



Date: Thursday 7 December 2023  
 Time: 18.00 – 21.00  
 Venue: Council Room, South Wing, Wilkins Building, Gower Street, and Microsoft Teams

## Board of Trustees Minutes

Chair: Issy Smith, Postgraduate Officer and Vice-Chair of the Board of Trustees

Members:	P	AP	AB
Ahmad Ismail, Equity & Inclusion Officer (Sabbatical)	✓		
Aria Xingni Shi, Activities & Engagement Officer (Sabbatical)		✓	
Beth Beasant, External Trustee (UCL Staff)		✓	
Callie Yoo, Student Trustee		✓	
Clare Bracey, External Trustee (Non-UCL), Vice-Chair (External)	✓		
Grace Hu, Student Trustee	✓		
Issy Smith, Postgraduate Officer (Sabbatical), Vice-Chair (Sabbatical)	✓		
Mariya Kachwala, Student Trustee	✓		
Mary McHarg, Union Affairs Officer (Sabbatical), Chair		✓	
Petra Barran, External Trustee (UCL Alumni)		✓	
Serena Tedros, Student Trustee	✓		
Shaban Chaudhary, Education Officer (Sabbatical)	✓		

In Attendance:
Dorota Dominiczak, Director of Finance
John Dubber, Chief Executive Officer
James Nedyathu, Head of Commercial Services
Deb Nichols, Director of Operations
Carl Salton-Brooks, Director of Student Experience
Joshua Scarlett, Governance & Compliance Manager – also, Minutes
Simon To, Director of Policy, Governance & Advocacy, Secretary

### 1. Welcome & Introductions

The Postgraduate Officer was invited to chair the meeting as Vice-Chair (Sabbatical) in the absence of the Union Affairs Officer, who was attending the COP28 Summit.

### 2. Conflicts of Interest

No additional conflicts of interest were raised.

### 3. Minutes and matters arising from the meeting on 18 September 2023

The minutes were approved as a true and accurate record of the meeting.

**APPROVED**

### 4. Minutes and matters arising from the extraordinary meeting on 15 November 2023

The minutes were approved as a true and accurate record of the meeting.

**APPROVED**

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

The appointments were approved.

**APPROVED**

**6. Sabbatical Officers' Report**

The Postgraduate Officer updated the Board on the work of the sabbatical officers, with main recent areas of note being UCL's project on Programme Excellence, the recent meetings of Policy Zones and the drafting of the Student Manifesto with the Russell Group Students' Unions.

**RECEIVED**

**7. Chief Executive's Report**

The Chief Executive introduced their report noting a positive first term, with measures showing engagement has increased in many areas. Recent events of note included the 'Welcome' period, which was a success, and the 130th Anniversary celebrations. This was a successful way of engaging stakeholders and work continues to explore future alumni fundraising.

There has been much progress on new union building with architects working on options on an identified site. The high-level cost estimate is currently £60m-100m and is hoped to be part of the UCL Estates Masterplan. Collaboration with UCL includes an upcoming Union Council lunch being held at Students' Union UCL. The Director of Finance has recently negotiated and agreed an additional £80k to the block grant for this financial year. This addition is to cover the salary uplift that will start in November when UCL increases the London allowance for many staff and also makes changes to some salary scales.

**RECEIVED**

**8. Financial Statements & Post-Audit Management Report 2022-23**

The external auditor joined the meeting and noted that they were satisfied to report a clean opinion, and there was agreement that the financial statements give a true and fair view of the Union's position. There was an outline of the requirements of the organisation as a registered charity, such as including the written reserves policy in the report, and strategic risks. The auditors are satisfied that these are disclosed adequately. Recommendations were made in a number of areas for clarity, and these are included in the report.

The Board approved the Annual Report for 2022-23, received the Post-Audit Management Report and recommendations, and approved for the Letter of Representation to be submitted.

**RESOLVED**

**9. Management Accounts (Quarter 1)**

The Director of Finance presented the Management Accounts for Quarter 1. At end of Q1, Union's position remains strong. Main contributors are good financial performance, control over overhead expenditures and significant underspend. Q1 results show a cumulative surplus

achieved in the first three months of £137k. Block grant was received. Commercial outlets overall performed well against ambitious budget targets.

Net surplus before amortisation and transfers is £137k, compared to budget of £33k deficit, so the uplift is £170k. Variance column shows underspend on staffing cost of £92k. Income £73k variance and almost all attributable to good trading figures. Departmental financial results and differentiate between commercial and non-commercial. Underspends on non-commercial mostly due to salary variances.

In total, sales are ahead of budget overall. Gordon Café is around 10% down and this may be due to reduced footfall caused by the current scaffolding which is obscuring the front of the building. George Farha cafe is below budget. In Bars, the Institute performs well, Phineas is ahead of last year but not meeting target of this year. Gym has performed strongly. East Store is below budget. Bloomsbury store and the Hanger are both performing strongly against budget.

**RECEIVED****10. External Speakers and Freedom of Speech**

The Director of Student Experience presented an overview of our External Speakers Approval Procedures and explained the effects of the recent Middle East conflict on universities and students' unions, including UCL, as student groups debate and discuss the matter. There was an explanation of our charitable objectives and our freedom of speech obligations, whilst outlining why we cannot take a stance on the issue which is outside of our charitable objects. Our role is the wellbeing of our members and facilitating forums for discussions to educate members. There have been no external speakers declined in the past six years and we host around 1,200 speakers each year. The Board resolved to approve the delegation of matters connected to managing the Union's responsibilities for freedom of speech to the Director of Student Experience and Chief Executive.

**RESOLVED**

The Director of Student Experience also tabled a recent public complaint made to UCL and Students' Union UCL about an event that took place. The Board considered the legal advice given and resolved to approve the written response to the complainants and the approach being taken.

**RESOLVED****11. Student Life Strategy (Quarter 1)****RECEIVED****12. Commercial Strategy Update**

The Head of Commercial Services presented an update on the strategy. This included a summary of recent commercial performance in the outlets and work being undertaken to improve the spaces. The Board noted the opportunity for the Union to be involved with graduation and the commercial opportunity for the Union as UCL seeks a new supplier, for which a tender process is shortly to commence.

**RECEIVED**

**13. Space Update**

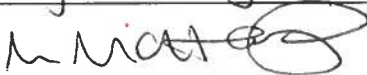
The Director of Operations presented a report with a series of photographs of our current work to refresh spaces and areas where spaces could be refurbished in the future.

**RECEIVED****14. Risk Register Monitoring Report (Quarter 1 & 2 Update)****RECEIVED****15. Departmental Operating Plan 2023-24****RECEIVED****16. Compliance Register (Annual Update)****RECEIVED****17. Health and Safety Report (Quarter 1)****RECEIVED****18. Register of Interests (November 2023)****RECEIVED****19. People Strategy****RECEIVED****20. Report from the meeting of Risk and Audit Committee on 14 November 2023****RECEIVED****21. Report from the meeting of Governance Committee on 21 November 2023****RECEIVED****22. Report from the meeting of Finance Committee on 28 November 2023****RECEIVED****23. Any Other Business**

The Chief Executive informed trustees that following the Extraordinary Meeting on 15 November 2023, the High Court had decided to refuse permission for a Judicial Review into the conversion of the Student Central Building for teaching purposes. Due to a cost cap, the Union is liable for legal costs to the other parties of £15.3k. The Board considered the options available in the light of legal advice that the case could be reviewed at an Oral Hearing and the possible cost implications in the event of this being successful or not. After a discussion, the Board resolved to cease legal proceedings and take the matter no further.

**ACTION:** The Chief Executive will contact Bates Wells to advise that the Board wishes to cease legal proceedings.

**RESOLVED**

Minutes approved as a true and accurate record	
Chair:	Mary McHarg
Signature:	
Date:	08/02/24