

BUCS BOARD OF TRUSTEES MEETING - MINUTES

Date Monday 28 October 2024
Time 10:30-13:20
Location CE106 Boardroom, University of East London, Stratford Campus; Water Lane; London; E15 4LZ

ATTENDEES

Amanda Broderick (AB)

Russell James (RJ)

Simon Wilson (SW)

Carrie Stephenson (CS) (online)

Kath Russ (KR)

Katy Storie (KS)

Alexandra Duggan (AD)

Ella Williams (EW)

Fiona Dick (FD)

Sam Bell-Minogue (SBM)

Will Roberts (WR)

Adrian Van Schalkwyk (AVS) (online)

Dan Matthews (DM)

APOLOGIES

Cathy Gallagher (CG)

Jessica Melling (JM)

Chris Anthony (CA)

MENTIONS

Jordan Smith (JS)

ROLE

Board Chair

Board Trustee

Board Trustee

Board Trustee

Board Trustee

Board Trustee

Board Trustee

Board Trustee

Senior Managers Executive Vice-Chair

BUCS

BUCS

BUCS

BUCS

ROLE

Board Trustee

BUCS

Board Trustee

ROLE

BUCS

Item	Actions
Welcome and Introductions The meeting commenced at 10:30. AB welcomed everyone to the Board meeting and thanked everyone for their attendance. AB talked to the success of the Board development day, expressing her thanks to the Trustees for their engagement and contributions in the sessions. Apologies being received from CG, CA & JM. It was noted that DM is in attendance to take minutes of the meeting.	
Conflicts of Interest AB asked the Board to declare any conflicts of interest based on the agenda. No conflicts related to the agenda were declared.	
Notice of Intention to Speak to Starred Items None were raised	
Minutes of the Board Meeting Held on 31/072024 AB welcomed comments on the previous meetings minutes, any matters arising. No comments or amends were received. The Board APPROVED the minutes of the meeting held on 31 July 2024 as an accurate and true reflection of discussions.	
Update of Business Discussed at Standing Committees <u>Finance, Audit and Risk Committee (FAR)</u> SW noted that accounting and payment controls were discussed, ensuring they align with good financial governance practices while remaining pragmatic for the size of the BUCS finance team. This is to be followed up in the next FAR meeting. It was highlighted that the year end accounts were discussed reflecting on financial performance and compliance. The auditors will attend the next FAR meeting on the 6th November 2024. SW reported that FAR had a presentation from CCLA, the investment portfolio manager. Both the performance and the ethical status of the COIF fund was discussed to see if it aligned with what BUCS should be or not be investing in. Further work is being done on this. SW will report back to the Board at the next meeting. <u>Governance and Nominations Committee</u> CS reported that BUCS is currently 82.4% compliant against SE Statement of Partial Compliance, aiming to increase to 100% after completion of the external board evaluation, anticipated to take place during Spring next year. Overall UK Code for Sports Governance compliance is currently 72%, with a further 26% as live actions (DIAP, People Plan, Stakeholder Engagement Plan, Composition Assessment), with less than 2% not yet started. CS reported the following: <ul style="list-style-type: none"> • The Diversity & Inclusion Action Plan (DIAP) is awaiting approval from SE. • The review of succession planning, code of conduct and committee structure is ongoing. • Safeguarding progress is being made (per paper 13), appointing a board lead is next step. CS and KR are temporarily supporting WR who is holding oversight responsibility pending appointment of board lead. 	Action 1: JM to send an email out to Board members to find out if they would like to receive any training on Monday.com and set a date for the training. Action 2: SW to report back to the Board on COIF fund ethical performance. Action 3: ESG to be added as an agenda point for the next meeting of the Board (Jan 2025)

<ul style="list-style-type: none"> Given the increasing importance of ESG as a focus by SE, CS asked for ESG to be noted as an area of focus for the next board meeting. <p><u>Advisory Group</u></p> <p>WR noted the meetings were previously focused on updates, however to better align with the purpose of Advisory Group, two discussions were held exploring safeguarding and student voice. Good turnout was noted with good participation throughout.</p> <p><u>Senior Managers Network</u></p> <p>FD noted the Subscription fee working group, positive culture and wellbeing as key points of discussion. Presentations were also delivered on the BUCS Articles of Association, the value of sport presentation and live streaming, with different stances noted across many institutions.</p> <p><u>Student Officer Network (SON)</u></p> <p>It was noted that the first meeting had over 25 attendees, during which BUCS shared information from the board development day and BUCS' purpose statement. There was a focus on understanding student perspective of BUCS, which is seen as more of a regulator. Information on the revision to the BUCS Articles of Association were shared. A review of the BUCS conference noted the need for more student officers to attend day one to ensure they can participate fully in the conference. Additional information on sessions for future conferences was also discussed. It was noted that an updated list of contacts is needed to ensure better promotion. Priorities include engaging more officers in these meetings, increasing social media presence. It was noted that the first newsletter is due to be sent this month.</p> <p>Poor behaviour was noted in some institutions, and it was suggested that BUCS could share sanctions as a best practice for other universities to tackle this issue. A proposal was made for BUCS to create a campaign to encourage members to pledge their support for tackling poor behaviour whilst partaking in sport at university.</p> <p>KS raised a question about the role BUCS plays in addressing poor student behaviour and culture.</p>	<p>Action 4: AD & EW to ensure student officer newsletter is sent to Heads of Sport moving forwards.</p> <p>Action 5: BUCS to look into next steps regarding poor behaviour with a priority on education rather than sanctions as part of Safeguarding approach</p>
<p>Risk Summary and Serious Incident Reporting</p> <p>WR and SW discussed the paper shared with the Board which outlines BUCS' most significant risks, along with commentary on the mitigations.</p> <p>It was noted that the key difference in this paper compared to that presented at July meeting of the board included consideration of alignment of insurance and the breakdown of risks by strategic areas of BUCS.</p> <p>WR highlighted this work in progress and that time is scheduled with JM to confirm further details in December 2024. It was noted that student welfare is an area of concern, followed by cyber security and staff structure.</p> <p>Additionally, it was emphasised that it is important for the Board to be clear and confident that adequate levels of assurance are in place. There were no serious incidents reported.</p>	<p>Action 6: WR to update to Board on alignment of insurance, risk and assurance at next Board meeting.</p>
<p>CEO Update</p> <p>WR discussed the presentation shared with the Board in advance of the meeting.</p>	<p>Action 7: WR and AB to review the proposed purpose</p>

<p>It was noted by FD that BUCS potentially facilitate higher education sport pathways rather than deliver them and that members may find the term “delivering” jarring. However, it was noted that BUCS does deliver some aspects. The use of the word “pathway” was discussed, as it could be perceived as referring only to a route to elite sport. It was clarified that the plural form ‘pathways’ denotes the multiple routes in HE sport not just those leading to elite sport. It was also noted that “pathways” is normal language within the sector.</p>	<p>wording after comments from trustees.</p> <p>Action 8: WR to clarify deadline for feedback on BUCS purpose following the meeting.</p> <p>Action 9: WR to share his strategy presentation for reference.</p>
<p>Strategy Progress, Performance Metrics and Direction WR presented his proposals on strategy and objectives following the Board development day.</p> <p>WR noted that the current goal is aligned with the Senior Leadership Team (SLT) and is intended to be aspirational and motivating. He emphasised a preference for having one big overarching goal, supported by specific for each of the three strategic objectives.</p> <p>WR detailed the proposed corporate KPIs to support the overarching goal of reaching 1 million students, with additional focus on Participant, Member and Organisational health.</p> <p>It was noted that the proposed information does not include specific figures which would make the data more digestible and provide context for the goals and the direction of the organisation.</p> <p>KR pointed out that substantial resources will be needed to reach 1 million students, much of which would fall outside of competition. More information is needed on the demand for this amongst the members.</p> <p>KS also suggested that the impact value could be aligned with some NGBs who have recently done so. WR responded that the value of HE Sport work is being developed with members, with Edinburgh being trailblazers for the return on investment approach.</p> <p>AB summarised the need for:</p> <ul style="list-style-type: none"> • Greater clarity in the language surrounding ‘HE Sport pathways’. • Additional work to ensure the link between the 1 million students target and the entire KPIs proposition. A BHAG could be completed for each area (high level competition etc). A monetary value could be assigned that aligns with how NGBs report information. <p>SBM noted that the purpose needs to be clearly defined ahead of the 19th November for AGM/Winter summit papers.</p>	<p>Action 10: WR to review KPI proposition with board ahead of AGM/Winter Summit.</p>
<p>Finance Update AvS discussed the paper provided to the Board prior to the meeting.</p> <p>The Board were asked to note and, if relevant comment on:</p> <ul style="list-style-type: none"> • The Group Income and Expenditure result of a deficit of [REDACTED] against a budgeted deficit of [REDACTED] for FY24. • The FY24 year-end cash position of £xxx and the current cash position at September 2024 of [REDACTED]. • The COIF investment performance). • The reserves position of [REDACTED] 	

<p>AvS reported that the audit completion meeting had taken place with no major issues reported and the audit findings report to be presented at the next Finance, Audit and Risk committee meeting on 6 November.</p> <p>RJ queried if the funds invested in COIF was the best use of these funds given the recent performance of the investment. A discussion around the investments followed. It was acknowledged that a review of the performance of the fund was noted as a previous action.</p> <p>SW commented on the level of free reserves achieved but stressed that this was likely to fall in the current financial year due to the capital investment in digital assets.</p> <p>SW noted that the year-end performance (■■■■ deficit) was very close to and an improvement on the budgeted figure (■■■■ deficit) which should be commended. SW also noted the importance of assessing the resources BUCS has available to explore new areas of investment to support the strategy.</p> <p>AB signed the letter confirming the BUCS charity position regarding BUCS Trading and the payment of debt, and the Board APPROVED the changes in directors and signatories.</p> <p>WR, AB and the Board thanked AVS for his work on the budget and the year end accounts.</p> <p>KR noted the reliance on SW as Chair of the Finance, Audit and Risk Committee and raised a question around whether the right expertise is in place for that area. WR responded that the fourth SLT role to be recruited in 2025 will include senior financial experience within the specification. SW agreed, noting that having someone with that financial expertise would be beneficial within the SLT.</p> <p>It was noted that the audit report and year end annual accounts will be finalised on 6th November 2024 following the Finance, Audit and Risk Committee Meeting and will be circulated to the Board via correspondence for approval.</p>	
<p>Annual Subscription Fee Proposal</p> <p>WR and FD discussed the paper shared with the Board.</p> <p>WR noted that two propositions were presented to the Board following consultation with members, with his preferred option indicated. WR explained that this would be brought to the membership at the AGM, with planned implementation from summer 2026.</p> <p>AB questioned why HESA data was being used instead of individual university data.</p> <p>WR clarified that whilst members had requested the removal of HESA (student numbers) element, doing so resulted in significant and damaging fluctuations in the sums to be paid which presented institutional risks. FD confirmed that, although members had expressed concerns about using HESA data, retaining it at 10% of the total (compared to the 25% in the existing model) provided mitigation.</p> <p>EW questioned whether smaller or larger institutions would be affected. WR confirmed that both would experience an impact, but that the proposed option was the most effective in minimising impact on all institutions and would maintain the same proportion of institutions paying <£1k as under the current model. KS thanked all for their work on this area.</p>	<p>Action 11: SBM/JM to check wording required for voting to clarify AGM voting process for subscription fee model.</p>

<p>SW asked if the AGM format will remain the same. FD clarified that the vote will be to ratify the proposal from the executive, and a 'no' vote would result in the retention of the status quo. Therefore, there would be two votes, 1) ratification of future model, and 2) the inflation vote.</p> <p>RJ questioned whether this needs to go to the AGM. It was confirmed that this is in line with the current process as required by BUCS' Articles of Association.</p> <p>The Board APPROVED the revised Annual Subscription Fee model for proposal to Members at AGM.</p>	
<p>AGM and Articles of Association</p> <p><u>AGM attendance</u> WR confirmed that the AGM is being held on the 11th December 2024 and Board are invited to attend.</p> <p>FD noted a number of institutions have restrictions on expenses meaning attendance could be affected.</p> <p>RJ noted that the Chair could provide a brief update ahead of the Chair vote to increase visibility along with a call to members encouraging them to attend due to the importance of the resolutions being discussed.</p> <p>KS emphasised the importance of understanding the number of attendees and confirming who will be present to ensure the correct quorum is met for the AGM.</p> <p>AB asked if an electronic link could be created for those who cannot attend in person. It was noted that this had previously been considered but owing to significant cost implications, this had not progressed.</p> <p><u>Articles of Association</u></p> <p><u>Voting members</u> SBM outlined the information on the paper submitted before the meeting. Noting some student union representatives having expressed a desire for them to have voting rights which could arise at AGM.</p> <p><u>Board composition and student representation</u> EW emphasised the importance of student elections as they allow students to choose their representatives and raise a question around who would appoint these roles. EW agreed that more could be done to promote the opportunities. She asked whether more non-student officers could run for these roles.</p> <p>FD expressed concern that the larger/top 20 sport HEIs have seats on the Board but questioned whether the Articles are the right place to address this issue.</p> <p>CS noted that feedback indicated that the same institutions would continue to be represented with these roles.</p> <p>AD highlighted that more work needs to be done to prepare students before they take on such roles.</p> <p>KS remarked that the election process seems to be more of a popularity contest which is not the most effective way to conduct the process.</p> <p>CS asked if a two-step process could be implemented.</p>	<p>Action 12: Trustees to confirm AGM attendance with JM.</p> <p>Action 13: JM/JS to check on numbers for Winter Summit and estimated attendees for the AGM.</p> <p>Action 14: AB to draft a message to members to be shared prior to AGM</p> <p>Action 15: WR/JM to circulate the revised purpose and Board composition for approval ahead of 19th November.</p> <p>Action 16: WR to clarify deadlines for feedback and organise 30-minute teams call to take place to clarify articles recommendations, journey to getting there and next steps.</p> <p>Action 17: JM to look into how to embed definition of inflation into the new articles.</p>

<p>KR requested more information on how we have ended up with the current proposals. Clarity was also needed on the meaning and timing of inflation (i.e. Bank of England figure for the quarter prior to the AGM – or another definition).</p> <p>AB summarised that the executive team needs to do further work on the recommendations for Board to agree on, with input from the Board and consultations being used to shape this.</p> <p>It was noted that to approve the amendments to the Articles, a special resolution vote from the members is required. This means a minimum of 75% of the votes cast by the member representatives must be in favour to pass the resolution at the AGM.</p> <p>The Board APPROVED the revisions to the Articles of Association for proposal to Members at AGM by special resolution, pending final review and virtual meeting to complete the process. Final approval will be collected by correspondence.</p>	
<p>Annual Report and Annual Governance Statement AB outlined that BUCS is required to publish an annual report and an annual governance statement to demonstrate the processes and procedures in place to enable BUCS to carry out its functions effectively.</p> <p>The annual governance statement has been separated from the Annual Report to allow the document to evolve over the years to showcase the work BUCS are doing in governance, including highlighting the work of our subcommittees and member groups and providing members with updates on the progress made towards complying with the Charity Governance Code and A Code for Sports Governance.</p> <p>The Board APPROVED the Annual Governance Statement and Annual Report on the condition that the noted changes are made.</p>	<p>Action 18: JM to amend CS roles and conflicts of interest in the annual report and annual governance statement.</p> <p>Action 19: Avs to remove AHDB as 1+1+1 from the annual report.</p>
<p>Advisory Group Terms of Reference The Board APPROVED the Advisory Group Terms of Reference.</p>	
<p>People Plan KS notes wanting to keep track of staff who move on to NGBs or similar. The Board APPROVED the People Plan.</p>	
<p>BUCS Judiciary Committee Terms of Reference The Board APPROVED the BUCS Judiciary Committee Terms of Reference.</p>	
<p>BUCS Sanctions Policy for Members The Board APPROVED the Sanctions Policy for Members.</p>	
<p>Chairs Business None was raised</p>	
<p>Any Other Business None was raised</p>	
<p>Adjournment AB thanked the Board for their contributions and the meeting was closed at 13:22.</p>	