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| **Trustee Board** Date: **Wednesday 27 April 2016**  Time: **5.30pm** Number: **27**  Venue: **Room 206, High Mill, Scottish Borders Campus** |

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

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

Stephanie Harper, Trustee (SH)

Samantha Forsyth, Trustee (SF) (via Skype)

Andy Downie, Trustee (AD)

Hannah Frances, President (HF)

Peter Gilchrist, Vice President SBC (PG)

Miranda Matoshi, Vice President Community (MM)

**Apologies**: Philip Wiltshire, Student Trustee (PW)

Uyi Alex Igbinoba, Student Trustee (UAI)

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

Fiona Hall, Finance Manager (FH)

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**5.2 Look at Profit Margins, Stock Levels, Staffing Costs in Summer FH & CM**

**5.6 Invite Commercial Manager (CM) to next Trustee Board Meeting CEO**

**6.2 Scan Article and send to GE SH**

**7.3 Bank Tender on hold for six months FH**

**8.3 Adjustment to Risk Register and circulate GE**

**10.6 Final proposal for HR Project to Trustee Board GE**

**10.7 HR Project Approval – Agreed GE**

**12.2 Outsource Bank Services – Agreed GE**

**14.2.3 Report back to TB re NSS Survey GE**

**15.1 Circulate Doodle Poll for Future Meetings and Away Day GE**

1. CHAIR’S WELCOME

1.1 SGK welcomed everyone to the meeting at Scottish Borders Campus.

1. **MINUTES OF PREVIOUS MEETING and MATTERS ARISING**

2.1 The minutes of the 26th meeting held on 19 January were agreed and passed.

2.2 All Action points had been done and the Bye Law Amendments had been passed.

1. **RE-APPOINTMENT OF TRUSTEES**

3.1 SGK asked for the formal agreement to the appointment of Andy Downie as the University Trustee on the Board. Everyone was in favour of this appointment and formally accepted AD as the latest Trustee addition to the Board.

3.2 SGK informed the meeting that he and BH were now at the end of their appointed period of office. He handed the Chair to HF and SGK and BH left the meeting room.

3.3 HF asked the Trustees present if anyone had any objections to SGK being re-appointed as Chair of the Trustee Board, for another period of office. There were no objections.

3.4 HF asked the Trustees present if anyone had any objections to BH being re-appointed as a Trustee for another period of office. There were no objections.

3.5 SGK and BH entered the room again.

3.6 SGK thanked the Board for their re-appointment and both said they were happy to accept.

1. **CONFLICT OF INTEREST**

4.1 There were none raised.

1. **FEBRUARY MANAGEMENT ACCOUNTS**
   1. FH gave a brief report on the February Management Accounts which had been previously circulated to the Trustee Board. She said how well we had done since the last time we had met at SBC. February figures were not so good. While she had the draft version of the March accounts ready they still needed more information to complete, at this time they were showing as similar to the February accounts. Sales were up across trading in general.
   2. Profit margins needed to be looked at and stock levels in the shop were high, as well as staffing costs being higher than predicted. FH had met with the Commercial Manager and had spoken to him about her concerns. It was agreed that profit margins, stock levels and staffing costs would be looked at over the summer.

Andy Downie entered the meeting. SGK welcomed AD to the meeting and asked him to introduce himself to the Board and give a brief resume of the work he does within the University. SGK then informed AD that the Board had accepted his appointment with pleasure.

5.3 FH continued her report. She mentioned that staying open through the spring break had proved profitable due to the workmen currently employed at various sites on campus who had proved to be good customers in the Shop and Libertys Café, as well as Geordies on a Friday evening.

5.4 HF asked about certain figures in the accounts and FH explained how the costs of events had impacted and made the figure in question a negative.

5.5 PG asked if we could predict staffing costs etc from previous timelines. FH stated that the information could be collected from till reports to try and predict staffing and stock levels. GE and FH informed the Board that this would be looked at and would be something that would be used in future.

5.6 HF asked if perhaps is would be a good idea to have the Commercial Manager invited to the next Board meeting. SGK and the Board agreed this would be useful.

5.7 BH asked if we were on track with the current budget. FH stated that we were if staff costs and stock levels were re-assessed.

5.8 There was some discussion on forecasts and FH agreed that more could be done re forecasts but she needed more time to look into this in any great depth.

5.9 AD asked several questions on how the accounts were done. FH explained the process.

5.10 SGK asked that any other points be directed to FH via email.

1. **2016/2017 BUDGET**

6.1 FH gave a brief report on the budget, which had been circulated to the Board previously. She detailed any particular highs and lows and what could/would be done to help. The new banking arrangements were discussed. FH said she would now be looking at a more detailed forecast.

6.2 SH asked if the trade from the workmen would continue. She had read an article in her local paper which mentioned the development of other outlets on campus, a shop etc. SH agreed to scan and send a copy of the article to GE.

6.3 Further discussion ensued on various points. FH explained the figures that were queried.

6.4 The Trustee Board were asked for their outline approval of the budget. SGK asked for the Board to approve the budget in principle. This was done.

6.5 GE informed the Board how much work FH had done to produce the Budget and how she had worked through some annual leave to get it to the meeting. Everyone agreed that FH should be thanked for her hard work and said how grateful they were that the Management Accounts and Budgets were now readily accessible much easier to understand.

1. **FINANCE UPDATE**
   1. FH gave an update on all things financial. She reported on the lack of help and how badly the Union had been treated by RBS. The transfer to a corporate body was initially described as easy by the bank and now the reality was a nightmare.
   2. She asked that the work to get a Bank Tender process in place be put on hold for six months, as she did not have the time to do the necessary work at this time. The Board agreed that this could be put on hold.
   3. FH also said she was hopeful the transfer would now continue more speedily and without too many holdups since we now had new Relationship Managers who actually replied to emails etc.

7.4 The new cash banking system which used several members of staff to take the cash and change to and from the bank would cease if the contract with a banking services supplier was agreed, while this looked to be a lot of money for the services in reality the saving on staff time was great.

1. **RISK REGISTER**

8.1 GE gave a brief report on the background and how due to changes in the rules governing charities we needed to do a Risk Register. GE went on to explain how we had reached this point. The Senior Management had met and more recently worked on their department’s risks and the Register was now essentially complete.

8.2 GE stated that going forward there are still some things which needed to be looked at in more detail and no doubt more risks would emerge in the future which would need to be looked at and added to the register. All the main issues are covered. FH stated that the Risk Register would need to be noted and be adhered to and governed.

8.3 SH asked about the probability of items, could the Register be configured so the highest probability risks were first on the Register rather than have them scattered throughout the pages. GE agreed to do this.

8.4 SH also asked about the Living Wage and how this would impact on the Union. GE agreed we would need to look at this, as the gap was closing between our casual pay grades. SH asked if this had been noted for the Register. FH informed the meeting that it had been noted.

FH left the meeting.

1. **STUDENT UNION POLICY**

9.1 GE informed the Board that some time ago several Trustees had asked for clarification on the current policies held by the Student Union. So she had put this paper together, which included a link to the relevant Union files.

9.2 GE mentioned that at present the PREVENT campaign is a major policy. FE explained what had happened previous and what was currently being done by both Officers and the Student Union.

9.3 SGK mentioned the policy on abortion, as currently this was an issue at Strathclyde University where a pro life campaign seemed to be happening.

9.4 GE explained how Student Union policy developed and how we made policies. She mentioned that we have had guidance on the PREVENT policy from our Solicitors.

9.5 GE explained other policies that we have and how this may affect the Trustee Board and staff etc. GE also explained that the Student Union uses the University policies which cover HR etc as it would be pointless to do otherwise.

9.6 SF asked how long these policies had been in place. Do the Student Officers sign a paper which states that they will adhere to all the Student Union policies. GE replied that currently we don’t do this, but she would take it under consideration for the future. GE informed the Board that she would be looking at this subject over the summer and that she was currently researching what other Unions did.

1. **HR PROJECT**
   1. GE gave the Board a brief explanation on how this project had come about and why it was necessary. It was agreed that it was important for the staff to see that the project had been done by an external organisation and that it had been done properly. GE explained about the problem areas and how these need to be addressed.
   2. GE gave a brief update on the costs involved. SGK asked that more be approved, in case further funds were needed to do the job properly. GE explained that she would ask for £4,000 initially but would come back if more was needed.
   3. SH asked that the report be submitted and geared towards a specific group of people. The report would go to Executive, CEO and the Trustee Board.
   4. SH also asked if NUS was the most apt organisation to do the work. BH answered that he had dealt with many similar projects which NUS had conducted and they were professional, thorough and very good value for the money. SH asked that testimonials be sought for similar projects and that a reasonable timescale be agreed. GE explained that the project should be completed by the end of summer. SH added that we have to consider the outcome of the review and we have to make sure a commitment is take by the Trustee Board.

10.5 SF asked if we could make sure NUS are aware of the constraints we have re budgets for staff etc. It wouldn’t be productive to have a paper back from them asking us to do things we have no budget for.

10.6 BH stated that NUS sometimes offer a presentation before a project, which would allow everyone to see what would be happening and to put their questions directly to NUS. GE said she would look into all these points and come back with a final proposal. BH asked for comparisons as well.

10.7 The Trustee Board agreed that the project should go ahead.

1. **SABBATICAL REPORTS**

11.1 **President**: HF had circulated her written report previously and now added updates that were needed. HF mentioned that the place on the Governance and Nominations University committee could be better served by the CEO attending the two times a year meeting rather than a Sabbatical.

Discussion ensued about the proposed repositioning of the Learning and Teaching Board as part of the refurbishment of the Main Reception area at the University. HF reported that the refurbishment would probably include the removal of some of the society noticeboards. SH asked why these boards were the old fashioned hard copy boards rather than plasma screen versions. HF explained that we most societies did not have the wherewithal to do electronic adverts, all found paper posters easier and more cost effective time wise etc.

HF continued giving more details and updates on her paper.

11.2 **Vice President (Community)**: MM hadn’t prepared a written report, but gave a verbal report on her recent activities. At present MM was trying to set up an Enterprise Hub within the University. While support had been voiced by the Principal more work and support was needed. HW was falling behind other universities in the enterprise market. MM continued that she was very proud of her Volunteering Accreditation Scheme. So many students had signed up to log their volunteer hours. The hard core set of students had volunteers so much time, she had done some sums and noted that the volunteers had worked £16,000 worth of hours. She hope this would go some way to helping achieve a mentoring scheme supported by the Watt Club and then help with enterprise work as well.

She hoped the Scheme would continue and at some time in the future the volunteering hours would be given as transcripts on student’s graduation papers. MM gave a brief report on her experiences at the NUS National Conference, attended recently in Brighton. She said it had been so intense, but so good to touch base with other Sabbaticals and Officers, such a positive experience, that she had quite changed her mind about NUS. MM then went on to inform the Board of a recent meeting with the accommodation staff during which many issues about the Halls which had been brought to her attention by students were discussed. MM rounded off her report by saying that her handover was going well, and that she was so pleased student engagement had improved so much since her first year at University. This needed to be continued as there would soon be 2,000 students living on campus.

11.3 **Vice President (SBC)**: PG hadn’t prepared a written report, but gave verbal report on his recent activities. PG stated that he was trying to get good welfare services in place before the handover to his successor. This was badly needed at SBC and should really be a high priority for the University. Regeneration was happening in Galashiels and he felt that the SBC students should be part of this and given help to become part of the community. PG stated that through his new job he hope to strengthen SBC student ties to the Galashiels community. PG continued to state that the Masters students at SBC had loads of problems with their course and schools. They felt so strongly that they had refused to take part in a University-led video to promote the Masters Degree. He stated that the issues raised were the same year after year and nothing had been done by the schools. His handover will be intense as he feels there is a lot at SBC which requires serious attention.

11.3.1 SGK stated that surely this state of affairs should be taken to the University and it made plain that something needs to be done. HF agreed she would take the matter to John Sawkins. This was a difficult area as PG students were in the minority at SBC. HF stated that the undergraduate students had put in loads of nominations for the Department of Textiles at the Learning and Teaching Oscars.

11.4 **Vice President (Wellbeing)**: SC’s written report was noted. HF started that SC had done some incredible work with the Liberation Groups who were very active this year. This was a testament to all the hard work SC had done. The PREVENT Campaign was really making waves, nationally as well as in Scotland. The video SC had organised for the campaign and put on the Union web page had 25,000 views – we had never had so many for anything on our web page before – phenomenal. MM confirmed that the National NUS Conference had been buzzing about the campaign.

1. **CEO REPORT**

12.1 GE gave the Board an update on the ongoing legal case the Union was currently involved in. She was hoping that by the end of May all would be resolved. GE answered several questions put by various Trustees on this subject.

12.2 GE asked that the bank cash drop off and pick up service be outsourced, as previously mentioned the current arrangements were taking up too much staff time and were not ideal. The Trustee Board approved this item.

12.3 GE informed the Trustees about an issue not included in her report, the dismissal of the two cleaners due to gross misconduct. Interviews for replacements would be happening shortly, the cleaning was being done by an Agency at this time. Several of the Trustees gave their views on the situation and it was agreed that a zero tolerance policy would be in place for theft by staff. This would be included in staff handbooks. In future any similar situations should be brought to the attention of the Trustees.

12.4 GE updated the Trustees on the progress of a “new” Student Union. Several meeting with a group of Architects and the Sports Union had taken place, although the finance needed for this project had not actually been approved yet. GE informed the Board that the Student Union would be lobbying the University for this project to go ahead as soon as possible, and for it to be included in the University Strategic Plan.

1. **GOVERNANCE AND LEGAL DEVELOPMENTS**

13.1 GE informed the Board that the Assurance Map, which had been circulated, contained several points which would be developed.

13.2 The Code of Practice paper accompanies the Education Act 1994 paper. Several things in the papers need to be tightened up, this would be done.

13.3 **Governance Development**: GE informed the Board of a letter she had received from Company House about controlling interests in limited companies. However on reading through the letter she was pleased to report that it did not affect the Student Union.

13.4 GE informed the Trustees of a Training Event being organised by NUS on 20 May in Leeds. Any Trustee could attend if they wished, they should contact GE. BH and SGK had attended this training previously and found it helpful for networking with other Trustees, they had found that there were very diverse experiences by Trustee Boards which was very interesting.

1. **AOCB**

14.1 **Contacts List**: GE informed the Board that AD had asked for a contact list for the Trustees. She realized this would be a good thing to have, so put one together and wanted to ask their permission to share their email addresses etc. All agreed, so the list was circulated. It was noted with some amusement that it would soon be out of date with the arrival of the new Sabbaticals in June. The list would be updated and circulated as needed. GE would send a copy to SF.

14.2 **Risk Registry**: GE informed the Trustee Board that there may be a risk which they should be aware of, this was originating from a proposed boycott of the NSS Survey. GE continued by giving the Board details of the background and the activities which had taken place on this subject. NUS had passed a Motion to Boycott NSS Survey at their recent Conference and this may be taken up by our Executive. GE informed the Board of the risks involved if this should go ahead.

14.2.1 SGK asked the Officers present for their input on this subject. Each Sabbatical gave their opinion and view and informed the Board of the consequences which could take place if the boycott want ahead.

14.2.2 A discussion ensued on the NSS Survey and recommendations and how it would impact on current and future students.

14.2.3 GE would keep the Trustee Board updated. She asked the Trustee Board for their support on this matter. SGK asked for a collective view from each of the Trustees. Each Trustee spoke on their viewpoint. It was noted that the University did not appear to be aware of the current situation and the issues evolving. GE would report back to the Trustee Board on this issue.

1. **DATES OF FUTURE MEETINGS**

15.1 It will agreed there would be meetings in September, December, March and May as well as an Away Day in November. GE would circulate a doodle poll with some dates for consideration.

SGK stated that as this was the last Trustee Board meeting the current Sabbaticals would be attending, he wished to thank them on behalf of the Trustees. He thanked Peter Gilchrist and Miranda Matoshi for their valued input and hard work over the last two years. He thanked Hannah Frances for her valued input and hard work this year. He would send Sahara Choudhury an email thanking her for her valued input and hard work this year. He stated it had been a great pleasure working with them all.

1. **CLOSE OF MEETING**

16.1 The meeting closed at 8.05pm.