

# Exceptional Board of Trustees Meeting Minutes

**Date** 11<sup>th</sup> September 2024

**Time** 09.30

**Venue** Scarman House

**Circulation:**~ Enaya Nihal, Sasha King-Smith, Naomi Carter, Alijah Taha, Louis Gosling, Joe Stanley, Maneeba Amjad, Szonja Kanderesi, Noor Al Syed, Prosper Omopariola, Angella Hill Wilson, John Dubber, Robert Pegg, Harnaik Dhillon, Charlotte Dodd, Sinai Ejechi, Nickan Panjehshahi

**Executive Board:**~ Philip Smith, Tracy Murphy, Mark Crook, Louise Marjoram, Steve Russell, George Dowding.

## **Apologies for Absence**

Charlotte Dodd, Sinai Ejechi, Nickan Panjehshahi, Harnaik Dhillon

## **Chairperson**

Enaya Nihal took up the position of Chair of the Board of Trustees as designated within her role of WSU President.

## **Ratification of Student Trustees**

The Board approved the ratification of 6 new Student Trustees:

Szonja Kanderesi

Noor Al Syed

Prosper Omopariola

Charlotte Dodd

Sinai Ejechi

Nickan Panjehshahi

## **Declarations of Conflicts of Interest**

No declarations of interest declared.

### **1.1 Bye-laws**

**PS** introduced the Bye-laws, In 2021/22 the Board of Trustees approved the Governance Regeneration program, part of phase one was to review and rewrite the bye-laws Throughout last year we have had a Bye-law working group, including Full time officers and Students reviewing this work, upon completion of the work Student Council were due to ratify the motions, however due to non-quoracy on two consecutive occasions this failed to happen by the end of term three, we therefore referred the bye laws to our legal advisors to ensure they dovetail with our governing documents, approved them through Power of Council, to be formally agreed at the first Student Council meeting of Term one 2024/25.

Board of Trustees are asked to review and approved approve:

- Board Combined Bye Laws
  - 1. Membership
  - 2. Decision Making Policy
  - 3. Elected Leaders
  - 4. Democratic Structures
  - 5. Student Activities
  - 6. Student Media
- Compliants Policy Sept 2024
- Disciplinary Policy Sept 2024
- Members Code of Conduct Sept 2024
- Trustee Code of Conduct Sept 2024

**AHW** questioned the application of the new Bye-law's. We have the values at the start of the bye-laws but would like a discussion on how we as a Board use these bye-laws and the spirit of intent. **PS** suggested that the starting point is around the culture and how students want to interact with us, which hasn't always been positive and there has been a desire to ensure rules and regulations are in place, the bye-laws have been drawn up with this in mind, but we need to keep these under review and to assess over a 12month period, consider what can be simplified and have the ability to pare back. **AHW** questioned whether at the start of the document we could add some context regarding the spirit and culture with which it is meant to be used? **LM** agreed with **AHW** comments and added we could add the context when they are posted on the Website.

**TM** added that we can look at these inline with the work we have carried out with our colleagues regarding culture, putting in the building blocks and having a stable base to move forward on.

**JD** commented that there is an opportunity to evolve and develop for the future, and opportunities within the strategy sessions to think about what we want our governance, decision making and democracy to look like in five years' time, to make it more modern and inclusive, **JD** added he would hope these bylaws are a starting point not the end of the process.

**PO** responded to **AHW's** point regarding context, asking whether it is context in how they are written or how they are applied by students, and if it is the latter how do you ensure they are meeting the context. **AHW** referred to what **TM** had previously stated that it is more about application of them and the journey, bringing all colleagues along on that journey.

**LG** highlighted changes within the Membership bye-law, and we may have some Club or Society Executives who don't align to these bye-laws in their current state, and won't have AGM's until term 2 or 3, what is the plan to how we approach this. **LM** queried which specific points **LG** was concerned about and added that we should have a period where we honour what is in place, this only effects a minor number of exec's.

**PS** raised that within the documents there are specific officers tasked with specific roles, and wants to ensure they were comfortable with this.

**Emergency Motions** – There is a time when emergency motions serve as a really important function to get swift action and decisions outside the democratic structure, there is a need to ensure emergency motions are fair and transparent, the decision-making process sits with the Chair of Council.

**LM** referred the Board to a number of points highlighted which propose changes within the Democratic Bye law 4, (as noted below)

*Emergency All Student Vote Commented [LM1]: The process for emergency motions needs revisiting / removing and needs to link back to Byelaw 2. The Board should note*

*the wording "issue arisen" is too wide and subjective that anything could be submitted as an emergency if a student so wishes. This can be used to rush through policy and hold the Union to account outside of its formal decision making processes.*

*408 An emergency All Student Vote can be called by the Full-Time Officer team with approval by the Steering Group. [LM2]: Recommend removing 407 & 408*

*411 The purpose of Student Council shall include:*

*k. Approve the submission of emergency motions (to be ratified at the subsequent All Student Vote). [LM4]: Should be removed depending upon the above decision*

*413 In the case of Student Council voting on emergency policy in between All Student Votes, the meeting must be quorate and two thirds of votes, excluding abstentions, must vote in favour of the motion for it to be carried. This will become acting Union Policy to be ratified at the next All Student Vote. [LM4]: Should be removed depending upon the above decision*

Within points 405- 407, we would like to clarify what does constitute an emergency motion, **PS** suggested two possible short term measures

1. Impact Assessment for emergency motions, delegated to the Director of Membership Services, President and Chief Executive. (discussed at the May 24 Board meeting)  
**Alternatively**
2. The Board could take the decision in the short term to state no emergency motions will be accepted until we have a transparent process, which should have gone out to consultation prior to approval.

**RP** requested a timeline for providing a clear criteria and process to deal with emergency motions, **PS** suggested we work on the processes and aim to have it ready in place at the start of the next Academic year 2025/26, having been agreed and approved by the Board by the end of term three 2024/25. We won't accept emergency motions in this academic year 2024/25

**PS** added it should be very clear what constitutes a motion, and whether it should be heard by the student body or whether it is something that can be actioned by different powers within the SU structure.

The Board of Trustees approved the temporary decision to suspend any emergency motions during the creation of a process and criteria for emergency motions going forward and will concurrently with the quoracy review, the proposed timeline will be to have the processes in place for the start of the Academic year 2025/2026.

**LM** requested that in bye-law 5 the Board approve the removal of the associations model from our bye-laws and as part of our Governance Regeneration program to carry out a full review of our associations networks, which are currently not fit for purpose. This will be carried out as part of our continued work on the Governance Regeneration Project. The Board approved the removal of the associations Model.

## **Next Meeting – 17<sup>th</sup> October 2024**