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| **Trustee Board** Date: **Tuesday 5 May 2015**  Time: **5.15pm** Number: **23**  Venue: **Committee Room 1, Student Union, Edinburgh Campus**  |

**In the Chair**: Stefan Kay, Trustee (SGK)

**Also Present** : Brian Hay, Trustee (BH)

Sharon Baines, Trustee (SB)

Sabrina Fuchs, Student Trustee (SF)

Stephanie Harper, Trustee (SH)

Samantha Forsyth, Trustee (SF)

Jessie Nelmes, President (JN)

Miranda Matoshi, Vice President (MM)

Peter Gilchrist, President (SBC) (PG)

**Apologies**: Grace de la Cruz, Student Trustee (GC)

Susan Kirkman, Trustee (SK)

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

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

Fiona Hall, Finance Manager (FH)

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**4.2.3 Update on Management Accounts to next Meeting CEO**

**4.3.4 Budget for 2016 to next Meeting after further work FH**

**7.2 Copy of Strategic Plan to all Trustees, Uni Staff and Uni Court CEO**

**8.12 SBC Project more finance figures and site visit PG**

**12.1 TB Meeting doodle and new start time CEO**

1. **WELCOME**
	1. Stephanie Harper and Samantha Forsyth the newly recruited External Trustees were formally welcomed to the Trustee Board meeting with fully agreement by the Board. They were then asked to introduce themselves to the Board with a short biography.
	2. All other people present at the meeting introduced themselves to the new Trustees.
2. **MINUTES OF THE 23rd MEETING**

2.1 The Minutes were duly accepted and approved.

1. **CONFLICT OF INTEREST**

3.1 There were no conflicts of interest to note.

1. **FINANCE UPDATE**
	1. **Audit**: Fiona Hall gave a brief update and informed the meeting that the audit to 31 July had been completed with very few recommendations. There had been recommendations made during the previous audit and the majority of these had been fulfilled. FH went over the key numbers and gave a brief explanation of each. The health of the balance sheet was touched upon. FH explained the difference between 2013 and 2015. FH asked that if anyone had any questions to email her and they would be given a fuller answer at that time.

4.1.1 SGK mentioned that he had met the auditors with BH and other Trustees and he wanted to give credit where it was due for such a clean audit. FH and her staff were to be congratulated on their hard work which had resulted in such a good audit.

4.1.2 FH mentioned that the stock control system was the only recommendation made this audit. While we had been aware of the need for a new system, this had not previously been addressed but would be by the next stock take in the Shop, June/July time.

4.1.3 FH reported that the accounts had been lodged in time and that OSCR paperwork had just been completed and would be sent to them soon.

4.2 **Management Accounts**: FH detailed various points in the Management Accounts to clarify and give more details as requested. Bar and Catering were highlighted as not performing as well as expected.

4.2.1 The CEO gave a brief summary of plans and strategies which were being discussed and considered to enable commercial services to perform better. These plans and strategies will be looked at over the summer holiday period. More options need to be investigated and future plans firmed up.

4.2.2 An open discussion ensued and lots of views were put forward with many ideas. It was noted that the current Scottish and UK trends in bars and catering were also performing badly.

SB suggested that a change of focus would be beneficial and that the University strategy as a whole may need to be looked at to future proof their catering on campus as whole.

The Sabbatical Officers thought the University strategy was very fragmented and perhaps needs to be questioned and awareness raised again.

MM suggested that while she was currently campaigning on the University catering she could bring it to the attention of senior University staff using the information from the Red Brick survey would be helpful. She would then consider continuing the campaign with a petition and emails.

4.2.3 It was agreed by the Board that further discussions would take place on future strategy and the way forward for the Union. The CEO agreed to come back to the Board at their next meeting with a full update.

4.3 **Budget for Next Year**: FH spoke about the proposed budget for the next year and the cash flow forecast. She then went into details on various points and explained further when asked a question. FH then gave a brief overview of the five year projection paper which had been circulated. A further discussion ensued with more questions being asked and answered covering the focal points for improvement.

4.3.1 The CEO requested guidance and agreement from the Board on the proposed budget. FH stated that this year had been a steep learning curve with a challenging market. The CEO and FH gave further details on enquiries about considerations which have come into play and assured the Board that the projections were realistic in their goals and the figures quoted. The Budget would go to the University for perusal.

4.3.2 SH asked about how we were proposing to deal with the proposed changes to the minimum wage being made the living wage rate of pay and stated that we should perhaps be looking to implement the living wage in future. Some figures were given after calculation to compare the two rates of pay and the implications.

4.3.3 SGK stated that more discussion would be done on the living wage but at the present time our priority would be the results from the salaried staff review which needed implementation soon.

4.3.4 SGK asked for the Board approval of the budget to be revisited at the next meeting after discussion and political pressure was evaluated. SGK stated that it was apparent more work would be needed. The Board agreed this decision.

1. **STAFF REVIEW**
	1. The CEO reported on the background to the review to make sure all the Trustees understood the reasons this had taken place and why it was important to do the review. The CEO now hoped, that our salary structure would be more in line with the current University’s. All the staff had completed the forms and they had been sent off. Several had been returned for amendments and more details. These had been returned to us but the first set had not been returned. We were still waiting on details from our HR staff representative. The CEO explained that this had held us back on recruitment but a decision had been made to go ahead with two posts at the projected increased rate of pay.
	2. There was concern voiced by the Board at the length of time this process had taken, through no fault of the CEO or the Union. But this really needed to be pushed forward if possible.

5.3 The CEO explained the figures on the circulated paper. As soon as all the reviews had been returned and assessed the salaried staff would be informed on the results of their review.

5.4 Various views were put forward and it was agreed that the external consultant should be used if possible to bring the process to a conclusion as staff needed to know their future income if affected by the review as well as the whole process needing to be considered and timetabled financially.

5.5 SH asked about the appeals process for staff who were unhappy at the outcome. The CEO explained the review process and how it had been possible to separate the reviews between herself and the Depute CEO so that either could be used in the appeals process for the others reviews.

5.6 Further discussion ensued on the length of time this process had taken and the effect on staff awaiting the results of the review.

5.7 SB asked about the process for dealing with unhappy staff which created further discussion.

5.8 The Trustee Board agreed that the CEO would decide on the need to progress and would try and move the process forward and consider any further action needed when necessary.

1. **INCORPORATION UPDATE**
	1. The CEO was pleased to announce that we were now registered as a company as of 1 May 2015, our full incorporation was scheduled for 31 July 2015.
	2. We were still awaiting a letter of authority from the Finance Director at the University for Lothian Pension Fund. We will try and move this forward via the Sabbatical Officers and contacts at the University.
	3. PAYE and VAT registration would be done in due course. Once the pension authority letter was processed we would keep moving forward ensure we kept to the proposed timetable.
2. **STRATEGIC PLAN**
	1. The CEO was extremely pleased to announce the Strategic Plan had now been written and was at this time with the designer to be readied for publication. While there were still some parts to complete the whole process was now nearing the final stages. By the end of May the Plan would be published and available to view on line.
	2. The CEO agreed to send a copy to all the Trustees as well as the University senior staff and the Court members.

7.3 There were recruitment implications within the Plan and proposals would be brought to the next Trustee Board meeting for a decision. More staff were needed to support certain strategies.

7.4 SGK thanked the CEO, the Sabbaticals and all other staff who had been involved in the Strategic Plan for their hard work and dedication in getting the Plan published.

1. **SCOTTISH BORDERS CAMPUS UNION**
	1. The President (SBC), PG, gave a brief explanation of why SBC Campus needs a Union/Student Space and what the results of his investigations have produced.
	2. There had been a report from the CEO circulated as well as a brochure produced by PG to explain the project. He also explained the amount of campaigning he had done already and found such a positive response to his plans from the students that he felt the project should go ahead and hopefully be in place and ready for opening in Freshers Week 2015.
	3. He had sent proposals for Student Space to Borders College and HW University. PG informed the Board of a new bus services which he had helped organise which will enable easy access to town from the campus. The location for the much needed space was good, the proposed bar would be an income stream for supporting the project.

8.4 The Board asked many questions about the project and PG and the CEO answered these enquiries.

Sharon Baines left the meeting at 6.45pm.

8.5 The main concern was where would the initial funding come from and how sustainable a project was the proposed Space. Several Trustees gave their ideas as to where funding could be obtained. It was agreed that something was needed to keep students in Galashiels and give them a recognised space.

8.6 SGK asked if the Board agreed in principle to support this project.

8.7 More detailed finances were discussed and all agreed it needs to be a sustainable project. It was agreed that more discussion was needed with the School and with the University, they need to support this project and some something more about the need for HW Student Space at the Campus.

8.8 All the Trustees were asked for their opinion and each gave their views.

8.9 PG stated that he hopes that as students are actively involved in the campaign now the sooner the venue was opened the better and that September was a good date to work to. This would ensure some profit at the beginning to fund the later part of the semester. This would also ensure good publicity for the venue.

8.10 BH asked for a visit to the proposed space to get a clear idea of the site and see the space for themselves. He was also doubtful if September was a realistic date for all that still needed to be done.

8.11 SGK asked that PG start with the School to see what funding they would be prepared to offer, the space is needed therefore the University should be approached as well for funding.

8.12 SGK asked again if the Trustee Board agreed in principle to support this project. The Board agreed in principle that it was a good idea but that much funding was needed and further discussion with the University and the department. PG would look over the paper and investigate further funding streams although he felt he needed firmer approval before going forward. BH asked for more detailed finance information.

1. **SABBATICAL REPORTS**

9.1 **President**: JN reported on the various meetings and campaigns she has been involved in. Among the list recruitment of the two new Trustees, the Union Elections, Space on Campus Campaign, visit to the Malaysian Campus, International Strategy, Communications directly with student emails, the Court Report, report on National Conference in Liverpool and questioning our continued NUS membership.

She also reported back on the new format for recruiting Freshers Helpers, Ambassadors etc, 50th Anniversary of Heriot-Watt Charter in 2016, Space Optimisation Campaign, Freshers Week Planning, Learning and Teaching Oscars coming up, Court Away Day lunch in Zeros and the forthcoming General Election party.

9.1.1 The CEO was asked about continued affiliation to NUS. She gave a brief background to NUS membership. We would need a membership referendum from the Trustee Board to make any changes. Stopping our affiliation would be a hard decision to make.

9.2 **Vice President**: MM reported to the Board on the campaigns she had instigated and been involved with. One of the success stories was the Volunteer Awards which had seen a greater involvement in the voting process. The Volunteer Scheme was going really well, MM felt that with a new start next semester the Scheme would grow steadily with more participation. The Court Report had been done, involvement with the Communications Strategy, Freshers Week Events and Communications plans up and running, partnership with Liquid Rooms in town would be taken further, beneficial to us as well as students. Freshers Ball had proved successful and more were planned by societies with the Union helping, and perhaps taking on the organisation when the society were unable to do so. Administration of societies being continued and help being given where needed. Alumini Funding success for societies and events.

Several campaigns planned for next semester, big one would be the food offered by University catering, improvements needed and possible.

9.3 **President (SBC)** : PG informed the meeting of the various activities which had taken place at SBC and of the campaigns progressing. The Volunteer Awards had been successful and he had enjoyed the NUS Scotland Conference. NSS Survey responses were improving greatly from SBC, as part of a campaign he had run. School Officers were improving with each new intake. The New Designer Society were doing really well with their fundraising campaign, having obtained £2000 funding already.

1. **CEO REPORT**

10.1 The CEO gave a quick overview of several points made in her Report which had been circulated with the papers for the meeting. The Annual Reviews would be discussed at a later meeting.

10.2 The CEO thanked Jamie Nutter for his hard work in getting all the new PCs installed with the new network this was entirely due to his liaison work with the University Computer Staff, which enabled the project to go smoothly, as possible and be a success.

10.3 The Space Optimisation Paper had been done and the project would be driven forward with a update given to the next Trustee Board meeting.

1. **AOCB**
	1. SGK noted that this had been the longest Trustee Board meeting yet. He wondered if the Board needed to meet more frequently to deal with business in smaller chunks. He asked for the views on this from the Board.
	2. The CEO assured him that this probably wasn’t necessary as it seemed that so many projects had just come to a head and reports on them were needed at the same time.
2. **DATES FOR FUTURE MEETINGS**

* 1. It was decided that the next meeting would be September 2015, the CEO would send round a doodle for the forthcoming year, starting in September and would follow the same pattern of meetings as last year.
	2. We would perhaps look at starting the meeting at 5.30pm which suited more people, rather than 5pm.
1. **FAREWELL AND THANKS**

13.1 SGK noted that this would be Jessie Nelmes, Grace de la Cruz and Sabrina Fuchs last meeting of the Trustee Board. He bid them farewell with grateful thanks for all their hard work and dedication. This last year had been difficult with many good decisions being made by them as part of the Trustee Board.