

**Board of Trustees – 1<sup>st</sup> August 2014**  
**Chilston Park Hotel, Lenham**

**1.0 Present**

Tammy Naidoo, Chair and President  
Derek Smith, Deputy Chair and External Trustee  
David Lewis, Student Trustee  
Jack Lay, VP Education  
Nina Mehmi, VP Sports  
Rory Murray, Student Trustee  
Alia Kawalit, Student Trustee  
Matt Williams, External Trustee  
Megan Wells, VP Welfare  
Tom Currie, VP Activities

**In Attendance**

Jim Gardner, Chief Executive  
Maria Mann, Governance Support

**2.0 Apologies**

Ted Friswell, External Trustee  
Deb Cartwright, External Trustee  
Elliot Massey, External Trustee

**Summary:**

Item	Subject	A/N	Notes
	Democracy Review	Noted	Noted the direction of travel. Actions to be carried out by Mel Sharman and the Officers
3.0	Conflicts of Interest		None were declared
4.0	Minutes of the last meetings	Approved	For 29 <sup>th</sup> May 2014 and 3 <sup>rd</sup> July 2014, <b>AR: Maria to make minor amendment to Reserved Minutes which were also approved</b>
5.0	Mission Moment – C4 Building	Noted	
6.0	Matters Arising - Medway Update - Branding roll-out	Noted	- Covered in Chief Exec's Report - Actions for Maria, Hannah and Tony
7.0	Actions Log - Letter to NUS Digital - Educationalist Speaker	Noted	<b>AR: Tammy to write to President, NUS</b> <b>AR: Maria to carry forward and any names to be sent to Maria</b>
8.0	Chair's Report	Noted	Team Manifestos update to go to future Boards
9.0	Chief Executive's Report	Noted	Actions for Trustees and staff
10.0	CEO Performance Review	Noted	Ethical Fundraising Policy to be created (Feb 2015), taking into account National Lottery funding which could be seen to encourage gambling
11.0	Election of Chair for Student Disciplinary Panel	Approved	Nina Mehmi to act as chair of Student Disciplinary Panel
12.0	Relations with Key Stakeholders	Discussion	Actions for Tammy Naidoo, Jim Gardner and Maria Mann
13.0	Values Review Plan	Not approved	Descriptive sentences associated with words to be tweaked instead of full review
14.0	Team Manifesto	Noted	Discussed as part of Chair's Report
15.0	EDI Annual Report	Noted	Actions for Megan Wells to take to EDI Committee
16.0	Staff Satisfaction Survey	Noted	Action for Kirsty around Inductions
17.0	Revised Terms and Conditions of Employment	Approved	Approved in the main. The section on Staff Searches to be rewritten and presented to the October Board,

			following consultation with Megan Wells and Rory Murray
18.0	Annual Report on meetings with Local MPs and Councillors	Noted	Work with local politicians to be publicised more through inQUIRE and CSR
19.0	Flexible Working, Reward and Recognition Policy	Approved	Approved, subject to clarification regarding checks for directors/officers being put in place
20.0	Trustee Code of Conduct	Approved	To be signed at October Board
21.0	Board Business Offline - Medway Essentials	Noted	
22.0	June's Management Accounts	Noted	
23.0	Nat West Bulk Cash Service	Approved	
24.0	Minutes of Committees	Noted	
25.0	Any Other Business		Update to Committee membership was discussed and amended
	Governance Review Presentation	Noted	Discussed direction of travel. Actions to be carried out by Jim Gardner and Maria Mann. A draft proposal to come to the October Board

### 3.0 Conflicts of Interest

There were no conflicts of interest declared.

### 4.0 Minutes of the last meetings

The minutes of the Board meeting of 29<sup>th</sup> May were approved, along with the Reserved minutes, which required one minor amendment. The minutes of the extraordinary Board, held on 3<sup>rd</sup> July to discuss branding, were also approved.

### 5.0 Mission Moment

Tammy Naidoo updated that the meeting yesterday regarding C4 building was really positive and there were an early draft set of plans. The architect has been appointed and is suggesting January 2016 for completion. There is 285m<sup>2</sup> in the bar and activity space upstairs and the area will house the GK offices.

**AR: Tony Logan has a set of the draft plans if officers wish to look at them.**

**The Board of Trustees noted the Mission Moment**

### 6.0 Matters Arising

**6.1 Medway Update:** this is covered separately in the Chief Exec's Report

**6.2 Branding:** No alternative word for 'outlets' was received. The roll-out is still at the planning stage but there is some implementation at the same time. There is still a way to go in terms of the broader education of staff. The Freshers promotion material is being designed with the new branding, but it will take most of the academic year to get to where we want to be. The website is progressing well and will be beta-tested in September. A Student Union Loyalty Card was discussed around incorporating deals at the Venue and around campus which will help get across the new branding of Kent Union. It is expected to ready for Freshers and hoped at a later stage would be able track habits and purchases. It is thought the card will be based more around loyalty than discounts.

**AR: Maria Mann to add Loyalty Card to the DG agenda for an update on this.**

**AR: Hannah to follow up on having the new logo on KentOne cards.**

**AR: Tammy Naidoo to email the Vice Chancellor's office, copying to Tony Quigley, following up on the University of Kent funding letter, following handover from Chelsea.**

**The Board of Trustees noted the updates in Matters Arising.**

## 7.0 Actions Log

### Action 7.0: Letter to be sent to NUS President, regarding NUS Digital

Chelsea Moore decided not to send the letter as it won't tell them anything they do not already know, and it has already been communicated verbally. We have used the MSL system for 8 years which works but is inefficient and has bolted on systems. It is run by an outside company and is a riskier option in terms of sustainability. NUS set-up their equivalent but the system is not good enough at the moment so Kent Union has remained with MSL. Concerns have been fed back to NUS Digital previously.

**AR: Tammy Naidoo to carry this action forward and write to the President of NUS to express concerns over NUS Digital.**

Action 10.0: Consideration of having an Educationalist speaker at a future Board. This action is ongoing. Names suggested were Gary Hughes, ex NUS and currently at Sunderland Students' Union, who gave an NUS presentation on Making An Education Strategy; and potentially an author from the London Review of Books may be suitable. Chris Davies, the new Pro-VC, does work around the student experience and it may be worth looking to have 2 speakers – one bigger picture and one more localised.

**AR: Maria Mann to carry this action forward and any names to be forward to Maria or Jim.**

**The Board of Trustees noted the updated actions log**

## PART 1: For discussion and approval/note

### 8.0 Chair's Report

The Chair's report introduced the new elected members of the sabbatical team and student trustees to the Board, and thanked last year's team and congratulated them on a successful year. The report talked about the training that had been undertaken since taking office, and work taking place on a joint manifesto for the team. There will be an action plan that measures areas of success on the manifesto and will be published online. A traffic light system will highlight progress and the team manifesto will come to Board for regular updates. It is still subject to amendment following further officer discussion

**AR: Maria Mann to include Team Manifesto update to future Board agendas**

**The Board of Trustees noted the Chair's Report.**

### 9.0 Chief Executive's Report

Part of this item is reserved.

The Chief Executive's Report covered the new officers and student trustee induction, retail restructure, nursery Ofsted rating of 'Good' and the roll-out of the culture change programme. There was also updates provided on governance, HRM, financial management, Medway and Health and Safety Management.

- Retail Restructure: This item is reserved.
- For the Nursery, initial, informal, feedback suggests an Excellent rating was close but no formal detail has yet been received. The nursery's rating has risen from Satisfactory in previous years, but for this inspection there has been some uncertainty about whether this would pass to the University's remit. Catering has also been taken in-house and there are increased occupancy levels. Once the points are known they will be circulated to the Board so areas for improvement can be identified and worked on.

**AR: Maria Mann to circulate**

**The Board noted the long-way the Nursery has come over recent years and congratulated them on the Good ranking received.**

- Financial Management: as at 27 July Kent Union was £300k up on income to budget, which is 9% up like for like compared to last year. At 31<sup>st</sup> July it is expected the accounts will show approx. £150k surplus. Director Group has already started work to identify new income streams and expenditure and savings for 2015/16 as it is known the long term forecast is challenging, but the Board will receive regular progress updates.
- Medway Essentials: This item is reserved.
- Gold 7 KPIs: the updates shows a lot more targets complete, but it's frustrating not all results are yet available. Votes cast is 83 short of target which is a real success, and proportion of members who voted is 37% which, although short of target, is still significant. The negative variance of 26kg of carbon was discussed. Woodys meters were under-reporting, and we've invested in more fridges and freezers which impacts on the carbon footprint. We believe we're doing all the right things, such as -

waterless urinals, energy-efficient hand-dryers etc. We are looking at solar panels on the shop, around year-end/near academic year. The Venue heating is currently controlled by the university but we are looking to have a new system in place which should have a positive impact. The Board discussed solar panels, which will need permissions therefore discussions with the university should start soon. Having a wind turbine would also make a positive statement. The Union Life Participation target was discussed, which picks up students who belong to a club or society, RaG, course reps etc, but doesn't include the student who always shops in Essentials or eats meals in our outlets and makes regular use of the social provision Kent Union makes. The target is based around those actively participating, not just enjoying the services we run – for instance it doesn't include the Advice service either. Although service data is available, stripping out duplicates would be difficult at the moment. The Venue is monitored so reporting could cover that area. The Board also questioned the target of Overall number of votes cast

**AR: The Board suggested a potential working group to look at the Gold 7 KPIs, which should be changed to match better with the new strategy**

**AR: All to feed in any comments regarding KPIs, and the officer team to discuss further.**

**AR: Jim Gardner to bring KPIs plan to next meeting**

#### **The Board of Trustees noted the Chief Executive's Report**

##### **10.0 CEO Performance Review – Progress Update**

The CEO Performance Review provides the Board with a progress report against the Chief Executive's objectives and learning and development plan, as approved by the Board in October 2013. The vast majority of objectives have either been completed in full or will be completed in the next few weeks. Derek Smith talked through the process and how the performance review works. It looks at performance, good and bad, and the objective is to consider how am I doing, can I do better and if so how? The framework for the CEO is a 360 appraisal. The Board discussed issues around anonymity of feedback and number of appraisals per annum. With some trustees only in office for a year there is a balance to ensure their input is included and the CEO finds the time useful and about right. Derek picked out some areas to highlight:

- Financial performance: the objective relating to Jobshop has not been met but the new team is settling into place and moving to a more central location on the causeway will help. Charity fundraising is making headway, particularly in developing Chi, and around grant submissions.
- Participation in Union Life – progress has been made and we believe the impact will show in NSS Question 23. The new strategy is about reducing what staff do for students but enabling students to do more for themselves.
- Team spirit: We achieved inclusion in the Sunday Times Best 100 list again, with position of 17, which is fantastic. The Staff Satisfaction Survey shows improvements in 46 out of 51 areas.
- GK Unions: the marketing team has done a fantastic job with the rebrand and it feels like Medway operations have really moved forward.

The Board discussed:

- Funding from the National Lottery may need to be treated carefully as there are some who feel it is linked quite strongly to gambling. **AR: Chi Lau to develop an Ethical Fundraising Policy taking National Lottery funding into accounts, for February 2015.**
- Priority Campaigns and R&D support for them. More resources went into R&D Department last year and there are no plans to increase this further at the moment. If there is a resource issue it can be brought up at director group level.
- The interface between Board and the senior management team has been looked at, leading to opening up of DG to officers and some managers. The meetings are being themed and relevant officers and managers attend. This will help bring together those groups of people and gives a development opportunity to those involved. There is also now a weekly meetings of directors and officers every Monday for the groups to catch up on what's going on in each other's areas.

**The Board noted the update and did not request trustee-only time to discuss this further. The Board thanked Jim Gardner for his work and all the information provided.**

### **11.0 Election of Chair for Student Disciplinary Panel**

Tammy Naidoo asked officers interested in acting as Chair for the Student Disciplinary Panel to let her know during the break. Peter Cole and Mel Sharman are the staff members on the panel, and Peter has HR as part of his remit to get a legal perspective where needed. The panel is usually used for student conduct issues, and may be related to internal student groups, such as a society harassing another society. Megan Wells and Nina Mehmi both expressed an interest and both outlined their reasons for taking on the Chair role. Megan and Nina left the room while the Board moved to a vote.

- Nina Mehmi was elected as Chair to the Student Disciplinary Panel.
- Peter Cole and Mel Sharman will continue to attend as staff support to the Panel.

**The Board of Trustees approved Nina Mehmi as Chair and thanked Megan for undertaking the role of Chair on last year's Panel.**

### **12.0 Relations with Key Stakeholders**

This item is reserved.

### **13.0 Value Review Plan**

The May Board of Trustees proposed a review of our Values, following approval of the new strategic plan. A Project Brief for the Values Review was presented to the Board and suggests a 6-month process of consultation with our key stakeholders, culminating in February 2015, with final approval of the new values by the Board. The Board discussed the merits of undertaking this review, which can cost a substantial amount in staff time. The main issue with the current values was around the word 'Professional' which was felt to be corporate. The values are used as an internal document, not aimed at students, and could impact on the marketing and branding work that is happening as part of the culture change programme. There was discussion on how well 'Professional' works with volunteers.

*AR: Jim Gardner and Louise Dancy to tweak sentences associated with the words. For instance, Professional could refer to the way we look after, train, and make sure volunteers are safe. Jim to consider a Values Review as part of the next strategy review to ensure volunteers are included more.*

**The Board of Trustees did not approve a review of the Values at this stage.**

### **14.0 Manifesto Commitments**

This item has been covered as part of the Chair's report and is subject to amendment following further officer discussion.

### **15.0 Equality, Diversity and Inclusion Annual Report**

Megan Wells updated the Board that work around EDI has slipped slightly and more will be done to get departments engaged more. The Advice information is not included in the report, though should be available. Similarly the Venue data is not included but this could be related to MSL producing those reports. The section on student staff recruitment is inaccurate and the data refers to all Kent Union staff, not just student staff, as student staff demographics are compared to East Kent, while career staff is compared to the University.

*AR: Megan Wells to follow up so the report which goes to EDI Committee includes both Advice and Venue figures; that the data regarding student staff recruitment is accurate and that the report compares applications to appointees.*

**The Board of Trustees noted the EDI Annual Report.**

### **16.0 Staff Satisfaction Survey Results**

Throughout May/June Kent Union staff were asked to complete the annual staff satisfaction. The headline statistics have been analysed and are considerably better than last year's survey. The total number of completed surveys was 176, compared to 168 in 2013. Overall satisfaction with Kent Union has risen to 8.09, the highest ever result. There is still more detailed analysis to be carried out but the initial findings show almost all responses are in 80-90% agreement but pay is in 70% which is still an achievement. HR will now analyse the responses by department, sharing the results with department heads, and action plans will be created. Inductions are currently being reviewed and there will be a core induction for everybody. The

Board discussed if there was likely to be any significant impact on responses following changes to the terms and conditions but this was not thought likely, as consultations started in February so staff were aware when completing this year's return.

**AR: *Kirsty to consider the suggestion of inducting career staff alongside student staff, along with how we induct all our staff and volunteers so there is a core thread that runs through each one.***

**The Board of Trustees noted the results and the success of the survey.**

### **17.0 Revised Terms and Conditions of Employment**

This item was moved to Part 1 of the Agenda

After initial approval by Director Group and Remuneration Committee, staff have been consulted over the revised Terms and Conditions of Employment. Amendments have been proposed to remove anomalies within levels of sick leave, better reflect sick leave entitlement with comparable organisations and to reduce our cost base. They also now include an additional section in relation to the Staff Search procedures. There was concern raised around section 13.0 of the Terms and Conditions of Employment in relation to staff searches. Historically if managers suspected a staff member of taking money or stock or were intending on stealing, managers would have challenged them and asked to search them. By putting a policy in place it will provide a clear framework of how that will happen, to protect both staff and managers by giving guidelines on how searches should be carried out. CCTV would not cover all areas where staff can access. There would be significant cost to expand CCTV to cover all hidden areas and blind spots, and searches would still need to be carried out regardless. The Board discussed whether it would specifically target commercial areas, and the effect this could have on staff morale, and what would be the implication if a staff member did not consent to a search. The reality is student staff have the most access to stock and cash, and the Board has a responsibility to mitigate risk and protect the assets of the organisation. The commercial services are a high risk area and open to opportunistic theft. Staff morale should not be impacted as searches currently exist and the guidelines will make clearer how this will happen. The Board asked how Kent Union would manage if specific groups of staff were being targeted but existing policies, such as EDI Policy, would ensure this didn't happen. To move forward if the Board are happy with the principle Jim Gardner would arrange for the Staff Searches section to be re-written and make references to other policies. Megan Wells, as Chair of the EDI Committee, could ensure the revised guidelines are acceptable. There was further concern raised about whether staff could be open to abuse by those carrying out the searches, and the consequences of disciplinary action if something inappropriate, such as alcohol or drugs, were found, although no stolen items may have been found. The wording allows that disciplinary action may be taken, but could be seen as being open to abuse. The Board asked whether legal advice had been sought on this section and whether further work could be undertaken on this section.

**AR: *Jim Gardner to review the wording around Staff Searches, ensuring it refers to other existing policies, such as EDI, ensuring it is fair and transparent and not able to target specific groups. Once amended the changes will be discussed with both Megan Wells and Rory Murray, and the revised guidelines brought back to the October meeting.***

The remainder of the Terms and Conditions were discussed. The Board asked about Kent Union's relationships with trade unions. Kent Union does not have a formal recognition agreement with any trade union, but has a few staff who are members of a trade union. The other main change to the Terms and Conditions was around changes to sickness leave, paternity leave entitlement and accrual of holiday leave whilst on long term sick. For paternity leave Kent Union currently gives 25 days leave, which would reduce to 20. This is still very generous and significantly above statutory leave. Sickness leave will reduce slightly, but will be clearer as to how much paid sickness level there will be. In addition to this, staff currently accrue holiday while on sick leave and it is proposed reducing the holiday entitlement to the statutory 28 days for those on long-term sick. Legal advice was sought and this is acceptable, though it is recognised that this needs to be reviewed on a case by case basis, for instance if the sickness was related to one of the protected characteristics such as disability.

**The Board of Trustees approved the revised Terms and Conditions of Employment, up to Section 13.0, which would be amended and brought to the October Board.**

## **PART 2: Taken as Read and Approved/Noted**

### **18.0 Annual Report on Meetings with MPs and Councillors**

A report was provided to update the Board on the meetings which have taken place this year with politicians and the Leaders of the Council.

*AR: Mel Sharman to publicise meetings with politicians more through inQure and CSR so the membership is aware of what is happening.*

**The Board of Trustees noted the Annual Report on meetings with MPs and Councillors**

### **19.0 Flexible Working, Recognition and Reward Policy**

The revised Flexible Working, Recognition and Reward Policy has been updated to include more flexible benefits, set out in the paper.

*AR: Maria Mann to follow up on having a check in place relating to working from home for directors and/or officers, which was raised at Remuneration Committee in February 2014.*

**The Board of Trustees approved the Flexible Working, Reward and Recognition Policy, subject to clarification on the above point.**

### **20.0 Trustee Code of Conduct**

The Trustee Code of Conduct was developed to help ensure trustees are clear about their role and responsibilities and to provide trustees with an agreed set of ground rules, as required by the NUS Code of Good Governance. The Code of Conduct is circulated each August for Board members to sign.

**The Board of Trustees approved the Trustee Code of Conduct.**

### **21.0 Board Business Offline**

21.1 Medway Essentials – this item is reserved.

### **22.0 June's Management Accounts**

The Management Accounts showed a net surplus in June of £11k, a negative variance of £56k (YTD £113k favourable). The net deficit at GK Unions (including Kent Union at Medway financial performances) of £6k is £8k below budget (YTD £38k favourable), and is included in the above. The total income was £7k (0.% below budget). The cash balance of £1056k is £269k better than budget due to the improved financial performance and the timing of payments to creditors around period end.

**The Board of Trustees noted the June Management Accounts.**

### **23.0 Resolution of Trustees regarding Nat West Bulk Cash Service**

Nat West Bank required a resolution passed to authorise Mr James Gardner, Chief Executive of Kent Union, to authorise the application for the provision of the Natwest Bulk Cash Services, following the termination of the previous contract with G4S with effect from 9<sup>th</sup> August. Sunwin Services Group will be providing the new contract, commencing 11<sup>th</sup> August.

**The Board of Trustees noted the change of Kent Union's bulk cash collection supplier**

### **24.0 Minutes of Committees**

- Health and Safety Management Committee – 12 March 2014
- Campaigns and Marketing Committee – 18<sup>th</sup> March 2014
- Staff Council Minutes – 24<sup>th</sup> April 2014
- Finance and Risk Committee – 6<sup>th</sup> May 2014
- Environment and Ethics Committee – 5<sup>th</sup> June 2014

**The Board of Trustees noted the minutes of the above committees**

## **PART 3: Any Other Business and Future Meetings**

### **25.0 Any Other Business**

**25.1 Committee Membership:**

The Committee membership was updated.

Appointments and Governance Committee      VP Education, VP Sports, President, David Lewis,  
Alia Kawalit, VP Welfare (Deputy Chair)

Finance and Risk Committee      VP Sports, VP Education, Rory Murray, President

Campaigns and Marketing Committee      VP Activities (Deputy Chair), Rory Murray, VP  
Sports, VP Education, President, VP Welfare

Remuneration Committee:      VP Activities, David Lewis, President.

**AR: Maria Mann to revise and send out the amended membership**

**26.1 Board Membership**

**The Board of Trustees agreed that Peter Cole, Deputy Chief Executive, would be in attendance at future Board meetings.**

**26.0 Meeting Review, including Trustee-only time**

There was no trustee-only time required.

**27.0 Next Meetings**

Thursday 23<sup>rd</sup> October 2014

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

Thursday 26 February 2015

Wednesday 27<sup>th</sup> – Thursday 28<sup>th</sup> May 2015

Thursday 30<sup>th</sup> – Friday 31<sup>st</sup> July 2015

Thursday 22<sup>nd</sup> October 2015

Thursday 10<sup>th</sup> – Friday 11<sup>th</sup> December 2015

Signed: ..... Date: \_\_\_\_ October 2014

Name: .....

(Chair, Board of Trustees)