



Board of Trustees – Minutes (Public)

Date: Thursday 18 June 2026

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

External Trustee (LP), Leena Patel

External Trustee (EL), Emily Linnemann

President Epsom, Shayaike Hassan

President Canterbury, Joshua Singh-Hill

Student Trustee (AA), Alyson Aylott

Student Trustee (CS), Castiel “Bucky” Sanderson

In Attendance

Chief Executive Officer (CEO), Kyley Winfield

Director of Commercial & Operations (DCO), Jackie Crossman

Interim Head of Student Engagement (HSE), Scott Farmer

Interim Head of Marketing (HM), Steve Haugh

Apologies

No apologies were received.

1. Preliminary Matters

1.1 Opening Remarks

The Chair opened the meeting and welcomed attendees.

1.2 Apologies for Absence

No apologies were received.

1.3 Declarations of Interest

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

It was noted that External Trustee (AC) was no longer a Trustee due to a conflict of interest arising from their new role at UCA.

A conflict of interest was later noted by President Canterbury in relation to the Student Trustee recruitment process, due to potential interest in applying to become a Student Trustee. The Board was content for President Canterbury to remain present for the discussion.

1.4 Approval of Previous Minutes

The minutes of the previous meeting were approved.

1.5 Review of Actions

The action log was reviewed.

The Board noted that a number of actions had been completed, including the amendment to the previous minutes, provision of written confirmation of UCA funding to auditors, circulation and signing of financial statements, completion of the Deputy Chair expression of interest process, and review of the agenda structure.

Outstanding actions remained in relation to inactive clubs and societies balances, final HR policy approval, Epsom Shop communications, and alternative provision for course materials.

2. Matters for Discussion

2.1 Officer Reports

Officer reports were received from President Canterbury, President Epsom and President Farnham.

President Canterbury reported on activity including Canterbury Pride, campus signage and appearance, the draft generative AI policy, Relationship Board concerns and final campaign activity.

President Epsom provided a verbal update, including work on employability and careers opportunities, tuition fee payment arrangements, and feedback from the Epsom Graduate Show. Trustees recognised the value of the work undertaken, despite changes affecting the original manifesto commitments.

The Chair reported on the food bank, Speak Week, Union Awards and Summer Ball. The food bank had opened 38 times since launch and had provided 287 food parcels to students. Feedback from students had been positive, with suggested improvements including more range, more frequent opening and clearer signposting. The Union Awards and Summer Ball were both well attended and positively received.

Trustees thanked the Officers for their work and leadership during the year.

2.2 Safeguarding

The Chair introduced a discussion regarding a recent incident on the Farnham Campus involving a student and multiple members of staff, which resulted in police intervention.

The Board discussed concerns regarding:

- the University's response to the incident;
- the apparent lack of a clear and consistent process;
- safeguarding, safety and security provision on campus;
- the level of security cover available;
- the distinction between safeguarding, wellbeing and security responses.

The Deputy Chair noted that the Union's formal role may be limited where incidents do not take place in Union spaces or Union activities. However, the Union could raise concerns with relevant University leaders and consider how UCA's provision compares with similar institutions.

External Trustee (LP) noted that student safety is the University's responsibility, but that the Union should work with the University on this issue. External Trustee (LP) offered to support with policy review and benchmarking.

President Canterbury suggested that mental health advocacy training could be explored for officers or campus representatives.

External Trustee (EL) asked whether the Union was confident in its own safeguarding processes if a similar incident occurred in a Union space, at a Union event, or involving Union staff.

The DCO noted that UCA was developing Campus Response Teams, including security, wellbeing and leadership involvement, and confirmed that an updated process could be circulated.

The CEO confirmed that the Union's safeguarding policy was progressing through People & HR and proposed that safeguarding become a standing Board agenda item.

The Board also noted the importance of ensuring that safeguarding referrals are balanced and proportionate, recognising that escalation can sometimes have unintended consequences for students.

Decision:

The Board agreed that safeguarding should be considered as a standing Board agenda item.

2.3 CEO Report

The CEO presented the CEO Report, which had been circulated in advance.

The CEO highlighted progress against objectives set at the beginning of the year and drew attention to KPI data from Speak Week, including:

- 50% of students reported feeling a sense of belonging within the Students' Union;
- 45% of students felt that routes into leadership were accessible.

The CEO noted that belonging within the Union and accessibility of leadership routes should be areas of focus for the year ahead.

The Board noted progress with implementation of the Democracy and Governance Review.

President Canterbury asked about outstanding items on the action tracker, including formal trade union discussions. The CEO confirmed that formal trade union discussions

had not yet started. External Trustee (LP) advised that changes expected from October 2026 would require employers to provide information to staff regarding recognised trade unions and that the CEO should speak with the relevant Unison representative.

President Canterbury also asked about the Officer action plan. The HSE confirmed that recent focus had been on preparation for the incoming officer team and fortnightly campaign action and support meetings.

President Canterbury asked about the Finance SLA and whether relevant University senior leaders and the CEO would meet before year-end. The CEO confirmed that the Finance SLA / Relationship Agreement had gone to the Relationship Board. The Relationship Board was supportive, but could not approve it due to wording regarding KPIs being provided before funding. The CEO would speak with the Director of Finance before the end of the financial year and align with the relevant Strategic Director.

The CEO Report was noted.

2.4 Finance Report

The DCO presented the Finance Report, including figures to the end of May.

The DCO confirmed that the live reforecast remained the most useful document for understanding the Union's financial position.

Although income was forecast to be £77,000 below budget by the end of the year, the Union was forecast to end the year in a positive position. The forecast budget position was just under £26,000, or approximately £31,000 if the governance review cost was moved out of the current year accounts.

The DCO explained that where income had not been achieved, particularly in commercial areas, expenditure had also been reduced.

External Trustee (LP) asked why governance review costs would be moved out of the current year accounts if the Union was in surplus. The DCO explained that the original agreement was for the governance review to be funded from reserves, but Trustees could decide to keep the cost in-year.

The Deputy Chair recommended that, where funds are available in-year, the governance review cost should be taken from current year income rather than reserves.

The Board thanked the DCO for their contribution and recognised the quality of finance reporting and management accounts during their time with the Union.

Decision:

The Board agreed that, where possible, the governance review cost should be taken from current year income rather than reserves.

2.5 Student Engagement Report

The HSE presented the Student Engagement Report.

The HSE reported significant growth in meaningful student engagement across the year, including through elections, Speak Week, the AI referendum and representation reform.

The HSE noted the significant work undertaken on the Student Awards across all campuses and the involvement of officers, staff, the engagement team and Associate Deans.

The HSE reported that students engage when participation is simple, relevant and connected to the issues they care about. The focus for the year ahead would be turning engagement into sustainable structures that strengthen representation, democratic participation and partnership working with the University.

The representation review was progressing, with positive initial conversations taking place with Deans, Associate Deans, Student Life and the Partnership Board. It was noted that a steering group would be needed to support partnership working with the University.

The Student Engagement Report was noted.

2.6 Marketing Report

The HM presented the Marketing Report.

The report reflected on the Union's current position in relation to marketing and communications, including strengths, weaknesses, challenges and recommendations.

The HM described the current approach as broadcast-led rather than targeted and noted the need to better reflect the differences between campuses.

The Board discussed the importance of communicating why the Union exists, what value it provides and how it benefits students.

The HM proposed a shift from a "take" model to a "give" model, with more emphasis on content that gives students value and amplifies student activity.

The HM also highlighted the opportunity to move from centrally generated content to student-led content, in line with a community engagement approach. The creativity of UCA students was identified as a significant strength.

External Trustee (EL) asked how a strong brand could be maintained while allowing students and societies to use and adapt it. The HM explained that the brand should be understood as the Union's relationships, actions and value, not only its logo.

The DCO welcomed the focus on campus identity and students speaking to students.

Student Trustee (AA) suggested exploring a shared officer social media presence.

The Deputy Chair supported the direction of travel and asked about engagement with the University, particularly where student groups may use University branding. The HM confirmed that early conversations had taken place with the University communications team.

The Marketing Report was noted.

3. Matters for Decision

3.1 Deputy Chair Appointment

The Chair confirmed that External Trustee (EL) had put themselves forward for the role of Deputy Chair and that unanimous approval had been received.

External Trustee (EL) thanked Trustees for their trust.

The Board thanked the outgoing Deputy Chair (MD) for their service and support to the Board and Chair.

Decision:

The Board confirmed External Trustee (EL) as Deputy Chair.

3.2 External Trustee Recruitment

The CEO introduced the proposal for external trustee recruitment.

The CEO reflected on the importance of strong external trustee recruitment and recommended using a similar process to the previous recruitment round, supported by updated materials and a skills audit.

The CEO reflected on the previous trustee recruitment process, including the accessibility measures that had been implemented. The Board expressed enthusiasm for the approach taken and agreed that they would like the CEO to lead the process again.

The Chair asked about the CEO's role in trustee recruitment and whether this could create a conflict of interest, given that Trustees hold the CEO to account.

External Trustee (EL) noted that it is common in the charity sector for CEOs to be involved in trustee recruitment and that this should be understood as a partnership. The Board agreed that the CEO would once again lead the process.

The Board discussed potential skills and experience gaps, including:

- AI and automation;
- fundraising and income generation;
- arts education;
- small and specialist sector experience;
- senior leadership experience;
- experience as a member of a Board of Governors;
- social enterprise and creative education income generation.

External Trustee (EL) supported the proposed approach and suggested that, if recruiting two Trustees, the priority should be sector experience and fundraising / income generation.

The Board discussed timelines. Trustees expressed a preference for new External Trustees to be in post by September 2026 if possible. It was noted that summer recruitment may be challenging, but that a July recruitment window and August interviews could be achievable.

External Trustee (LP) suggested that a shorter recruitment window could be sufficient, particularly if promoted through LinkedIn and trustee networks.

The HM noted the importance of managing communications carefully alongside the Epsom Shop closure process.

Decision:

The Board approved the external trustee recruitment process.

3.3 Student Trustee Recruitment Process

The HSE presented the proposed Student Trustee recruitment process.

The proposal moved away from a single advert and application process towards a structured engagement journey. The aim was to help students understand governance, leadership and the impact of trusteeship before asking them to apply.

The proposed process included:

- an awareness campaign;
- short video content;
- information sessions;
- a structured application process;
- improved onboarding;
- evaluation after the pilot.

The HSE noted that the approach would require upfront staff time but should create a stronger candidate pool and reduce recruitment difficulties over time.

The DCO asked that any costs before the end of the year be shared for forecasting.

Student Trustee (AA) stated that this approach would have been helpful when they became a Student Trustee.

President Epsom raised the importance of being clear about the status of Student Trustees. The Deputy Chair and Student Trustee (AA) confirmed that a Trustee is a Trustee, regardless of category, and that Student Trustees have equal voting rights.

Decision:

The Board approved the Student Trustee recruitment process.

The Board delegated authority to the CEO, in consultation with the Chair, to implement the pilot and make operational adjustments as required.

3.4 Speak Week Report

The HSE presented the Speak Week Report.

Speak Week was delivered as a student listening exercise during the final term. It engaged 1,308 students, representing just over 25% of the student population. The original target had been 20%.

The core question was: “If you could change one thing about your student experience, what would it be?”

The HSE emphasised that Speak Week was a listening exercise rather than a consultation. The high response rate created an obligation for the Union to respond and use the evidence to inform decisions.

The report made several recommendations, including:

- creating a student experience priority framework;
- identifying areas for deep dive research;
- embedding an annual student voice programme;
- using the findings in officer induction;
- presenting findings jointly with the University;
- closing the loop through a “You Said, We Will” action plan.

External Trustee (EL) asked whether deep dive research would be commissioned externally or internally. The HSE explained that the initial approach would be internal, potentially working with relevant parts of the University.

The DCO supported making Speak Week an annual exercise.

The Deputy Chair encouraged the Union to consider partnership opportunities with other creative institutions in the sector.

The CEO noted that the findings aligned strongly with the Union’s strategic direction. Academic representation came through strongly, while skills and employability were less prominent than expected. This was noted as an area for further exploration.

Decision:

The Board approved the Speak Week Report.

3.5 Democratic Structures Report

The HSE presented the Democratic Structures Report, focused on the academic representation review and pilot framework.

The HSE explained that representation should focus on representation, rather than event delivery or operations. Issues should be raised at the lowest appropriate level and escalated only where necessary.

The proposed structure included:

- Course Representatives focusing on course-level issues;
- Senior Representatives focusing on school-level themes and escalation;
- Sabbatical Officers focusing on school and campus partnership;
- an Executive Committee replacing Student Council and considering strategic and cross-campus issues.

The HSE explained that participation must fit students' lives, rather than expecting students to fit traditional participation structures.

Campus committees would be developed, including Campus Representatives and School Representatives. These would provide a framework for representation, leadership and participation on each campus.

Student Trustee (CS) welcomed the proposed approach and noted that Union involvement could help maintain continuity, as students move on but Union staff remain.

The Deputy Chair asked how issues would be refined and prioritised, and what formal mechanism would replace Student Council for approving policy or political priorities. The HSE explained that issues would be prioritised from the ground up through Campus Committees and representative conversations. Cross-campus issues would be considered by the Executive Committee.

The CEO noted that the Democracy and Governance Review was coming to life through this work.

Decision:

The Board approved the Democratic Structures Report.

3.6 Incorporation

External Trustee (EL) presented the incorporation update.

The Governance Review had recommended that the Union explore incorporation as a charity. External Trustee (EL) outlined the two main options:

- Charitable Incorporated Organisation (CIO);
- Company Limited by Guarantee (CLG).

The incorporation working group recommended working with Nick Smith, supported by lawyers where required. The working group also recommended incorporation as a Company Limited by Guarantee, as this is commonly used by students' unions and was considered more future-proof.

The Board considered the principles and values circulated by Nick Smith for the development of the Articles.

The DCO raised the issue of corporation tax on trading income. External Trustee (EL) noted that charities can already be taxed on non-charitable trading income and that a trading subsidiary could be considered in future if required.

The CEO raised the question of how incorporation costs should be funded. It was noted that costs could be up to approximately £20,000.

The Deputy Chair recommended that, where costs could be incurred in the current financial year and funds were available, they should be taken in-year rather than from reserves. If further costs arose later, reserves could be used where necessary.

The DCO confirmed that Nick Smith's costs could be factored into the reforecast, with legal costs potentially falling into the next financial year.

Decision:

The Board approved the incorporation proposal, including proceeding with the Company Limited by Guarantee route and the principles circulated by Nick Smith.

4. Matters for Noting

4.1 Relationship Board Minutes

The Board noted the Relationship Board minutes.

The CEO confirmed that amendments had been made to the most recent minutes to make clear that the Vice-Chancellors' absence had been discussed, and that the change in chairing arrangements had not been agreed through a formal process.

External Trustee (EL) asked whether there had been any indication that the Vice-Chancellors would attend the next meeting. President Canterbury confirmed that there had been no indication. It was noted that the Vice-Chancellors remained members of the Relationship Board and were marked as absent.

President Epsom noted that the minutes suggested a change in chairing arrangements, which indicated that the Vice-Chancellors may not intend to attend.

The CEO confirmed that one of the Vice-Chancellors had previously expressed an interest in meeting Trustees. The CEO had responded to confirm that Trustees were happy to meet,

but that the expectation was that both Vice-Chancellors would meet the Board. No response had yet been received.

The Relationship Board minutes were noted.

4.2 Finance, Audit and Risk Subcommittee Update

President Canterbury provided an update from the Finance, Audit and Risk Subcommittee.

The Subcommittee had discussed Access to Work funding, incorporation risks, alternative banking arrangements, reserves, governance case costs, and cyber security risks.

It was noted that phishing emails continued to be an issue across both the Union and the University.

External Trustee (LP) asked whether the Union had considered cyber security insurance. The DCO confirmed that information could be shared. External Trustee (LP) noted that cyber security insurance may be affordable for smaller organisations and worth considering.

The update was noted.

4.3 Nominations Subcommittee Update

President Epsom provided an update from the Nominations Subcommittee.

It was noted that some intended activity had not progressed as planned, including assigning Student Trustees to mentors and supporting Student Trustees to join subcommittees.

The CEO noted that the effectiveness of the Nominations Subcommittee should be reviewed. The CEO suggested that, in future, the Union may be better served by pausing the Subcommittee and forming recruitment panels when required.

President Epsom noted that the Nominations Subcommittee provides a standing structure for trustee recruitment and helps ensure that recruitment is not led solely by the CEO.

The Deputy Chair suggested that a final decision should not be taken at this meeting. The operational team would review the role of the Nominations Subcommittee in light of the external trustee and student trustee recruitment processes approved at the meeting.

The update was noted.

4.4 People & HR Subcommittee Update

External Trustee (LP) provided an update from the People & HR Subcommittee.

The Subcommittee had met more frequently than originally planned, with a further meeting scheduled for 10 July 2026.

The main focus had been the review and approval of HR policies and procedures. Batch one had previously been approved. Batch two and the remaining policies had been reviewed, with staff comments considered, and returned to Atkinson HR. Final approval was expected at the next meeting.

The Subcommittee had also discussed data protection and GDPR, including matters relating to a complaint and a subject access request. The CEO had attended advanced training, which had been useful.

The CEO annual review had also been discussed, and it was noted that External Trustee (EL)'s appointment as Deputy Chair would support this process.

The Subcommittee had briefly discussed exit interviews and would consider how data from exit interviews should be used.

The update was noted.

4.5 Strategy Subcommittee Update

The Chair provided an update on the Strategy Subcommittee.

It was noted that, following the Democracy and Governance Review, the Strategy Subcommittee would cease operating as a standing subcommittee.

The update was noted.

5. Any Other Business

5.1 Chair and Subcommittee Chair Appointments

The CEO introduced a discussion regarding how the Chair of the Board and Chairs of Subcommittees should be selected.

The CEO noted that the Democracy and Governance Review had recommended that subcommittees be chaired by External Trustees in order to free up Sabbatical Officers to participate more fully. The Deputy Chair affirmed this approach.

External Trustee (LP) suggested that incoming officers should receive clear information and testimonials about what it means to be Chair, including the wider responsibilities beyond chairing meetings and setting agendas.

The Deputy Chair stated that the Board should not determine which elected officer should become Chair. The Deputy Chair recommended that officers should be given information, time and support to understand the role, and then decide between themselves.

It was agreed that the Presidents, CEO and HSE would consider how to build this into officer induction and training.

5.2 Thanks to Outgoing Trustees, Officers and Staff

The CEO thanked the Chair, Deputy Chair, DCO, outgoing officers and Student Trustees for their service, leadership, guidance, support and constructive challenge.

The Board thanked the Chair for their leadership and recognised the development of the Union during their tenure.

6. Date of Next Meeting

The next meeting was expected to take place on either 2 or 3 September 2026, in line with the governance calendar. The exact date would be confirmed.

7. Closed Items

Union staff were asked to leave the meeting.

Actions Log

Action	Owner
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Resend audit findings or related report information to Trustees if required	DCO
Develop policy regarding inactive clubs and societies balances	CEO
Progress final HR policy batches for approval	CEO / People & HR Subcommittee
Continue work with Blue Edge regarding the Epsom Shop closure process	CEO
Develop communications to students regarding the Epsom Shop closure	DCO / CEO / HM
Explore alternative provision for course materials for Epsom students	DCO
Follow up with UCA regarding safeguarding procedures, campus response arrangements and safety concerns	Chair / CEO
Circulate UCA's updated campus response process	DCO
Explore light-touch training on safeguarding, wellbeing and mental health advocacy for officers and representatives	CEO / HSE
Consider safeguarding as a standing item on future Board agendas	Chair / CEO
Speak with the relevant Unison representative regarding trade union information and arrangements ahead of October 2026 changes	CEO
Meet with the Director of Finance regarding the Finance SLA and KPI wording before the end of the financial year	CEO
Align with the relevant Strategic Director regarding University expectations, KPIs and return on investment	CEO
Establish partnership working / steering arrangements with the University for the representation review	HSE

Continue discussions with UCA communications colleagues regarding brand, student-led content and clubs/societies communications	HM
Finalise the external trustee skills audit and identify priority areas for recruitment	CEO
Check the constitution regarding the number of external trustees permitted	CEO
Update and launch the external trustee recruitment materials	CEO
Share availability for external trustee shortlisting / interviews in August	External Trustee (EL) / External Trustee (LP) / President Epsom / Student Trustee (AA)
Consider communications risks linked to external trustee recruitment and Epsom Shop closure	CEO / HM
Develop and implement the Student Trustee recruitment pilot	HSE / CEO
Provide any projected Student Trustee recruitment pilot costs for forecasting	HSE / CEO
Provide an evaluation report following the Student Trustee recruitment pilot	HSE
Complete further analysis of Speak Week data by campus and demographic group	HSE
Develop a student experience priority framework	HSE / SLT
Prepare a “You Said, We Will” response to students	HSE / Student Engagement Team
Explore presenting Speak Week findings jointly with UCA through appropriate University governance routes	HSE / CEO
Consider opportunities for partnership work with other creative institutions	HSE

Develop campus committee structures and related officer training as part of democratic structures implementation	HSE
Progress incorporation work with Nick Smith and lawyers	External Trustee (EL) / CEO / Incorporation Working Group
Arrange appropriate invoicing and reforecasting for incorporation costs	DCO / CEO
Consider tax and trading income implications as incorporation progresses	DCO / Incorporation Working Group
Finalise amendments to the Relationship Board minutes regarding Vice-Chancellor absence and chairing arrangements	CEO
Follow up with both Vice-Chancellors regarding meeting the Board of Trustees	CEO
Share cyber security insurance information with relevant Trustees	DCO
Consider cyber security insurance and bring a recommendation forward if required	DCO / CEO
Review the future role and effectiveness of the Nominations Subcommittee and bring a recommendation back to the Board or by email	CEO / HSE / Officers
Consider how exit interview data should be used and reported	People & HR Subcommittee
Remove the Strategy Subcommittee from future Board agenda planning	Chair / CEO
Build Chair role information and testimonials into officer induction / training	CEO / HSE / Presidents
Incoming officers to discuss and agree who will take on the role of Chair	Incoming Officer Team
Review subcommittee chairing arrangements once external trustee recruitment has progressed	Board

Confirm the exact date of the next Board meeting

CEO / Chair

Provide the Chair with a short note of the closed discussion and any action required for the closed minutes

External Trustee (LP) / External Trustee (EL)