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| **Trustee Board** Date: **Tuesday 6 December 2016**  Time: **5.30pm** Number: **29**  Venue: **Committee Room 1, The Student Union, Edinburgh**  |

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

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

Stephanie Harper, Trustee (SH)

Jonathan Kean, Student Trustee (JK)

Diarmuid Cowan, President (DC)

Sheona Dorrian, Vice President Community (SD)

Corto Pimenta, Vice President SBC (CP)

Eloise McNeaney, Vice President Wellbeing (EMcN)

**Apologies**: Samantha Forsyth, Trustee (SF)

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

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

Fiona Hall, Finance Manager (FH)

Gillian Fortune, Executive Assistant (Minute Taker)

**ACTION**

**2.1 Commercial Manager invited to Trustee Board CEO**

**4.1.7 Praise to staff for Clean Audit CEO**

**4.2.9 Reserves Policy to next Meeting after Clarification on points CEO**

**6.11 Revisit Trustee Performance Reviews in 2017 SGK**

**7.1.2 Moral Support Agreed for Finance Hub CEO**

**10.3 Audit Meeting Date and Time Circulated for Attendance CEO**

1. **WELCOME AND APOLOGIES**

1.1 The Chair welcomed everyone to the meeting. The CEO informed the meeting that Philip Wiltshire, our Student Trustee from last year was now continuing his PhD studies at HWU and would be joining us again as a Student Trustee until November 2017, hopefully. Jonathan Kean was introduced as the new Student Trustee. Jonathan is a PG student studying Chemical Engineering, he has been elected as PG Officer and has worked closely with the Sabbaticals during that time and since. All agreed and approved Jonathan’s appointment as Student Trustee. All agreed and ratified Philip’s return as a Student Trustee.

1. **MINUTES OF 28th MEETING**

2.1 **Action Points**: The Commercial Manager would be invited to a future meeting.

2.2 All other Action Points were noted and being attended to.

2.3 The Minutes were duly noted and passed.

1. **CONFLICT OF INTEREST**

3.1 There were no conflicts to note.

3.2 SGK reiterated that a conflict of interest could be raised at any time during a Board meeting as business arose and discussion progressed.

1. **FINANCE UPDATE**

 The Management Accounts and Reserves Policy papers had been circulated already.

4.1 **Management Accounts**: FH gave a brief update on the Management Accounts informing the Board of several large expenditures, some of which had come along earlier than usual this year. Generally things were looking better in the Shop but trading was quieter already, in the run up to the Festive Break and exam time. They were currently looking into the profit margins in all three commercial departments. The Bar Manager had left and we therefore were using Agency Staff to cover during November. Representation and Engagement expenditure was now being implemented and this was probably due to the full staff complement in that department. The Management Accounts overall were quite good.

4.1.1 One success had been an all night opening for the USA Elections during which £700 of pizzas had been sold (Clinton and Trump themed, with the Clinton winning the popularity vote). Another success this semester had been the Harry Potter themed Halloween Night.

4.1.2 SH asked about the building costs which were high during Freshers. FH explained that less was spent on maintenance and repairs but there had been several costs for the Bar etc.

4.1.3 BH asked two general questions – how was payroll? FH mentioned that GJF had been bearing the brunt of the pressure regarding things going wrong at payroll, but that she and GJF had met with the Payroll staff and things appeared to be on track now. SGK asked that the Board be kept informed, as this was an important issue and needed to be correct, it was people’s wages we were dealing with. FH explained that the supply of payroll services for the University could be up for tender soon. She would keep an eye on this issue as well.

4.1.4 BH also asked about the cash collection service and how this was progressing. FH reported that this would be starting after the Festive Break. She was frustrated as local branches of RBS were now closing and the nearest branch for us would be Bruntsfield, not very practical, but she was chasing up the collection company who were very slow in processing paperwork and getting forms to her. Bank services would be going out to tender later in the year. Some discussion ensued on different banks available and how no bank had come onto campus to replace RBS.

4.1.5 The annual audit had happened – it was all shiny and dull according to the Audit Manager. No management or control issues had been noted. FH informed the Board that all charities need to make adjustments on the new rules governing their accounts.

4.1.6 SGK explained to the meeting about the SORP (Statement of Recommended Practice) regulations which now governed charities accounts and were different from limited company accounts. SGK confirmed that the adjustments produced entirely different account layouts, one for our charitable and one for our limited company so they would take longer to produce. The accounts would be closed and signed off in January. The Trustee Board would be invited to attend the meeting with the Auditors in January. SGK mentioned that usually he and BH attended, not all the Board needed to do so but were very welcome if they wanted to attend.

4.1.7 SGK stated that this was a very good result for the Student Union and all staff involved should be praised for doing such a good job and gaining such a good audit. FH mentioned that the current Duty Managers were really good and all staff were on board to get the work done.

4.2 **Reserve Policy**: The balance was definitely better and we are doing well in preserving some reserves. Strong and robust was the aim and we were on the right lines to achieve this. SGK informed the meeting of the history behind our Reserve Policy and why it was necessary and how it was a result of good management that we were gaining good results. OSCR the charity governing body were changing position and we needed to recognise this in our accounts and policies, we needed to change and seek capital funds.

4.2.1 GE explained how this Policy had been discussed and formulated at the TB Away Day. She then gave a brief background on how we are doing and how we are now stable. GE also explained OSCR guidance and how we go forward and how they had looked at the reasons for the changes. £200,000 was the figure the Board had come up with to cover six months activity without commercial income. GE continued to describe what was in the Policy and how we could go forward.

4.2.2 FH mentioned that the Block Grant matches charitable activities. The Block Grant was perceived as a low risk and therefore we should be comforted by this. SGK mentioned paragraph 3 – the charity should be doing what it was set up to do. We don’t want to change policy but it would be better to use this to encourage HWU to give us money for a new Union if we can show we have some investment already. The proposition had been brought forward and we should look at it – we can change the target if we are clear as to how we are doing this. GE mentioned the need to reflect this in the audit report when the Trustee Board meet with the auditors and be clear on how we are able to justify this. FH gave more details on the new rules on reserves.

4.2.3 BH asked for more details on what the £200,000 would be spent on. GE gave details on what she and FH had come up with and how the money would be used and what would not continue. FH explained what the charter require of us. Without commercial income we need to cover what is required in the charter, what’s the bare minimum for the charity to survive for six months to cover core activities.

4.2.4 SH asked if this was reviewed every year. FH said yet it was and how it had to be done and must in the Trustee Report. Because SORP has included what we need to do, where is it going to be reported and when.

4.2.5 SH asked questions on further points she felt should be there – the “ethical” side of the report. The CEO and FH relied to the questions giving details of the thinking behind the decisions and where the money would be used.

4.2.6 DC agreed that a strategy is needed and reminded the Board that this was in the Executive remit, when the policies came into play and are decided by Executive.

4.2.7 More discussion took place on the reserve policy and its implications.

4.2.8 Clarification was given on the requirements of SORP which covered audit and budget. It was noted that the Risk Register and Reserves Policy need updated each year. SORP requirements were further clarified. The CEO offered to alter the Policy to make clearer the Trustee Board’s agreement and discretion requirements.

4.2.9 This was agreed by all and the CEO would bring the Policy back to a future meeting for discussion and agreement.

1. **COMMUNICATIONS REVIEW**

5.1 JN gave a brief report on the background to the Communications Strategy and how we had now called in a communications expert. More information and expertise was needed to answer and market the big question as to what the Student Union does and what it is.

5.2 Social Engine was the company we were using for this consultation. He had several skype meetings with the Director, named Avis, who had thought the Communications Strategy very robust but that it needed some tweaking. A Communications Strategy meeting had been arranged and a Focus Group formed which had met with Avis to try and get on track with the strategy. The final report would be available next week. JN was hopeful that we would receive some solutions and plans to work on. This would be ongoing for the next few months and years to capture what was needed to make it all work.

5.3 JN, the CEO and Arran McKinlay (Design and Marketing Co-Ordinator) were visiting Glasgow Caledonian University on Friday and meeting with several other Unions (QMU, Strathclyde and EUSA) to see how their Communications Strategies worked.

5.4 The CEO explained that according to a recent report Glasgow Caledonian were very successful in marketing themselves compared to us. The individual report on HWU would be available before Christmas and the combined report would be ready in the Spring.

1. **HR REVIEW UPDATE**

6.1 The CEO gave a brief background to the HR Review. The CEO went into details on the update, she mentioned that the paper had been distributed to previous meetings, first two columns, and the last columns on the page were to be done. A lot of work had been done on the HR Review at the SMT Away Day.

6.2 The CEO reported on the Competency Framework. A Focus Group had been formed, made up with different staff and was working on the Framework with help from Kathleen McAdam, our HR consultant who would be working with us until the Festive Break. Kathleen was also working on our Job Descriptions and Contracts. Once we had the CF up and formed we could then do more work on performance related pay and how we communicate with staff.

6.3 The CEO reported that the Strategic Resources, role of Deputy CEO and Student Engagement Manager role were now on hold.

6.4 It was hoped the CF would be up and ready for use in the next Appraisal season in June. Information and training would be given to staff and managers to get to that point and other policies need to be linked in to the CF when ready.

6.5 JN gave a brief update on the CF Focus Group and the meetings so far and said it was good to get the staff representatives involved in the process.

6.6 SH asked if the Trustee Board had been given performance reviews. The CEO mentioned that these had been discussed about three years ago but no work had been done on this matter, she though that perhaps this could be included with the framework when ready.

6.7 DC mentioned that he hoped the Sabbaticals would be involved and how does the Focus Group work to get the CF up and running.

6.8 A discussion followed on how performance related pay could be structured for student elected posts and how it would work with Trustees and organization leaders. A discussion followed, related to what checks on performance were in place already. JK asked how this would reflect on the Sabbaticals.

6.9 It was agreed that when the CF was up and running and ready for approval it would be set for the staff for the year ahead replacing the current pay structure. The CEO discussed the plans for the CF and how it would be put in place.

6.10 SGK agreed that this had not been a priority so far. These matters would be looked at later. SH asked if, after the staff CF was done, if perhaps we would look at performance checks for the Trustee Board. BH said that this could certainly be looked at but for small charities it was quite difficult.

6.11 It was agreed it would be looked at for next year.

1. **SABBATICAL REPORTS**

7.1 **President**: DC gave more details on the proposed expansion of the Staff Credit Union to include students, and how we can help with this project. JK asked questions on the proposal and how it would affect PG students and their support given by the University for Conferences and equipment. DC stated that it was entirely up to the CU who they lent money to, and that they had their own guidelines as to what they lent money for. He felt the CU would be more for personal use rather than related to student studies and their University requirements.

7.1.1 He stated that he hoped the Student Union would agree to support this project, as it was a good idea and a worthwhile project.

7.1.2 DC gave details on the Ethical Finance Hub, SGK agreed that moral support would be given. All agreed.

7.1.3 SGK asked re the student representation report which had been organised by the University. The CEO and DC gave more details on what had happened, and how the fallout was being dealt with and how we would keep an eye on the situation.

7.2 **Vice President Wellbeing**: EMcN gave more details on part of her report and updates where appropriate. Student Guarantors for Liberations Groups would be the next big campaign. EMcN stated that it was a good thing to have a large document as produced after the meeting with the University Equality and Diversity Partner and the Liberation Groups to see what needs to be done and how we should go forward. Gender Neutral toilets were not possible in the Student Union. The Disabled Toilet could be signed differently, but that was all. Any new buildings within the University would have Gender Neutral toilets built into the plans.

7.3 **Vice President Community**: SD stated that everything was in the circulated report. She was currently working on Refreshers Week for January 2017 and making sure everything she had wanted to do on her election manifesto had been achieved, and more.

7.4 **Vice President SBC**: CP’s report was circulated at the meeting. He gave updates on the Student Space and the Christmas Party being planned at SBC for the students. The Christmas Community Market hadn’t been as successful as they had hoped. Perhaps they would try a different, more central venue and get more students involved and attending, next year. The new Studio Spaces were being converted now – 12 weeks late, but they would be in place and open for next semester.

7.4.1 As in Edinburgh, SBC students wanted access to microwaves for heating up food they have brought from home. This was an ongoing project at both campuses.

7.4.2 CP reported that £2,200 had been made at the Fireworks Event in SBC with about £1,000 going to the chosen childrens’ charity.

1. **CEO REPORT**

8.1 GE gave updates and more details where necessary. We would be asking the Design Consultant to revisit and give advice on the update of the Student Union Building, as it didn’t look like we were going to be given funding for a whole new building. The CEO would update as necessary in the new year. A discussion followed on the “new union” and on various points which were raised and strategies which could be adopted.

8.2 A discussion ensued on the proposed development at Hermiston as well as the proposed developments on greenfield sites at Currie, Barnton and at Edinburgh Airport. BH asked if anyone knew if HWU were planning to buy up any land which surrounded the campus to ensure they had enough land to expand if needed and to form a protection zone around the campus. Nobody had heard anything about this.

1. **GOVERNANCE, LEGAL AND BREXIT**

9.1 No updates on these topics were current.

1. **AOCB**

10.1 **University Representative on the Board**: Andy Downie had resigned from his post at the University. SGK asked the CEO to request a new University Representative for the Trustee Board.

10.2 **AGM**: The CEO informed the Trustee Board that the AGM would be taking place on 16th February 2017 and everyone on the Board was invited to attend.

10.3 **Audit Meeting**: The CEO would circulate the date of the Audit Meeting and reiterated that all Trustees were welcome to attend this meeting.

10.4 **Thanks**: SGK thanked all the staff and everyone at the meeting for their hard work throughout the year and wished everyone a very Merry Christmas.

1. **DATE OF NEXT MEETING**

11.1 The next Trustee Board meeting was scheduled for 14th March 2017 at 5.30pm.