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| **Trustee Board** Date: **Thursday 15 December 2011**  Time: **5pm**Number: **7** Venue: **Boardroom, Dynamic Earth, Edinburgh** |

In the Chair: Stefan Kay, Trustee (SGK)

Also Present: Brian Hay, Trustee (BH)

Mike Ross, President (MR)

 Susan Kirkman, Trustee (SK)

 Lara Rivans, Trustee (LR)

 Olga Kozlova, Trustee (OK)

 Vicky Ingram (VI)

Apologies: Aiden McDonagh (AM)

Absent Alaistair Grant, University Financial Controller (AG)

In Attendance: Gail Edwards, Chief Executive Officer (GE) (Minute Taker)

 Katie Barr, Vice-President (SBC) (KB)

 Fiona Hall, Finance Advisor (FH)

**ACTION**

**4.2 Inform Trustees of significant finance implementation issues as necessary GE**

**4.3 Instruct Baker Tilly to conduct 2011/12 audit GE**

**4.4 Provide detailed implementation report to next Trustee Board meeting GE/FH**

**4.5 Provide draft 2012/13 budget to Trustee Board in April 2012 GE**

**4.7 Raise Finance Controller lack of engagement with the University SGK/GE**

**6.2 Arrange for consultation responses to be published online MR**

**7.2 Arrange for Trustee Board induction in February SGK/GE**

**7.6 Deputy CEO to attend Trustee meetings GE**

**NOTE**

**Vicky Ingram and Aiden McDonagh were RECOMMENDED AND APPOINTED to the Trustee Board**

**The Trustee Board UNANIMOUSLY APPROVED the Constitution**

**The Trustee Board UNANIMOUSLY APPROVED the Strategic Plan**

1. **WELCOME**
	1. The Chair welcomed the attendees to the 7th Trustee Board meeting and in particular welcomed Vicky Ingram as a new Student Trustee and Fiona Hall as Finance Advisor. Apologies were noted from Aiden McDonagh.
2. **MATTERS ARISING**
	1. The Chair asked if the Finance Advisor job description had been sent to BH. The CEO said that it had and that his comments had been included. The Finance Advisor post had been successfully filled and Fiona Hall was present to give an update on her progress since appointment.
	2. The Chair asked whether Sandra Howell’s support for the Union was concluded now that the Finance Advisor post was filled. The CEO stated that this was the case.
3. **MINUTES OF 6TH MEETING**
	1. The Minutes were duly passed.
4. **FINANCE UPDATE**
	1. The CEO introduced Fiona Hall, Finance Advisor and handed over to Fiona for an update on her initial findings since appointment on 1 December 2011.
	2. FH presented three papers on the implementation of the new finance systems. She noted that a stock take of the bar and catering were urgently needed and hoped to be able to complete this before Semester two. The Trustees discussed the “Go Live” date and who would take the decision on the go ahead of this date. It was **AGREED** that the CEO would communicate significant issues to the Trustees and that the decision on the “Go Live” date from the Union would be made by the Chair of the Trustee’s, President and CEO.
	3. GE raised the question of the Auditors and pointed out that the Trustees had previously agreed to tender for new Auditors for the 2011/12 audit. GE suggested this might reconsidered given the period of change ahead. SK advised that it would be sensible to retain Baker Tilly for the next audit. BH agreed and suggested this be the case for one year only and that the Union tenders for a new audit agreement afterwards. This was **AGREED**.
	4. The Trustees discussed the implementation of the finance system. BH asked whether there was a need to upgrade the IT infrastructure and consider a training plan for staff. FH confirmed there is a need for new IT systems to support the new finance package and GE confirmed there is a budget of £9k for the IT upgrade. FH confirmed that the university training should be sufficient for the Union training needs but a Training Needs Analysis needs to be completed. GE confirmed this was needed and that further scoping work was needed on exactly how the staff will use the new system. VI pointed out the budget savings in joining the university training courses where possible. It was **AGREED** that a more detailed report on implementation issues would be given at the next Trustee Board meeting.
	5. The Trustee Board discussed the Management Accounts and analysis of first quarter expenditure. It was acknowledged that progress had been made in providing financial reports for consideration. BH asked when a draft budget for 2012/13 would be established. GE stated that she would like to see a full next quarter of trading before commencing this process. FH stated that the layout of the budget would be influenced by progress on the finance system implementation. It was **AGREED** that a draft budget would be available for the Trustee Board April 2012 meeting.
	6. The Trustee Board noted and discussed the deficit being recorded in catering. GE stated she had implemented a block on all non-essential expenditure to try to claw some of this back and that the loss recorded was somewhat caused by the pizza outlet opening late and a significant staff contract bill for the first semester. BH asked whether this deficit would be carried forward into the next budget. GE stated that there were large one off costs in the current year budget that would not be present next year and so would potentially balance out the deficit.
	7. The Chair enquired whether Alaistair Grant had given any input to the current finances of the Union. GE stated that she had had some contact with AG and invited him to attend the Trustee Board meeting and meet with him to bring him up to speed on developments but had had no response. The Trustee Board **AGREED** to minute this and raise it with the University.
5. **CONFIRMATION OF TRUSTEES**

	1. The Chair noted that at the start of the meeting the Trustees should have formally accepted the appointment of the new Trustees and handed over to BH for an update. BH informed the Board that himself and OK had met with Vicky Ingram and Aiden McDonagh to discuss the role and that they both formally endorse the appointment of both to the Trustee Board. The Trustees **AGREED** to appoint VI and AM as Trustees.
	2. MR pointed out that for future appointment of Student Trustees the process should be reviewed to ensure that it was transparent. This was noted but that this first selection process had been sufficient to ensure appointment of good candidates but that it would be more open a process next time.
	3. The Chair thanked BH and OK for giving their time to assist with the appointment process.
6. **UPDATE FROM EXECUTIVE COMMITTEE**
	1. MR informed the Trustees that the Executive Committee had met and discussed the draft Bye Laws. An updated version is intended to go to an AGM along with the Constitution on 18 January 2012. SK commended the work MR has put in to drafting the new Constitution and Bye Laws. BH asked whether Trustees were required at the AGM. GE confirmed that the current Constitution does not require this but they are invited to attend if they would like.
	2. The Union has responded to four Scottish Government consultations this Semester including Post 16 Education; Equal Marriage; Housing and Mental Health. BH asked whether these are published online as this would be good to demonstrate the work of the Union. MR said they were published as a news article but **AGREED** they should be highlighted more.
	3. The Executive Committee has been working on an environmental campaign. The majority of the work has been behind the scenes at this stage. The Union was frustrated by the recent Transition Heriot Watt funding bid as the views of the Union had been overlooked despite strong representation from Officers and Staff. This was a concern and the situation was being monitored to ensure the student views are included in this programme of work.
	4. The Union is on track to receive a Silver Green Impact award. It has received a Bronze award from Attitude is Everything.
	5. MR is working with the Debating Society to deliver an RUK (Rest of UK) fees debate. They are considering a controversial topic to encourage engagement from students.
	6. KB updated the Trustees on the SBC student space developments. The University and College have provided funding to decorate and furnish the space and the opening will be 18 January 2012.
	7. MR and KB are working together to address printing costs at both campuses. While costs in SBC have been an issue for a while, it is an emerging issue in Riccarton. The Principal has committed to making the service not for profit. KB is using this to negotiate better printing rates in SBC and once this has been secured it will be used as leverage in Riccarton.
	8. Elections will take place in February and there is already increased interest from students about standing for positions and it is hoped that this will lead to higher turnout. BH asked whether there was any intention to elect the vacant Vice President post in a by-election. MR stated that the Executive Committee had discussed it and decided that it was not feasible because they were not aware of any potential candidates and any successful candidate would have to give up their studies at a difficult point in the academic year.
	9. MR informed the Trustees that the Executive Committee had conducted a student ballot about the issue of secular comments at graduation ceremonies. The result was evenly split so the Union took the position at Senate to maintain the status quo.
7. **UPDATE FROM CEO**
	1. GE presented an update report and proposed that the paper format became a standard report for the CEO to provide an update. The Trustee Board welcomed the paper and approved the format of the paper.
	2. GE noted that the Trustee Induction should take place now that the Board is full and suggested that Trustee’s also spend time with staff in the Union to learn more about each area of work of the Union. It was **AGREED** that this would take place around the February meeting and that SGK and GE would liaise to put this in place.
	3. GE updated the Trustees on a staffing issue and sought feedback on potential resolution. It was noted that this was an operational matter but that the preferred option should be based on cost effectiveness for the organisation.
	4. GE informed the Trustees that she intends to implement an annual appraisal cycle in March/April and proposed to implement a 360 Degree review for Sabbaticals and Senior Managers at a cost of £1k. BH noted that the Trustees should have an appraisal cycle alongside this but perhaps to hold off on this until 2013 to enable the Trustees to settle into their role first.
	5. The Union is been awarded the Zero Tolerance mark which demonstrates the Union commitment to preventing sexually aggressive behaviour as part of events or on Union premises. GE is working with SCVO for the Union to become and employer on the Community Jobs Scotland scheme.
	6. GE suggested that the Head of Corporate Services and Deputy CEO should attend Trustee meetings as a matter of course. The Trustees **AGREED** that this should be the case.
8. **CONSTITUTION**
	1. The Chair presented the final Constitution for approval by the Trustees. BH noted he had sent some small corrections to referencing and wording and, subject to those being addressed, he was satisfied. The Trustees **UNANIMOUSLY** **APPROVED** the Constitution. It will come back to the Trustees for final ratification after the student vote at the AGM.
9. **STRATEGIC PLAN**
	1. The Chair presented the final draft of the Strategic Plan and noted that it was a good document. He also noted that the University had been seeking its creation for some time and suggested they would be satisfied with the proposed document. The Trustee’s agreed and **UNANIMOUSLY APPROVED** the Strategic Plan. GE stated that the staff and Executive will be working with Jamie and herself to draft the Operational Plan in January.
10. **DATE OF NEXT MEETING**
	1. The next meeting will take place on Tuesday 7 February 2012 at Riccarton. A time will be confirmed once induction plans have been set.
11. **REVIEW OF MEETING**
	1. The Chair asked for any other business. There were none except the Trustees collectively thanked MR and GE for the comprehensive reports now being provided to the Board.