

HUU Limited Board Meeting (including HUUS Ltd Directors) Minutes

Thursday 23rd April 2020, 9.30am, Held online via Canvas

Present:

Stuart Ferguson (Trustee - Chair, SF); Alan Bolchover (Trustee, AB); Sara Webb (Trustee, SW); Gaius Powell (Trustee, and HUUS Ltd Director, GP); Isobel Hall (President of the Students' Union, PRES); Abigail Morris (President of Inclusivity & Diversity, PID); Erin H. Pettit (President of Sport, PS); Nguper Orduen Simeon (President of Education, PE); Ryan Ward (Student Trustee, RW); Lee Pearson (Student Trustee, LP); Anotidaishe Manjanja, Student Trustee, AM); Huseyin Arslan (Student Trustee, HA); David Brammer (HUUS Ltd Director, DB)

In Attendance: Jane Stafford (Chief Executive, CEO); Andy King (Commercial Services Director, CSD); Kevin Pearson (Finance & Human Resources Director, FHRD); James Schadla-Hall (Executive Support Co-Ordinator, ESC) – Minutes

Apologies: Jeremy Hartley (University Head of Finance, HOF);

Pre-Agenda Items

The Chair asked the minutes to note that Directors of HUU Services Ltd and Members of the HUUS Ltd Board Meeting had been invited to attend this meeting of the Trustees Board. This has been done in order that all Trustees and Directors can gain a collective understanding of the issues faced by HUU and can arrive at collective decisions if necessary and appropriate.

Any key sub-committee decisions have also been folded into this Board Meeting, ensuring all Trustees and Directors are involved in the business of this meeting.

Combining the meetings in this way is allowed for in the Governance documents of HUU.

The meeting began with an introduction to the Canvas platform and a reminder of the Meeting Guidance paper previously sent to Members by PRES.

PRES also informed meeting that she will be standing down from her role as President of the Students' Union on 22nd May 2020 as she has accepted the role of Representation and Democracy Coordinator at York Graduate Students' Association

The Board thanked Isobel for her work as President of the Student's Union and congratulated PRES on her new role and wished her every success in the future.

Agenda

Items for Update/Discussion

1. Apologies & Conflicts of interest Chair

Apologies:



Jeremy Hartley (University Head of Finance, HOF).

Conflicts of Interest:

None declared.

2. Minutes and matters arising Chair

With the exception of Item 7 Minutes were **APPROVED** as a fair and accurate record of the meeting.

PS asked for changes to be made to "Item 7 – Presidents' Presentation" in the minutes of 16th January 2020 in order to represent the contents of the tabled presentation in more detail.

AGREED – PS to send proposed changes to ESC to amend minutes of 16th January 2020 – approval of these changes delegated to Chair,

Matters Arising

GP raised a query regarding the Reserves Policy section of Item 3 'Finance & HR Committee minutes including Trustee Report, End of Year Accounts, and AGM'

AGREED – that this Reserves Fund query be dealt with outside of this meeting – and raised at a future Board Meeting if appropriate.

3. AGM paper CEO

CEO presented the report, which asks the Board to consider the option to either cancel or defer the AGM in line with the updated Coronavirus information on the Charity Commission website.

NOTED that, as stated in the report, if the Board of Trustees chooses to cancel or postpone the AGM, HUU will fulfil its obligations by publishing the Accounts on the website, with a blog post updating members on the decision and the reasons for this and inviting any questions in relation to the accounts.

In response to query from members CEO confirmed that ways of encouraging AGM attendance are being investigated, including inviting Union Council attendees and involving them in promoting attendance.


A vote was taken on the option to cancel the 2020 HUU AGM and passed 11 votes in favour to 1 against.

AGREED – That the HUU 2020 AGM be cancelled in line with the updated Coronavirus information on the Charity Commission website.

Items for Discussion & Decision

4. COVID-19 response TABLED ITEM SMT Incl. PRES

The CEO introduced the presentation. This is intended, in addition to the weekly Trustee & Director COVID-19 updates, to provide an overview of the current situation with regards to COVID-19.



NOTED – The close working relationship between the University of Hull and HUU on all matters in relation to the current situation.

NOTED – SMT are holding regular meetings and working to keep staff, members, Directors and Trustees informed.

NOTED – CEO is attending weekly meetings with around 16 Student Union CEOs from across the UK – the different approaches by SUs seems to be contingent on the relationship with their University. Most SUs have focussed on furloughing Commercial Teams, with many only just implementing this.

NOTED - Hull University is starting to work on scenario planning around phased returns. HUU are connected to this work to help HUU make decisions in the coming months. The first formal Relationship Committee takes place on Tuesday 28th April.

NOTED – Updates from President Team, summarising weekly updates and including the following:

- Union Council has been taking place online.
- Successful Work around accommodation issues.
- Regular meeting with VC and University Leadership Team taking place.
- Work being done on hardship funding for students.
- Raising issues around no-detriment policy.
- Developing online communications with students, including 700 students in online community group.


NOTED – work has been done to successfully move Membership Services online.

NOTED - Commercial Services update from CSD.

- All commercial staff are currently furloughed.
- The shop stock loss is being donated to the NHS and Tigers Trust.
- Any planned contracts are on hold.
- HUU is currently holding entertainments events (such as quizzes) for members online, with variable levels of uptake.
- Regular checks on the building are taking place while it is closed.
- Incoming Marketing Manager start date postponed until 1st July. Marketing functions are currently focussed on Student and Staff engagement.
- Working to ensure pre-planned maintenance takes place while the building is closed.
- Mass recruitment drive for student staff planned for re-opening being prepared for online launch.

NOTED – Finances and HR updates from FHRD.

- Financial forecast completed based on no commercial until 22/01/21.
- Furloughing staff assumptions based on:
 - o Furloughing commercially funded staff only so far.
 - o Furloughing continuing at 100% salary to ensure consistency.
 - o Fixed term/Zero-hour contracts ending would not be renewed.
- Recommended we apply to HRMC for PAYE payment holiday (this has been done by University).

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- Recommend HUU do not seek Business Rates Holiday, as HUU receives full Charity relief of 80%.
 - Pay Award and Increments - Assumptions are to include 2% & modelled increments in the budgets but hold a Finance and HR Committee just for budgets to discuss the detail as per the policy.

The presentation was **DISCUSSED** by the Board.

In response to questions from the Board –

CSD confirmed that Sky have agreed to a deferment on HUU's subscription, resulting in a saving of £660 a month.

CEO reported that HUU currently pays 20% of salaries to furloughed staff – so that they received 100% of salary while furloughed, albeit this could be reviewed on a 3-weekly basis. This is in line with actions of the majority of SUs who have furloughed staff.

FHRD reported that 29 staff have been retained, with 167 furloughed. **ACTION** - FHRD to provide exact figures on monthly costs of retained staff to board to members, as well as provide relevant details on reserve and salary positions and planning with regards to plans around staff leaving furlough and the lockdown being lifted.

CEO reported that very few SUs have furloughed staff at this stage. Planning for options around the incoming President Team are taking place and CEO will be contacting them to discuss details.


ACTION – After discussions take place and advice is received CEO will contact Trustees and Directors to ask for views on options for current and incoming Presidents Teams – including options on changing lengths of contracts and terms of office, start dates and furloughing.

With regards to President roles CEO noted that a discussion of roles and responsibilities has previously been mooted to take place in March 2021 and it is planned that papers will be prepared for that discussion. Very few SUs are looking at reducing numbers or changing incoming President teams due to political and democratic concerns. Some have negotiated changing contract lengths, however SUs where elections have yet to take place have more flexibility to make changes of this kind. HUU's constitution allows for between three and six Presidents, but ideally any decisions on numbers would be taken before elections.

CEO reported that detailed work plans for staff will be discussed at Union Executive Committee on 30th April 2020 to inform further decisions around furloughing. HUU are also waiting for legal guidance on the potential risks around furloughing charity staff that are paid for through the subvention grant.

ACTION – SMT to review current furloughing position of staff and consider further action as appropriate – update and options for decision to be brought to future meeting of the Board.

FHRD clarified to the Board that HMRC can examine and assess any furlough claims for up to four years in the future. The employee rather



than the role is furloughed, and this has to be reassessed every three weeks by the employer.

The Board noted the work already undertaken by SMT in reviewing and mitigating the cost base and cash flow forecast and advised that Trustees would need to be focused on the financial implications of the Covid crisis on HUU and HUUS over the coming weeks to ensure the organisation remains solvent. The Board **AGREED** to schedule a further Board meeting to look at current expenditure, examine budgets in more detail and consider financial scenario planning in light of any updated guidance and legal advice, once the analysis has been completed by SMT.

[RESERVED DECISION: May prejudice Commercial Interests].

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No decision was made on the recommendation that HUU does not seek a Business Rates Holiday due to the fact that HUU receives full Charity relief of 80%. This will be discussed at a future Board Meeting if appropriate.

No decision was made on the recommendation that HUU apply to HMRC for a PAYE payment holiday. FHRD to investigate further.

5. SMT Report Incl. Finances SMT

The report was **NOTED** by the Board.

6. President Presentation President team

PS presented this report to the meeting. All of the President Team have been working on developing the online community for students and ensuring that they are kept informed. PS highlighted the following areas of work to the Board:

- President of the SU: work on value for money with Additional Costs Survey and all Union Governance now updated this year.
- President of Education: successful work to reduce International Students Tuition fees while on placement by more than 50%. Working with PRES on no-detriment policy.
- President of Inclusivity and Diversity: Wellbeing Advocate motion was passed and planning is being undertaken with the University on training and support for the volunteer advocates, with the aim of having several in place before the summer.
- President of Sport: Successfully secured investment of £6000 from the University in Varsity and worked to improve support to smaller/Non-BUCS clubs.

In response to a query from the Board PRES reported that most interactions between Students and the President Team are taking place on social media channels.

The Board **NOTED** the contents of the presentation and thanked the President team for its work.

7. Strategic plan 2020-2025 – for Approval CEO

CEO introduced this report to the Board for consideration. The Board was asked to note that Recommendation 4 did not need to be considered as no new staffing structure has been proposed.

CEO stated that the budget work being done is starting with a base budget then scenario planning is done.

The Board **DISCUSSED** whether the issues around student employability should be drawn out more in the Strategic mapping. CEO responded that HUU will be creating a unified volunteer programme and ensuring HUU works to develop employability through this programme monitoring participation rates. Employability is a standard category queried in the Pulse survey. The Board recognised that this is implicit and suggested making employability more explicit in the strategy mapping be considered if appropriate,

In response to questions from the Board -

CEO reported that the existing targets are inherited, there is no historic documentation on how they were arrived at. The plan is to develop baselines for the proposed targets and take to a future Board for approval.

CEO confirmed that HUU has the resources to meet these workflows – this consideration has been part of the planning process.

If approved today the final version will go to the next Board meeting, including baselines and additional elements. This timetable will depend on COVID-19 situation developments.

The Board **NOTED** the work on strategy of the past two years.

The Board **APPROVED** the Strategy map presented in the report.

The Board **APPROVED** the next steps recommended in the paper –

- That the baselines and then KPI's for the first year of the strategy are determined the Operation plans are written
- Budgets are prepared based in the Strategy map for approval at the June Board meeting.


The Board **NOTED** the update on the outcome of the Hull University Student Union (HUSU) motion taken to Union Council in March 2020.

The motion was passed by Union Council in favour of making the change to the brand from Hull University Union (HUU) to Hull University Student Union (HUSU). The Board **APPROVED** the outcome of this motion and supported the change.

8. Board effectiveness review outcomes and plan Sara Webb

SW introduced the report to the meeting.

SW Thanked members for 100% rate of response to the questionnaire and highlighted the overall positive rating of 70%,



In response to a query SW replied that there was no indication that the lack of confidentiality in the process had affected the content of responses.

SW asked members to send responses to the areas raised in the report to her directly.

The Board **DISCUSSED** and **NOTED** the report and **AGREED** the recommendation that SW work with SF and SMT to undertake further work to develop and implement the recommendations by moving the work to the next level of detail with regards to actions, responsibilities and timescales.

On behalf of the Board the Chair recognised the importance of this report to HUU and thanked SW and the Working Group for their efforts.

CEO asked the Board for a view on the decision to expand the number of external and student trustees – a decision could be taken now, or brought back to a future board with a detailed recommendation.

AGREED – SW and SF to look at the area of expanding the number of Student Trustees in the future and bring recommendations to a future Board meeting.

Items to Discussion

9. HUUS Ltd Board meeting minutes Chair of HUUS Ltd

The minutes were **APPROVED** as a fair and accurate record of the HUUS Ltd Board meeting of 12th March 2020.

10. Finance and HR Committee minutes Chair of FHRC

The minutes were **APPROVED** as a fair and accurate record of the Finance and HR Committee meeting of 12th March 2020. Minutes of reserved items will be taken to the next meeting of the Committee for approval.

11. Membership and Participation Committee minutes Chair of MPC

The minutes were **APPROVED** as a fair and accurate record of the Membership and Participation Committee meeting of 27th February 2020.


Items to Note

12. Health and safety report CSD

The report was taken as read and **NOTED** by the Board.

PS asked a question around the increase in cases of assault at Asylum. CSD confirmed that, while there was a rise from last year's figures, the increase to date has only been one more case.

13. Appointment of Trustee to HUUS Ltd TABLED ITEM Chair



After previous consideration by Members, outside of the meeting, of submitted Expressions of Interest the appointment of Student Trustee Huseyin Arslan to sit on the Board of Hull University Union Services Ltd (HUUS Ltd) as a Director was **RATIFIED** by the Board, effective from the date that the required information for Companies House is supplied by Huseyin Arslan. (date to be recorded as part of the filing process).

The Chair congratulated HA on his appointment to the vacancy and thanked all Trustees who submitted Expressions of Interest.

14. Any other business Chair

CEO reported to the Board that, as agreed in the new Relationship Agreement, the first University of Hull/Hull University Union Relationship Committee is taking place on Tuesday 28th April. HUU is seeking a Nominated Trustee to sit on the Committee.

AGREED – Student Trustees to be asked to nominate themselves for the role, if interested. The Trustees will then express support for nominations, and the nominated Trustee will attend the Relationship Committee on 28th April, with their position being formally ratified at a future meeting of the Trustee Board.

ACTION – ESC to contact Student Trustees for nominations and submit nominations to Board. Nominated Trustee with majority support to attend Relationship Committee on 28th April and their position with confirmation of their position at a future board meeting.

On the occasion of her last Trustees Board Meeting PRES thanked all Trustees and Board Members and stated she had enjoyed her time serving on the Trustee Board.

Next meeting: 18th June 2020, venue to be confirmed.