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| **Trustee Board** Date: **Thursday 14 March 2013**  Time: **5.30pm**  Number: **13**  Venue: **Committee Room 1, Student Union, Riccarton** |

In the Chair: Stefan Kay, Trustee (SGK)

Also Present : Brian Hay, Trustee (BH)

Susan Kirkman, Trustee (SK)

Laura Gregson, Vice President LG)

Vicky Ingram (VI)

Alan Konopka (AK)

Olga Kozlova, Trustee (OK)

Mike Ross, President (MR)

Katie Barr, President (SBC) (KB)

Apologies: Lara Rivans, Trustee (LR)

Brittany Brown, President Elect (BB)

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

Jamie Nutter, Head of Corporate Services and Deputy CEO (JN)

Fiona Hall, Finance Advisor (FH)

Jonathan Andrews, President (SBC) Elect

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**2.4 Arrange Finance Training CEO/FM**

**2.6 Circulate Update on Cash Flow after meetings CEO**

**4.2 Circulate Paper on Governance after Easter CEO**

**6.1 H & S Paper Signed and Displayed CEO**

**POINTS TO NOTE**

**5.3 Updated Constitution Agreed and Passed Unanimously**

**6.2 Health & Safety SLA Agreed**

**8.1.2. Approval to Sell Shares and Vote at AGM given to CEO**

1. **MINUTES OF THE 12TH MEETING**

1.1 **Matters Arising**:

9.4 **Performance Management Policy**: Sabbatical Policies to be circulated by CEO.

1.2 Action Points noted and attended to.

1.3 The Minutes were duly passed.

1. **FINANCE UPDATE**

2.1 **Management Accounts**: The Finance Manager gave a brief report of current financial matters. The Finance Manager gave brief highlights and points to note about the Management Accounts. Several questions were asked by the Trustees and the Finance Manager answered these in detail.

2.2 **Cash Flow**: This was reported on and discussed. Discussion ensued about the Block Grant from the University and on negotiations that could be attempted through support from University Court and other allies. Block Grants were currently under the spotlight by NUS and it was noted that HWU was rather far down the league tables for this Grant.

2.3 **New Finance System**: The Finance Manager informed the Trustee Board that the new system was now live, having been phased in from February. The Transfer of the data had been long and arduous. The Accounts for the next Board meeting would be from the new system with some historical data included. An update on the new system was circulated.

2.3.1 The new system would enable greater details to be given within reports in various formats. Examples of the formats were circulated.

2.4 **Training**: It was mentioned that it would be helpful if training could be given to budget holders, Sabbaticals, Trustees etc to gain understanding of the Management Accounts. The Finance Manager volunteered to do the training.

2.5 The Finance Manager was congratulated on the work she had done to get the new system up and running.

2.6 The CEO would circulate an update after the Budget Holders meeting and an update after the meeting scheduled with Kathy Patterson.

2.7 **Oracle**: The Depute CEO gave an update on the University Oracle system. Anecdotal evidence suggested that there were lots of problems with the system.

1. **UPDATE FROM EXECUTIVE COMMITTEE**

3.1 **Zones**: The Papers were circulated giving a report from each Zone including details of activities, challenges etc.

3.2 **Elections**: The Trustee Board were informed of the Elections results and introduced to Jonathan Andrews, the President (SBC) Elect.

3.3 **Thanks**: The President was thanked for the good reports and all the hard work the Executive had done.

3.4 **Australia Trip**: The CEO was asked for comments on the recent trip to Monash University in Australia. She informed the Trustee Board that the trip had been very successful and they herself, the President and Denise McCaig had come back with so many good ideas. The University and student activities were all very well resourced and organised in Monash. A report was being published which would be circulated to University Departments, Trustees etc.

3.4.1 The CEO gave a brief overview on our perceptions and international students. Feedback would be given on recruitment and culture as well as the good ideas on various areas that Monash do really well.

1. **UPDATE FROM CEO**

4.1 The CEO told the Trustee Board that the Update had been written before the trip to Australia. So some updating was needed.

4.2 **Governance**: The CEO thanked everyone involved for their comments. She would circulate the relevant paper after the Easter break.

4.3 The CEO gave an overview of the Report adding details that had arisen since her return.

1. **CONSTITUTION**

5.1 The President mentioned that the updated Constitution had not been circulated as the Trustee Board had already seen and approved the paper. He gave a brief update on the approval process. The AGM which was held was inquorate, as was the second AGM held a week later. The Trustee Board were then needed to approve the Constitution to enable it to be taken forward.

5.2 The challenge in the process was to get the numbers to the AGM to get approval.

5.3 The Trustee Board agreed to pass the Constitution. The proposal was agreed and passed unanimously.

5.4 The CEO informed the Board that we were working with the University Secretary to the Court to get the amended Constitution into the new University Ordinances.

1. **HEALTH AND SAFETY SLA**
   1. The CEO informed the Board that the Health and Safety Policy required slight amendment to keep in line with new legislation. The updates had been lodged with the relevant University Committee and were awaiting approval by the Services Board.
   2. The Trustee Board agreed to the amendments. The CEO would get the document signed and displayed.
2. **CEO JOB DESCRIPTION**
   1. The Job Description for the CEO was out of date and inadequate. It had been redrafted and circulated for amendment and approval to senior staff, Sabbaticals, Brian Hay and Olga Kozlova.
   2. The Job Description was noted and accepted by the Trustee Board.
3. **GOVERNANCE DEVELOPMENTS**

8.1 **NUSSL Shareholders**: The Paper giving details was circulated. All agreed it was a very involved paper, the Trustee Board all agreed they did not understand the content or intent of the paper at all.

8.1.1 The CEO had contacted NUSSL about the paper and gave a brief overview by way of explanation. We were being asked to vote at the NUSSL AGM, did we want to sell our shares or not.

8.1.2 It was agreed we would sell the shares. The CEO was given approval to vote at the AGM on behalf of the Union. BH asked when the payment would be made. The CEO would ask about that and get back to him.

1. **DATE OF NEXT MEETING**
   1. It was agreed the next meeting would be held at SBC, Galashiels Campus on Thursday 30 May, it would be a full Board meeting with an Executive Handover.
   2. We would meet at SBC at 1pm, with lunch provided, and then a visit to the new Residences after the meeting.