



Board of Trustees – Minutes (Public)

Date: Thursday 19 March 2026

Time: 5:00pm

Location: Microsoft Teams

Chair: President Farnham – Phoebe Daniels

Minutes: Chief Executive Officer (CEO) – Kyley Winfield

Attendees

Trustees

- Chair – President Farnham – Phoebe Daniels
- Deputy Chair – External Trustee – Martin Dodd
- Student Trustee (AA) – Alyson Aylott
- Student Trustee (CS) – Castiel “Bucky” Sanderson
- Student Trustee (RT) – Rizwan Teladia
- President Epsom – Shayaike Hassan
- President Canterbury – Joshua Singh-Hill
- External Trustee (LP) – Leena Patel
- External Trustee (EL) – Emily Linnemann

In Attendance

- Chief Executive Officer (CEO) – Kyley Winfield
- Director of Commercial & Operations (DCO) – Jackie Crossman
- Interim Head of Student Engagement (HSE) – Scott Farmer
- Counterculture (RW) – Richard Whitmill

- Knox Cropper (SA) – Shoaib Arshad

Apologies

- External Trustee (AC) – Alex Causton

1. Preliminary Matters

1.1 Opening Remarks

The Chair opened the meeting and welcomed attendees.

1.2 Apologies for Absence

Apologies were noted as above. Student Trustee (AA) joined late.

1.3 Declarations of Interest

No conflicts of interest were declared at the start of the meeting.

A conflict of interest was later declared by Student Trustee (AA) in relation to the Byelaws item due to holding multiple student leadership roles. The Board was content for discussion to proceed.

1.4 Approval of Previous Minutes

Amendment:

- Correction to the spelling of Student Trustee (CS)'s name

Decision:

The minutes were approved subject to the amendment.

1.5 Review of Actions

The action log was noted. No additional updates were raised.

2. Closed Items

2.1 Investigation (Closed)

CEO, DCO and HSE left the meeting for the confidential section.

2.2 Private Discussion (Closed)

CEO rejoined the meeting for this confidential item.

3.1 Policies and Procedures

DCO and HSE rejoined the meeting

The CEO provided an update on progress with Atkinson HR. Priority policies had been drafted and were in circulation for comment. The Whistleblowing Policy was presented for approval.

The CEO sought Board steer on how to approach performance and conduct issues where there is a known risk of grievances.

Trustees discussed the balance between:

- addressing underperformance in a timely and consistent manner;
- managing the risk of grievances and associated financial and reputational cost;
- operating without fully embedded policies at present.

It was acknowledged that not addressing performance issues carries its own organisational risks, including reduced effectiveness and impact on culture.

Trustees emphasised that, in the interim, decisions should:

- align with ACAS guidance;
- be evidence-based and proportionate;
- ensure fairness and consistency across the organisation.

The Deputy Chair highlighted that the absence of policies remains a key risk and should be addressed at pace.

The Board was satisfied that management should continue to address performance issues appropriately, within a fair and structured framework.

Decision

The Board approved the Whistleblowing Policy.

3.2 Annual Report and Financial Statements / Trustee Report 2024–25

Shoaib Arshad (SA), Partner, Knox Cropper, presented the final accounts and audit findings, confirming a clean audit opinion and overall positive financial position.

The Board explored:

- the increase in income and resulting surplus position;
- the composition of reserves and distinction between restricted and unrestricted funds;
- the management of clubs and societies balances, particularly where groups are no longer active;
- the importance of having a clear and transparent policy governing restricted funds;
- the organisation's reliance on university funding in relation to going concern.

The DCO raised a query regarding a previous movement between restricted and unrestricted funds. SA clarified that such decisions must be underpinned by a clearly defined and documented policy.

Trustees also noted the absence of any reported fraud, material errors, or control issues.

It was noted that confirmation of ongoing funding from UCA is a key factor in supporting the Union's going concern position.

The Board received assurance that:

- financial controls are robust and operating effectively;
- no material weaknesses or unadjusted errors were identified;
- key audit risks had been appropriately assessed and tested.

Decision

The Board:

- Approved the Annual Report and Financial Statements
- Approved the Trustee Report
- Approved the Letter of Representation
- Authorised the Chair to sign

Actions

- The CEO to obtain written confirmation of funding from UCA to support the going concern position and provide this to the auditors
- Knox Cropper (SA) to circulate documents for digital signature to the Chair
- The Chair to review and complete digital signature of the financial statements and associated documents

3.3 Management Accounts – January 2026

The DCO presented the Management Accounts alongside a live reforecast document, updated weekly.

Trustees confirmed they had reviewed the accounts in advance.

The introduction of a live reforecast was welcomed as a positive step in improving financial oversight and enabling more responsive decision-making.

No concerns were raised.

Decision

The Board approved the Management Accounts.

3.4 Finance Service Level Agreement (SLA)

The CEO presented the SLA with UCA, designed to provide clarity and consistency around expectations tied to funding.

The Board recognised the value of:

- formalising expectations with the University;
- reducing ambiguity in the context of changing institutional leadership;
- strengthening the Union's position in managing risk and accountability.

Decision

The Board approved the SLA, subject to no material changes from the University.

3.5 Reserves Policy

The Deputy Chair highlighted the importance of ensuring that the reserves policy is supported by a clear plan to build reserves over time.

Trustees noted the need to align this with future financial planning and budgeting processes.

Decision

The Board ratified the Reserves Policy.

3.6 Democracy & Governance Review

Counterculture Partner, Richard Whitmill, presented the review, highlighting strong engagement and recommending structural enhancements.

The Board discussed:

- how the proposed governance changes align with the Union's strategic direction;
- the need for supporting operational policies to enable effective implementation;
- opportunities to further strengthen democratic engagement and student voice.

Decision

The Board approved the Democracy & Governance Review.

3.7 Byelaws

Trustees noted that the Byelaws provide a flexible framework to support future development.

It was acknowledged that successful implementation would depend on the development of supporting policies and procedures.

Decision

The Board approved the Byelaws.

3.8 Incorporation

The Board considered:

- the relative merits of Charitable Incorporated Organisation (CIO) and Company Limited by Guarantee (CLG) structures;
- the relative simplicity of the CIO model, noting that in practice there is limited difference between the two structures;
- the scale of work required to implement incorporation;
- the need to determine the appropriate approach to delivery, including who would support the incorporation process.

Trustees agreed that progressing incorporation was strategically important.

There was general support for moving forward, with a recognition that:

- further consideration is required regarding the preferred legal structure (CIO vs CLG);
- further consideration is required regarding who will support or deliver the incorporation process;
- additional detail should be developed before a final decision is taken.

Decision

The Board:

- Approved the direction of travel towards incorporation;
- Agreed that the final decision on structure and delivery approach will be subject to further development and brought back to the Board.

Next Steps

- Further work to be undertaken at Subcommittee

3.9 Subcommittee Terms of Reference

Minor amendments were made to ensure clarity and quorum requirements.

Decision

The Board approved the Terms of Reference.

3.10 Epsom Shop

The DCO presented a proposal to close the Epsom Shop due to sustained financial losses, including a loss of approximately £6,000 in the previous year, with a similar forecasted loss for the current year, resulting in a cumulative deficit of around £10,000 over two years.

The Board considered:

- the ongoing financial deficit and lack of long-term viability;
- previous and potential alternative operating models (including reduced hours), and the associated financial risks;
- the impact on students and the availability of alternative provision locally and through other means;
- the importance of transparent communication with students and stakeholders;
- the need to engage with the University regarding next steps and potential use of the space.

Trustees acknowledged that, while the decision was difficult, it was necessary from a financial stewardship perspective.

It was noted that maintaining the shop would continue to place pressure on Union resources without a clear route to sustainability.

Decision

The Board approved closure of the Epsom Shop, subject to:

- engagement with the University;
- clear communication with students;
- exploration of alternative provision for course materials.

Next Steps

- Management to engage with the University regarding closure and future use of the space
- Management to develop and deliver a communications plan to students
- Management to explore alternative provision options for students

4. Items for Discussion

4.1 Engagement

The HSE reported on engagement activity, including election performance, alongside a broader update on the engagement function, organisational context, and future direction.

Election turnout reached 29.6%, representing a significant increase from the previous year and strong performance against internal targets.

The Board noted:

- strong election performance and the scale of operational effort required to achieve this;
- the breadth of activity undertaken by the engagement team across campuses;

The HSE highlighted a number of challenges impacting the function, including:

- reduced management capacity and a lack of consistent leadership within the team;
- organisational and cultural challenges, including resistance to change and differing expectations of delivery models;
- the impact of wider institutional uncertainty on team confidence and direction;
- limitations within the course representative system, including inconsistencies in recruitment, training, and effectiveness;
- fragmentation across digital systems, creating inefficiencies for both staff and students.

Trustees discussed:

- the need for clearer structure and leadership within the engagement function;
- the importance of strengthening the course representative system as a core component of student voice;
- opportunities to improve digital integration and reduce system fragmentation;
- the importance of aligning engagement activity with the wider student journey and organisational strategy.

The HSE outlined a potential future direction for the function, including:

- a more structured, campus-based organising model;
- the introduction of a senior leadership role (Director-level) to provide strategic oversight of communities and student voice;
- a shift towards more coordinated and strategically aligned engagement activity.

Trustees noted the challenges identified and the successes achieved, and welcomed the update on the engagement function.

5. Matters for Information

5.1 Impact Reports

The DCO presented the Commercial Impact Report, outlining the contribution of commercial activity beyond financial performance, including student engagement, community, and employability.

The CEO also referenced a second report outlining organisational progress from 2023 to 2026, developed as part of the Union's funding proposal to the University.

Trustees noted both reports.

The progress outlined across the 2023–2026 period was acknowledged.

It was noted that the Commercial Impact Report could be condensed into a more concise format to support wider communication.

5.2 CEO Report

Objective: To receive the CEO Report and an update on Board succession

Summary

The CEO confirmed that the CEO Report had been circulated in advance and was presented for noting.

The CEO invited the Deputy Chair to provide an update on Board succession.

The Deputy Chair confirmed their intention to step down following the next meeting and outlined the proposed approach to identifying a successor, including inviting expressions of interest from current External Trustees.

The Board noted the CEO Report and the update on Board succession.

5.3 Officer Reports

Updates were provided from Officers covering a range of activity, including:

- development of an AI policy and planned referendum;
- national policy engagement and external representation;
- progress on student support initiatives, including the food bank and accessibility improvements;
- early work on international student support and engagement.

Officer updates were received.

Due to time constraints, updates were summarised rather than discussed in detail.

External Trustee (EL) noted that Officer reports were reached late in the agenda, which may limit effective discussion and scrutiny.

The CEO agreed with the importance of ensuring sufficient time for Officer updates and suggested that future agendas could be structured to prioritise these items earlier in the meeting.

The importance of reviewing agenda structure for future meetings to ensure appropriate time is allocated to Officer reports was noted.

6. Any Other Business

The DCO requested clarity on whether any decisions during earlier closed items may impact their area of responsibility.

The CEO confirmed that no decisions had been made and that options were still under consideration.

Separately, the importance of reviewing agenda structure for future meetings was noted.

7. Date of Next Meeting

17 June 2026

Actions Log

Action	Owner
Amend previous minutes (correction to Student Trustee (CS) name)	CEO
Circulate audit findings report to Trustees	DCO
Obtain written confirmation of funding from UCA to support going concern position and provide to auditors	CEO
Circulate financial statements and associated documents for digital signature	Knox Cropper (SA)
Review and complete digital signature of financial statements and associated documents	Chair
Develop policy regarding inactive clubs and societies balances	CEO

Progress outstanding HR policies for approval	CEO
Undertake further work on incorporation (structure and delivery approach) and bring proposal back to Board	Finance, Audit & Risk Subcommittee
Engage with UCA regarding closure of Epsom Shop and next steps	CEO
Develop and deliver communications to students regarding Epsom Shop closure	DCO
Explore alternative provision for course materials for Epsom students	DCO
Expressions of interest for Deputy Chair role from External Trustees	External Trustees
Review agenda structure for future meetings to support effective discussion (including Officer reports)	Chair