



Trustee Board Minutes

Date: 25th May 2023

Time: 5pm-8pm

Location: Teams

SOAS Students Union (registered charity number 1150717) (the Charity)

Minutes of a meeting of the charity trustees of the Charity held on Teams on Thursday 25th May at 5pm.

Members:

Yara Derbas (YD)	Sabbatical Trustee
Gioia Scazza (GS)	Sabbatical Trustee (Chair)
Ekabali Ghosh (EG)	Student Trustee
Hamzah Vargas (HV)	Student Trustee/Student Trustee Nominee
Sushant Singh (SS)	Sabbatical Trustee
Pamela Bell-Ashe (PBA)	External Trustee
Illy Jaffar (IJ)	External Trustee
Tricia O'Neill (TON)	External Trustee (Vice-Chair)

In attendance:

Irfan Zaman (IZ)	Chief Executive
Charlotte Morris-Davis (CMD)	Student Engagement Manager
Kai Simmons (KS)	Office and Finance Manager

Apologies:

Dan Doyle (DD)

External Trustee

Amaan Haydar Chowdhury (AHC)

Student Trustee/Student Trustee Nominee

Item No	Item
1.	Apologies
1.1.	The Chair NOTED apologies from DD and AHC.
2.	Chair and Quorum
2.1.	Gioia Scazza the appointed Trustee Board Chair, chaired the meeting throughout.
2.2.	The Chair reported that quorum was present and declared the meeting open.
3.	Conflicts of Interest
3.1.	No conflicts of interests were declared.
4.	Minutes of the Previous Meeting
4.1.	TON joined the meeting.
4.2.	The Trustees APPROVED the minutes of the previous meeting.
5.	Appointment of Student Trustees
5.1.	SS joined the meeting.
5.2.	PBA presented the paper on the Appointments of the Student Trustees. The Appointments Committee recommended that the Trustee Board appoint Hamzah Vargas and Amaan Haydar Choudhury as Student Trustees commencing at the point of appointment by the Trustees during the current Board and concluding on the 30 th of June 2024. PBA outlined that a further three terms may be served by the Student Trustees, pending re-appointment and ongoing eligibility for the role.
5.3.	PBA outlines that one Student Trustee vacancy remains with plans to recommence recruitment at the start of the 23/24 Academic Year.
5.4.	The Trustees APPROVED the appointment of HV and AHC as Student Trustees with their term commencing with immediate effect and concluding on the 30 th June 2024.
Items to Discuss	
6.	Officer Updates
6.1.	YD presented her update, providing the Trustees with an overview of her activities since the last update. YD stated that she organised a vigil for Rani, a bookseller and familiar face in the SU whose death has impacted the SOAS community. YD stated that she will be working with the Liberation Caucuses to assess engagement and how the SU can support them to improve this. YD stated that she had also been supporting the campaigns with their handovers. YD stated that following presenting the Enough is Enough Action Plan at the University's EDI Committee she received positive feedback.
6.2.	GS presented their update, providing the Trustees with an overview of their activities since the last update. GS stated that they had been working on a number of democratic processes including the AGM which was to take place the following week. GS stated that the Union Forums had recently taken place with voting open in the Preferenda. GS outlined that the Preferenda included deciding the SU stance on supporting the marking and assessment

boycott, anti-caste discrimination, sustainability and waste at on-campus outlets, and reforming mitigating circumstances. GS stated that they had been in discussion with Student Reps looking at how to improve engagement and improving processes and induction with new proposals for the next academic year. GS also stated that they are looking at restructuring the timings of the elections for portfolio part-time officers, which will include a review of the Schedules. GS stated that they were building connections with universities across Africa to deliver collaborative events and will bring forward further proposals prior to the end of their term in office.

6.3. SS presented his update, providing the Trustees with an overview of his activities since the last update. SS stated that he had been working on a few campaigns, these included the anti-caste discrimination work and supporting a group of Law Students. SS stated that he was also providing additional support to specific students with issues they were facing.

6.4. The Trustees **DISCUSSED** the Officers Update, and the Officers answered the Trustees' questions.

6.5. TON queries what assurances the university have put in place to support students throughout the Marking and Assessment Boycott, such as easy progression. GS states that the university have not made public if they will be providing this level of support.

7.

CEO Update

7.1. IZ presented his update, providing the Trustees with an overview of his activities since the last update. IZ stated that they had commenced the early stages of a strategy project, the beginning of which includes consulting member, with over 250 students engaging in qualitative feedback and around 400 engaging in the quantitative survey and an additional 30 stakeholder interviews. The feedback will be used to steer the SU moving forward. IZ sets out that there have been recruitment challenges filling the vacancy for the Representation and Insight Assistant and that this challenge is across the sector and that he is looking at different methods for filling the vacancies such including through secondments from other SU's. IZ states that the finance of the SU remains precarious, but where the SU was initially predicting a loss, it will now likely breakeven. However there have been challenges with commercial activity, particularly due to strikes and closures of outlets. IZ set out that the Spring Elections saw strong engagements with 1700 voters, 24% turn out and 20 applicants for full-time roles. IZ highlights that this is positive given the challenges in the sector. IZ concludes that the University has appointed a new Provost Joanna Newman and there is hope that this will be a key relationship for the SU through which we can influence the University.

7.2. The Trustees **DISCUSSED** the CEO Update and IZ answered the Trustees' questions. The trustees discussed the recruitment challenges GS, EK and YD felt that prior to filling the roles through secondments they should go out to open recruitment. The trustees discussed the survey and strategy project and IZ clarifies that the university have provided specific funding for the project.

7.3. TON suggested that the Union explore the implications of the new Freedom of Speech legislation and that this be discussed during the CEO update at the next board.

8.

Finance Update

8.1. KS joins the meeting to present the finance update.

8.2. KS presented the finance update which sets out the budget and spend of the SU for the first 9 months of the year. KS stated that the commercial income has returned stronger than anticipated, and while there has been overspend in this area this is primarily due to the need to purchase additional items due to increased sales.

8.3. The Trustees **DISCUSSED** the Finance Update and KS answered the Trustees' questions. The trustees query the income parity between the shop and bar, expecting that the bar income would be higher, KS clarifies that the shop income has historically been higher.

8.4. TON suggests that the projected costs be revisited in light of the overspend in the commercial areas and this to be reported back at the next board.

Items to Approve

9. Annual Accounts

9.1. KS presented the Annual Accounts, providing the Trustees with contextual information about the 2021-2022 Financial Year, which included emergence of the Omicron variant and the end of the furlough scheme. The Trustees discussed the Annual Accounts and KS answered the Trustees' questions.

9.2. TON suggests reviewing the Reserves Policy and how the reserves can be increased at a subsequent Board.

9.3. The Trustees **RECOMMEND** Knox Cropper as the external auditors for the current Financial Year to the AGM.

9.4. The Trustee **APPROVED** the Annual Accounts and delegate GS to sign the accounts on the Trustees behalf.

9.5. KS leaves the meeting.

10. Incorporation Update

10.1. CMD presented the Incorporation Update setting out the background and actions taken to date.

10.2. The Trustees noted that following the board meeting held on the 13th May 2022 to discuss the Charity's governance, the Charity has agreed to convert to a Charitable Incorporated Organisation (CIO). The details of this approval were that during the board the Trustees approved the Governance Review, which included converting to a CIO, pending approval from the membership in the referendum. The Trustees called the referendum, and the membership approved the proposals.

10.3. The Trustees further noted that the business of the meeting was to, subject to a successful application to the Charity Commission, consider and, if through fit, approve:

- (a) The decision to merge the Charity with SOAS Students' Union (CIO) (the CIO);
- (b) Dissolve the Charity and remove it from the Charity Commission's register following the merger described at (a);
- (c) The appointment of the first trustees of the CIO;
- (d) The terms of the transaction contemplated by the Transfer Agreement and any ancillary or related documents;

- (e) That the trustees of the Charity execute or sign (as appropriate) and deliver the Transfer Agreement and any ancillary or related documents.

The Trustees noted that in addition the business of the meeting was to, subject to a successful application to the Charity Commission, consider and, if through fit, approve the employment of Reem Walid, Maryam Choudhary and Jamal Akram as an employee of the CIO, taking into account any private benefit that may arise from employment.

The Trustees considered the following points relating to the employment of Reem Walid, Maryam Choudhary and Jamal Akram and their appointment as Sabbatical Trustee of the CIO:

Point Considered	Discussion
<p>How will the trustees manage personal benefit arising from Reem Walid, Maryam Choudhary and Jamal Akram's employment?</p>	<p>The trustees considered that personal benefit from paying the Sabbatical Trustees will be managed by setting out within the Constitution the following information:</p> <ul style="list-style-type: none"> (a) The provision to pay Charity Trustees may not apply to more than half of the Charity Trustees in any financial year. (b) That the amount or maximum amount of remuneration is set out in an agreement in writing between the Union and the Sabbatical trustee (c) That prior to entering into the agreement the Charity trustees must be satisfied that it would be in the best interest of the Union to be provided by the Sabbatical Trustees for the amount set out in the agreement. (d) That the authorisation under this provision shall not extend to the service of acting as a Charity Trustee. <p>Furthermore, the Trustees will manage personal benefit by a declaration of interests register and conflicts of interest at the start of each Board. They shall also ensure that Sabbatical Trustee contracts are regularly reviewed and support the Sabbatical Trustees with training and induction to ensure that the Sabbatical Trustees are aware of the legal constraints surrounding their role.</p>
<p>Why is it necessary that Reem Walid, Maryam Choudhary and Jamal Akram are paid for their roles as a trustee of the CIO?</p>	<p>The trustees considered that is necessary that the Sabbatical Trustees are paid, as the Constitution states that the provision for payment does not extend to the service of acting as a Charity Trustee.</p> <p>It is standard practice across the Student Union sector for Sabbatical Trustees to be remunerated for their role as full-time staff members of the union. As the Sabbatical Trustees are employed in a full-time capacity, they would therefore not be able to undertake other paid work.</p> <p>The Sabbatical Trustees are best placed to fulfil a dual role of paid member of staff and trustee of the charity as they have been elected to represent the members of the charity and</p>

	<p>whilst their role on the trustee board is not to act as a representative of members, but rather to advance the charitable objects. Furthermore, it is felt that the Sabbatical Trustees' skills, experience and knowledge make them best placed to act as Charity Trustees and pursue the Charitable Objects.</p>
<p>How are the trustees satisfied that the personal benefit is incidental to achieving the CIO's purpose?</p>	<p>The Sabbatical Trustees are considered to be the major union office holders as set out in the Education Act, 1994. Across the sector these roles are typically full-time paid positions, which hold a dual role as a representative of the members and as Charity Trustees.</p> <p>The Sabbatical Trustees receive personal benefit for their role as full-time staff members of the Union, not for their role as Charity Trustees.</p> <p>The trustees considered that the Charity Commission is broadly satisfied that the remuneration of Sabbatical Trustees across the sector is incidental to achieving the relevant charity's purpose as the Charity Commission have regularly approved CIO applications from Student Unions who remunerate their Sabbatical Trustees.</p>
<p>What is the salary and does this fall below the recommended rates for such a role, for a charity in the CIO's position?</p>	<p>The Trustees considered that the salary for the Sabbatical Trustees is a median across the London landscape.</p>
<p>How will the trustees ensure that this arrangement does not give rise to any more personal benefit than is necessary for the charity to carry out its purposes?</p>	<p>The trustees will ensure that the arrangement does not give rise to any more personal benefit than is necessary for the charity to carry out its purposes by clearly stating within the Constitution how payments to Charity Trustees will be managed.</p> <p>Furthermore, the Sabbatical Trustees are subject to employment contracts and Union Policies.</p> <p>The trustees are also satisfied that the employment status and remuneration amount falls broadly in line with the sector.</p>
<p>The Trustees discussed the CIO Constitution. The Trustees noted that it was proposed that a number of amendments were made to the Constitution of the CIO prior to application. These amendments included reverting back to the previous content on areas that would have required Charity Commission consent to change such as referring to SOAS instead of School of Oriental and African Studies within the Objects Clause, as well as the Constitution reflecting more closely the NUS Model Constitution which has previously been approved by the Charity Commission and therefore it was felt that this would improve the speed at which the Charity Commission would accept the application for the new CIO.</p>	

The Trustees discussed the amendments and **DECIDED** that the CIO application would use the Constitution approved by the Student Members, integrating only minor governance changes. The Trustees **APPROVED** delegated authority to GS and TON to review the changes prior to submitting the application to the Charity Commission.

The Trustees discussed the CIO Charity Commission application and **DECIDED** that the application should include a broader range of religions, including those not currently represented by an existing student group.

The Charity Trustees **RESOLVED** to, subject to a successful application to the Charity Commission:

- (a) Merge the Charity, with the CIO, being a registered charity set up by the unincorporated charity to take over its activities and to transfer all of the Charity's property to the CIO;
- (b) Following the application of the Charity's property and assets to the CIO, dissolve the Charity and remove it from the Charity Commission's register;
- (c) Appoint Reem Walid, Maryam Choudhary and Jamal Akram as the first trustees of the CIO;
- (d) Following extensive deliberation and discussion, authorise and approve the employment of Reem Walid, Maryam Choudhary and Jamal Akram as an employee of the CIO;
- (e) Approve the terms of, and the transactions contemplated by the Transfer Agreement and any ancillary or related documents:
 - a. Be and are approved;
 - b. Are in accordance with and do not contravene the Charity's constitution or other constitutional documents or any law or other obligations of the charity.
- (f) Approve that the trustee of the Charity execute or sign (as appropriate) and deliver the Transfer Agreement and any ancillary or related documents so that all assets of the Charity are vested in the CIO following the conversion.
- (g) Resolved to give delegated authority to GS and TON to execute the Transfer Agreement on behalf of the Board.

11.

Annual General Meeting Update

11.1. GS presented the Annual General Meeting paper, and the Trustees discussed the proposals.

11.3. The Trustees **APPROVED** Hafsa Haji - President Goldsmiths SU as the Chair of the AGM.

11.4. The Trustees **APPROVED** the date of the adjourned meeting as Tuesday 6th June 3pm-5pm, Teams.

11.5. The Trustees **APPROVED** the method of voting as taking place via digital means during the meeting.

11.6. The Trustees **DISCUSSED** which Trustees will present relevant items.

Items to Note

12.	Governance Committee Minutes 5th April and 5th May
12.1. The Trustees NOTED the minutes of the Governance Committee from the 5 th April and the 5 th May.	
13.	Appointment Committee Minutes 18th May
13.1. The Trustees NOTED the minutes of the Appointments Committee from the 18 th May.	
14.	Executive Committee Minutes 7th February
14.1. The Trustees NOTED the minutes of the Executive Committee from the 7 th February.	
Any Other Business	
15.	SOAS SU Equality and Diversity Policy Review
15.1. SS present the SOAS SU Equality and Diversity Policy and stated that he is proposing that Caste based discrimination added to the policy.	
15.2. The Trustees DISCUSSED the proposed amendments to the policy.	
15.3. The Trustees APPROVED the amendments to the Equality and Diversity Policy with the addition of caste-based discrimination being defined in the Glossary.	
	Close
16.1. The Chair declared that this was the last board of the year.	
16.2. The Chair thanked the Trustees and closed the meeting.	