

MINUTES OF THE BOARD MEETING HELD ON 27/01/2025

Date: Monday 27 January 2025

Time: 10:30-16:00

Location: DMU Venues, 20 Western Boulevard, Leicester, LE2 7BU

ATTENDEES

ROLE

Amanda Broderick (AB)	Board Chair
Alexandra Duggan (AD)	Board Trustee
Carrie Stephenson (CS)	Board Trustee
Cathy Gallagher (CG)	Board Trustee
Chris Anthony (CA)	Board Trustee
Ella Williams (EW)	Board Trustee
Kath Russ (KR)	Board Trustee
Katy Storie (KS) (online)	Board Trustee
Russell James (RJ)	Board Trustee
Simon Wilson (SW) (joined at 11:37)	Board Trustee
Rhys Hayward (RH)	BUCS
Sam Bell-Minogue (SBM)	BUCS
Will Roberts (WR)	BUCS
Adrian Van Schalkwyk (AvS) (online)	BUCS
Jessica Melling (JM)	BUCS

APOLOGIES

ROLE

Fiona Dick (FD)	Senior Managers Executive Vice Chair
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MENTIONS

ROLE

Chris Rawlings (CR)	BUCS
Alison Odell (AO)	BUCS International Advisory Group Chair

Item	Actions
<p>Welcome and Introductions</p> <p>AB welcomed everyone to the Board meeting and thanked everyone for their attendance. AB welcomed CG back to the Board, expressing delight at CG's return and the valuable contributions she is able to bring.</p> <p>Apologies were noted from FD.</p>	
<p>Conflicts of Interest</p> <p>AB asked the Board to declare any conflicts of interest based on the agenda. It was noted that a potential conflict for RJ may arise in the conversation on succession planning.</p> <p>Trustees were reminded that should any conflict arise as discussions occur, they will need to declare this at the time.</p>	
<p>Notice of Intention to Speak to Starred Items</p> <p>None were raised</p>	
<p>Minutes of the Board Meeting Held on 28/10/24 and matters arising</p> <p>AB welcomed comments on the previous meetings minutes and any matters arising, noting all actions had been updated on the dashboard. No comments or amends were received.</p> <p>AB explained that the minutes provided show both the full minutes and the text to be redacted in red. AB noted that following approval from the Board the redacted Board minutes will be published on the BUCS website to promote transparency, a valuable principle in our governance.</p> <p>The Board APPROVED the minutes of the meeting held on 28/10/2024 as an accurate and true reflection of discussions.</p>	
<p>Update of Business Discussed at Standing Committees</p> <p><u>Governance and Nominations Committee</u></p> <p>The following updates were provided by CS:</p> <ul style="list-style-type: none"> • The Diversity and Inclusion Action Plan has been approved by Sport England and will be published on the BUCS website following design completion. • BUCS compliance against A Code for Sports Governance continues to improve, with the latest evidence submission being sent to Sport England in December 2024. • An extension has been granted for the external board evaluation. CR is reengaging with the organisations who were originally scoped for tender and requesting the inclusion of BUCS structure in the remit. • The appointment of a permanent a welfare and safety lead is needed, however CS and KR are covering in an interim basis. • A meeting is due to be held to discuss scope of liability with regards to safeguarding. A detailed matrix for BUCS events will be created following this. <p><u>Advisory Group</u></p> <p>CA shared the following updates, noting the success of the new meeting structure in place since September 2024, garnering greater opportunity for the executive to ask for specific advice on substantive topics:</p> <ul style="list-style-type: none"> • Members indicated that any work on behaviours needs ensure there a wider focus on behaviour and culture, not just initiations. • The 'Changes' programme had received negative feedback from Members 	

- KS highlighted her role in a working group involving Russell Group university which extends beyond sporting behaviours

Senior Managers Executive/Network (SME/SMN)

CG shared the following updates:

- SME are due to meet week commencing 3rd February
- Key areas of discussion in December were the AGM and BUCS Articles of Association.
- Members continue to face significant financial challenges with large-scale high-profile redundancies in the news across a range on institutions

KR questioned the difference between the Senior Managers Network and the Advisory Group. CA noted there is cross over between the Advisory Group and the Student Officer Network. It was noted that these groups should function in an advisory capacity and be a forum for the BUCS office to bring concepts to for check and challenge to the Membership. CG noted the regional structure of the composition of Advisory Group. CG explained that SME/SMN is a forum for Directors of Sport to come together and is not solely related to BUCS business. CG noted that as part of the governance review the structures that underpin the Board needs addressing. WR added that this is an ongoing conversation about how the Board and Senior leadership Team receive insight from the Membership.

Student Officer Network (SON)

AD and EW shared the following updates:

- The main topic of conversation in December was student behaviour and culture, with the aim to bring for discussion the challenges that Members are facing and how they are combatting them.
- There is potential for BUCS to support with education and proposed BUCS conference as a forum for this.
- The organisation Beyond Equality was discussed and their workshops received positive feedback.
- Scottish Student Sport was credited as providing a positive structure for Scottish institutions.
- There is a challenge in the group reaching the stage of solutions testing, rather than just problem exploring.
- The challenge of the tenure of student officers was also noted, highlighting the challenge of their ability to drive change during a short tenure.
- Discussions are ongoing with AP and SH about creating a SABB officer course in collaboration with CIMSPA. A survey will be sent to current SABBS about their gaps that they had when they took on the role. It was noted a task and finish group from the SON was needed to support AP.

WR noted that plans for the conference are progressing, and a key learning is that there needs to be investment in the students. BUCS are seeing it more broadly as an induction and training opportunity for the sabbatical officers.

CS questioned what BUCS' role is with regards to the negative student behaviours that are being experienced. A visual of the different responsibilities was requested to help with understanding this and how this relates to BUCS areas of responsibility. It was noted that additional information on BUCS disciplinary processes would be of benefit to the interim Welfare and Safety Leads on the Board.

CG credited the work of EW and AD in bringing the conversations and challenges faced by Student Officers to the Board, highlighting the value of these conversations and noted Board need to determine how they position this moving forwards. CG

Action 1: AD and EW to convene a small working group from the SON to support AP. (31/03/2025)

Action 2: JM to create a visual of BUCS behaviour management routes and circulate to the Board. (31/03/2025)

Action 3: JM to meet with CS and KR to provide an overview of BUCS

<p>noted how a collective approach to equipping Student officers to deal with issues is needed.</p> <p>KS noted the work of the Higher Education Rugby Union Disciplinary Group, highlighting their purpose and role in creating a joined up disciplinary approach with BUCS for issues which arise in Rugby Union. It was noted that this could be used as an example of good practice.</p> <p>KR noted that behaviour, culture and values, and any disciplinary approaches for BUCS staff also need to be considered. It was emphasised that documentation such as codes of conduct are beneficial, however there is the need for education and implementation alongside document launch.</p> <p>KR also noted that Board presence should be used at conference to support discussions and engagement.</p> <p><u>Finance, Audit and Risk (FAR) Committee</u></p> <p>SW shared the following updates:</p> <ul style="list-style-type: none"> • Discussions at the recent meeting focused on the action taken in response to the fraud, ensuring insurance provisions are in place, and additional actions are being taken to improve process and utilise the lessons learnt with the BUCS staff • A recommendation is being made to the Board to approve the change of the investment fund to the ethical investment fund 	<p>disciplinary processes. (31/03/2025)</p>
<p>Risk Summary and Serious Incident Reporting</p> <p>WR and SW noted the paper shared with the Board which outlines BUCS' most significant risks, along with commentary on the mitigations. It was noted that this paper was also discussed at the Finance, Audit and Risk Committee Meeting</p> <p>It was noted that a live risk was dealt with prior to Christmas and a Serious incident was declared to the Charities Commission. It was explained that due to a BUCS partner's system being compromised, BUCS made a fraudulent payment as a result of a doctored invoice. WR confirmed that BUCS had insurance cover for this matter and had received confirmation that the sum of the payment, less a £1,000 excess would be recovered. It was also noted the partner has provided BUCS with £1,000 credit to cover the excess paid. It was confirmed that Charities Commission were satisfied with the swift and appropriate action taken by BUCS and therefore did not require further information or action.</p> <p>CS questioned the process by which the Board are made aware of serious incidents, emphasising the need for the Board to be fully informed; it was noted that AB and SW as Board Chair and Chair of FAR were fully informed and engaged in the reporting process at the time.</p> <p>CG questioned the risk to BUCS competitions as a result of an ageing volunteer workforce. SBM explained that a number of the volunteers at BUCS key events are approaching the age of retirement and therefore there is a risk that without new volunteers coming into the programme, there will not be the workforce to support delivery of the event.</p> <p>It was noted that the mitigations associated with the risk regarding trust were not felt to align to the risk, and therefore needed further consideration.</p>	<p>Action 4: WR and SBM to review risk mitigations</p>

	relating to trust. (30/04/2025)
<p>CEO Update</p> <p>WR welcome questions from the Trustees on the paper provided. None were raised.</p> <p>SBM noted that BUCS insight from competition data collected is showing that students competing in BUCS delivered events are having a more positive experience than those taking part in BUCS third party delivered events. This is a significant driver of the full events programme review which is currently taking place.</p> <p>SBM highlighted the success at the Winter University Games, noting this is the most successfully GB delegation performance to date. It was noted that FISU do not have provisions for safeguarding, and therefore BUCS policies and processes were implemented for the GB delegation.</p> <p>RH provided an update on the progress that is being made by BUCS to secure new commercial partnerships, noting discussions are progressing with strategic partners. It was highlighted that in addition to driving commercial income through partnerships, BUCS is ensuring ticketing and commercialisation of space during events is utilised effectively. It was questioned if commercial contracts are funding new areas of work or supporting current operations. WR explained it was both.</p>	
<p>Strategy Progress, Performance Metrics and Direction</p> <p>WR talked to the strategy on the page, and outlined proposed timelines, including a full strategy objectives review in October each year, asking for input on what the Board deem as the key levers for driving BUCS to achieving their strategy. WR explained the aim is to have a KPI focused on 2030, with annual KPIs aligned to this. It was noted that once metrics are agreed, there will be progress tracked against these quarterly.</p> <p>AB explained that in addition to the corporate KPI's, the Board and each committee will then also have their own targets.</p> <p>Discussion highlighted the following points:</p> <ul style="list-style-type: none"> • Consolidation and streamlining of the levers is needed, with recommendation that levers are themed (suggestions included volume, experience, diversity, improvement and progression) • There is a need to consider how BUCS relationship with NGBs is able to support performance pathways • It is recommended that BUCS focuses on quality over quantity • It was suggested a language review should be undertaken, as the proposed levers all have a growth focus. Questions were raised regarding BUCS ambition to grow, the benefit of this to members and the balance of growth and optimisation • Sensitivity is needed to ensure that BUCS is not taking credit for the work of Universities by claiming ownership of athletes who achieve success • It is difficult to define and influence elite performance, therefore caution was expressed about this as a stand-alone focus • It was questioned how increasing participant numbers is adding value to the participants, noting that existing metrics suggest experience of participants is improving • It is important to consider how BUCS balances the EEDI improvements with the financial impact • For BUCS to act as advocates on behalf of Members about the benefits of University sport, there is a need for BUCS to have access to data regarding participation wider than just BUCS competitions 	<p>Action 5: WR to progress key levers and metrics in light of Board discussion, with a focus on consolidation, theming and the provision of clarity. (30/04/2025)</p>

<ul style="list-style-type: none"> There needs to be consideration of how BUCS facilitates the sharing of best practice to support member value <p>It was agreed that WR would revisit the levers. A challenge was noted of providing clarity in metrics, whilst still promoting agility.</p> <p>AB noted that the discussion will be enhanced when baseline metrics are provided against the levers</p>	
<p>Finance Update AvS discussed the paper provided to the Board prior to the meeting, highlighting the following:</p> <ul style="list-style-type: none"> The organisation remains in a broadly stable financial position. To date expenditure is below budget due to timing of expenditure incurred. BUCS currently holds █████ in current accounts (including COIF Deposit account) and █████ in COIF investments on 31 Dec 2024, with this rising to █████ in January. The current YE outturn is forecasting a █████ surplus against a budgeted surplus of █████ (accounting for the USS pension liability forecast of █████). At year end the forecast cash balance is projected to be █████. <p>RJ queried the benefits of the investment fund. AvS noted that BUCs received dividends payments of █████ in the last financial year.</p> <p>The Board requested information showing the capital growth of BUCS investments in the financial year.</p> <p>To support with Board oversight, it was requested that financial information is split by income stream.</p>	<p>Action 6: AvS to provide update on capital growth of investments in yr. (30/04/2025)</p> <p>Action 7: AvS to revise future finance papers, to ensure split of income by revenue stream. (30/04/2025)</p>
<p>FY26 budget v1 WR explained budget planning has been implemented with all heads of Departments for FY26, with a full budget proposal being brought to the Board on 30 April 2025.</p> <p>WR talked the significant areas of change for BUCS, noting the impact of these on BUCS budget. The implications of BUCS digital infrastructure was explored, with it being noted that a system which is able to sustain growth for BUCS and provide increased reliability and user experience is needed.</p> <p>CG noted the request from members for further clarity on what the subscription fee money is being used for.</p> <p>WR explained the intention of providing budgets to align with BUCS strategic period, ahead of the April Board meeting.</p> <p>KR raised the importance of exploring what EEDI considerations are being applied to the introduction of new sports to the BUCS programme.</p> <p>It was noted it is important to ensure the messaging aligned to the introduction of new sports is considered and consistent to promote transparency.</p>	<p>Action 8: WR to bring full budget proposal to April 30th Board. (30/04/2025)</p> <p>Action 9: SLT to consider communications plan to support with the implementation of new sports. (31/03/2025)</p>
<p>Charities Investment Fund Change SW explained the differences in the Charities Investment Fund and the Charities Ethical Investment Fund.</p> <p>The Board discussed the merits of the ethical investment fund, noting that there was not a substantive difference in the expected return on investment.</p>	<p>Action 10: AvS to work with the CCLA to change BUCS investment portfolio from the Charities Investment Fund to the Charities Ethical</p>

<p>The Board APPROVED the recommendation of the Finance, Audit and Risk Committee to change BUCS investment portfolio from the Charities Investment Fund to the Charities Ethical Investment Fund.</p>	<p>Investment Fund. (28/02/2025)</p>
<p>Governance AB noted that the Governance and Nominations Committee, Remuneration and Staffing Committee and Finance, Audit and Risk Committee Terms of Reference will be circulated to the Board for approval via correspondence, following feedback and recommendation from the Governance and Nominations Committee.</p>	<p>Action 11: JM to circulate the Governance and Nominations Committee, Remuneration and Staffing Committee and Finance, Audit and Risk Committee Terms of Reference for approval via correspondence. (21/03/2025)</p>
<p>ESG Action Plan WR talked to the paper provided, highlighting the requirement under A Code for Sports Governance for BUCS to ensure that BUCS is factoring in socio-environmental considerations when making decisions and to have a robust sustainability strategy by 2027 as a condition of funding.</p> <p>WR outlined the following key milestones and associated timelines</p> <ul style="list-style-type: none"> • Confirmation of board champion role – to be integrated into board portfolios from summer 2025 • Development of action plan aligned to structure requirement above <ul style="list-style-type: none"> ○ Draft 1 presented to BUCS SLT and Board Champion for review, autumn 2025 ○ Revised draft presented to Governance and Nominations Committee, November 2025 ○ Final draft presented to BUCS Board for comment and review and sign off, January 2026 • Final plan published to BUCS website/shared with members/lodged with Sport England, spring 2026 • Publish baseline data for the 2025/26 season relating to scope 1 and 2 emissions, summer 2026 • Establishment of member working group to support implementation – from summer 2026 <p>The Board APPROVED the ESG Action Plan timeline.</p>	
<p>Environment and Sustainability Champion</p> <p>CS explained the recommendation from the Governance and Nominations Committee to have an Environment and Sustainability Champion on the Board. It was noted that AB had volunteered, and the committee were recommending this.</p> <p>CS also noted the potential for a dual role, with a Student Director taking on the position too, highlighting the significance of the topic for the student population and the benefits of the mentoring opportunity this would provide. AD volunteered to take on the student champion position.</p> <p>The Board APPROVED AB and AD to act as Environment and Sustainability Champions on the Board.</p>	
<p>Risk Management Policy</p>	<p>Action 12: JM to circulate the revised risk management policy for approval via</p>

<p>JM informed the Board that the risk management policy was under revision following the discussions at the Finance, Audit and Risk Committee meeting, with key changes to the policy including:</p> <ul style="list-style-type: none"> • Introduction of strategy, operational and project tiers to the risk register • Revision to the impact scoring • Implementation of a responsibility and accountability matrix <p>It was noted that this would be circulated to the Board for approval following amends.</p>	<p>correspondence. (21/03/2025)</p>
<p>Board Recruitment and Elections</p> <p>CS noted that RJ's current terms ends in April 2025, CA and CG's terms end in July 2025, and EW is reaching the end of her tenure in July 2025.</p> <p>CS noted that an ad hoc Governance and Nominations Committee meeting would take place to discuss succession planning and the implications of this, as well as the recommendation under the Corporate Governance Code which states the Board Chair should not chair the Remuneration and Staffing Committee.</p> <p>The importance of a clear timeline to support recruitment was emphasised.</p> <p>KR questioned progress made to identify an additional position within the Senior leadership Team. WR noted that a draft job description is being prepared for HR.</p>	<p>Action 13: JM to identify Board recruitment timeline. (10/02/2025)</p>
<p>Articles of Association</p> <p>WR presented a summary of the round table discussions that had taken place highlighting the following:</p> <ul style="list-style-type: none"> • Six events were delivered with attendance from 59 individuals across 47 members. • Discussions explored the subscription fee vote, the definition of independence and the Board composition • There was a clear desire and willingness to support shown from the members, however BUCS is starting in a trust deficit • There is a preference to promote engagement, transparency and address any current articles ambiguity that an EGM if held is in person • Should an EGM be convened there needs to be confidence that approval from 75% of members will be obtained • An EGM would need to take place prior to the conference, to account for the student officer transitions which will take place in the summer • To allow an EGM to be held on 3rd June this would require board approval of a set of changes at the board meeting on 30th April. <p><u>Annual Subscription Fee</u></p> <p>WR highlighted the following feedback from members on this topic:</p> <ul style="list-style-type: none"> • There is an assumption that the subscription fee will increase by inflation each year • The members were supportive of the principles presented to support Board decision making, however they are not sufficient to remove the right to vote • There is suspicion on the reasoning for removing the vote on this topic • BUCS needs to ensure any proposed subscription fee changes are tabled for discussion at the relevant member group prior to publication, to take views • There was recognition of the importance of forward planning by BUCS beyond each individual financial year and noted that having this would increase confidence 	

- Concern was expressed that the current subscription model is wrong, in that they are all vulnerable to members leaving, as BUCS splits a total fee by the number of members

Independence

WR highlighted the following feedback from members on this topic:

- There was significant variation in the interpretation of independence – some feeling that nobody working for a University could be independent, some feeling that anyone working at a University could be independent
- Some felt that the JD and person specification for roles (member or independent) should purely focus on the technical expertise and ability to engage members and not refer to specific roles as being ineligible
- There was recognition of BUCS requirements regarding an independent chair, and the potential risk relating to any definition relating to roles of employment at a University
- Whilst recognising that the legal requirement of a trustee/board member is to act in the interests of the organisation, members were keen that any JD for a board member should reference that as a member organisation founded by its members and with a heavy reliance on members for income, Trustees must also make decisions that are not to the detriment of the members.
- Although no clear consensus on a definition of independence emerged from members, it was evident that a significant majority would like open recruitment and interview for all roles – independent, member-staff, and member-student.

Board Composition

WR highlighted the following feedback from members on this topic:

- This is the key issue for members; most feedback is rooted in the trust deficit
- It would be a mistake to think that with time, 75% of members would vote for an independent majority
- Attempts to educate on voting, on the responsibilities of a trustee, on declarations of conflicts of interest etc do not resonate with a significant number of members whose fundamental belief is that member voice should be at least the equal numerically around the board table
- Some members (a relatively small number) do not perceive the student representative on the board as member representatives
- Members recognised the value of a 12-person board, some would like the reference in the articles to there being a preference for 12, with deviations possible down to 8 in a period of transition
- A number of the roundtables proposed the move to a composition structure that would allow for a 50:50 split of members and independents

The need to provide clarity to members on the mechanisms within the Articles which they are able to exercise if things go wrong was noted.

It was clarified that due to the significance of the changes, approval needed to be sought as a whole.

It was noted that members are still experiencing the knock-on effects of the period of instability and dissatisfaction with the Board faced by the members and there is a need to navigate this with sensitivity and transparency.

<p>The Board discussed the feedback from members exploring the ways in which the Board can promote good governance, whilst ensuring member feedback is heard and considered.</p> <p>It was noted that during the period of Board unrest previously experienced, the members on the Board were felt to be conflicted, and therefore the independent trustees were relied upon.</p> <p>The need to ensure clarity in member representatives on the Board was highlighted.</p> <p>The Board recommended that the BUCS executive continue work in this area to explore if an EGM is possible on 3 June 2025.</p> <p>The Board recommended the following revisions were tabled with the membership for discussion:</p> <ul style="list-style-type: none"> • Annual subscription fees for members requiring a vote each year, not linked to an inflation cap • A definition of independence that aims to highlight the importance of the interview panel in making a judgement and allowing some flexibility related to role definitions • Board composition linked to minimum %'s to support the Board with identifying the most appropriate composition based on business need and allowing flexibility in appointment/election methods. This would also support the provisions to co-opt members outside of the 25% elected. The following composition was proposed for discussion: An Independent Chair of the Board; <ul style="list-style-type: none"> ○ An independent Chair ○ A minimum of 32.5% Independent Trustees (exclusive of the Chair of the Board); and ○ A minimum of one and a maximum of two Student Trustees appointed or elected as the Board shall prescribe from time to time; and ○ A minimum of 25% Elected Trustees (exclusive of the Student Trustees). ○ Where a percentage is not a whole number the number shall be rounded up to the nearest full person <p>It was noted that there are no significant risks to BUCS compliance with governance codes linked to the Articles approval, however the implementation of best practice and further governance work is contingent on them passing. The importance of continuing to educate on the benefits of good governance was also noted.</p> <p>It was highlighted that prior to a general meeting proposal going, the full articles need to be shared with members.</p> <p>It was also noted that work is needed on an engagement plan with members to support the consultation work, and ensure members are brought on the journey. RJ suggested involving the membership to support with this.</p> <p>EW flagged the potential EGM date of 3 June 2025, may be challenging for Sabbatical Officer attendance, and action would be needed early to maximise availability. EW also noted the need to support understanding of the proposals within the SON.</p>	<p>Action 14: JM to revise wording on member representatives, subscription fees, independence and Board composition. (10/02/2025)</p> <p>Action 15: JM to map out a timeline of engagement in advance of a potential 3 June 2025 EGM. (10/02/2025)</p> <p>Action 16: WR/JM to deliver consultation sessions with members to explore revised language and report back to Governance and Nominations Committee. (04/03/2025)</p> <p>Action 17: WR to develop strategic communications plan on Articles of Association. (07/03/2025)</p>
<p>Chairs Business None was raised</p>	

Any Other Business None was raised	
Adjournment AB thanked the Board for their contributions and the meeting was closed.	