

Members in attendance: Michael Akolade Ayodeji, President & Chair (MA); Daniele Cotton, Student Trustee (DC); Shreya Dua, VP Graduates (SD); Nick Entwistle, External Trustee & Vice-Chair (NE); Omorinre Olusola, VP Welfare (OO); Uri Sharrell, Student Trustee (US); Tony Strike, External Trustee (TS).

Non-members in attendance: Dom Anderson, Chief Executive (DA); Rosalie Chapman, VP Welfare-elect (observer); Danial Hussain, President-elect (observer); Jennifer Lynam, VP UG Education & Access (observer).

Minutes: Melanie Duncan, People & Governance Manager (MD)

	Item	Actions
1.	<p>Apologies</p> <ul style="list-style-type: none"> <li>- Charlie Palmer, External Trustee</li> <li>- India Jordan, External Trustee</li> <li>- Serene Singh, Student Trustee</li> <li>- Jade Calder, VP Access &amp; Academic Affairs</li> </ul>	
2.	<p>Minutes from previous meeting</p> <ul style="list-style-type: none"> <li>- Minutes were approved by the Board.</li> <li>- Chair to send any outstanding amendments to MD.</li> </ul>	
3.	<p>Conflicts of Interest</p> <ul style="list-style-type: none"> <li>- MA declares a conflict of interest on Items 6c, 7 and 8. Will be handing the Chair to Vice-Chair for these items.</li> </ul>	
4.	<p>Matters arising from previous meeting</p> <ul style="list-style-type: none"> <li>- Most actions were followed through after the emergency meeting. Conversations have been had regarding improving policies of campaigns and council.</li> <li>- CEO Objectives to be presented for approval in Item 7.</li> <li>- AGM update in CEO Report.</li> <li>- CP, JC and MA met to create Terms of Reference for the Media &amp; Student Engagement Subcommittee merge. The Board will not be asked to approve this today.</li> </ul>	<p><b>Student Engagement Subcommittee Terms of Reference to be approved by Board.</b></p>
5.	<p>Subcommittee Updates</p> <p><b>Finance &amp; Risk</b></p> <p>Update delivered by TS.</p> <ul style="list-style-type: none"> <li>- Thanks to Jordan Smith, Kristy-Anne Field and DA for preparation for the Finance &amp; Risk meeting.</li> </ul>	

- The Committee noted the accounts as submitted to the Charity Commission.
- The Committee recommended for approval the provisional budget for 23/24, which is premised on the successful outcome of a bid for additional funds from University.
- Resolved that fixed cost lines within the budget would stay the same, but delegation was given to the CEO, finance team and Sabbatical Officers to vire between soft budget lines to fit organisational need.
  - o (MA) This was picked up after the meeting. Discussions on how we can change the budget to inform a culture of investment into student events and the events we are running for students. Then created student led activities budget and took some money from other soft lines to prioritise funding for campaigns.

### **OSSL**

Update delivered by DA.

- OSSL Board noted the Management Accounts and Q3 reforecast.
- Discussed the NUS supply assessment which the OSSL Board will not recommend going forward.
- Noted an update on the Native contract.
- The Board discussed OSSL development planning with a focus on breaking financial reliance on a single income stream (grant income). Staff teams have been tasked with visiting other SUs where they have introduced a commercial drive.
- Recorded thanks to AJ and MA for their contribution to the OSSL Board this year.

### **People & Culture**

Update delivered by OO.

- Only Sabbs and staff present at the meeting. Will be approaching the student and external trustees for comments on the papers.
- Noted the Sabbatical Success Strategy and some accompanying documents/policies.

### **Student Engagement & Media Board**

Update delivered by MA.

- The Committees did not meet.
- The Impact Report is included for Board to note (Paper 6).
- Changes to Student Council have not been finalised.
- Terms of Reference and changes to the Byelaws to be seen at next Student Engagement Committee and then brought to Board for approval.

<p>6.</p> <p>6a.</p>	<p>Subcommittee Recommendations</p> <p>Budget 23/24</p> <p>TS gives an overview of the budget paper. Finance and Risk Committee is recommending to the Board approval of the provisional budget subject to the University grant outcome.</p> <p>The Committee recognises that there are fixed lines and soft lines within the budget and delegate to the CEO, and finance team, the ability to vire funds between these soft budgets to reflect organisational need. This is on the condition that the fixed lines stay the same and the trading year produces a 36K surplus.</p> <p><b>Trustee Board approve the provisional Budget 23/24.</b></p>	
<p>6b.</p>	<p>Student Council Report &amp; Byelaw Updates</p> <p>(MA) Byelaw changes regarding Divisional Reps are currently going through University Council. There are also amendments to how elections are run.</p> <ul style="list-style-type: none"> <li>- (NE) Corporate due diligence is needed and close review by the Board before this goes to the University.</li> <li>- (DA) We can alleviate risk related concerns by taking these changes to an external consultant for review.</li> <li>- (TS) We need to be concerned that we are on the right side of charity law. Board will approve once the changes have been reviewed for legal due diligence.</li> </ul> <p><b>Board provisionally approve the changes to the Byelaws on condition of legal due diligence review.</b></p>	<p><b>DA to instruct external governance consultant to review Byelaw changes for risk implications and ensure compliance with charity law.</b></p>
<p>6c.</p>	<p>SU Review (Chaired by Vice-Chair)</p> <p>MA introduces the paper proposing a 50<sup>th</sup> anniversary comprehensive review of the SU. The Board are being asked to approve the review in principle and note that Student Council have shown support for this review.</p> <ul style="list-style-type: none"> <li>- (TS) Concerned that the papers for this item were circulated only 45-minutes before this meeting. This is a non-trivial matter and a substantive paper on which the Board is being asked to make a decision. The terms of reference of the review venture into Trustee Board space, so we need to express a view on this. However, without the CEO, this may not be the time for this conversation. This review could be very positive if established in the right way with the right delegations. We also need to consider the relationship between this review and the review proposed in the CEO Report.</li> </ul>	<p><b>MA to hand over to new Sabbatical Officer team who will bring the review proposal back to Board for further discussion.</b></p>

	<ul style="list-style-type: none"> <li>- (NE) We can discuss the principles behind the paper, but Board will not take the paper as written and no decision will be made today. There is reference to Council having passed a motion; Board needs to hear what the motion calls for, who submitted it, and at what constituted Council meeting this was discussed.</li> </ul> <p>NE invites MA to give a background to the paper.</p> <ul style="list-style-type: none"> <li>- Basis of the review is to demonstrate our worth to students and stakeholders, show the University our commitment to our membership and improving the SU, help engagement and improve the wellbeing of staff and Sabbatical Officers.</li> <li>- The review will look at how our stakeholders are represented and what we are doing for certain groups by allowing students to tell us what they need. The advisory panel would then create a report with recommendations for the SU to take forward.</li> <li>- The University are keen to review the SU and this could be an opportunity to collaborate.</li> <li>- Student Council have approved this proposal and has the power within its governance to create an advisory panel. This has been actioned.</li> </ul> <p>(NE) It is very clearly a priority to restructure the work of Oxford SU going into the next year. This starts with prioritising culture, targets and performance rather than rule and constitutional change. My guidance is that this Board cannot approve this paper due to the notice received. The action for MA would be to speak to the incoming Sabbatical Officers and hand this over during the induction period. Need to sit and think about the most effective ways to get to the end goal.</p> <p>(MA) Understand and was expecting that the paper would not be passed today. My year this year has been hard and I do not feel that I was an effective Sabb because of the conditions I have been working in. You are seeing this on the agenda at such a late stage because I have not had the encouragement to action this until after a conversation with the Vice Chancellor. This is the context of the organisation we are in.</p>	
<p>7.</p>	<p><b>CEO Report &amp; Objectives (Chaired by Vice-Chair)</b></p> <p>DA presents the CEO Report. The Board are asked to approve the CEO Objectives.</p> <ul style="list-style-type: none"> <li>- Report outlines progress on objectives and next steps.</li> <li>- Outlines the need for a single year organisational improvement strategy that looks to review the direction the SU. Top priority is a Transformation plan informed by a review.</li> <li>- Has been a tough few months for the organisation.</li> <li>- Unfortunately lack of guidance in the Articles and unforeseen circumstances meant holding an AGM was not possible this year.</li> </ul>	<p><b>NE, DA and MA to meet to discuss CEO objectives.</b></p> <p><b>NE and incoming Chair to bring Board priority setting paper back to the next Board meeting.</b></p> <p><b>DA to begin work on 1-year</b></p>

	<p>NE invites comments and questions from the Board:</p> <ul style="list-style-type: none"> <li>- (NE) The objectives were set by NE and the ex-Chair as delegated by the Board. Agree that we need an assessment on the cultural landscape at Oxford SU prior to longer-term strategic planning. <ul style="list-style-type: none"> <li>o (TS) Support the proposal of a 1-year strategy. There needs to be a settling in process for the Chief Executive, especially after a period of substantive issues arising.</li> </ul> </li> <li>- (MA) I am confused by the claim that the CEO objectives were set. There has been a lack of clarity and as Chair I have felt unsupported in this process. I will follow up with DA and NE in writing after the meeting.</li> <li>- (NE) This has been an extraordinary few months, there have been a number of complicated circumstances which have stopped this organisation functioning properly. As a Board, we need to reflect on a decision made last year that the organisation could cope with arms-length CEO support. This was not the right approach and this has led to cultural issues.</li> </ul> <p><b>Board approve CEO proposal of producing a 1-year transformation strategy.</b></p> <p>Discussion on this item is suspend due to DA attending a funding meeting.</p>	<p><b>transformation strategy for Oxford SU.</b></p>
<p>8.</p>	<p>Sabbatical Officers Reflections</p> <p>This item was not discussed due to time constraints.</p>	<p><b>Sabbatical Officers to send reflections to the Board.</b></p>
<p>9.</p>	<p>Chair Reflections</p> <p>MA expresses gratitude to Trustees and Chief Executive.</p> <p>This item was not discussed due to time constraints.</p>	<p><b>MA to send Chair reflections to Vice-Chair.</b></p>
<p>10.</p>	<p>Cycle of Business</p> <p>This item was not discussed due to time constraints.</p>	<p><b>MD to circulate via email after the meeting for approval.</b></p>
<p>11.</p>	<p>AOB</p> <p>MA gives notice of the appointment of a new Chair of the Trustee Board. This is to be decided by the new Sabbatical Team and the Chair ratified at the next meeting.</p> <p>US records thanks to the Sabbatical Officers.</p> <p>NE invites Sabbatical Officers to contact the External Trustees to arrange</p>	

Oxford SU Trustee Board

**Thursday 22<sup>nd</sup> June, 3.30pm (Trinity Term)**

Oxford SU, 4 Worcester Street, Oxford OX1 2BX.

Charity number: 1140687

Company number: 07314850



	exit interviews.	
12.	Date of next meeting  - TBC.	