

Board of Trustees – 29th May 2014
Room PK 107, Pilkington Building, Medway

Summary:

Item	Subject	A/N	Notes
3.0	Conflicts of Interest	Noted	Conflicts of Interest were declared
4.0	Mission Moment	Noted	Student Media Centre feedback was given
5.0	Minutes of the last meeting	Approved	Actions to involve democracy more for external trustees and as part of inductions
6.0	Matters Arising - Interim Management Support	Noted	
7.0	Actions Log	Noted	Letter to be sent to NUS President re NUS Digital
8.0	Chair's Report	Noted	
9.0	Chief Exec's Report	Noted	
10.0	Presentation by Alison Chappell	Noted	
11.0	Strategic Plan 2014-17	Approved	} A Values paper will come to the next Board } Matt Williams will follow up on branding discussions } Suggestions for strategy title name to be sent to Jim } Gardner
12.0	Operating Plan 2014-15	Approved	
13.0	Training Plan 2014-17	Approved	
14.0	Comms Plan 2014-17	Approved	
15.0	Financial Strategy 2014-17	Approved	} Chelsea to respond to University funding letter } Staff below DG level to receive 1% cost of living and } Jobshop to move into Unique space this year
16.0	Budget 2014-15 and Cap Ex Budget and University Funding Letter	Approved	
17.0	Management Restructure	Approved	
18.0	Retail Management Restructure	Approved	
19.0	GK Unions Formal Board Arrangements	Approved	Amendment to Terms of Reference to be made
20.0	Licensed Trade/Retail Benchmarking	Noted	
21.0	Bank Mandate	Approved	
22.0	Safeguarding Management Report	Noted	
23.0	Terms of Office	Approved	
24.0	April's Management Accounts	Noted	
25.0	Student Trustee Portfolio Conflict	Approved	
26.0	Minutes of Committees	Noted	

1.0 Present

Matt Williams, External Trustee
 Deb Cartwright, External Trustee
 Helen Lafferty, Student Trustee
 Misha Upadhyaya, Student Trustee
 Megan Wells, VP Welfare
 Amy Gilchrist, VP Activities
 Alex Murray, VP Education
 Chris Bull, VP Sports
 Elliot Massey, Student Trustee
 Ted Friswell, External Trustee
 Chelsea Moore, President and Chair
 Derek Smith, External Trustee and Deputy Chair

In Attendance

Jack Lay, VP Education-elect
 Nina Mehmi, VP Sports-elect
 Tammy Naidoo, President-elect
 Tom Currie, VP Activities-elect
 Jim Gardner, Chief Executive
 Maria Mann, Governance Support Manager

2.0 Apologies

Alia Kawalit, Student Trustee

3.0 Conflict of Interest

A conflict of interest was declared. As it was of a personal nature the conflict is reserved.

A paper was submitted regarding Trustees' terms of office which affected Ted Friswell, Deb Cartwright and Elliot Massey. The Board were happy for the three to remain during the discussion as no concerns had been raised prior to the meeting.

4.0 Mission Moment

Charlotte Green has now officially opened The Student Media Centre, and all the newly elected sabbs were present at the meeting. The Board discussed the Media Centre opening and the email received which indicated it was a University-led event. There was also discussion that none of the officers were asked to give speeches and some members of Kent Union staff did not receive an invite to the opening and did not realise it was taking place.

AR: *Jim Gardner will feedback the points on the Student Media Centre opening to the organisers.*

5.0 Minutes of the last meeting

Following the discussion at the last Board regarding Kent Union being a student-led organisation, it was raised whether some of the external trustees can feed into the democracy review, and how the governance and democracy reviews connect. Kent Union has a complex structure and the democracy side can be difficult to understand for those not involved in the day-to-day running of the organisation. It was suggested that external trustees could attend Union council or Zone meetings.

AR: *Jim Gardner and Maria Mann to include democracy as part of the induction for new trustees.*

AR: *Mel Sharman to follow up on attending of Union Council and zone meetings for external trustees.*

The Board of Trustees approved the minutes of the last meeting, held on 27th February 2014.

6.0 Matters Arising

6.1 Interim Management Support

The Board approved Kent Union providing interim management support to Christ Church Students' Union (CCSU) when their senior manager left in December 2013. Kent Union provided support from 5th January through to 1st May, with Jim Gardner and other members of the management team helping out. The contract is now finished and the new Managing Director took up post on 1st May. CCSU have asked Kent Union to provide ongoing support and mentoring support for the next 9 months. The work has helped a partner organisation and key strategic partner through a period of turmoil and provides us with options going forward to partner up more with CCSU in key areas.

The Board of Trustees noted the update on the interim management support provided to CCSU.

7.0 Actions Log

The February Board suggested that Chelsea Moore could write to the NUS President relaying concerns felt with NUS Digital. Feedback has already been provided direct to the Chief Executive of NUS, who has since left, so it was felt it would be useful to write to Toni Pearce now.

AR: *Chelsea Moore and Hannah Wallington to draft a letter to Toni Pearce of NUS outlining concerns felt with NUS Digital*

The Board of Trustees noted the updated actions log.

FORMAL BUSINESS

PART 1: For discussion and approval/note

8.0 Chair's Report

The Chair's Report welcomed the new sabbatical officers to the Board and updated the Thank You Campaign, Exam De-stress event, Student Written Submission to the QAA's Institutional Audit in 2015, CCSU and the sports tour. The Chair thanked Helen, Misha and Elliot for their input to the Board over the last year.

The Board of Trustees noted the Chair's Report and joined in expressing their thanks to Misha, Elliot and Helen for their contribution to the Board.

9.0 Chief Exec's Report

The Chief Exec's Report updated on the leadership elections, Student Media Centre, CCSU, and the draft strategy and supporting plans. It also gave an update on HR Management, Financial Management, Medway and Health and Safety Management. Jim Gardner highlighted the work around the strategic plan and supporting documents which has been the culmination of 15 months' work. The financial performance has gone well, and the Gold 7 KPIs are mostly on target. The student satisfaction survey has just been sent out and NSS results will be known at the end of July. The Staff Satisfaction Survey will take place this month and the results will be available for the next Board meeting.

The Dashboard highlights the top 5 future risks and the Board suggested the risk: *Failure to secure additional funding from the University for 2014/15* has come to fruition. This is covered later in the meeting under University Funding, but Kent Union has still secured a good settlement and had asked for a large amount. This is a learning curve in terms of our expectations and there may be a future need to be more cautious, which goes against previous Board advice to be more optimistic. The funding has to be put in perspective of other strategic developments, such as a Parkwood building, which seems to have University backing as well.

The Board discussed the Strategy Review Group which last met in November, and the consultation that took place with members. Although the Review Group should perhaps have met to wrap-up the research there was consultation via focus groups, desktop research, Union Council back in September and a survey. Feedback was given that the student trustees would like to have been more involved in the survey being sent out, that the survey should be made clearer what it is for, such as this will support the Union's plans for the next 3 years, and that they do not know of anyone in their circles who have received or completed the questionnaire. It was recognised that more could have been done with the trustees, but responses were received from 1000 students. Union Council has been a struggle to get time at the meetings and at the last meeting the strategy got deferred.

The Board of Trustees noted the Chief Exec's Report.

10.0 Presentation on Organisational Change

Alison Chappell, Director of NUS Charitable Services, gave a presentation around cultural change in line with the new strategic direction of the Union. Alison suggested you need to look at the culture change you're trying to enact, and whether it needs to be just with those who are engaged, or whether it's trying to create a culture that is wider than people who are engaged. Changing culture comes from an organisation's values and behaviours, and how you act out those values. With a democratic environment there is a sense of unpredictability. The story-telling within an organisation needs to be tackled, such as working long hours can be negative, but talking about the policies in place to take the time back will break the negativity, but this needs modelling from the top of the organisation. Sabbatical officers and senior staff need to be aligned in what they are saying, and this is much easier to do in smaller teams. Identifying change blockers is necessary. Recruitment and induction are key and testing values and behaviours through that process. It will probably be a 2-3 year process which is worth trying to benchmark where you are now and checked annually or biannually on progress. Creating stories around the new culture will cloud out stories from the old culture.

For the student movement you should consider are our values what we are imposing or should we be asking the student population what our values should be. Are you student officer led or student led, as that can have contradicting values? Student officers have to make hard decisions about what they are leading and influencing. Values have historically been internally created.

NUS has been consulting over the last year on what it thinks are emerging issues for the student movement. The nature of education is changing significantly and technology will have more influence. There will be more learners that never set foot on a campus and will not know how a students' union or NUS look in that context. They will be a hard to reach group with its own particular mode of study and very few students' unions have tackled that group. It may be that more services need delivering online, or that national centres

should be set-up, such as a national advice line. Partnership working will also be important – internationally there are a lot of connections that can be made. More work with schools will mean prospective students know what a union is about. We will also need to explore new forms of governance and democratic structures, and engaging with students in a more technological way, being smarter with the data we have, to enable us to engage, activate and represent more people. The Board should consider how equipped it is to drill down on external factors or whether its focus should just be on what students at Kent want.

The Board of Trustees thanked Alison for the presentation, which was helpful and informative. It was suggested that a future presentation could be delivered by an educationalist – AR: Maria and Jim to consider.

11.0 Strategic Plan 2014-17

12.0 Operating Plan 2014-15

13.0 Training Plan 2014-17

14.0 Comms Plan for Strategy 2014-17

The Board of Trustees took the above 4 papers together.

- The Strategy has been created using a mixture of both listening and leading, with staff being engaged the least in the consultation process. Responses of 1000 members is a good sample size and got the right mix of people so the sampling was statistically valid. It has been a robust process. The organisation's values were outside the scope of the strategy review, but it was recommended that if they are to be changed it should be done properly over an 18 month timeframe. The Strategy expands on the approved outline plan submitted in February, and now has the training plan, operating plan, financial plan and comms plan presented alongside it. Some of the culture change would be about identifying a values set to take forward and that can be taken forward as part of a review of the Values. **AR: Jim Gardner will bring a Values Review paper to the next Board.**
- The Operating Plan will have departmental management plans functioning below it. The Training Plan and Comms Plan will need to lock into the department plans.
- A marketing presentation was given the previous evening around branding and some concern was raised around the strapline and the lack of the word 'student' in the logos. It was suggested that using 'student' in the branding was not considered as part of the testing. There is not a consistent corporate image which leads to confusion as to who runs the different outlets. The Board discussed advertising of University services outside our outlets but allowing this helps maintain relations particularly with the university being supportive of new Union buildings, such as Parkwood and a new Activities Centre.
- It was suggested that further work on the name on the draft strategy is needed.

AR: Matt Williams will take forward discussions around the name/strapline, with the aim of launching the new branding and comms structure in September.

AR: Board members to get back to Jim Gardner with any suggestions for changing the title name for the Strategy.

The Board of Trustees approved the Strategic Plan, Operating Plan, Training Plan and Comms Plan and thanked the senior management team for the hard work and consultation that has gone into preparing the documentation.

15.0 Financial Strategy 2014-17

16.0 Budget 2014 and Cap Ex Budget and University Funding Letter

The Financial Plan for the 3 year period 2014/15 to 2016/17 extends the Union's financial planning horizon beyond the next year covered by the Budget. This is the first time a 3 year financial plan has been presented to the Board for approval. The University is entering a period where their income is going to be restricted and Kent Union can no longer rely on above inflation increases. Years 2 and 3 of the forecast show we would move into deficit very quickly and need to find additional income streams. The forecast is quite cautious in its assumptions and presents a worst case scenario. We found out about the grant funding at a very late stage and held an emergency meeting of Director Group where savings of £96k were found without compromising our ability to deliver. The remaining £40k could be met by not giving a cost of living to staff and not moving Jobshop into the Unique space. A recommendation is made to Board that we don't proceed with either of those options but instead take a risk and cut the contingency budget, giving less slack in the

budget but we are confident the commercial budgets will be achieved, but clearly there is some risk. Part of this item is Reserved.

The Board of Trustees approved the Budget 2014-15 and Financial Plan 2014-2017, agreeing that staff below director level should receive a cost of living award, and that Jobshop should move into the space currently occupied by Unique.

17.0 Management Restructure

This item is reserved

18.0 Retail Management Restructure

This item is reserved.

19.0 GK Unions – Formal Board Arrangements

The GK Unions Partnership Committee has discussed a new, more formal structure in which to manage the Medway partnership, particularly in relation to the ongoing development of the C4 Student Hub building project. The GK Unions' Board would have a formal and direct reporting line to Kent Union's Board of Trustees, essentially acting as a Committee to the Board. Draft terms of reference were presented, along with an updated Delegation of Authority and the GK Unions' Partnership protocol. The Board discussed the concept of a rolling chair and the practicalities of how that could work and concluded a formal chair from a Greenwich representative be appointed. The paper has been to GK Unions' Partnership Committee and will go to Greenwich Students' Union's Board. The Board discussed the Student representative which has been left quite vague at this stage. Greenwich are suggesting using their Medway rep on the Board. Remit 7 of the Terms of Reference was felt inaccurate as the GK Unions' Board will be a fund, not a separate entity. The remit will be amended to reflect it would receive the relevant parts of Kent Union's financial statements and external audit report.

AR: Kirsty Monk to amend Remit 7 as detailed above.

The Board of Trustees approved the formal Board arrangements for GK Unions.

PART 2: Taken as Read and Approved/Noted

20.0 Licensed Trade and Retail Benchmarking Report

The paper presented the results of a benchmarking exercise comparing Kent Union's Licensed Trade (excluding the Library) and Retail operations against those operated by other Students' Unions. Data has been sourced from the NUS Survey. Although caution should be exercised with the comparisons due to different reporting mechanisms the benchmarking does show Kent Union Licensed Trade has better financial performance measures than the average of the 5 comparison Unions for

- Sales less Cost of Goods Sold % Sales
- Staff Costs % Sales
- Gross Margin % Sales
- Contribution % Sales
- Sales Growth Year on Year %

For Retail Kent Union has better or equivalent financial performance measures than the average comparator Unions for

- Gross Margin % Sales
- Other Costs % Sales
- Contribution % Sales
- Sales Growth Year on Year %

The Board of Trustees noted the Licensed Trade and Retail Benchmarking Report.

21.0 Bank Mandate – New Signatories

A formal Board resolution is needed to change the authorised signatories on the Union's bank accounts in relation to the impending change of sabbatical officers:

The Board resolves that the authorised signatories in the current mandate be changed in accordance with the following, and the current mandate will continue as amended:

From 1 July 2014 the following should be added to the Kent Union Bank Mandate as Authorised Signatories in accordance with the existing signing rules:-

Tammy Naidoo – President
Jack Lay – VP Education
VP Sports – Nina Mehmi
VP Activities – Tom Currie

With effect from 1 July 2014 the following should be removed as Authorised Signatories from the Kent Union Bank Mandate:-

Chelsea Moore - President
Alex Murray - VP Education
Amy Gilchrist - VP Activities
Chris Bull - VP Sports

All other Authorised Signatories should remain the same.

The Board of Trustees approved the resolution to change the authorised signatories on the Union's bank accounts.

22.0 Safeguarding Management Report

The Safeguarding Annual Report (April 2014) has been tabled at F&R Committee (May 2014). It brings together a summary of activities for the Student Activities department and The Oaks Nursery to ensure that F&R and the Board have an overview of any issues related to safeguarding during the reporting period (1st August 2013 – 30th April 2014) and summarises key areas of planned activity to support the implementation of the Safeguarding Policies for each area.

The Board of Trustees noted the Safeguarding Management Report.

23.0 Terms of Office

The Board of Trustees was invited to

- Approve a second term of office for Ted Friswell, from 1st July 2014, with an end-term date of 30th June 2017
- Approve Deb Cartwright as the second external trustee on Remuneration Committee
- Approve Elliot Massey remaining as Student Trustee, in a non-attendance capacity, until 31st October 2014.

The Board of Trustees approved the recommendations made.

24.0 Board Business Offline

The Board of Trustees noted the responses from the Board business which was conducted offline.

- Medway Arrangements – Management Changes and Future of Medway Essentials
- Governance Policies and Procedures
- Referendum in relation to UCU Marking Boycott
- NUS Company Law Meeting
- Financial Statements and UoK Letter of Support

25.0 April's Management Accounts

April's Management Accounts were circulated previously to the Board of Trustees

The Board of Trustees noted the April Management Accounts.

26.0 Conflict of Interest – Student Trustee Portfolio

A recommendation was made to the Board of Trustees to amend the current Bye-Laws to cover a conflict of interest between the Student Trustee and Union Council Chair portfolios on the Board. A Student Trustee is ultimately responsible, individually and collectively, for all activity within Kent Union. The Union Council Chair attends the Board in an observer status and has no responsibility or accountability in the decisions made, meaning the roles are at odds with each other.

The Board of Trustees approved the amendments to the Bye-Laws to insert 2 new clauses to prevent a future conflict arising.

27.0 Minutes of Committees

The Minutes of the following Committees were submitted and noted by the Board:

- Finance and Risk Committee – 6th February 2014
- Remuneration Committee – 6th February 2014
- Appointments and Governance Committee – 10th March 2014
- Equality, Diversity and Inclusion Committee – 11th March 2014
- Campaigns and Marketing Committee – 18th March 2014

28.0 Any Other Business

Misha Upadhyaya thanked the Board of Trustees for the experience on the Board. The Board wished the student trustees Misha, Helen and Elliot the very best for the future, along with the sabbatical officers Chelsea, Chris, Alex and Amy for whom this was their last Board, and wished everyone luck. The Board welcomed Tammy, Nina, Tom and Jack to the Board.

29.0 Meeting Review, including Trustee-only time

No meeting review time was requested.

30.0 Next Meetings

Thursday 31st July/Friday 1st August 2014 (Board dinner)

Thursday 23rd October 2014

Wednesday 10th December/Thursday 11th December 2014 (Board Residential)

Signed: Date: ____ August 2014

Name:

(Chair, Board of Trustees)