



MEETING OF THE BOARD OF HUU LIMITED

Held on 11 November 2013 at University House

Present: **Trustees:** Andrew Gurr (Chair), Simon Clements (SC), Judith Donovan (JD), Jeff Caplan (JC); **Sabbatical Trustees:** Richard Brooks, President; Victoria Winterton, Vice-President Education (VPE); Brittany Tomlinson, VP Welfare & Community (VPWC); Jamie Boote, VP Activities (VPA); Roxy Legane, VP Sport (VPS); Tom Swainson, Vice-President Scarborough (VPSc); **Student Trustees:** Nathan Gregory (NG), Thom Rawlinson (TR), Samantha Arrona (SA), Brian Stokes (BS)

Attending: Paul Tatton, Chief Executive (CE); Graham Jackson, Finance Manager (FM); Laura Curtis, Director of Membership Services & HR (DMSHR); Adam Shepherd, Director of Commercial Services (DCS); Jackie Berry (JB); Sally Bates, minute taker

Approval of Annual Report & Accounts 2012-2013 (attached together with report to management)

Jennifer Toulson of Haines Watts attended to present their audit of the accounts for the year to 31 July 2013. She advised the Board of their approach to the audit, their objective was to identify and assess the risks of material misstatement, look at the financial statement and asset levels. The audit included consideration of internal controls and a report was produced detailing areas for concern and risk assessment.

JC queried the totals of the figures on page 24 of the accounts, section 6, saying they did not add up (casting). FM said this was due to rounding and he would look at producing the figures in £s in future, rather than £000s. In summing up FM said this had been a very smooth audit; the audit staff were well prepared and had a very good understanding of the organisation.

The Accounts were approved. Chair congratulated the audit team and FM.

1. Apologies

Nathan Gregory was absent from the meeting.

2. Minutes of Last Board Meeting

The minutes were accepted as a true record.

3. Matters Arising

- 3.1 Roles & Responsibilities of Trustees and
- 3.2 NUS Good Governance Action Plan (papers attached)

CE confirmed it was acceptable for the dual role of Trustee and Director on the HUU Limited Board and proposed a change to the governance of HUU Services Limited in terms of the Directors and shareholding. This was approved and it was agreed for JC and SC to be the shareholders.

JD suggested there should be a senior director/trustee and CE said he would check this with HUU's solicitor. **Action: CE**

CE summarised the draft description of the roles and responsibilities of Trustees, which had been produced following incorporation. The Good Governance action plan would be reviewed by the Chair before each future meeting.

3.3 NSS Question 23 (paper attached)

At the previous Board meeting a presentation was made of the NSS results. A query was raised about the level of "not applicable" responses and whether this was important. CE presented a table showing responses to all NSS questions and the N/A's for question 23 was well above all others with the exception of one.

Other matters arising

- Chair advised that he had undertaken a six-monthly review with CE with President and that he had undertaken two mentoring meetings.
- JC asked about the latest position regarding NUS shares and President said he continued to advise NUS that we do not wish to sell the shares. DCS advised that NUS are confident they will meet the threshold.

4. Reports to the Board

4.1 Sabbatical Trustees (reports attached)

A summary of Sabbatical Trustees' performance against KPIs had been produced. JD asked for a date to be inserted in the blank cells showing when the result would be available. JC asked for comparable figures from the previous year to be included. JD asked that where a KPI had not been achieved, there should be an action against it. **Action: Sabbs**

With regard to engagement hours, President advised that long office hours were bringing the percentages down and also there was inconsistency in how engagement time was assessed. JD suggested guidelines should be produced. JC said look at a minimum percentage or a minimum number of hours, and have a fixed number of hours to work to. This was agreed and President was asked to produce guidelines. **Action: President**

Sabbatical Trustees ran through their reports and highlighted particular issues. President said there had been positive feedback from welcome week and he would email out the figures if anyone was interested. A working group has been organised for elections and the process is being started earlier and involves more people.

JD asked whether the market research company were writing the strategy document for 2014-2017. CE explained that the strategy will be developed from the market research findings.

Chair commented that the KPIs should be in place to help Sabbs but they were unlikely to be useful if there was no precise measurement. JD said the KPIs should emanate from the business plan and that should be the road map. VPE said they arise from the operations plans.

JB said that Leeds University Union reviewed monthly based KPIs. JC did not think satisfaction could be measured monthly as it changes. Chair said the surveys should contain the same questions every time otherwise this was not an absolute measure. JB was asked to offer her views on KPIs for the next meeting. **Action: JB**

VPE said course rep figures had increased to 401 since she had written her report. VPWC said 318 condoms had been distributed in November. VPS said there are now 2,200 AU members.

CE said VPA, with the help of his colleagues, had done a fantastic job with international students and as a result there was an improved relationship with the International Office and a benefit commercially. He was also very pleased that Culture Night will be held again, after a gap of two years, as this had always been a highlight of the year.

Following VPSc's report, JD suggested that his work on the future of Scarborough should be the focus rather than the KPIs. CE commented that he had attended two very effective Exec meetings at Scarborough and he was impressed with their enthusiasm.

4.2 Chief Executive & Senior Management Team Report (reports attached)

CE summarised his report. He said that if anyone required further information about the NUS Quality Mark, DMSHR would be able to supply more detail.

DCS said that operating profit for the bars was great against last year. Direct staff costs were up slightly but it had been a busy period and some staff were absent on sick leave. There had also been a very good result on Catering sales. He said feedback on service will be coming from "We're Listening" and they are driving responses online to enable instant feedback.

DCS said that £50K capital was budgeted for the development of the HUUHomes office, but actual spend was £39.5K. Transition from the Scheme has been agreed in principle, and it is hoped that at the next meeting commitment will be given to disbanding in June. JC asked how the audit process would be moderated. DCS said a mock inspection had already been undertaken using the software with 3 members of staff and the results were within 2 percentage points of each other. DCS will look at how the questions are phrased to refine this further. He added that in the future HullSTARS will sit within Membership Services to keep it separate from HUUHomes.

DMSHR said that a Student Activities Co-ordinator had been recruited and would join the team on 25 November which would help Adam Sheridan who had been covering both roles since his appointment as Membership Services Operations Manager. DMSHR said she would produce a detailed plan on the proposed cover for her maternity leave and present this to a UEC meeting.

Action: DMSHR

5. Financial update (Summary and Period 13 performance attached)

FM summarised his report. He said student numbers did not appear to be an issue this year as the increased number of international students had balanced out any shortfall. Currently the only zone in the red is Sport Zone, but this was a result of the current inability to reallocate to individual clubs income taken through the website and this will be addressed shortly. JC asked about Admin and the costs incurred before budget – FM said it was not always possible to know when costs would be dropped in.

6. Communications update (presentation attached)

CE said that the last SUEI audit identified communications as a weak area. Marketing & Communications Manager had put together a presentation to show what had been done to improve communications to a number of stakeholders.

Marketing & Communications Manager said that the roles of her team had been reassessed and with the impact of the new website, the strategy had been re-focused. She summarised: the plans for and successes of welcome week; the Sabbatical Trustees' "three great things" - communicating progress with key campaigns; a weekly programme of information on the website; examples of recent press coverage which was aimed at changing the perception the local community has of university students; and what we are doing to improve the awareness of University staff about what HUU does and achieves.

7. Risk Policy (risk management policy and business risk portfolio matrix attached)

CE said the risk policy is reviewed annually and there were no significant changes from last year. JD asked if there was a risk register for each department. CE confirmed there was and said these are kept by the Facilities Manager. He said trading risks are covered by policies and procedures. All staff have access to a website which administers and tracks the organisation's health and safety compliance and CE said he would provide log-in details for any Trustee who would be interested.

JD asked why the inability to access the building is not included as a risk. CE advised that insurance cover is in place to cover gross profit for up to 18 months and for rebuilding purposes. He added that HUU could set up our administration anywhere within 24 hours as we use the University IT systems and networks and have off-campus systems back-up.

JD asked why the website was included as a risk and DCS explained what functions were run from the website. CE advised that until the new CRM software is fully functional, this would remain a risk. VPWC asked why she and the President were responsible for item 3 - successful trading leading to an increase in resident complaints. CE advised that this was because they were involved with the ward forums and community plans, however it was agreed that a permanent staff member should be included and this would be DMSHR. **Action: CE**

8. Chief Executive handover plan (attached)

CE said this was a draft and was being updated. He said there was a great deal for him to cover before he hands over responsibility on 16 December.

9. Any Other Business

Dates for the 2014 meetings were discussed and agreed as:

Tuesday 4 February	Thursday 3 April in Scarborough	Monday 23 June
Thursday 28 August	Monday 24 November	All starting at 10 am

HUU Services Limited Board meetings would precede these, starting at 9.30 am.

9. Reserved Business

The minutes of the last meeting were accepted as an accurate record.

There were no new items of reserved business.

10. Next Meeting

Tuesday 4 February 2014 at 10 am.