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| **Trustee Board** Date: **Tuesday 8 April 2014**  Time: **5pm** Number: **18**  Venue: **Committee Room 1, Edinburgh Campus** |

In the Chair: Stefan Kay, Trustee (SGK)

Also Present : Brian Hay, Trustee (BH)

Susan Kirkman, Trustee (SK)

Olga Kozlova, Trustee (OK)

Rowan Berry, Vice President (on phone)

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

Jonathan Andrews, President (SBC) (JA)

Lara Rivans, Trustee (LR)

Vicky Ingram (VI)

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

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

**1. APOLOGIES AND WELCOME**

1.1 The Chair welcomed everyone to the meeting.

1.2 Apologies from LR, VI, JA AND BOH were noted.

**2. STUDENT TRUSTEE RECRUITMENT**

2.1 Meeting went In Camera

2.2 Meeting came Out of Camera

Rowan Berry joined the meeting by phone

**3. APPROVAL AND SGINING OF MINUTES AND MATTERS ARISING**

3.1 Minutes of the 17th Meeting.

3.2 All Action Points had happened.

3.3 The Minutes were duly noted and signed.

**4. CONFLICTS OF INTEREST**

4.1 No conflicts of interest were noted.

**5. FINANCE UPDATE AND AUDIT**

5.1 **Finance Update**: GE provided a commentary of the finance update provided by the Finance Manager in her absence. Management had already been discussed with the Senior Management Team and Sabbaticals. Overall we were ahead of budget in trading. Trending decrease in the bars is continuing, however catering figures are up. The Shop is also continuing to do well. Overall expenditure has been reduced.

5.1.1 GE outlined the upcoming changes to the Shop layout including rearranging of the shelves, chillers and tills to improve customer flow.

5.1.2 Union cash flow is looking health. £250,000 in the bank. The lowest dip over the summer period is projected to still reflect £90,000 in the bank which should mean no use of an overdraft.

5.1.3 The Finance Manager feels the figures are too good and we should remain cautious. SK asked if there was a forecast for February to July and was answered that a £90,000 surplus was expected. GE explained the positive variances in the budget being due to holding less stock, income last summer that was not budgeted for and the shop performing better than expected. There was a slight wobble in sales December/January but these were back on track in February.

5.1.4 OK requested finance performance month on month for this financial year to look at seasonal changes. It was agreed the phased budget has been fairly accurate, largely helped due to the new finance system allowing closer monitoring. The next budget should be better still, through using the finance system to drill down on each account. BH requested a graphical representation of the financial position as this can be easier to interpret. BH also requested that Sabbaticals are involved in the new budget activity. GE agreed they would be included.

5.1.5 BH questioned £18,000 variance in Building Costs budget. GE was asked to investigate this variance and circulate the answer to the Trustees.

5.2 **Finance Audit**: SK reported a meeting had taken place with the auditors on Thursday 3rd April 2014. The accounts have been signed off by the auditor and now require the Trustee Letter to be signed.

5.2.1 A discussion took place regarding the outlined management control observations. It was agreed that a management response was required. The points raised are not a cause for concern and are as expected.

5.2.2 BH questioned 2.2 of the Audit Highlights, regarding the transfer of restricted funds. GE answered that the money for the refurbishment is being moved in to unrestricted funds.

5.2.3 The Board approved the accounts. The letter in appendix II of the Highlights report would be officially signed after the meeting.

5.2.4 It was reported that Henderson Loggie have completed the audit well. It was noted that they had listened and engaged in a dialogue. GE felt their comments had been useful, and they had raised points to think about that could be on the horizon. SK agreed it had been a better audit process than last year.

5.2.5 The Board thanked Fiona Hall and the team for a successful audit process

5.2.6 Accounts will be distributed to OSCR, the University and published on our website. They will be presented at the next democratic AGM.

6. UPDATE FROM EXECUTIVE COMMITTEE

6.1 RB presented an update based on her submitted report, outlining that academic and welfare zones are doing well. Work had been undertaken alongside Nightline re sharing good practice.

Postgraduate Research Reps recruitment had been successful, and we now have a full compliment of reps.

The National Student Survey has three weeks remaining until it closes. All Schools are doing well.

The University has organised a number of Applicant Visit Days, and RB has been visiting secondary schools alongside HW Recruitment and Admissions to talk about Engineering courses.

The Volunteer Awards took place on 28th March, and had gone well.

Our delegation attended NUS Scotland Conference, which was seen as a useful and enjoyable exercise. RB had enjoyed the networking opportunity.

A Disciplinary Committee Hearing had been held for two students. RB congratulated the Officers involved for the way they handled themselves.

6.1.1 The Executive had spoken about the NUS Diagnostic Report and were keen for a follow up in a years time. The Executive are keen for the report to be publically published. This would be considered, perhaps with an adjoining report on our plans to proceed.

6.2 SK referred to BBP on the Sabbatical Report produced by Jonathon Andrews. SK highlighted it was unfair, but was pleased a decent outcome was achieved.

**7. UPDATE FROM CEO**

7.1 GE presented highlights from her report.

7.2 The Financial Memorandum had been chased up with Anne-Marie Dalton, this was not promised by the end of the week, after a wait of two months. SK requested that he see it first to ensure it is fair and balanced. The final copy would then be circulated to the Board for approval.

7.3 The Retail Manager has resigned. Recruitment for an Assistant Manager role has begun. GE explained the previous history regarding the role, and how it was now felt more appropriate for the Commercial Manager to have overarching control of the Shop with an Assistant to provide day-to-day management.

7.4 The Union has achieved Gold Standard in the Green Impact Awards for the second year in a row.

7.5 The Senior Management Team are now meeting weekly, with a full meeting every other month to discuss a particular topic/subject.

7.6 **Business Development**: BH asked about point 6.3 in the update report regarding the University creating a 5 year campus plan. GE explained she had met with the Director of Campus Services to discuss the situation of a new Union building. She had presented a plan initially drawn up 18 months ago regarding what a new SU building should be / include. The University had asked hypothetical question regarding the inclusion of commercial services within the building. We are to research other SU’s with new build properties for future site visits. Another meeting in May will take place with current and new Sabbaticals as the University are keen for this to be included in their 5-year plan.

7.7 **Disciplinary Hearing**: GE informed the Trustees that the Disciplinary Committee had held two hearings regarding breaches of Union discipline but did not give details of the cases. Both students had been given punishments that included suspension of access to Union facilities and public apologies. GE said the committee conducted themselves very well.

7.8 **Elections**: GE presented the Elections report as submitted to the University Secretary. There was a low voter turnout and not all positions were filled. There would be a by-election in September. Overall, all officer positions were filled apart from 4 positions on the Executive Committee. GE is meeting with other Unions in Edinburgh to discuss amalgamating promotion of the elections into a city-wide campaign.

7.9 GE is working on an Incorporation Paper. GE feels SCIO is a non-starter as we need an up-to-date register of all members, plus students would need to apply to be a member. OSCR agree this would not be in our best interests as it would go against the Education Act for opt-out membership. GE is looking at the option of company limited by guarantee, and will be visiting EUSA for more information.

**8. NUS DIAGNOSTIC REPORT**

8.1 GE had read through the Report and taken the recommendations at the end as headings for an action plan. Market research was underway with 16 – 17 year olds. Research of current students would take place in Semester 1. GE feels this research would be better conducted by an external agency, and expected a cost of around £5,000 to £6,000.

8.2 OK agreed it could be a conflict of interest. Kathy Patterson had raised that it might be more suitable to use the Barometer for this research instead. GE feels the Barometer would be more beneficial to be used as KPI’s as this research is to engage with students to get their expectations. OK suggested using the barometer to influence the questions. BH suggested offering the University to include questions in the research at a cost. BH also recommended an agency based in Edinburgh would be the most suitable from his experience. GE suggested BH be included in forming the project.

8.3 The Strategic Plan has been placed on hold until this time next year, while we complete the other actions from the Diagnostic Report. A new Operational Plan is being done based on the current Strategic Plan. OK suggested creating an executive summary of the Strategic Plan for the interim. JN outlined that input for the new Operational Plan would be taken from the incoming Student Officers at Officer Bearer Training, and that department heads would be more involved in developing their areas of the plan. The Board feel there are too many KPIs in the existing plan. There should be up to 6 for each person and should include NSS and Barometer results.

8.4 The Board would work on Trustee Induction. GE is pulling together good practice will ask VI to be involved as she has suggestions.

8.5 **Democracy Review** : A working group would be created including the President, GE, BH. Hannah Wielbo and Vicky Ingram were also suggested to be involved. The current democratic procedures assume students will come to us, but it is thought we should take the Union to the students. GE explained a new approach taken by the NHS called NHS Citizen as a potential model we could build upon, using online and social media channels. It was agreed the working group was required ASAP.

8.6 **Transnational Education**: more research on the available toolkit was required. BOH could also investigate further whilst visiting Malaysia Campus later this year.

8.7 NUS had offered 5 days of consultancy, which would be used for Governance assistance.

8.8 JN briefly discussed plans for this year’s Officer Handover. The Sabbaticals had useful information they wished to feed in to the process. SK is to be involved in generating Terms of Reference, alongside an outgoing Sabbatical and someone from the Management Team. SMT are meeting next week to discuss Officer Training.

8.9 The Student Impact Report is being looked in to with the aim to produce a report for 2014/15.

8.10 **Organisational Structure**: GE and JN had met to discuss their roles and work has been delegated by the CEO to the Deputy CEO. Work is being undertaken to develop the role of the SMT.

8.11 The Diagnostic Report would be published as an Executive Summary with our answers / plan alongside it rather than the whole report. The Executive would be notified.

**9. GOVERNANCE DEVELOPMENTS**

9.1 There were no governance developments to note.

**10. AOCB**

10.1 Olga Kozlova is stepping down as the University appointed Trustee. The next Trustee Board meeting will be her last. It was agreed it would be useful to have her replacement ready for start of June to be part of the induction process of the Student Trustees.

10.2 SK asked about Trustee rotation as this was included in the Diagnostic Report. This is to be looked at.

**11. DATE OF NEXT MEETING**

11.1 The next meeting will take place 29th May 2014 at 5pm.