track activity through a hashtag, as opposed to writing to them which often isn’t seen by the actual MP. They also added that on the “Refund Our Fees” campaign webpages, the information on how to contact MPs is very far down the page and they suggested this be put in a more prominent position to obtain optimum engagement and response. The Chair thanked the External Trustee (Non-UCL) for their feedback.

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6. Chief Executive’s Report

The Chief Executive provided highlights from their report including:

- Fantastic work from the Sabbatical Officers and staff in reaching out to students and supporting them. The Union continues to receive positive feedback from students.
- The Student Activities team have done a great job in supporting students with online activities. They have recently agreed a new partnership with UCL so that the Union’s Project Active programme can become the physical activity delivery partner for UCL’s Halls of Residence activities programme.
- We have been working to build a positive relationship with the new Provost, Dr Michael Spence.
- The Sabbatical Officers have been busy with a new national influencing campaign for tuition fee refunds.
- Due to tight financial management during the pandemic, a large positive movement in our pension fund liability and a strong performance from the Union’s investments, the near final accounts for 2019-20 show an overall accounting surplus of £59k.
- Discussions with UCL are taking place regarding potential financial support for the Union in 2021-22.
- Work continues to develop a Union Commercial Strategy to ensure that we maximise the surplus from our commercial services whilst also meeting student needs.
- We continue to work with the UCL Estates team to explore options for an alternative new home for the Union now that Student Central is likely to be sold to another university. There are discussions with the UCL Timetabling team regarding the possibility of extra space to be used for student activities. We have also asked UCL Estates to consider prioritising work on the Lewis’s Project during the current closure period, but are awaiting a response.
- Work is continuing with regards to scoping options for the future of our sportsground. UCL’s property consultants are due to report back on their findings next month. We have also been stepping up conversations with the UCL East team and organisations that run existing sports facilities near to the Olympic Park to explore options for student use once UCL East opens.

The External Trustee (Non-UCL) asked how the current risks & challenges outlined in the report align with our strategic plan. The Chief Executive responded that at the start of the pandemic the

Union developed a temporary mission statement. The strategy still stands as it is but the mission statement has been the guide through the pandemic.

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7. Financial Statements & Post-Audit Management Report 2019/20 and Management Response

The Head of Finance gave an overview of the financial statements 2019/20. They explained that the net result for the year after gains and losses on investments and pensions was a net surplus of £59k. There was a deficit from operations of £187k and a depreciation cost on building investments of £354k giving a net expenditure deficit of £541k. There were accounting gains delivered through the pension provision and the investment portfolio revaluation. These are the result of recent calculations with regards to future pension payments liability and the current market valuation of the Union's investments and are not related to the Union's operations.

The Head of Finance explained that included in the 2019/20 accounts is a provision for underpaid VAT for 19/20 and previous periods. The need for this was identified following a review of the Union's VAT payments and highlighted the need to up-date the basis of our VAT calculations as well as some inaccurate VAT returns. The liability provision included in the 2019/20 accounts has been estimated at £100k but work to more accurately quantify this is still ongoing. A VAT consultant has been commissioned and work will continue over the coming weeks to build an accurate estimate for the VAT liability. The auditors are proposing to sign off the statutory accounts once work on the estimate has concluded. The Financial Statements will be brought back to the Board when the VAT liability is confirmed.

ACTION: The Head of Finance to bring back the Financial Statements 2019/20 to the Board when the VAT liability is confirmed.

The Head of Finance added that the operating loss for the year was £187k, which is a lower deficit than was predicted when the COVID restrictions were introduced in March 2020. Total reserves at the end of 2019/20 were £6.6m, a slight increase on the 2018/19 reserves of £6.54m. Although there was a reduction of £168k in free reserves, driven by the operating deficit, there was as a release of £482k against the pension fund liability which favourably impacted reserves. They noted that the trading income was down on last year but the non-trading income increased due to the furlough scheme.

The Head of Finance noted that the Shenley Athletics Ground Capital Fund (£1.1m) originates from transfer of surplus funds previously held in trust by UCL on behalf of UCLU and used to carry out capital works to ensure the grounds and facilities are fit for purpose. There are restrictions which limit the use of funds on capital works greater than £20k. They added that there is £149k in other restricted reserves.

The Head of Finance went on to summarise the unrestricted reserves and went through the designated funds. There has been a shift in the split of reserves with restricted reserves reducing to £1.62m and unrestricted reserves increasing to £4.98m. The unrestricted reserves are made up

of the Pension Reserve and Free Reserves. Free Reserves reduced by £168k due to the in-year deficit from operations. It was the release in provision of £484k held for the Union's pension deficit that caused the increase in unrestricted reserves, although it is acknowledged that this pension fund provision may need to increase again in future years.

The External Trustee (Non-UCL) asked what the Union is doing to ensure that the VAT underpayment does not happen again. The Head of Finance responded that there is an irrecoverable VAT loss element within the accounts but we need to review our parameters more regularly. They added that the VAT consultant will advise on an accurate estimate for the VAT liability.

The Head of Finance introduced the External Auditor, Shachi Blakemore from Buzzacott LLP. The External Auditor confirmed that the audit went very well especially as it had to be completed remotely and they thanked the Head of Finance and the Finance team for all their good work. They noted that there were a number of recommendations last year regarding controls and they were happy with the progress on these. They noted that there had only been one audit adjustment this year compared to many more last year. They confirmed that subject to the VAT liability, they are hoping to sign off on a clear audit.

The External Auditor explained the traffic light system under the audit observations and recommendations section in the Post-Audit Management Report:

Red – Needs immediate Action

Amber – Needs to be looked at but not urgent

Yellow – Not very serious but needs to be addressed

The External Auditor noted that there was only one red action regarding a credit card that was held by a former member of staff and had not been changed as quickly as it should.

The External Auditor raised the issue of good governance and the importance of trustees being aware that they are ultimately responsible to ensure that the Union are complying with key regulations and legislation. The Policy, Governance & Insight Manager confirmed that there is a Risk & Audit Committee and noted that the Compliance Register is reported to the Board annually.

The Postgraduate Students' Officer highlighted the recommendation in the audit report for quorate meetings and suggested that the scheduling of the Finance Committee is reviewed to ensure quoracy.

ACTION: The Chair of the Finance Committee to meet with the Policy, Governance & Insight Manager and the Chief Executive to discuss the scheduling of the Finance Committee meeting in term 3.

The External Auditor noted that there needs to be regular meetings with appropriate challenges from Board members. The Chief Executive added that the Governance Review in 2019 highlighted

the need to improve the work of the committees. They also noted the need for external input to committees so that they are able to execute appropriate scrutiny and oversight.

ACTION: The Governance Committee to consider the appointment of external advisors to the Board sub-committees to help ensure they are effective in carrying out their remit.

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8. Management Accounts (Quarter 2)

The Head of Finance summarised the Management Accounts for quarter 2. They highlighted that there was an operating surplus of £163k at the end of quarter 2, due to a grant of £295k being received in January from UCL for supporting additional student activities and services. Before the additional grant, the operating deficit was £132k compared to a forecasted deficit of £430k. The lower deficit was mostly due to ongoing tight control of expenditure in all areas, less expenditure in clubs and societies as well as delayed starts to some planned strategic projects.

The Head of Finance reported that the increase in total income was due to the furlough income. The furlough rebate for the year to date of £189k has been moved to Other Income instead of showing as a credit to Other Staff Costs. Compared to forecast this shows as a negative variance in Staff Costs which in the forecast was net of the furlough rebate, but is offset by a positive variance in Other Income. This will be correctly represented in Forecast 2.

The Head of Finance went through the main variances against forecast for quarter 2. They highlighted the extra £295k of funding received from UCL and noted that this was not included in the forecast. They added that currently the Union is going into a second forecast round and this will give us a clearer picture of our likely year-end position.

The External Trustee (Non-UCL) congratulated the Head of Finance on managing the budgets so well. They asked about the issue with the cost of sales and stock expenditure. The Head of Finance responded that there has been a few issues around stock taking and they are working with the Commercial Development Manager on this. They added that they are also waiting on a rebate for wasted stock and the cost of sales will be better once the rebate had been received.

The Chair asked how and when the £295k grant will be spent as this would have been agreed to be spent on specific activities with UCL. The Head of Student Engagement & Communications added that they will soon be reporting back to UCL regarding the timescale for the spending of the grant..

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9. Risk Register Annual Update

The Head of Operations explained that the strategic risk register has been updated to take account of new and emerging risks this year, in particular the ongoing impact of the pandemic, which is the biggest strategic risk that the Union faces for the next 12 months. They summarised the principal risks and uncertainties facing the Union and confirmed that the Union were going to employ a part-time member of staff to oversee our health and safety arrangements.

The Chair asked if it would be possible to make clearer the individual responsibilities of permanent staff as opposed to Sabbatical Officers. The Head of Operations proposed that further work is undertaken to undertake a further review of the format of the risk register and to develop a strategic risk management policy.. The Board agreed and the External Trustee (Non-UCL) confirmed that adding a clear risk matrix would be good. They also suggested aligning our current safeguarding and reputational risks with the Risk Register.

ACTION: The Head of Operations to develop a strategic risk policy and review the format of the Risk Register and report back to the Risk & Audit Committee and thereon to the Board.

RESOLVED

10. Health & Safety Report 2019-20

The Head of Operations summarised the headline points from the Health & Safety Report 2019-20.

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11. Website Upgrade

The Head of Operations introduced Max Keeble, Project Manager (IT). The Project Manager (IT) confirmed that the Union were looking to replace the website. They explained that the web platform the Union uses for both public facing information and key internal processes will need to be upgraded by November 2022, so work has been undertaken to identify the options around an upgrade. They went on to explain the four options that were considered: (a) an internal rebuild of the site, (b) a hybrid approach with an external provider and custom development, (c) external provider MSL and (d) external provider SUMS. Each option was costed and analysed in terms of fit to current and future requirements, and then weighted against a set of criteria. The Project Manger (IT) confirmed that the recommended approach is to rebuild in-house (option A) with a goal to cut over in August 2021, but with the failsafe of moving to external provider MSL (option C) if the internal project is not considered feasible. Many opportunities offered by in-house development on a modern platform are being investigated.

The Project Manager (IT) said that the current website has technical limitations. Option A will allow the Union to review the existing functionality, theme and user interface of our site for rebuild, with additional advantages including re-architecting and improving how we manage student engagement for both members and staff teams, better access to and use of student data and more future-proof approaches to core functionality. They added that the website needs to be more stable and reliable.

The Project Mamanger (IT) gave a brief overview of the project plan and noted that that current website would remain in existence until the point of being able to move over to the new website. The Postgraduate Students' Officer asked if the timing of this project would affect any online Project Active acitivites that are due to take place over the Summer. The Head of Student Engagement & Communication said that this would not be an issue.

The External Trustee (Non-UCL) asked about the fall back plan and if this happens would it not mean a double cost to the Union. The Project Manager (IT) responded that the in-house plan will

not incur any costs to the Union. The only costs will be if we have to use our fall back option. The External Trustee (Non-UCL) asked for confirmation that the in-house option will have no additional costs and the Project Manager (IT) confirmed this.

The Head of Operations noted their thanks to the Project Manager (IT) for all their research into this.

The Education Officer noted that UCL use tableau and asked if this had been thought about at all. The Project Manager (IT) responded that the in-house system will integrate very easily with other systems such as tableau.

The Chair asked how the current website will run alongside the new website. The Project Manager (IT) responded that they will ensure there will be an interlink between both websites so the user does not feel like they are looking at different websites. The Chair added that it would be great to include consultation with the Sabbatical Officers in the design of the new Officer pages. The Project Manager (IT) replied that this would be possible.

The External Trustee (Non-UCL) asked about the costing for option C and if we have to fall back to option C, will it be an additional cost of £40k. The Project Manager (IT) replied that this was correct and it would also mean a decrease in our website development staff.

The Board approved the recommended approach to rebuild in-house (option A) with a goal to cut over in August 2021, but with the failsafe of moving to external provider MSL (option C) if the internal project is not considered feasible.

RESOLVED

12. Supporting Good Mental Health on Social Media

The Marketing & Communications Manager gave a brief presentation on what the Union has been doing to support good mental health through our social media channels. They said that at the start of the pandemic, the Union's social media channels became a reception desk for student queries and they were receiving hundreds of messages every week. The Marketing team were signposting students to various support services whilst also giving honest and useful feedback. In January, the Union asked how students were doing and received over 705 responses with 87% saying they were struggling. The team responded to all these students. The Marketing team received hundreds of positive reactions in return and students were really pleased to receive a message from the Union and help with their specific needs. The Marketing & Communications Manager noted that today is University Mental Health Day and the Union are running an extensive wellbeing programme.


The External Trustee (Non-UCL) commented on how important this is and highlighted the fact that students really respond to using social media as opposed to face to face communications. The Marketing & Communications Manager agreed and added that they get a personal response even though it is a general address and not to a specific person. They noted that they felt students feel more comfortable not contacting a person but contacting a general Union account.

The Chair commended on the Marketing team on their incredible work to support our students.

RECEIVED**13. New Officer Structure****RECEIVED****14. Compliance Register Annual Update****RECEIVED****15. Progress Report on Union Operating Plan****RECEIVED****16. Health & Safety Update (Q2)****RECEIVED****17. Report from Meeting of Governance Committee on 19 January 2021, GC2002 (Draft Minutes)****RECEIVED****18. Report from Meeting of Risk & Audit Committee on 2 February 2021, RA2001 (Draft Minutes)****RECEIVED****19. Report from Meeting of Finance Committee on 25 February 2021, FC2002 (Draft Minutes)****RECEIVED****20. Any Other Business**

The Head of Operations confirmed that they had just received confirmation that the Union had just been awarded Silver for Investors in People. They thanked all the staff involved in achieving this. The Chair added that this was incredible news.

RECEIVED

Minutes approved as a true and accurate record	
Chair:	Carol Paige, Chair of the Board
Signature:	
Date:	30/04/2021

Action Note	
The Secretary to bring a paper to the next meeting regarding the appointment of the Vice-Chair (External).	Secretary
The Head of Finance to bring back the Financial Statements 2019/20 to the Board when the VAT liability is confirmed.	Head of Finance
The Chair of the Finance Committee to meet with the Policy, Governance & Insight Manager and the Chief Executive to discuss the scheduling of the Finance Committee meeting in term 3.	Chair of Finance Committee, The Policy, Governance & Insight Manager and the Chief Executive
The Governance Committee to discuss the composition of committees and ensure they are effective in carrying out their remit.	Chair of Governance Committee
The Head of Operations to develop a strategic risk management policy and update the format of the Risk Register and report back to the Risk & Audit Committee and thereon to the Board.	Head of Operations