Your SUnderland*
*Students' Union

Board of Trustees Minutes

Monday 6 October 2025
In person - Edinburgh Boardroom, 4th Floor, Edinburgh Building, City Campus, 1pm

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Present:

Officer Trustees 25/26:	Adewunmi Adeoye (AA), Suraj Acharya (SA)
Student Trustees:	Ishahak Khadji (IK), Jamie Young (JY), Joshua Richardson (JR)
External Trustees:	Jacqui Clements (JC) – Chair of the Board, Kayleigh Hesse (KH), Matty Pendergast (MP), Paul Athey (PA)

In Attendance:

Interim CEO:	Sam Harris (SH)
Others:	Dan Fow (DF), Deputy CEO Phil Benton (PB), Counterculture, James Coe (JCo), Counterculture
Minute taker:	Donna Thompson (DT), Operations & HR Advisor

Procedural Items

1. **Welcome, introductions and apologies for absence**
   JC welcomed everyone present.

   Apologies for absence:
   Al-Lawley Powell (ALP), Christiana Addo (CA).

   Trustee Update
   - ALP will remain a trustee for a second term - **All agreed, ratified.**
   - The BoT to ratify MP & PA as Trustees - **All agreed, ratified.**
   - JC to note in the minutes, thank you to Jess Fogarty for her years of service on the Board.
   - There will be a closed OAB at the end of the board meeting.

2. **Declaration of interest**
   JC - Finance section: Declared an interest in the pension scheme.

3. **Spotlight**
   NSS Data Analysis
   JCo presented an update on the latest NSS data which supports universities and colleges to improve the student experience, with some areas highlighted for SU development. The NSS asks 27 core questions and a 28th question for students undertaking a placement; the SU related question is no 25. All data related to undergraduates. JCo reported on 'Difference to benchmark' and 'How well does the Students' Union represent students' academic interests?

Questions or reflection included:

- Where does this confirm or challenge existing beliefs about the Union?
- Does the Union have a problem with supporting and engage with apprentices?
- What has driven the improvement and what might we do to maintain them momentum?
- What wider themes are impacting student satisfaction/positivity?
- What about campuses?

JC thanked JCo for the helpful overview. DF noted that the university shares the data splits by campus, and they are effective in involving the SU in its NSS enhancement planning work.

The committee split into breakout groups to discuss the data, then reconvened to share findings and suggestions.

JCo will circulate the slides to the committee. JCo left the meeting.

4. Minutes and matters arising from Board of Trustee Meeting – 23 June 2025

- The board agreed the minutes to be a true and accurate record of the meeting.

- Action outstanding from previous meeting:

Mentorship update
KT reported on the matching exercise based on the completed Trustees Skills Audit forms, noting this will help strengthen capability across the Board.

Officer/Student Trustee	External Trustee
Ade	Jacqui
Christiana	Kay
Ishahak	Jacqui
Joshua	Al
Jamie	Matty
Suraj	Paul

ACTION: KT to send the mentorship information and a summary by email.
ACTION: DT to circulate the mentoring quick role/user guide outlining what the first meeting should look like.

5. Students' Union update
Officer priorities. AA and SA presented their priorities they are working on:

- **President Sunderland**
  Student Voice in graduations, Guaranteed affordable housing, Inclusive spaces off campus.

- **President, London**
  Improved access to Finance & Credit Control support, Enhancing Student life with recreational activities, Affordable gym memberships for students, Stronger industry connections for career growth.

ACTION: DT to share the Officers priorities presentation with the Board.

CEO update

- **SH spoke on her report.**
- **Section 5, Immigration White Paper:**
  SH noted this was an action from a previous F&R meeting. She has spoken with the university, who remain relaxed about the matter having taken some smart steps over the last two years. These include expanding the list of regions which they no longer recruit, introducing stricter documentation, and raising the threshold for interview scoring. SH advised that she would not move the risk from amber to red.
- **Reminder:** Director's IDs are required.
  ACTION: Directors to send DT their ID by Friday 10 October 2025.
- **KIT Day:**
  Katherine Cooper (KC) attended a KIT Day last week. SH and KC discussed the strategy review, agreeing to work together on this and for KC to use her KIT days to support the process. SH asked the Board what they would want to see from this process over the next nine months to feel reassured and how involved they would like to be.
- **Discussion on Section 7:**
  JC asked if anyone had any observations or questions. JR asked for clarity on zero budgeting and queried if there was any more documentation relating to the recently circulated university masterplan email. PB responded to the zero-budgeting question.
  SH advised the masterplan is a huge project, 'How do we create a university city.' SH will share the document as soon as it is out.
- **Zero based budgeting support:**
  JC asked what support the team needs? SH, a lot. She would like to create a workshop space as an opportunity for staff engagement.
- **Progress dashboard:**
  JC noted the revamped dashboard tracking progress against objectives and invited feedback.
- **Strategy discussion:**
  The committee broke into groups to discuss the Interim CEO's questions and reconvened to share findings. JC asked if members agreed with SH and KC's proposed approach to the strategy. All agreed. JC emphasised the importance of Board engagement throughout the process.

6. Finance

a. Year-end Management Accounts

PB reported on the year end management accounts.

- Variances in Table 3 mainly relate to staff costs due to a senior manager vacancy and an officer vacancy for half of the year.
- PB spoke on the balance sheet figures.
- The audit has been completed, and they are awaiting the audit feedback meeting.
- PB noted that the university has expressed an interest in paying off the pension deficit in bulk as a one-off payment.

KT suggested reinvesting some of the underspend, e.g. in an ATS to manage vacancies more effectively as the current process in the department is a highly manual activity.

PB explained the pension deficit and scheme to all Board members.

PB outlined the reserves policy and allocations and the designated funds. There are three funds which are £10,000 or under.

- Designated Capital Fund, Design Website Development Fund, Data and Insight Fund.

SH suggested given the strategy review, and cost, it would be helpful to move money across to support that work. PB confirmed this adjustment can be made when the accounts are finalised.

ACTION: PB to adjust the Data and Insight fund to include the strategy cost.

b. University Budget discussions

PB reported as per the papers. He will be meeting with the university tomorrow to continue discussions.

c. Investment policy

- **PB reported on the block grant:**
  The SU received the block grant in one lump sum. As outlined in the paper there is an opportunity to spread risk across deposit accounts within the Financial Services Compensation Scheme threshold.
- **Charities Aid Foundation (CAF):**
  PB explained that through the CAF investment portal for charity banking, the SU can access around 150 different deposit accounts. With the approval of the BoT Chair and F&R Chair the SU has opened six accounts (listed in paragraph 5 of the paper).
- **Policy update:**
  Following questions raised at F&R committee, PB has made changes to the investment policy.

AGREED: Investment policy approved.

7. Review Delegation of Authority Matrix

- As outlined in the paper, SH proposed incorporating elements of the Delegation of Authority Matrix into a governance cycle refresh with the team.
- JC noted an inconsistency in the language and suggested making the matrix more user friendly.
- It was noted that at the end of the matrix, some items had been passed by committees and Boards, but the approval dates had not been updated.

ACTION: Remove reference to Union Council as this is no longer being held.
ACTION: Update the approval dates at the end of the Delegation of Authority Matrix.

8. Committee minutes – For information

a. Finance and Risk Committee – 22 September 2025
b. People and Governance Committee – 25 September 2025

DF & PB left the meeting.

Any Other Business (AOB) – Noted separately in a closed meeting.

9. Date and time of next Board meetings:

- BoT - Monday 8 December 2025, from 1pm (Hybrid)
- Thursday 15 January 2026 AM (Mid-Year Development Session online)
- BoT - Monday 16 March 2026, from 1pm (Hybrid)
- BoT - Monday 29 June 2026, from 1pm (In person, Sunderland City Campus, SR1 3SD)
- Tuesday 30 June 2026 (Board Away Day)

It was noted that Christiana Addo (CA), Student Trustee, currently has classes on a Monday and is therefore unable to attend any Board or F&R Committee meetings. Her timetable may change in the January term, which may allow her to attend.

DT left the meeting.

10. Trustees reflection time

- Trustees & CEO reflection time
- Trustees reflection time – Debrief.

ACTION TABLE

Actions from today's meeting

Board Action Log – P&G Committee

Board Meeting Reference	Item Name	Decision / Action	Who	Status and Due Date
BoT meeting 06.10.25	**Mentorship update**	Send the mentorship information and a summary by email to all Trustees. Circulate the mentoring quick role/user guide outlining what the first meeting should look like.	KT DT	ASAP ASAP
	Officer priorities	Share the Officers priorities presentation with the Board.	DT	ASAP
	Directors IDs required	Directors to send DT their ID by 10 October 2025.	All Trustees	By 10 October 2025
	Year End Management accounts	PB to adjust the Data and Insight fund to include the strategy cost.	PB	ASAP
	Review Delegation of Authority Matrix	Remove reference to Union Council as this is no longer being held. Update the approval dates at the end of the Delegation of Authority Matrix.	SH	ASAP

Board of Trustees Minutes

Monday 8 December 2025
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Present:

Officer Trustees 25/26:	Adewunmi Adeoye (AA), Suraj Acharya (SA)
Student Trustees:	Ishahak Khadji (IK), Jamie Young (JY), Joshua Richardson (JR)
External Trustees:	Jacqui Clements (JC) – Chair of the Board, Al-Lawley Powell (ALP), Matty Pendergast (MP), Paul Athey (PA)

In Attendance:

Interim CEO:	Sam Harris (SH)
Others:	Katherine Cooper (KC) CEO - currently on maternity leave, Dan Fow (DF), Deputy CEO, Phil Benton (PB), Counterculture, Simon Brown (SB) Audit Partner, Azets, Newcastle
Minute taker:	Donna Thompson (DT), Operations & HR Advisor

Procedural Items

1. **Welcome, introductions and apologies for absence**
   JC welcomed everyone present.

   Apologies for absence:
   Christiana Addo (CA), Kayleigh Hesse (KH).

   Update
   Katherine Cooper (KC), CEO will join the meeting for Item 5 on the agenda: Closed Business.

2. **Declaration of interest**
   JC is a member of SUSS.

3. **Minutes and matters arising from Board of Trustee Meeting – 6 October 2025**
   - The board agreed the minutes to be a true and accurate record of the meeting.
   - Outstanding action: Delegation of authority matrix – This is part of the governance plan led by DF for this year but is not yet completed. DF to confirm the expected completion timeline.

   ACTION: Delegation of authority matrix - DF to confirm the expected completion timeline.

   KC joined the meeting.

4. **Finance**

a. 2024-2025 Audited accounts and audit clearance memorandum for the financial year end 31 July 2025.

SB presented the Audit Findings Report along with the Trustees' Annual Report and Accounts.

The audit confirmed:

- No adjustments required in the accounts.
- No findings were identified regarding the Union's internal financial controls.
- Azets will issue an unqualified audit opinion, confirming that the financial statements present a true and accurate picture of the Union's finances.

JC asked the Board to confirm whether they were happy with the report and the audited accounts and happy to sign it off as a true and accurate record; all agreed. JC offered congratulations to the Finance team and all staff involved.

ACTION: JC to sign off the audited accounts.

SB left the meeting. Items 4b & 4c on the agenda were taken after Item 5. DF and DT left the meeting for Item 5 on the agenda, Closed Business.

b. Management Accounts

PB confirmed that the management accounts for the first period of the new financial year had been circulated. Overall, the trustees agreed the year had started well financially and performance was slightly above budget. The Board noted the management accounts.

c. SUSS Buyout

PB presented a detailed explanation of the opportunity to exit the SUSS pension scheme, noting:

- The Union's remaining liability is approx. £2.8m in cash terms over 12 years (to 2037).
- Discounted current value approx. £1.8m–£2m.
- The University has offered to pay off the full exit cost, capped at £2.4m, subject to final valuation.
- Recent SUSS exits have cost unions less than their formal liability assessments (approx. 25% discount in one example).
- Exiting the scheme eliminates ongoing deficit risk, administrative burden, and long-term volatility.

Process Requirements

Leaving the scheme requires:

1. **Administrative and data verification** of pensioners.
2. **Actuarial advice** (standard requirement for trustees).
3. **Legal advice** to ensure trustees fulfil fiduciary duties.
4. Payment of:
    - Scheme legal fees
    - Union's actuarial and legal advisers
    - Expected total: approx. £100k–£125k, based on recent comparators

Supplier Considerations

- Mercer and Weightmans have supported ten previous SUSS exits and offer a fixed-price, tried-and-tested model.
- Usual procurement rules would require additional bids, but time sensitivity is a significant factor because the buyout valuation fluctuates daily.
- A trustee raised a governance concern around bypassing tendering.

Actions taken:

- PB consulted the University Director of Finance and the Union's auditor.
- Both advised:

    - There is no requirement for full tendering where specialist work is extremely limited.
    - The Board must document the rationale for provider selection.
    - Benchmarking or an alternative quote is advisable.
- PB has arranged a discussion with an alternative actuarial provider recommended via auditors.

ACTIONS: The Board unanimously agreed:

1. **To exit the SUSS pension scheme**, subject to the final buyout cost and completion of required professional advice.
2. **To authorise the Interim CEO/Chair** to:
    - Receive the comparison between Mercer and the alternative provider.
    - Make the final decision on which adviser to appoint.
    - Approve the required resolutions and documentation to progress the buyout.
3. **To proceed on the required timeline**, aiming to appoint advisers before Christmas and begin the formal process w/c 5 January, with an expected completion time of 8–12 weeks.

The Board acknowledged the significance of this decision as a major long-term risk reduction and welcomed the University's support.

5. Closed Business – Confidential

DF and DT rejoined the meeting.

6. Strategy Update

SH and KC provided an update on the approach of the Union's new strategy development project. A joint planning KIT Day has been held which they discussed: Desired timeline, expected outputs, and potential consultants to invite to tender.

The University has just released its new strategic plan, included in the board papers.

- The officers' term alignment makes this academic year optimal for completing the project.
- The organisation benefits from SH leading the Union operationally while KC can focus heavily on the strategy work.
- There is a desire not to carry the project across officer terms.

Consultant Appointment

- SH and KC identified two potential strategic consultants through prior experience and sector knowledge.
- They propose appointing James Coe, Counterculture LLP, given:
    - Their strong track record in the students' union sector
    - Existing familiarity with the Union's context and previous work (e.g., democracy and governance review, Test submission)
    - Limited number of credible providers in this specialist area
- SH noted because the work is within budget and procurement rules are limited, they could appoint Counterculture directly. For transparency and good governance, they brought the proposal to the Board.

KC and several trustees highlighted issues with a past strategy project delivered by a previous external consultant (the experience was not good and disconnected from the Union's context).

- Trustees emphasised the need for:
    - Clear scope
    - Defined milestones
    - Strong Board involvement
    - Quality control at various checkpoints

Data and Research Context

- Significant inward-facing research has already been completed through the democracy and governance review.
- Extensive data is available from engagement metrics and internal systems.
- This research will form part of the literature review.

The project will include development of student personas, allowing both the Union and University to test ideas from the viewpoint of typical student profiles. Personas will be based on demographic realities across campuses and circumstances (e.g., mature students, nursing students, parents, London campus students).

Trustees briefly discussed risks of the SU being too aligned with the University. KC and SH noted that the strong existing relationship and trust allow the Union to challenge constructively, supported by previous collaborative but honest work (e.g., the Test submission).

University strategy documents are expected early in the new year. The timeline for the SU strategy (targeting completion by June) aligns well and should not conflict.

Project Governance

- The project will have a **Project Group**, likely to include:
    - One elected Trustee
    - Deputy Chair (already confirmed)
    - PVC Student Journey (University)
    - SH
    - KC
- Trustees agreed that **MP** will serve as the trustee representative.
- The Board confirmed support for appointing Counterculture.

Procurement Governance

- The Board noted that Audit & Risk Committee may need to review procurement/financial regulations regarding consultancy appointments to improve clarity for future commissions.

ACTIONS

1. Appoint Counterculture as the strategy development consultant.
2. SH to confirm and circulate final scope, milestones, and contract expectations.
3. Establish Project Group consisting of:
    - Deputy Chair
    - A trustee representative (MP)
    - PVC Student Journey
    - SH
    - KC
4. Audit & Risk Committee to review procurement guidance relating to consultancy appointments.
5. SH/KC to report back to the Board on the finalised project structure and timeline.

7. Students' Union update
Officer priorities.

President Sunderland
Student Voice in Graduations, Guaranteed Affordable Housing, Inclusive and Safe Spaces, Student Transport (707/701 Bus Service).

President, London
Finance & Credit Control Support, Enhancing Student Life & Activities, Industrial & Career Connections.

CEO update

SH reported on the progress with the University City Master Plan, noting it is a Vice-Chancellor-led initiative focused on community cohesion and embedding the university within the city.

- The SU currently has limited input until formal decisions are made. The Board will need to consider the SU's stance once options are announced.
- Emphasis on the strategic implications for membership, digital infrastructure, and service delivery, particularly in relation to transnational and distance learning.

Strategic Planning

- Board discussion anticipated on aligning SU strategy with university plans.
- Timing of strategic sessions may shift to early in the new year to fit with university planning cycles.

8. HR Update

- Presented by DF with credit to Louise Dixon, Operation and HR Manager.
- New reporting format introduced to strengthen People & Governance Committee oversight.
- Business Development Coordinator role being recreated full-time to improve income streams, events management, and media sales.
- Trustees discussed the impact of the Business Development Coordinator role on income generation and operational efficiency.

9. Committee minutes – For information

- Finance and Risk Committee - 17 November 2025.
- People and Governance Committee - 27 November 2025.

10. Date and time of next Board meetings:

- **Thursday 15 January 2026 9am-1pm** - Mid-Year Development Session online - Content to reflect skills audit themes, upcoming strategic priorities, and updates to the Code of Governance.
- **Monday 16 March 2026, from 1pm** - BoT (Hybrid).
- **Monday 29 June 2026, from 1pm** - BoT (In person, Sunderland City Campus) - ALP requested rescheduling to one week earlier? DT to confirm.
- **Tuesday 30 June 2026**, Board Away Day – This will need to be moved if BoT is rescheduled.

Trustees formally thanked Jamie Young (Student) for over 12 months of service and contribution to the Board. Jamie expressed appreciation and noted the experience as a valuable learning opportunity.

DF and DT left the meeting.

11. Trustees reflection time

- Trustees & CEO reflection time
- Trustees reflection time – Debrief.

ACTION TABLE FROM TODAY'S MEETING

Board Meeting Reference	Item Name	Decision / Action	Who	Status and Due Date
BoT meeting 08.12.25	**Delegation of authority matrix**	DF to confirm the expected completion timeline.	DF	ASAP
	2024-2025 Audited Accounts	JC to sign off the audited accounts.	JC	ASAP
	SUSS Pension Buyout	To exit the SUSS Pension Scheme. Receive comparison of Mercer vs alternative provider and make final adviser appointment.	PB/SH/JC	Before Christmas 2025
	Strategy Development	Appoint Counterculture as strategy consultant. Confirm and circulate final scope, milestones, and contract expectations. Establish Project Group consisting of: ○ Deputy Chair ○ A trustee representative (MP) ○ PVC Student Journey ○ SH ○ KC Audit & Risk Committee to review procurement guidance relating to consultancy appointments. Report back to the Board on the finalised project structure and timeline.	SH/KC SH SH/KC SH/KC	ASAP