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| **Trustee Board** Date: **Tuesday 28 January 2014**  Time: **5pm**Number: **17**  Venue: **Committee Room 1, Edinburgh Campus**  |

In the Chair: Stefan Kay, Trustee (SGK)

Also Present : Brian Hay, Trustee (BH)

 Susan Kirkman, Trustee (SK)

Vicky Ingram (VI)

Jonathan Andrews, President (SBC) (JA) (on phone)

Rowan Berry, Vice President

Apologies: Rebecca O’Hagan, Vice President (BOH)

Lara Rivans, Trustee (LR)

Olga Kozlova, Trustee (OK)

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

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

Fiona Hall, Finance Advisor (FH)

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**5.2.3 Reserves Policy Agreed further meeting to look into more detail CEO**

**6.10 NUS Diagnostic Report Circulate to Exec and University CEO**

**6.11 Send round Doodle for NUSDR Meeting CEO**

**8.3 Invite Executive to next Trustee Board Meeting SGK**

**9.3.2 Sabbaticals Pay to be included in Staff Pay Review CEO**

**11.2.2 Constitution Agreed to go forward to AGM CEO**

**EXPENDITURE**

**9.3.1 1% Pay Rise for Sabbaticals CEO**

1. **APOLOGIES AND WELCOME**
	1. The Chair welcomed everyone to the meeting.
	2. Apologies from LR, OK and BOH were noted.
2. **APPROVAL AND SIGNING OF MINUTES AND MATTERS ARISING**

2.1 The 14th Meeting

2.1.1. The Minutes were duly noted and signed.

2.2 The 15th Meeting

2.2.1 The Minutes were duly noted and signed.

2.3 The 16th Meeting

2.3.1 Matters Arising:

It was noted that the Trustee Board wrote to Ms Brown on 4 November 2013 as agreed at the previous meeting. A letter of acceptance was received from Ms Brown dated 29 November 2013. The Trustee Board agreed that this concluded the matter.

2.3.2 The Minutes were duly noted and signed.

1. **APPOINTING THE CHAIR**

3.1 The meeting noted that the Chief Executive Officer, Chair of the Trustee Board and the President took responsibility for the Union. The Appointment of the Board Chair was out of sync with other appointments therefore they had decided to appoint the next Chair for six months to the summer when it would then be in line with other appointments ie President, Vice President, Executive, Office Bearers etc. Then when the new Chair is elected in the summer the appointment will revert to an annual election.

3.2 Brian Hay proposed Stefan Kay as Chair for the next six months. Rowan Berry was seconded to the Trustee Board by Brian Hay and seconded by Stefan Kay. Rowan Berry seconded the proposal for Stefan Kay to be Chair for the next six months.

3.3 The nearest meeting to the new schedule would be 23 September. The Board will look at a future date.

3.4 All agreed they were happy with the new arrangements.

1. **STAFF PRESENTATION BY ANDREW FLEMING, COMMUNICATIONS ASSISTANT**

4.1 Andrew presented the Trustee Board with a quality demonstration on how the website worked and could work for the Union. He explained about the different means of communication we have with the students and how we really have to keep improving the website to stay fresh and interesting. This only happens when everyone pulls together to get a quality product on view to the students and everyone else who uses the website.

4.2 Andrew asked for questions at the end of the presentation.

4.2.1 BH wondered if the Sports Union could be included in the Union website. The CEO said that would be a decision for Executive to make but would probably be agreed.

4.2.2 VI asked about getting the website mobile phone friendly. Andrew replied that he and the Head of Corporate Services had been looking into this for some time now. They had now decided that rather than an App they would look to getting the website more phone friendly.

4.2.3 BH asked if the SBC Freshers Events were put on the website. Jonathon said that Facebook suited t he SBC students more so they made the Facebook pages SBC specific.

4.3 Andrew Fleming was thanked for his super presentation, which everyone had found informative and thought provoking.

1. **FINANCE UPDATE AND RESERVE POLICY**

5.1 **Finance Update**: Fiona Hall, Finance Manager said she was happy to present the Accounts for December in January, this was a breakthrough and was very good. There were still some Christmas Invoices outstanding but we were getting there.

5.1.1 FH went over the figures. The fee for the annual Audit had still to be accounted for. December trading had been disappointing. Budgets had been looked at and a new buying schedule had been set up for the Shop.

5.1.2 Several of the Managers were helping with a Shop Stocktaking on Sunday 2 February and if time was available they would clear the shelves and reorganise the layout.

5.1.3 January figures were very good. The footfall had increased with the Catering Cards for students.

5.1.4 Jamie Nutter, Head of Corporate Services gave a brief background to this new system. He had led in the project to set up the cards and payment system which was going very well.

5.1.5 The CEO said that going forward we may offer this service to all campus students in future. BH wondered about off campus students as well. VI wondered if the generous discount would stay the same. SK said a smaller discount would perhaps be better.

5.1.6 The CEO and President had agreed that next year the situation would probably be the same. There were various possibilities to take up now the system was in place. FH said the Auditors would probably need a better admin system.

5.1.7 There was further discussion on the pros and cons of different cashless systems. Paypal was a popular way to go. JN agreed that using Paypal had increased the number of Freshers Cards with NUS Cards sold last year.

5.1.8 FH stated that the new Auditors would be Henderson Loggie. They were a firm who were looking to break into the Student Union arena. They would audit in March, which was good for us and their contract was renewable after three years.

5.2 **Reserves Policy**: The CEO reported on a meeting which had taken place with the Vice Principal of the University to discuss the Block Grant for the next five years. She was hopeful it would be a good result.

5.2.1 The CEO planned to build the reserves into the five year plan and she was hoping this was doable.

The CEO asked the Trustee Board if they were happy with the decision over the five years.

5.2.2 The Chair and BH agreed this was good practice and stated that the Union should focus on a cash cushion if possible, built into the budget and then into a Plan.

5.2.3 VI and SK agreed that as long as progress was noted this was a good plan.

5.2.4 The Board agreed to the policy which was noted and would be looked at later.

5.3 **Accounts**: BH commented on colours being used which confused the papers when printed in black and white. FH agreed to use brackets instead of colour to differentiate on the figures.

A short comfort break was taken for 10 minutes.

1. **NUS DIAGNOSTIC REPORT**

6.1 The Chair asked if everyone had managed to look at the report which had been circulated by email.

He thought that the Board would need time to go over the report and perhaps meet at a future time specifically to decide how to go forward.

6.2 There were two immediate questions. Did we accept the report as it was and do we release the report as it is to the University. There was nothing contentious in the report. Perhaps relationships need to be clarified and incorporation needs to be looked at. The CEO stated that this was nothing new. It was good to have all the data in one place and clear about it.

6.3 One aspect of the report was firm that we need to understand students more. The Trustee Board were happy with a project, led by the CEO, to take a survey to see what is happening. SGK felt it was probably more accurate to say we were not keeping up rather than we didn’t know. The project needs to be prioritised rather than an immediate item.

6.4 SK stated that more time was needed as all the topics mentioned were vast.

6.5 CEO will look at some market research with VI and chat about what it would include or how to go about it. She has already spoken to NUS and Strathclyde who are both looking at similar projects. The project plan allows other Unions to join in with the project. The work would be outsourced as the target was school children who would be the students of the future, the cost could be shared with four or five Unions.

6.6 The CEO asked if the Trustees were in agreement to go ahead with the project. Doing the research ourselves would be expensive. VI would try the idea out on the School of Management and Languages to use our in house expertise. BH felt it needed to be more inclusive for PG and International students, agreed that we should look to the Management School.

6.7 BH opened a discussion covering the release of the report. There were several circumstances to be looked at and decided upon.

6.8 All of the Board were asked for their input on this matter. Several members of the Board mentioned specific points they had noted in the report and felt that more time was needed to read again and talk about the content and where we should go with it.

SK left the meeting giving her agreement to the distribution of the report as discussed and agreed.

6.9 The discussion of various points continued among remaining members of the Trustee Board. It was agreed that a meeting would be held in about 3 to 4 weeks time to discuss points and probably invite NUS to come to the meeting, for clarification etc

6.10 The Board agreed that the CEO would circulate the report to the Executive Committee and the University personnel concerned (Kathy Johnston, The Principal and the Secretary for the University), as a consultation document, to be treated confidentially. A deadline of Monday 17 February would be set for any comments to be made in writing.

6.11 The CEO would also send round a doodle for a meeting after the 17th around 4pm to enable the Board to discuss the report further.

1. **UPDATE FROM SABBATICALS**

7.1 The Updates had been circulated with the Board Papers. SGK asked the Sabbaticals present for a brief report on their personal highlights.

7.2 The Vice President stated that she was pleased the Executive would include a Welfare Rep in future. She was involved in a big push to get PG Reps up and running as without them 900 PG Research students were not represented.

7.3 The President (SBC) said that the Refreshers Week had went really well. The Pub Quiz had over 100 students attending. He was planning more events for the students to enjoy. The Internal Review was happening and he was prepping for that.

1. **EXECUTIVE ATTENDANCE AT TRUSTEE BOARD**

8.1 The CEO informed the meeting about a request from the Executive that they have a further representative from Executive attending the Trustee Board meetings.

8.2 A discussion ensued with various points of view being discussed. Several points were made - That communications need to be looked at. The Chair can actually invite anyone to observe a meeting of the Board. Certain discussions during Board meetings are highly confidential for instance staffing issues. The need for a better understanding of Trustee roles and the work they do as volunteers.

8.3 The Executive would be invited to send someone to the next Trustee Board meeting scheduled on 27 March at SBC. The Executive would be asked to email SGK if they wanted to attend the meeting.

1. **CEO UPDATE**

9.1 The CEO report had been circulated with the Papers. She went over the issue of Living Wage in detail. The Trustee Board agreed to look at this matter in the near future with more specific figures to hand, but would move towards the Living Wage standards as a commitment.

9.2 Other points covered by the CEO in more detail were the Shop stocktake and the work done to update the tills to ensure stock levels could be managed better.

9.3 The Sabbatical Pay Rise Motion which Executive had agreed to bring to the Trustee Board. There was a proposed staff pay review which would take account of this proposal. Discussion ensued with different viewpoints put forward. The current Sabbaticals were asked what they thought.

9.3.1 The Trustee Board agreed a 1% pay rise for the Sabbaticals effective from 1 February.

9.3.2 The Motion would then be included in the staff pay review.

1. **STUDENT TRUSTEE RECRUITMENT**

10.1 The Trustee Board noted that Alan Konopka had resigned from his post as Student Trustee, due to family commitments. The Board wished to thank Alan for all his hard work and wished him well for the future.

10.2 It was agreed to wait until June for a selection at which time we would be looking for two replacement Student Trustees.

10.3 After discussion it was agreed the Selections Committee would be Brian Hay, Vicky Ingram and the President or her representative.

1. **GOVERNANCE DEVELOPMENTS**

11.1 **Byelaws**: The amendments to the Bye Laws were already agreed by the Executive. The Trustee Board were asked to note these amendments.

11.2 **Constitution**: The CEO highlighted the amendments which needed to be ratified by the Trustee Board to then go to the AGM for acceptance.

11.2.1 The Amendments covered OSCR rules which needed to be included, Complaints procedures, some references needed updated as well.

11.2.2 All the Trustee Board agreed to ratify the amendments and forward them to the AGM.

1. **AOCB**
	1. The next meeting would be held at SBC on Thursday 27 March at 5pm.
	2. The President (SBC) was asked to organise a room for the meeting with tea, coffee and biscuits being catered.