



Trustee Board Minutes

Friday 13th May

12pm - 2pm

Zoom

Chair: Lucia Rodriguez Pedroso

Agenda

Things to Note:

1. Apologies
2. Conflicts of Interest
3. Ratifying the Minutes of the Previous Meeting
4. SU General Manager's Report
5. SU Risk Register

Things to Approve / Discuss:

1. May 10th UGM Passed Motions
2. KPMG Audit
3. SU Governance Review

Minutes

Things to Note:

1. Apologies

Apologies Received: Mahek Arora

In Attendance: Lucia Rodriguez Pedroso, Ella Spencer, Rbeeza Mobeen, Maxine Mallon, Krizzel Mapaye, Ankunda, Hisham Pryce-Parchment, Arianna Simonetta, Anna Lofstrand, Julia Soldrzynski, and Alan Roberts (SU Interim General Manager)

2. Conflicts of Interest

All attendees are students and officers of the union, and the discussions in this meeting will have an impact on how future officer roles are conducted.

Krizzel is also a member of the Enough is Enough campaign.

3. Ratifying the Minutes of the Previous Meeting

Ella Spencer attended the last Trustee Board and will ratify the minutes of the meeting.

4. SU General Manager's Report

Alan: I'm the new interim SU General Manager. I'm contracted here until July 31st and it's likely I'll continue until September, once we've appointed a new permanent CEO for the union, to support with handover and welcome week. By July 31st the main things I'm going to be doing are:

- Reviewing the governance of the union
- Incorporating the organisation
- Introducing management accounting
- Recruiting a new CEO
- Review our approach to student groups against the Student Opportunities Framework (looking at room bookings, storage spaces, training and development, funding, etc)

These are my main goals, however I have also been up to other things such as:

- Applying for an increase to the union grant of £65,000 (which I think we'll get)
- Securing funding within SOAS to refurb the SU Bar

It currently looks like we'll make a £60,000 - £67,000 surplus this year, however accounting for the salaries we pay we'll likely end up with approx a £20,000 deficit. We will probably break even by the end of the year. We don't have a management system in place so we can't track this but I'm not worried and I don't think you should be either.

Any Questions?

Krizzel: I was wondering about elections; nominations are supposed to open in term three for unelected spring election roles but student engagement is so bad right now that it's unlikely we'll get anyone running. Also do you have any updates on the concerns raised in the spring election?

Lucia: The SU Governance Review is in its last phase, awaiting approval from the Trustee Board before going to a referendum for students to vote on. Under this review we would be changing all of our officer roles. Normally if we don't fill all Spring election roles we hold a by-election in term 3 (next week). However if we approve the Governance Review later in this meeting then we'll need to decide if we want to postpone these elections until Autumn to fill the new roles being proposed instead.

Alan: Essentially, we don't want to elect people into roles that might not exist after the Governance Review. Right now only three part-time officers have been elected for next year and we can easily transition them into the new system, but if we have more officers it would be difficult to do this, so it may be unfair to hold the by-election now.

Lucia: As Chair I recommend postponing the election until next academic year, after we've undertaken the Governance Review referendum.

Alan: In terms of election concerns, there were concerns raised by students but no formal written complaints were received under the union election process and so there was no official outcome for the union to take forward.

There are other options outside of the election regulations for students to take if they wish, such as the Vote of No Confidence procedure, and the Union is able to advise on those processes if asked.

Further concerns were also later expressed.

One overall risk response to this is to ensure no officers are delivering casework with students, only trained staff, and DBS checks will be conducted with all officers and staff.

Lucia: These things really relate back to the lack of rules and bylaws that exist in the union that would allow us to do anything. This highlights why governance and democracy are important.

Maxine: When would the first opportunity be to put forward a vote of no confidence?

Lucia: You can't vote of no confidence in someone until they take up their office. You would then need to create a petition and get signatures to give to the union for us to go forward with this process.

5. Risk Register

The Trustee Board was presented with an updated version of the SOAS SU Risk Register.

Alan: The overall comment on the risk register is that all of the risks are to some extent or another still real, but most of them have reduced in likelihood in terms of happening. The issue I would draw attention to is the power of the General Manager - the management of staff is a shallow structure with multiple disciplines and a lot of single points of failure (i.e. if one staff member is off then no one else can do their job). This is the most lively risk.

Lucia: As Alan has said, our risk register hasn't changed very much since we last looked at it. Most of our risks are actually related to governance, which we should be discussing later in the Governance Review.

Any Questions?

Ella: One of the risks is about control over our spaces. There's various issues such as the SU team not having access to confidential spaces to speak with students. I know you and Alan presented an estates strategy proposal with the school and I was wondering if we could be updated on that?

Alan: The new Director of Estates in SOAS is very new which brings opportunities for us. I've met with him and he's agreed on the SU Bar and JCR refurbishment. We're also talking about more SU space. I asked for the Refectory, but they have plans for this space already, however they can look into more appropriate spaces for us. The new Director is making changes quickly which is good, and I think it's moving well for us and we should get some more new space.

Lucia: Within SOAS' new estates strategy they've included the needs of the SU and we're waiting to hear the final proposal. If we get an increase in our grant we can look into how to improve our spaces more too.

Maxine: If you say SOAS aren't keen to give us much more space, will we get autonomy over the spaces we do get? Has this been spoken about or been challenged? We have seen SOAS encroach on our spaces. Even if they don't give us much we should have ownership of what we do get.

Lucia: All of the sabbatical officers have told SOAS that our spaces should be owned by us however I have to say - even though its legal and boring - we are an unincorporated charity so we rely on SOAS and its management a lot. Once we become incorporated we will gain more independence and will be able to speak more about our ownership of spaces.

Alan: Speaking with the Director of Estates we've been looking at creating spaces that are named SU spaces, specifically in terms of room booking.

Maxine: So we'll be able to book more rooms?

Alan: It's more that we'll have more SU rooms that only we can book.

Maxine: And what's happening with incorporation?

Lucia: We're trying to incorporate but we do need to change our governance structures as it's unlikely we'll be approved incorporation with our current structures. The reason that SOAS have some 'power' over our spaces is because they own the campus and we just 'rent' our space from them.

Lucia (answering a question asked in the chat box): SOAS are looking at improving their outdoor spaces, planting some trees and putting in outdoor tables on the SOAS green, but I'm not sure where they are up to with this plan.

Things to Approve / Discuss:

1. May 10th UGM Passed Motions

The Board looked at each of the motions passed in the May 10th UGM one by one and ratified each (approving those which could be actioned, and discussing the risks or limitations of motions which the SU as a charity can't carry out). Approvals were made by consensus decision making of the board.

Motion 1: Change the name of 'Womxns' Officer' to 'Womens' Officer'

Decision: Approved

Motion 2: Demanding more support and inclusion for study abroad programme and immigrant students

Decision: Approved

Motion 3: Cops off Campus

Decision: Approved

Motion 4: J4W Proposal for a Mural of Consuelo Moreno, Lenin Escudero and Sandy Nicoll in the JCR

Decision: Approved

Discussion: (Lucia) We don't know the cost for the mural as it hasn't been commissioned yet. If this motion is ratified then Justice for Workers will need to put forward a proposal including the cost, which the Trustee Board will need to approve.

Motion 5: Affiliate to and actively promote London Nightline at SOAS

Decision: A decision will be made via correspondence outside of this meeting after research by the General Manager into Nightline at other unions

Discussion: (**Lucia**) The cost for this project is outlined in the proposal [£600].

(**Krizzel**) I think outsourcing this service instead of fixing the issues within our own sphere isn't sustainable.

(**Ella**) I know nothing about Nightline so I think we should research Nightline before approving this to make sure its the best service that could offer the support students want. The cost is okay, but we should make sure the organisation is fit for purpose too.

(**Julia**) Do other SUs use this service? (**Alan**) Nightline exists in a lot of other SUs so it is a known programme with a national body that trains and supports the different groups. Normally you end up creating a Nightline 'society' that then works with Nightline to be trained and receive support in running the service. In terms of the cost, £600 isn't much for the SU to try if you wanted to.

(**Lucia**) Nightline trains students to become active listeners and the conversations are confidential. If we pay for affiliation (and SOAS do too) then the service would be free for SOAS students to access.

(**Julia**) So students would be volunteering to listen to other students? And if no one volunteered would there be problems to the service? (**Lucia**) Nightline already has volunteers so if no one volunteers from SOAS you could still access the service. (**Julia**) I'm concerned that SOAS isn't a big enough institution to get enough volunteers to support this service. (**Lucia**) That is definitely a risk to note.

Motion 6: Improve SOAS student support

Decision: Approved

Discussion: (**Maxine**) Lots of the resolutions of this motion are about working with SAaW. Isn't the issue that SAaW are underfunded and understaffed? How much would the resolutions of this motion actually do to the functioning of SAaW? (**Ella**) SAaW are very underfunded and overstretched. We do already engage with them on student support but students don't know this. (**Lucia**) As we already do this I don't think ratifying this motion is a risk.

Motion 7: Solidarity with GOSH Workers

Decision: Approved

Motion 8: Solidarity with couriers organising against pay cuts and discrimination

Decision: Approved

Motion 9: Resist SOAS' Authoritarian Crackdown

Decision: Approved (1 Trustee abstained)

2. KPMG Audit

A presentation on the KPMG Audit Report was shared with the Trustees and discussed.

Lucia: SOAS often commission external audits of the different services that they have in the school. Last year they hired KPMG as external auditors of the students' union. KPMG found

that our governance structure, finance process strategy and risk management is quite bad. We scored amber/red. They gave us partial assurance with improvements required.

First risk identified: Non compliance with legal and regulatory guidance. KPMG said we don't operate within legal and regulatory guidance, leading to ineffective structures in place. An example is that we don't have a priority plan and this is not included in our trustee meetings as part of our agenda in order for us to ensure progress is being made. Another point is that as trustees we don't review our constitution or key policies and procedures to ensure they continue to support and are adequate. Essentially, our governance structures are not doing what a normal trustee board in a charity of our size would do.

Second risk identified: Communication with the school. KPMG said that communication channels between the school and the union do not operate effectively both ways, so strategic and operational support and challenge is not facilitated. I wouldn't be too concerned about this particular risk as officers as it relates to permanent staff interactions.

Third risk identified: No strategy. The SU doesn't have a clear strategy in place and this is not monitored regularly to ensure objectives are on track to be achieved. A 1.5 year priority plan was submitted during the pandemic but this was more of a survival plan. Priorities now are defined by officer manifestos which is hard for trustees to keep on top of.

Fourth risk identified: Financial performance isn't regularly reviewed. This is a huge risk. There is a lack of clarity of where the SU Trustee Board is responsible in regards to our financial report as a lot of our trustees aren't trained or knowledgeable in finance so we don't have a huge input into it and the General Manager has a lot of responsibility.

Fifth risk identified: Risk management. Strategic and operational risks are not identified, monitored and reported within the union. Although we have a risk register, risks do not have any documented risk owners (now they do), and there are no review dates or SMART actions.

So, why do we have all of these risks? The answer is because all of our trustees are students and couldn't care less about the charity commission or a risk register. And how can we solve this? Through better governance, through the Governance Review.

Most of the issues identified are about only having student trustees and we don't often engage in these issues because we run to be officers and do campaigns, not to look at budgets etc. This is why its important to look at the governance review to think about how we can continue being the campaigning union that we want to and give these responsibilities to people who will care for the union and do the right thing.

Alan: Having worked in SUs for approx 16 years, with the current structure here at SOAS I (as the General Manager) have too much power and I'm not accountable enough to you. Normally I would be grilled by the trustee board, especially those who are externals and are accountants etc.

3. SU Governance Review

A presentation on the SU Governance review was shared with the Trustee Board, as presented by Alan, and a discussion held. The below minutes detail a brief summary of the presentation, including any questions and discussions. The full governance review will be available to view for all students so is not needed to be detailed here.

Alan:

- Currently there is a lot of informal decision making in SOAS SU
- I have mapped out the strengths, weaknesses, opportunities and threats of our current governance structure
- Three main areas for improvement are participation, belonging and engagement

Lucia:

- **Participation:** We have a small group of highly engaged students with the SU (Group A) who participate in elections, take part in campaigns, use the union services etc.

Group B is slightly larger and slightly less engaged; thinking about students who are in societies or are student reps but don't engage much further. We want to retain the students in Group A, and we want to increase the development opportunities for Group B and include them in our decision making processes.

Group C is larger still and are students who don't engage with the union past a service level, e.g. they are in a society but don't attend society meetings, or they buy something from the shop and bar but don't talk to the union. They want a better service from us and feedback on what we do.

Group D finally is a little smaller and don't engage with the union at all or may not know we exist. For example mature students, PG students or international students.

Each group has different needs from the union. It's not realistic to turn everyone into a Group A, highly engaged student, but rather we simply need to meet the needs that students have of us. We need to distribute our energy better as we currently spend a disproportionate amount of energy on Group A students. There are also common issues across all groups (e.g. accommodation, mitigating circumstances) that we need to address.

Alan:

- **Belonging:** A lot of what SOAS SU does is bring students to the union to make a decision. It's stronger to take the union to where the students are; looking at what students are doing and trying to make their activities safer, easier to do, and more enjoyable. We have low election voter turnout but a large number of students in societies which shows that many students don't feel like they belong in the SU and they won't come to us when we ask, so we need to go to them.

- **Engagement:** Part-time officer roles are too operational, and identity based representation roles are reductive as they don't facilitate community building and it's difficult for one person to represent an entire community. Time is also limited for our part-time officers, so campaigns are not able to run effectively as they have too much to do and not enough time.

Lucia: Myself and Jack did some research into governance structures at other unions and found a number of learning points. *(Lucia ran through the findings of the research - available to be read in the SU Governance Review document)*

Alan: One of the main things we're doing in our governance is to separate the powers.

There are three main parts:

- The Board of Trustees, which deals with the operational policies and management. It doesn't debate the policies per se beyond is it risky or will it cost.
- Methods of Decision Making, which in our model would be forums, referenda, preferenda, AGMs and elections. These are the campaigning policies of the union, which is different to what the Trustees talk about
- Part-Time and Full-Time Officer, who should be responsible for acting out the policies and delivering things.

We need a clear division between these three groups for greater accountability.

The full time officer titles will stay the same but they will have different forum and convening responsibilities in the job description. *(Alan ran through the changes to officer responsibilities - available to be read in the SU Governance Review document)*

The executive will be 18 campaign focussed officers:

- 1 nominated representative from each liberation caucus
- 8 non-portfolio positions (portfolios to be decided in October by students)
- 1 RSA nominated representative
- 4 co-presidents

Their roles will be to execute policy for students.

Maxine: Would the liberation caucuses stay the same every year? What are the five and how are they determined?

Alan: The five groups would be womens, lgbtqia+, trans, disabled, and Black students. However this could be reviewed by trustees or the executive and we could add more.

Lucia: The nominated liberation caucus representatives would be more accessible and flexible as you could co-share and change delegates. So if I was the exec delegate in term 1 for the women's caucus but my term 2 was very busy, someone else could take over, and this stops one officer from having burnout and not being able to achieve their work.

Alan ran through the proposed new structure for decision making (highly summarised: online ideas portal > open forums > preferenda). The full proposed structure is available to read through the Governance Review document for all students.

Any Questions?

Ella: I think this solves a lot of the problems of the union; these are the things that people have been talking about in the union for years. Having actual job descriptions for officers is good and will help people understand what the roles are and help more evenly distribute labour. This new model would also help students understand better what the SU can do as there's often a misperception of what we do. And the separation of powers between trustees and exec will make us more accountable and allow the union to be more scrutinised, while the officers on the trustee board will maintain the input we have into the direction of the union. I would like to vote to approve this.

Krizzel: I agree with this. The emotional labour on officers is a lot and it doesn't make sense that we're both officers and trustees. I want to know if this will be set in motion by October (answer: yes). In terms of accountability, if a motion goes through a caucus and there's issues how would the risks be mitigated?

Alan: Even in our current UGM process, once something passes in UGM its then the union's responsibility to deliver the policy not the students. That would be true for this model too. We can always change policy if something changes once it comes out of the caucuses/forums.

Lucia: To add, there will still be processes in place to keep the caucuses accountable. They will be independent in what they discuss, but in terms of what can be done from these it has to be approved through union channels which will keep them accountable.

Maxine: If a caucus wants to do something but the SU disagrees, what would the accountability process look like?

Lucia: Caucuses can disagree with the union, as the union itself is constrained by things such as the charity commission law. So even if the union itself couldn't engage in something, a caucus still could as they are 'separate' from the union (the charity). They could still use union funds/resources as there would be funds allocated to the caucuses, but bigger projects may need to go to the wider membership.

Maxine: When deciding the non-portfolio positions in the preferenda how will the portfolios come up? Through the forums or can anyone suggest?

Lucia: They could come through any method.

Maxine: How does the trustee board fit into the new model?

Alan: The fully separated board of trustees wouldn't have interest in policy positions. Its job is to manage the organisation and the general manager. External people would have insight on topics like law or finance, and can advise on these. And the student trustees are there to represent students. So the role is more to scrutinise what the general manager does.

A discussion was had around how to effectively communicate this proposal to all students.

The Trustee Board approved the governance review, and taking the proposal to the student body.