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| **Trustee Board** Date: **Tuesday 12 December 2017**  Time: **5.30pm** Number: **33**  Venue: **Committee Room 1, SU, Edinburgh Campus** |

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

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

Stephanie Harper, Trustee (SH)

Paul Travill, University Trustee (PT)

Diarmuid Cowan, President (DC)

Aashna Bakshi, Vice President Wellbeing (AB)

Jay Clifford, Vice President Community (JC)

Lucy Graham, Vice President SBC (LG) (via Skype)

**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**

**4.5 Proceed with proposed changes to Commercial Operations CEO**

**9.2 Report re L & T Oscar Review CEO**

**10.3 Check Schedule and email re Extra TB Meeting if necessary CEO**

1. **WELCOME AND APOLOGIES**

1.1 The Chair welcomed everyone to the last Trustee Board meeting of 2017.

1.2 Apologies were received from Samantha Forsyth, due to an extended meeting. The Chair informed the Board that SF had handed in her resignation from the Board, as she was now looking to study to qualify to practice Scottish Law as well as planning her wedding in 2018. SF did intend to attend the next meeting of the Board.

1.2.1 The Chair stated that we would need to look for another external Trustee soon to replace SF. We would also need to look at recruitment of two student Trustees as both Philip Wiltshire and Jonathon Kean were no longer able to continue as Trustees. The Chair also informed the Board that we would need to be thinking about successors for himself and BH.

1. **MINUTES AND MATTERS ARISING**

2.1 No factual corrections were noted.

2.2 G4S would be updated during Finance Report.

2.3 All other actions had been carried out.

2.4 The Minutes were approved and duly noted.

1. **CONFLICT OF INTEREST**

3.1 There were no conflicts of interest noted. The Chair reminded everyone that this point could be raised at any time as necessary in the meeting.

1. **COMMERCIAL OPERATIONS**

4.1 The Chair welcomed Jayne MacLennan to the Trustee Board. Jayne is an Almuni of HWU. She has been helping with the review of our commercial operations. The Chair informed the meeting that everyone would be asked to make a decision on the proposed changes.

4.2 The CEO went into details on the work that had been done by the SMT working with Jayne MacLennan. The reports had already been circulated. GE confirmed that we need to move forward with commercial operations. We had started to look more thoroughly at the structure of the departments and had tried to set up a more effective way of working. GE gave special thanks to JN and FH for the work they had done with Jayne MacLennan.

4.3 GE gave a brief outline on what work had been done and the outcome to this work. GE asked Jayne MacLennan, JN and FH to give a brief report on the recent work each had done for this project and how they had reached their conclusions. Jayne MacLennan informed the board on how closely she had worked with JN and FH and how they had looked at each department in the commercial operations: shop, catering and bar. FH gave a brief overview of how she had found the process and how she felt certain risks which had been highlighted needed to be fixed, the operations needed to be steadied. JN gave his views and went into more detail on how they had reached their conclusions and the proposals now put forward. GE said the plan was there to take forward and she would now like the Trustee Board to make a decision on the way forward. She planned to get help during the transitional period of the proposed changes.

4.4 The meeting went into Camera at 1830 to discuss the reorganisation of the commercial operations of the Union and their staffing and came out of Camera at 1930.

4.5 It was agreed that the proposed changes of the commercial operations should go ahead and the Trustee Board members would be called on to give help where needed.

4.6 Jayne MacLennan was thanked for all her help and the time taken for this project.

1. **FINANCE UPDATE**
   1. **Accounts**: FH gave a brief explanation of the October accounts, the November accounts were not yet available. FH gave an update and details on the Management Accounts which had been produced and circulated with the meeting papers. Takings overall were disappointing, against the same time last year. Growth is needed in all commercial departments. The margins were improving.
      1. The staff from The Retailer would be looking at improving growth in the Shop where we were making headway and had better control over stock and a good base to now go forward. The CEO gave a brief overview of sales etc and where we need help ie with more fridges and more shelving. Alcohol sales were down, no one can understand why. We were currently negotiating with NUS about a reconfiguration of the Shop and looking at staffing levels at high volume times. Supply of several popular products had been affected by the liquidation of one of our supply companies.
      2. The Board members asked several questions re costs and staffing. FH answered and explained further on all queries. FH explained that we now need to make sure we spend money in the right places for the right services. The CEO agreed and said that more work was needed in the Shop, a whole project awaits on stock levels and this will improve Shop margins etc. We also need to look at stocking the right products at the right time.
   2. **Audit**: FH reported that the Auditors had given us a completely clean audit with no major issues. Two issues which were discussed were bank services and payroll.
      1. FH explained how the University Payroll department was disappointing in their services and reported on what had been happening within the department. FH and GF had met with staff from the Payroll department again and had a positive meeting, but staff were constantly changing within the Department.
      2. G4S will have notice served on their contract in 30 days time. FH had met with the Customer Complaints person, which had not been helpful. She had looked at other service providers and decided that Security Plus which offered a more bespoke service could be the answer. They already worked with the Marriott Hotel and Oriam on campus. They had a different charging system, but their services should stop senior management having to make bank visits which had cost us approximately £100 during Freshers Week alone. The services would be cost neutral through time etc. She felt this move would give us a safer and more appropriate method of banking services. She was awaiting news on our compensation claim on G4S.

LG left the meeting.

1. **RISK REGISTER**
   1. The Register which was created in 2016 had been updated very recently by SMT. The Register had been circulated with the meeting papers. Several points usually covered by the Commercial Manager had been reallocated.
   2. FH informed the Board that the biggest upcoming Risk was GDPR (General Data Protection Regulations). FH stated that the Register needed a tidy up re change in staff and this would be done asap.
   3. FH was thanked for all her hard work and time spent on the previously discussed topics.

FH left the meeting.

1. **GENERAL DATA PROTECTION REGULATIONS (GDPR)**
   1. JN gave a verbal update on GDPR including details of the impact these new regulations would have on the Student Union. JN had attended several meetings with University Staff who were quite comfortable on how we would be handling documentation and how we store documents etc.
   2. The Union would be implementing the regulations from 13 December 2017. The regulations made changes to individual rights and is going to affect us especially inThe Hub. Discussion had taken place re privacy and data breaches. More work was needed and we will continue to get all in order for the official change over in the law on 21 May 2018. JN informed the Board that information to heighten staff awareness and online training were being sent out to staff.
   3. Several Board members asked questions and JN answered them all fully.
2. **SABBATICAL AND CEO REPORTS**

8.1 The Chair thanked the Sabbaticals and the CEO for their excellent reports which had been circulated with the meeting papers.

8.2 **President**: DC gave more details on his trip with the CEO to the Dubai and Malaysia campuses. DC had also attended a Trustee Governance event with SGK the day before in Glasgow. Both agreed it was a good idea to attend the event which had included, EUSA, Abertay, Strathclyde and Napier universities. Talking to others highlighted that we are actually in a good place in comparison to other universities and Student Unions.

8.3 **Vice President Wellbeing**: AB gave updates on the success and progress of the Guarantor Scheme. Global Day was scheduled for 22 February, PT agreed to email AB and try to help find a venue for the event, hopefully cheaper than Oriam were currently offering.

PT informed the Board that Anonymous Reporting was now nearer to being active on Campus and thanked AB for her hard work in getting the project off the ground and her persistence in making it happen so far.

8.4 **Vice President Community**: JC spoke to the Board about his concerns regarding the Events Crew and how he felt strongly more work was needed to ensure volunteers were sought and societies did not make more complaints about the lack of services provided for their events. JC also gave a brief overview of how students currently lack a safety net when leasing housing from private landlords and how the high cost of student accommodation affected them. NUS were currently planning a campaign to put in place deposit schemes for students.

8.5 **Vice President SBC**: LG’s report was noted and she was thanked, as well all the Sabbaticals for their hard work and efforts in their various projects.

8.6 **CEO**: GE stated that the Articles of the Association need cleaned up and she was currently working on this and will keep everyone posted if anything needs to be taken to the AGM or the Trustee Board for approval.

8.6.1 GE informed the Board that our Events and Bar Manager had been attacked sometime after the Christmas meal the staff had attended at Brown’s in George Street on 9 December. We don’t know the full circumstances, but several men had been arrested and Chris was now in hospital awaiting an operation on several facial injuries. He was off work, during this busy time, but was emailing his DMs and they were working with JN to deliver all the Christmas events we had planned.

1. **GOVERNANCE, LEGAL AND BREXIT**

9.1 **Governance**: The Chair informed the Board that he was currently helping Napier University Student Union set up their Constitutional rewrite and their incorporation paperwork etc. It was very interesting.

9.2 **Legal**: SH asked about the recent email concerning a case against a University member of staff. The President updated the Board and explained the circumstances behind the email. Currently the Student Union were reviewing the L & T Oscar which had been presented to the member of staff. The update on this would be given by the CEO’s report at the next meeting.

9.3 **Brexit**: PT was asked how the University was dealing with the issue of Brexit. PT gave a brief report.

1. **DATE OF NEXT MEETING**

10.1 The CEO asked that the Board note the AGM was scheduled for Tuesday 13 February 2018.

10.2 The next meeting of the Board was scheduled for Thursday 15March 2018.

10.3 An extra meeting may be called before then to cover the commercial operations etc. The CEO would email round the Board once she had checked her schedule for a suitable date.