



Trustee Board Minutes

Date: 16th February 2023

Time: 5pm - 7pm

Location: Hybrid

Members:

Pamela Bell-Ashe (PBA)	External Trustee
Yara Derbas (YD)	Sabbatical Trustee
Ekabali Ghosh (EG)	Student Trustee
Tricia O'Neill (TON)	External Trustee
Gioia Scazza (GS)	Sabbatical Trustee
Sushant Singh (SS)	Sabbatical trustee

In attendance:

Irfan Zaman (IZ)	Chief Executive
Charlotte Morris-Davis (CMD)	Student Engagement Manager (Secretary)

Apologies:

Dan Doyle (DD)	External Trustee
Parwana Haydar (PH)	Sabbatical Trustee
Illy Jaffar (IJ)	External Trustee

Item No	Item
1	Welcome and Apologies
<p>1.1. GS welcomed everyone to the meeting.</p> <p>1.2. Trustees note apologies from DD, PH and IJ.</p>	
2	Conflict of Interest
<p>2.1. Trustees note no conflicts of interest.</p>	
Items To Approve	
3	Appointment of the RSA Student Trustee Nominee
<p>3.1. Trustees approve Ekabali Ghosh as the Student Trustee for the 2022/23 Academic Year.</p>	
4	Minutes of the previous meeting of the Board of Trustees update on actions and approval
<p>4.1. Trustees approve the minutes of the previous meeting.</p>	
5	Student Trustee Appointment to Sub-Committees
<p>5.1. Trustees approve the appointment of Ekabali Ghosh to all sub-committees of the Board of Trustees, subject to review at the next Board meeting.</p>	
6	Commercial Services Committee and Finance and Risk Committee Terms of Reference
<p>6.1. Trustees discuss the current auditors.</p> <p>6.2. Trustees approve the Commercial Services Committee and the Finance and Risk Committee Terms of Reference.</p>	
7	Staff Protocol
<p>7.1. GS queries whether there has been any previous scrutiny of the protocol. It is clarified that the Protocol was reviewed by the People and Talent Committee who recommended it to the Board.</p> <p>7.2. Trustees query current HR processes and procedures and whether these are all suitable for the SU, noting that the SU uses the University's HR processes and procedures for staffing matters. Consensus that there is a piece of work that should</p>	

be undertaken relating to assessing SOAS SU's current HR processes for staff and the Code of Conduct and Complaints procedures for students, in order to ensure that these are all fit for purpose. Trustees acknowledge that this piece of work that could take between eighteen to twenty four months and it is therefore important identify the priorities of this work.

7.3. TON suggests sharing examples of Code's of Conduct.

7.4. GS recommends that the People and Talent Committee take on this work and bring a proposal to the Board.

7.5. Trustees agree that no changes are needed to the Staff Protocol.

7.6. Trustees **approve** the Staff Protocol.

8	Relationship Agreement
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8.1. Trustees **approve** the Relationship Agreement.

8.2. Trustees discuss the SOAS-SU Licence Conditions and Service Level Agreement, noting that 6W has been removed as it was unusual to be included in that document, but that prior to be reallocated to the Relationship Agreement there should be a discussion with the University around the specific terminology.

Items to Note

9	People and Talent Terms of Reference and Draft Minutes
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9.1. Trustees **note** the People and Talent Terms of Reference and Draft Minutes.

10	Governance Committee Terms of Reference and Draft Minutes
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10.1. Trustees **note** the Governance Committee Terms of Reference and Draft Minutes.

11	Appointments Committee Terms of Reference and Draft Minutes
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11.1. Trustees **note** the Appointments Committee Terms of Reference and Draft Minutes.

12	Budget Reforecast 2022/23
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12.1. KS joins the meeting to present the Budget Reforecast.

12.2. KS states that the reforecast includes the impact of the strike action and closure of SU outlets and notes that during the first half of the financial year there was a £10,000 surplus which will offset some of the loss of income.

12.3. Trustees **note** the Budget Reforecast 2022/23.

Items to Discuss

13 | Risk Register

13.1. IZ introduces the Risk Register.

13.2. Trustees asked for their feedback on the risks and the level of detail included. Trustees query some of the scoring and ask for R1 to be updated to include specific reference to Use of Space Protocol.

13.3. Trustees **agree** to review the Risk Register at every other Trustee Board to ensure it remains relevant and up to date.

14 | CEO Update

14.1. IZ present their update looking at the impact of the strike action, setting out the historic position of the SU. The Trustees discuss the implications of the strike, how the SU expresses its support for those undertaking strike action, whilst meeting the needs of students and balancing the financial implications of closing the outlets. Sabbatical Trustees requested to be involved in the decision-making for operational matters relating to strike action. Decision that new mandate from students would be beneficial to understand their position.

14.2. IZ presents an update on the SU refurbishment discussing the feedback from students which will be used to inform the development.

15 | Officer Updates

15.1. Trustees discuss bringing substantial items to the meeting which are not on the Agenda and recommend that Sabbatical Trustees submit agenda items for substantial items and provide written reports. Trustees also discuss the role of staff in the meeting and the purpose of a closed session after a Trustee Board meeting.