



Date: Thursday 8 December 2022
 Time: 18:00
 Venue: South Wing G12 Council Room

Board of Trustees

Minutes

Chair: Deniz Akinci, Union Affairs Officer

Members:	P	AP	AB
Beth Beasant, External Trustee (UCL Staff)		✓	
Clare Bracey, External Trustee (Non-UCL), Vice-Chair (External)		✓	
Deniz Akinci, Union Affairs Officer (Sabbatical), Chair	✓		
Dimitris Dimitropoulos, Student Trustee (DD)		✓	
Hamza Ahmed, Education Officer (Sabbatical)	✓		
Maheem Imran, Student Trustee (MI)	✓		
Mary McHarg, Activities & Engagement Officer (Sabbatical)	✓		
Petra Barran, External Trustee (UCL Alumni)	✓		
Rachel Lim, Student Trustee (RL)	✓		
Seyi Osi, Equity & Inclusion Officer (Sabbatical), Vice-Chair	✓		
Umair Mehmood, Welfare & International Officer	✓		
Xin Huang, Student Trustee (XH)		✓	

In Attendance:
Carl Salton-Brooks, Director of Student Experience
Dorota Dominiczak, Director of Finance
James Nedyathu, Head of Commercial Services
John Dubber, Chief Executive
Rebecca McLoughlin, Governance & Administration Coordinator, Minutes
Simon To, Director of Policy, Governance & Advocacy, Secretary

1. Welcome & Introductions

The Chair welcomed all those present. The Chair noted apologies from the External Trustee (UCL Staff), External Trustee (Non-UCL), Student Trustee (DD) and Student Trustee (XH).

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2. Declaration of Interest

The Chair asked if there were any declarations of interest. The Student Trustee (RL) declared that they were an employee of the Union. The Director of Policy, Governance & Advocacy noted that the current Register of Interests was provided in the papers for reference.

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3. Minutes and matters arising from the meeting on 6 June 2022

The Board noted that all actions from the previous meeting were in progress or complete except for the following action as the change to a new bank has not yet been completed:

After the change has been made, the Chair of the Finance Committee to formally write to Barclays to inform them of our decision to leave based on their poor ethical standards in relation to support for the Fossil Fuel industry.

The Board approved the minutes from the meeting on 6 June 2022 as a true and accurate record.

APPROVED

4. Ratification of decisions taken outside of a meeting

The Board ratified the approval of decisions taken outside of the meeting.

APPROVED

5. Ratification of Chair's Action for appointments to Committees of the Board

The Director of Policy, Governance & Advocacy stated that the following appointments remain unchanged:

Finance Committee

Beth Beasant, External Trustee (UCL Staff)

Governance Committee

Clare Bracey, External Trustee (Non-UCL)

Remuneration Committee

Clare Bracey, External Trustee (Non-UCL)

Petra Barran, External Trustee (UCL Alumni)

The Board noted the above unchanged appointments for the Committees of the Board.

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The Board noted that the following nominations had been received and were subsequently approved by Chair's Action:

Finance Committee

Maheem Imran, Student Trustee

Xin Huang, Student Trustee

Governance Committee

Dimitris Dimitropoulos, Student Trustee

Risk & Audit Committee

Rachel Lim, Student Trustee

The Board ratified the approval taken by Chair's Action for the above appointments to the Committees of the Board.

RESOLVED

The Board noted the following appointments have been made by the Sabbatical Officer Team:

Finance Committee

Chair: Umair Mehmood, Welfare & Community Officer

Governance Committee

Chair: Hamza Ahmed, Education Officer

Two other Sabbatical Officers: Mary McHarg, Activities and Engagement Officer
Umair Mehmood, Welfare & Community Officer

Risk & Audit Committee

Three Sabbatical Officers: Hamza Ahmed, Education Officer
Mary McHarg, Activities and Engagement Officer
Umair Mehmood, Welfare & Community Officer

The Board noted the above Sabbatical Officer designations to the Committees of the Board.

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6. Appointment of Supervising Trustee and Deputy Supervising Trustee

The Director of Policy, Governance & Advocacy stated that the External Trustee (Non-UCL) has agreed to continue in the role of Supervising Trustee. The External Trustee (UCL Staff) has agreed to continue in the role of Deputy Supervising Trustee.

The Board resolved to reappoint the External Trustee (Non-UCL) as Supervising Trustee and the External Trustee (UCL Staff) as Deputy Supervising Trustee for the 2022/23 session, in accordance with the Sabbatical Officers Employment Policy and Procedures.

RESOLVED

7. Sabbatical Officers' Report and Priorities

The Vice-Chair (Sabbatical) summarised the Sabbatical Officers' Reports and highlighted the key things that have happened. They noted that the Postgraduate Officer has stepped down from their role and that the responsibilities will be covered by the remaining Sabbatical Officers and that additional staffing support will be provided for the officers.

The Board asked if they could also receive the weekly all student newsletter. The Director of Student Experience confirmed that they would add the trustees to the mailing list.

ACTION: The Director of Student Experience to add the trustees to the mailing list for the all student newsletter.

The Board asked for further information on the sleep strategy and toilet strategy. The Welfare & Community Officer responded that the sleep strategy involves having sleep zones around campus. They noted that they are working with a known academic for their research in napping, on this strategy. It is still at the business case stage, but they are looking at the possibility of a pilot project to be managed by the Union. They confirmed that UCL will be funding the project. The

Board asked if any other Unions have napping facilities for students and the Welfare & Community Officer replied that King's College London have nap pods and many other Union's provide relaxation areas for students.

The Welfare & Community Officer explained that the toilet strategy is looking at having bidet showers in all toilets. They highlighted that other universities such as King's College London provide this and added that UCL are currently not accommodating all students' needs.

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8. Chief Executive's Report

The Chief Executive summarised highlights from their report and included an update on the following:

- Biggest ever Welcome Period.
- Progress on our campaign for a new SU Building.
- Campaign to save the Student Central Building.
- Opening of new UCL East Shop.
- Biggest ever Rep Elections.
- Cost of Living measures.
- Volunteering Service 20-year celebrations.
- Progress with Lee Valley Hockey and Tennis Centre.

They added that UCL Council will be visiting the Union for a working lunch next week and this will a good opportunity for them to have a tour of our spaces and an update on what the Union have been working on.

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9. Financial Statements & Post-Audit Management Report 2021/22

The Director of Finance introduced the External Auditor, Shachi Blakemore from Buzzacott LLP. The External Auditor confirmed that the audit of the accounts for year ending 31 July 2021 was conducted in September and gave a brief summary of how well the audit had gone.

The Director of Finance noted that the Financial Statements 2021/22 & Post-Audit Management Report had also been reviewed by the Risk & Audit Committee and the Finance Committee.

The Board approved the Financial Statements 2021/22.

RESOLVED

The Board received the Post-Audit Management Report.

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

RESOLVED

10. Management Accounts (Quarter 1)

The Director of Finance gave a summary of the Management Accounts for the period to quarter one and noted that at the end of the quarter, the cumulative financial position remained strong due to good commercial performance and tight control over expenditure. They highlighted that trading is good due to increased footfall on campus and after three months of trading we have a surplus of £187k so we have achieved a significant uplift on what we initially anticipated in the budget. They added that trading has slowed down in November, but we are still above target.

The Director of Finance reported that it is difficult to predict trading going forward as last year was very different due to the pandemic. Whilst we have had a great start to the year, we will proceed with caution especially with the opening of two new convenience stores.

The Board received the Management Accounts (Quarter 1).

RECEIVED**11. Student Staff Pay Uplift**

The Chair noted that as the Student Trustee (RL) is member of student staff, they should not vote on the student staff pay uplift.

The Director of Finance stated that the new London Living Wage rates were announced on 22 September 2022. Employers have until 14 May 2023 to implement the uplift. The Union has in the past implemented the annual increase in the London Living Wage for student staff on 1 May of each year. However, due to the current cost of living crisis, the proposal is to bring forward the annual pay award from 1 May 2023 to 1 February 2023 at an additional cost of £38k.

The Board discussed the importance of supporting student staff during the cost of living crisis and agreed to bring forward the annual pay award.

The Board resolved to bring forward the implementation of the uplift to the London Living Wage on 1 February 2023 instead of the planned 1 May 2023.

RESOLVED**12. People Strategy 2022-25**

The Chief Executive gave a brief overview of the People Strategy 2022-25 and outlined the six main themes in the proposed strategy.

The Board asked how it was intended to encourage greater progression of student staff onto permanent staff roles. The Chief Executive responded that we have an amazing pool of talent in our student staff and if possible, we need to try and retain them when they graduate. The Director of Student Experience added that the Activities team have recently successfully recruited at least three student staff into permanent roles.

The Vice-Chair (Sabbatical) asked for further information regarding the implementation of theme 5: Culture of Wellbeing, Inclusivity and Flexibility. The Chief Executive suggested that they contact the Head of HR & Central Support for further information on this theme.

The Board resolved to adopt the People Strategy 2022-25.

RESOLVED**13. Commercial Strategy Update**

The Head of Commercial Services presented an update to the Board on the Commercial Strategy. They went on to outline the future plans which includes potential for new trading outlets, refurbishment of The Huntley and Mully's spaces, expansion of the Hanger Shop and the Bloomsbury Convenience Store opening in 2023.

The Welfare & Community Officer asked why only 90% of the outlets were providing halal options. The Head of Commercial Services replied that it was only Stone Willy's that did not always provide halal options, and this was due to supplier issues which they are currently working on. They added that all our other cafes provide halal options. The Welfare & Community Officer noted that this is an issue, and it needs to be clear if an outlet is not providing halal food. The Head of Commercial Services responded that there is always signage provided if this is the case. They added that as they are trying to locally source produce, it has been more difficult to find a halal supplier for Stone Willy's especially as some suppliers have minimum order numbers.

The Board discussed the possibility of using various suppliers and the Head of Commercial Services confirmed that currently we are in an NUS purchasing consortium, and they have agreed to keep the prices as they were when the contract was initially agreed. The Board noted that the current agreement would end in April 2023. The Union pays a small fee to be a part of this consortium, but it enables us to have a fixed price on produce as the NUS Charity can bulk buy at a cheaper price. The Chief Executive noted that we are currently looking at the benefits and costs of being affiliated with NUS to provide advice on this to the Sabbatical Officers..

The Board noted that currently the Union is in talks with the Sustainability Officer about extending plant-based food options and is implementing the action from the Sustainability Strategy to move towards the long term goal of bring carbon neutral. The Board asked if there were any students who would be interested in this area, and it was suggested that there are several food societies that may be interested in raising awareness. However, it was noted that currently students are more focussed on the cost of food so it would be good to try and have some cheap plant based food options.

RECEIVED**14. Schedule of Delegated Authority (Annual Update)**

The Board approved the updated Schedule of Delegated Authority (December 2022).

RESOLVED**15. Company General Meeting**

The Director of Policy, Governance & Advocacy confirmed that as part of our Governance Improvement Plan, we have undertaken significant work to improve our governance arrangements, some of these improvements require updates to our Articles of Association. They added that the Education Act also stated we should review our constitution (Articles) at intervals of not more than five years. The Director of Policy, Governance & Advocacy stated that

we have been working on revisions to our Articles and the process of getting these approved by our membership will require us to hold a Company General Meeting, which has to be called by the Board. They went on to outline the main changes to the Articles and noted that the draft is currently being looked at by our lawyers.

The Board discussed the removal of Sabbatical Officers by members and the reduction in calling a referendum to do this from 2% to 1% of members. They looked at whether this would make it too easy for members to remove an officer. The Chief Executive responded that 2% is a very high threshold for a Union with so many members. This could be thought as being a barrier for students who wish to call a referendum. They added that this is just being reduced for calling a referendum and 5% of members are still required to vote for the referendum result to be valid. The Board discussed the threshold of 1% which would currently be approximately 500 students and how this could potentially be easily reached by a large society who may have 500 members.

The Board noted the need for accountability and discussed how students should be able to hold Sabbatical Officers to account if they are not performing. The Board discussed how students should have the power to be able to petition if they feel a Sabbatical Officer is not performing in their role. The Director of Policy, Governance & Advocacy stated that when the Articles were first written, the number of members was much lower so 2% would not have been as difficult to reach. They added that currently our petition stage has a much higher threshold than other Unions. The Board noted that currently the only way to call a Sabbatical Officer to account is if they do something that constitutes gross misconduct and then a disciplinary process can be followed. However, there is nothing in place if a Sabbatical Officer is not performing or working in line with student interest. The Chief Executive noted that there is also a Capability Policy but this cannot be triggered by the members. The Board discussed the need to have something in place for the future, so members can hold Sabbatical Officers to account if need be.

The Board looked at the timeline for getting these revisions through and noted that if there is not a Company General Meeting in February, then it will have to wait until the next year.

The Board asked if members could call more than one referendum in a term and how this could be regulated. The Director of Student Experience suggested it could be once a term and that Sabbatical Officers should be in place for a minimum period before a challenge can be brought against them. The Board looked at the possibility of not allowing a challenge to be called during the election period, but it was suggested that this should be allowed especially if the members have no confidence in the Sabbatical Officer. The Board discussed the possibility of having certain times when a challenge cannot be called but decided that this would complicate the process.

The conflict of interest of current Sabbatical Officers in this issue was declared and noted by the Board. The Sabbatical Trustees therefore refrained from the formal decision making on this issue, with the decision being taken by the other trustees present.

The Board agreed that the Articles should be revised so that a referendum needs 1% of members petition for it to be called but a vote of no confidence can only be called once a term and no more than twice a year.

The Board agreed to the following amendment to Article 38, 'Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 1% of all Members *and can only be called once a term and no more than twice a year.*'

RESOLVED

The Board resolved to call a Company General Meeting to take place on 7 February 2023.


RESOLVED**16. Risk Register Monitoring Report (Quarter 1 & Annual Update)****RECEIVED****17. Major Incident Plan****RECEIVED****18. Safeguarding Policy (Annual Update)****RECEIVED****19. Impact Report 2021/22****RECEIVED****20. Union Annual Operating Plan 2022-23****RECEIVED****21. Compliance Register (Annual Update)****RECEIVED****22. Health & Safety Report (Quarter 1)****RECEIVED****23. Register of Interests (November 2022)****RECEIVED****24. Bloomsbury Fitness Improvements Progress Update****RECEIVED****25. Report from the meeting of Risk & Audit Committee on 17 November 2022****RECEIVED****26. Report from the meeting of Governance Committee on 22 November 2022****RECEIVED****27. Report from the meeting of Finance Committee on 29 November 2022****RECEIVED**

28. Any other business

The Director of Finance outlined the current banking arrangements with Scottish Widows and Virgin Money and noted that the Chief Executive is the only remaining authorising signatory still employed by the Union. They stated that the authorised signatories need to be updated on both accounts. They asked the Board to agree to remove Catherine Barrow and Osman Teklies from the mandates and replace them with Simon To and Dorota Dominiczak. Catherine Barrow is to be removed as a named contact person and replaced with Dorota Dominczak.

The Board agreed to Catherine Barrow and Osman Teklies to be removed from the Scottish Widows and Virgin money mandates and be replaced with Simon To and Dorota Dominiczak. Catherine Barrow to be removed as a named contact person and replaced with Dorota Dominiczak.

RESOLVED

Minutes approved as a true and accurate record	
Chair:	Deniz Akinci
Signature:	
Date:	09/02/2023