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| **Trustee Board** Date: **Tuesday 19 January 2016**  Time: **5.30pm** Number: **26**  Venue: **Committee Room 1, Student Union, Edinburgh Campus** |

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

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

Peter Gilchrist, Vice President SBC (PG)

Sahara Choudhury, Vice President Wellbeing (SC)

Miranda Matoshi, Vice President Community (MM)

Philip Wiltshire, Student Trustee (PW)

Uyi Alex Igbinoba, Student Trustee (UAI)

**Apologies**: Stephanie Harper, Trustee (SH)

Samantha Forsyth, Trustee (SF)

Hannah Frances, President (HF)

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

Fiona Hall, Finance Manager (FH)

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

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**2.2 Send Finance Induction Pack to New Trustees FH**

**3.6 Look Over Accounts and any questions to FH All**

**7.2.2 Look Over Proposed Bye Law Amendments any comments to GE All**

1. **CHAIR’S WELCOME**
   1. SGK welcomed everyone to the 26th meeting of the Trustee Board and wished everyone a Happy New Year, although all agreed it seemed a long time ago.
   2. and 2. (Para 1.3) SGK stated that at the last meeting Sharon Baines, the University Rep for the Board had handed in her resignation, she had accepted a new post and would no longer be working for the University, Sharon had indicated, however, that she would be interested in being a Trustee at a future time if this was possible. Susan Kirkwood, had also handed in her resignation, due to work pressures she felt unable to continue as a Trustee. SGK stated that the University were actively looking for a replacement Rep and hopefully we would be informed of the replacement for Sandra sooner rather than later.

1.3 Samantha Forsyth had informed GE and SGK that she would be working in London for the next six months. In asking for leave of absence Samantha said that she would if possible arrange her work schedule to try to attend Trustee meetings during the 6 month period, as she wished to continue as a Trustee. This was agreed unanimously.

1. **APPROVAL AND SIGNING OF MINUTES AND MATTERS ARISING**

2.1 **Minutes**: The Chair asked if everyone agreed that the Minutes were a fair record of the previous meeting. All agreed and the Minutes were duly approved.

2.2 **Matters Arising**: Action Points had all been dealt with – FH would send the Finance Induction Pack to the new Trustees asap. The Current Policy would be dealt with at AOCB.

2.2.1 BH asked for an update on the tendering process for the Bank services. FH stated that at present the Senior Managers and other staff were doing the Bank Run. FH had tried to speak to our account manager at RBS but had still to speak directly to him and there had been no encouragement at all from RBS to continue as customers, although they were aware we were going to tender. FH would continue to try and communicate with the account manager but the tendering process would be started.

2.4 **Conflict of Interest**: None were declared.

1. **FINANCE UPDATE**
   1. **Audit**: FH gave a brief report on the Audit. The Auditors had deemed the audit clean. FH gave a brief report on the changes which would be needed for the audit for next year, to take account of new requirements for charities. SGK thanked FH and her team for all their hard work, well done.
   2. **Signatures**: FH asked that the letter of Representation and the Accounts be signed by SGK.

3.3 **Accounts**: The Accounts were to be approved by the Trustee Board and when approved formally they could go to the AGM and thereafter to the University.

SGK asked if anyone had any questions for FH on the accounts. No one had any particular questions.

3.4 **Management Accounts**: FH gave a brief report on the Management Accounts with details on the commercial figures. Overall we are doing well so far. SGK reminded the Board that OSCR, the governing body for charities, recommended that each charity have a reserve of six months worth of funds ie the charity could survive for six months on the reserves. However this was something for us to work towards, not something that had to happen right away, as it is a recommendation only.

3.5 GE thanked the Finance Department and FH for their good work and for their help in getting us to a better place than we had been in before and for that continuing to improve. We now had good practice and good policies in place.

3.6 SGK asked everyone at the meeting to look over the accounts and direct any questions to FH via email.

3.7 FH had tabled a paper on the Finance Strategy. Developing this was part of the Strategic Plan. FH went over the Strategy and gave details on some of the points. The Board was asked if they agreed with the Strategy and all agreed.

FH was again thanked for all her hard work.

FH left the meeting.

1. **INCORPORATION OF THE CHARITY**

4.1 SGK explained to those present the background of the Incorporation and why this was necessary.

GE explained the process and a copy of the letter confirming our incorporation from OSCR had been circulated to the Board.

4.2 A copy of the Asset Transfer document was also circulated and the Trustee Board noted the formal wind up and transfer of assets and liabilities to the new legal entity.

4.3 GE explained that the next phase was to get paperwork passed by the University, this was proving to be a slow process. GE said that she felt all would be in place during the next two months.

4.4 SGK went over the reasons why we had changed the setup of the Student Union and why this change was recommended as good business practice.

1. **SABBATICAL REPORTS**

5.1 Each Sabbatical had submitted a written report which have been circulated with the Trustee Board papers.

They were asked to give an oral report each based on their written report adding the latest news if necessary.

5.2 President: HF went over her written report giving more details on developments that had happened. Meetings with the University were being planned to recruit Student Ambassadors, this recruitment process would be kept separate completely from the Freshers Helper recruitment process as the melding of the processes had not worked the previous year.

5.3 **Vice President (SBC)**: PG went over his report. He updated the Board on the issue of Student Space. Several meetings had taken place with some hopeful results for funding. PG was a member of Energise a charity which was currently helping to activate improvements in Galashiels. PG was hopeful that through his contacts space sharing would be a positive, worthwhile option for student space and for helping with funding.

PG informed the meeting of several liberation and welfare campaigns that were being planned.

5.4 **Vice President (Community)**: MM tabled another sheet to update her original report. She informed the Board how Halls were becoming more active and how good, successful, Refreshers Week had been.

5.5 **Vice President (Wellbeing)**: SC gave more details on some of the points in her report. Several “Weeks” were being organised, among them Islamic and Wellbeing weeks, which involved a whole five days of events under a particular heading. SC gave details on Refugee Scholarships and how she felt strongly that HWU should be involved in this project. Another project she was championing was Parent Students who had real issues with how the University were dealing with the problems they were experiencing. SC finished by saying that she currently had lots of campaigns coming up and lots of work to do on various projects.

5.6 SGK thanked all the Sabbaticals for their reports and congratulated them all on their hard work.

1. **CEO REPORT**

6.1 GE went over the points in her report, giving more details and updates when required.

6.2 GE informed the Trustees about the Big Student Elections which were on track and getting organised.

6.3 Dubai Campus were having issues at this time but as the Student Union had already done lots of work towards a strategy for representation on the campus GE felt we couldn’t add anything at this time, it was entirely up to the University how they handled the current situation.

6.4 GE had looked at a new Finance Purchases Agreement. The Trustee Board approved the proposed new levels.

6.5 Discussion ensued about the proposals for a new Student Union building. There was still a lot to be done before the project got off the ground, but discussions were ongoing, which was a positive thing.

6.6 GE informed the meeting of the recent death of a former colleague Sheena Fairley, who had been our Assistant Finance Manager until 2012. The funeral for Sheena would be held on Friday 29 January. The Union had sent a sympathy card to Sheena’s family and several members of staff would be attending the funeral.

1. **GOVERNANCE AND LEGAL DEVELOPMENTS**

7.1 GE reported that there were no new developments apart from what had already been raised. There were no guidelines on changing the Constitution but changes had been emailed to everyone this morning. GE went through the changes needed and gave the reasons for the changes. Several changes would be needed to take account of our online presence and other new ideas.

7.1.1 The Trustee Board agreed all the changes proposed.

7.2 Several changes had been needed to the Bye Laws and these needed approval from the Trustee Board.

* West London College no longer existed as part of HWU, the whole campus had been shut down.
* Changes to the President being the “Leader” of NUS Delegations.
* The PG Rep had informed the Executive of changes needed at the Orkney Campus, perhaps a new Officer for the campus, although there were concerns about this it was felt something had to be done for student representation at the campus.
* Change of title from Societies Convenor to Societies Officer.
* Voting rights of Officers on Executive matters.

7.2.1 BH asked about item 2.33 where a recalled officer would have to have 50 signatories to be included in an election. GE explained that this number was used as quorate at AGMs etc and it was felt the student who had been recalled should obtain signatures to show they had the support of students while standing for election.

7.2.2 SGK asked everyone to look through the proposed changes and comment to GE by email if they wished to do so.

1. **AOCB**
   1. **Bereavement**: UAI asked what action, help, support the Student Union offered to families when a student died. GE explained that normally the School, and then the University would be the first to offer support etc. If the student was an active volunteer, Officer, or someone known to the Student Union we would of course send our condolences and ask if any help was needed. The student had been registered with the School of Maths, had died during a holiday period at home in China. It was generally agreed by the Trustee Board that the University and the School of Maths would be offering their support to the family.
2. **DATES OF FUTURE MEETINGS**

9.1 The AGM would be taking place on Thursday 18 February, all the Trustees were invited to attend.

9.2 The next Trustee Board meeting was scheduled for Wednesday 27 April, the meeting would be held at SBC Campus, Galashiels.