Board of Trustees Meeting, 13 June 2018

A. Board Administration

Introductions and apologies for absences

<table>
<thead>
<tr>
<th>Trustees present:</th>
<th>Also present:</th>
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<tr>
<td>Daisy Eyre (Chair), DE</td>
<td>Mark McCormack, MM</td>
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<tr>
<td>Hannah Thackray, HT</td>
<td>Suzi Newman, SN</td>
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<td>Helen Jennings, HJ</td>
<td>Micha Frazer-Carroll, MFC</td>
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<td>Hachimi Maiga, HM</td>
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<td>Florence Oulds, FO</td>
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<td>Martha Krish, MK</td>
<td>Apologies</td>
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<td>Lola Olufemi, LO</td>
<td>Gareth Marlow, GM</td>
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<td>Olivia Hylton-Pennant, OHP</td>
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<td>Daniel Dennis, DD</td>
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Conflicts of interest
None recorded.

Minutes from last meeting and matters arising

   i) **Update on the charity’s efforts to become GDPR compliant**

In the April meeting Trustees received a paper introducing incoming data protection legislation (“GDPR”); the paper was noted with trustees requesting further detail on preparations. MM updated Board:

- A data audit had taken place, with a mapping exercise identifying a list of key activities wherein the charity processed personal data.
- Arising from the mapping exercise, Privacy Notices and Legitimate Interests Assessments had been produced.
- A new webpage, cusu.co.uk/data, existing to publicise the charity’s data protection practices and individuals’ rights concerning data protection at the Union.
- Employees had been written to with necessary contractual amendments signed, and employees had attended both training and 1:1 sessions as part of induction into GDPR, incoming practices and policies, and ongoing mapping of data processing.
- Agreements were in place for third party data processors and data sharing; a revised data sharing agreement with the University had been produced.
- Specialist work had been undertaken in key areas of data processing, such as the Advice Service (SUAS) and regards to outreach programmes involved young people.

Some work was ongoing and was expected to be completed in the coming weeks:

- Discussions with Uni Security on physical security improvements.
- Still disposing of long-held data that was being held securely in archive; completed within fortnight.
- Data sharing agreement with the GU is yet to be developed. Formal data sharing does not take place, but it is thought to be wise/good practice.
- Efforts to implement a new emailing system are ongoing; we expect a new system to be ready for start of July.
B. Organisation Updates

i) Review of CUSU Annual Report

DE introduced Board to the first CUSU Annual Report University Council. Aim of the report is to bring student issues to the council and provide insight into the day-to-day work of elected officers on behalf of students.

Report seen as an important method of communicating value and impact of student representation and cementing the unions’ role in identifying and addressing student concerns with the University at every level. Trustees welcomed the report and commended the officers and support staff on a year of work to improve students’ experiences, which was shown in the report. DE expected the report to become an annual exercise.

ii) Organisational Update from General Manager (verbal), incl. fundraising update

MM updated Board on operations at the charity, focusing on the closing of the audit and ongoing review of finance function; preparations for Student Community Action (SCA) to move into the students’ unions’ building in July; and development of the staffing plan.

The trustees discussed the CUSU-managed minibus scheme, which the charity had become intermittent in service-level in 2014 before ceasing to run in 2015. The trustee sought to address the closure of the CU Mini Bus Scheme bank account, for which the CEO was bank signatory on behalf of the charity trustees.

MM contextualised the item: the previous year’s audited accounts, recently completed, acknowledged retained funds from the closed minibus scheme, historically coordinated by charity. MM sought Board approval to adopt the funds into the charity accounts and close the dormant scheme account, as advised by the charity auditors.

The Board approved the transfer and mandated the CEO to close the dormant account. Once the year-end position of the charity for the current year was known, FinCom could consider what status the funds might have in forthcoming budgets or as a contribution to the charity reserves.

Trustees were also informed of:

- the Union’s advising of Zero Carbon Society during their occupation of University premises;
- arrangements for the induction of incoming elected officers starting in July;
- CUSU’s planned move away from its current web platform provider;
- plans for a work experience visitor in July to shadow the Union’s business operations;
- the planned departure of RAG’s full-time President by July, wherefrom the position will cease and become voluntary; and
- NUS’ bursary payments to students for travel costs to partake in the Irish Referendum in May 2018, which was promoted as part of the Union’s Women’s Campaign.
**Fundraising Updates**

As expected, fundraised income had slowed as the academic year came to a close; the current priorities were Freshers sales and chasing of outstanding account balances for the year-end.

Print advertising sales had continued to slow as expected, however pre-sales showed greater interest in the next academic year following targeted action to address the downturn.

NUS Extra sales had surpassed those of the previous year. The trustees were informed of planned changes to the NUS Extra card and heard about the Card’s emerging business plan in response to competition in the discount market. MM discussed both opportunities and risks with the changing business model expected, however the trustees could be optimistic in the outset with NUS and its partners seeking to revitalise the brand.

The careers partnership with University of Cambridge Careers Service and Gti was progressing well. A complaint regarding the partnership was in the process of being resolved by University-appointed lawyers and the trustees would be kept informed of its progress. The trustees were informed that St. James’ House still owed a significant amount of funds due 30 June 2017. The charity continued to chase, however would step-up efforts once the existing contract came to a close (30 June 2018).

Fundraising for the following year was also progressing well; the trustees received information the percentage of sales against budget already committed ahead of the forthcoming financial year.

**iii) Review of Management Accounts**

Trustees received a set of accounts to end of April (month 10). MM introduced the item: the overall picture was positive. Financial administration remains challenging as the charity continues to develop its finance function and improve its accounting whilst managing ongoing business need at a busy time of year.

A positive variance showed in the accounts to April; whilst some corrections amended the variance figure displayed in the accounts (including outstanding grant income from the University of ~£44k), the year-to-date positive variance was still significant and boded well for the forthcoming year-end. The charity would end the year positively against budget, in-line with recent projections. The trustees were talked through the main variances shown in the papers.

MM updated the trustees on the cash position, which looked healthy for the time of year. Work had taken place to restructure payment terms of a range of grant, contractual and service-level funds, which should reduce the funds received post-year-end to approx. £40k, in comparison with over £100k historically. In the coming years, the charity should expect an ongoing cash reserve of approximately £150k, which will allow more progressive investment/return options.
iv) Review/Noting of Auditors Management Letter

The trustees received and noted the Management Letter. MM introduced the item and described a post-audit review meeting between the auditors, MM and DD (Chair of FinCom). Explanatory notes accompanied the Board papers, which highlighted areas of action ahead of a subsequent year’s audit.

C. For discussion/decision

i) Introduction of the Staffing Plan (incl. discussion on proposed staffing changes)

At the previous Board (April 2018), trustees actioned the CEO to develop a Staffing Plan in order to facilitate monitoring of the personnel resource at the charity at a Board level.

MM introduced the paper; the trustees commended the Staffing Plan, adding it was a helpful tool for both induction and ongoing strategic development of the staffing team. There would be value in allowing staff access to the Plan. The trustees also suggested the Plan could, in future, help direct staffing needs more related to strategy delivery and improvement.

MM introduced an accompanying proposal, which sought Board endorsement to revise the team-based staffing structure and introduce new roles within the budget parameters already set; in particular, the proposal introduced a new Operations manager post. Key drivers of the proposal were discussed:

- There has been change in the staffing structure with the recent budget process rendering some vacancies obsolete; no formal team restructuring had taken place since these decisions. Another vacancy had recently arisen.
- Current staffing structure was performing well, however the CEO expected the recent gaps in the team to begin affecting performance as time drew on; the charity was vulnerable to absences having a detrimental impact, with little resilience across the current team for unforeseen ‘shocks’. The current line-management structure was seemed particularly vulnerable.
- Operations manager - existing administrator role attempted to bring administration and service-management together. Service-level quality had improved, but back-end systems were largely still managed by the CEO.
- The 2018-19 budget established funds for casual or part-time roles to add resilience in capacity and performance at key times of year; these roles remained vacant to date. The proposal outlined these roles, a recruitment plan, as well as a new management structure to oversee the work of these roles.

The trustees identified some inconsistencies between the identified gaps and threats, and the risk assessment, with suggestions some risks could be re-graded. Further risk areas were added relating to employee workload, management during absence, and turnover.

The trustees approved the Staffing Plan and asked for revisions to be made reflecting the Board discussion; the Plan was to be revised and presented at next Board.
ii) Revisiting the 2018+ Strategy

MM introduced the item:

The trustees last fully reviewed the strategic plan before Easter. Since then the staff and officers had revisited the plan and informed a set of actions that would help deliver the plan; the incoming elected team had also reviewed the plan.

The staff were keen to begin delivering the plan against the actions drafted. The CEO is in process of obtaining defined outputs with the wider team and allocating outputs and projects to specific roles. The Plan was important to staff and would form most of their work.

The trustees were asked to approve the draft strategic plan define monitoring practices at Board level. The trustees discussed the item:

• The 2018+ Plan was to remain its title, 2018+. Trustees felt the Plan should receive annual review; with a formal review every three years to test the Plan’s fit with the ongoing direction of the charity. The trustees welcomed innovative ways to allow elected teams to re-shape the strategy, including strategic reviews ahead of each team’s year in office as well as more formal reviews midway through the academic year.
• The trustees recognised and welcomed that much of the content of the plan involved social developments: many goals should not expect to expire and metrics would inevitably be difficult; the trustees would measure 2018+ by longer-term developments instead of arbitrary metrics.

**ACTION:** MM to roll-out the strategy over the summer and append a monitoring protocol to the Plan to direct review by the trustees.

iii) Consider existing employee policies and reporting/review protocol by Board

MM introduced the item:

• The Board workplan allocated the May/June Board to review employee policies (annually).
• Trustees would not ordinarily be expected to advise of employment law matters, although the experience offered by trustees, and their interest in risk management and governance of the charity, would likely be constructive in scrutinising the policies and the charity’s approach to personnel management.
• Board should be aware of the policies and should have the opportunity to test their fitness to the Union’s way of working/strategies, and receive external advice/employee feedback on the policies in some instances.
• The employee survey, conducted annually, provided a constructive benchmarking mechanism for positive HR practices as well as development areas, which would inevitably impact upon policies in some instances.
• The full procedures were lengthy and detailed; any inspection by Board might better be undertaken by a sub-group of trustees, or by staff, with recommendations then made to Board.

The trustees were asked to communicate their expectations regarding the review of employee policies and agree a protocol for review.
The trustees considered the information available to them regarding the effectiveness of employee policies; they also discussed a range of means by which policies could be reviewed by trustees, current staff and external advisors.

The trustees agreed:

- That, for the current review, MM was to share a link to the employee policies (available online) for the trustees to read and consider. Trustees could then send queries or feedback for consideration in any review; a third party HR company would review any changes proposed.
- To retain a standing agenda item at the May/June Trustees Meeting for Board to feedback on existing Employee Policies, with changes coming to that Board or to a future Board.
- When reviewing policies for this Board in future, the trustees will not receive a pack of papers, but instead be asked to review policies outside of the meeting and then feedback if they feel necessary.
- Trustees will be encouraged to visit cusu.co.uk/internal/employee-policies in their own time and then contact the CEO with queries. This could then inform changes being brought to a meeting.
- In addition to the annual consideration of policies by trustees, where changes are identified in-year (e.g. legislation change), individual policies may be brought to Board at that time.
- A protocol for review will be set-out, which will also show when each policy was last changed/approved. Where policies have not changed in a period of five years, that policy will be brought to the May/June Board meeting automatically to ensure all policies remain fit-for-purpose over time.

**ACTION:** MM to circulate the employee policies to trustees and establish a protocol for review as set-out (including a document recording when and how policies are reviewed).

**D. Any Other Business**

DE raised an item that had been discussed by the Sabbatical Team. Many personal expenses had not been claimed during the year; it was expected some Sabbatical Officers will have ‘missed-out’ on reimbursement.

The trustees agreed that the current Sabbatical Team were to discuss the matter further ahead of any proposal to either Board or FinCom at a future meeting; and outline some possible solutions and engage FinCom in any solution, which may involve payments to trustees for out-of-pocket expenses. Such would be done in consultation with the incoming Sabbatical Team to ensure precedent is not set by any solution proposed.

DE also informed trustees that a change in CEO line-management arrangements was planned, with an External Trustee supporting the Board by taking on this responsibility (instead of the Chair). DE expected to approach GM, who was also based in Cambridge. It was noted that, should a trustee vacancy arise in future, recruiting at least one Cambridge-based trustee may be helpful for undertaking this responsibility.

MM and MK advised that a review of the charity’s complaints procedures were underway.