

Minutes of the **Trustee Board Meeting** held on
Monday 28th November 2018 in the Balcony Room, Teviot

Present
Eleri Connick (EC) – President (Chair)
Kai O' Doherty (KOD) – VP Welfare (<i>part</i>)
Shenan Davis- Williams (SDW) - VP Activities & Services
Diva Mukherji (DM) – VP Education
Georgie Harris (GH) – VP Community
Adam Turner (AT) – Student Trustee
Bilal Mohamed (BM) – Student Trustee
Stewart Goldberg (SG) – External Trustee

In Attendance
Stephen Hubbard (SH) – CEO
Sarah Purves (SP) – Director of Membership Support and Development
Euan MacLean (EM) – Director of Financial Services
Michelle Berry (MB) – Director of Commercial Services
Emma Robertson - Werner (ERW) – Director of Marketing and Communications
Laura Power (LP) – Executive Assistant (Minutes)

Apologies
Douglas Blackstock (DB) – External Trustee
Tannya Gaxiola (TG) – External Trustee
Chak IP (CI) – Student Trustee
Nathaniel Brimmer-Beller (NBB) – Student Trustee

		Action
1.	<p>Welcome/Introductions</p> <p>DM welcomed all to the meeting, noting new Student Trustees AT and BM.</p> <p>DM noted apologies from DB, TG, CI, NBB and also noted DM is chairing on behalf of EC, who will join the meeting shortly. DM also noted KOD would join the meeting at a later point.</p> <p><u>1.1 Outline of Business</u></p> <p>SH outlined the new meeting format, noting the buddying meet ups, which will be discussed in more detail later in the meeting.</p>	
2.	<p>Strategic Development Presentation</p> <p>ERW presented a talk with a workshop exercise on Strategic Planning to update the Board on progress made so far and to also get the Boards input.</p> <p>The output from the workshop session will be fed into the Plan development.</p>	ERW

3.	<p>Standing Business <u>3.1 Conflict of Interest</u> No conflicts of interest were noted.</p>	
4.	<p>Copy of Minutes from Previous Meeting, 24th of September, 2018 AT noted an error in the President Report section of the previous minutes highlighting ED should be EC. LP noted that this had been spotted and rectified in the minutes that will be published online and the minutes that have been saved electronically in the minute archives.</p> <p>AT asked if it was possible to review previous Board minutes even though he was not a Board member at the time the minutes were produced. SH stated it was possible on request and pointed AT in the direction of the Students' Association website where minutes from previous meetings are still able to be viewed.</p> <p>It was suggested by AT that Trustee Board member retirement dates could be included in minutes or agenda going forward.</p> <p>All approved the previous minutes.</p> <p><u>4.1 Matters Arising</u> SH noted there are no outstanding matters arising. All matters that were arising in the previous minutes have been covered in the reports and papers presented to the Board today.</p>	<p style="text-align: center;">SH</p> <p style="text-align: center;">APPROVED</p>
5.	<p>President's Report – Paper A <u>5.1 Progress So Far</u> The Board noted they had all read the Presidents Report which was circulated. EC asked if there were any questions. There were none.</p>	
6.	<p>Chief Executive Report – Paper B <u>6.1 Discussions with the University</u> SH noted that there have been ongoing discussions with the University around the strategic position of the Students' Association within the University.</p> <p><u>6.2 Estates Update</u> There are two important estates issues to update on: The Student Centre Project and Kings Buildings campus developments. The latter is the subject of a separate agenda item being a substantive discussion and decision; one which has come somewhat rapidly to the fore on the University's agenda.</p> <p>On the Student Centre and specifically the Teviot Row House development the issues are more by way of update only. Planning Permission is still being considered for the scheme. There is a University Project Board coming up on 14th December where there is the opportunity to air our outstanding issues that we discussed at the last Trustee Board meeting.</p>	

	<p><u>6.3 Business Impact of Teviot Row House Works</u> There is a reserved minute relating to the redevelopment of TRH which is commercially sensitive and would prejudice negotiations.</p> <p>AT asked if the University would cover part of the cost of the redevelopment works. SH stated they are financing the main redevelopment, there are more discussions around details and business impact.</p> <p><u>6.4 New Services in Potterrow</u> EC noted that in the CEO report it mentions a new service in Potterrow and questioned what this would be. MB stated that currently options are being looked at to improve catering services for students and it is hoped that one of these options, will be launched by February 2019.</p> <p><u>6.5 Festival</u> SH noted the Association has most likely secured some additional financial support from the University to mitigate the lower Festival result this year.</p>	
<p>7.</p>	<p>Election Regulations – Paper C SP explained that a Student Council motion was passed which highlighted some changes required to the election regulations. Agreement on the changes was not agreed at the Governance Committee due to various reasons which SP highlighted in her paper. Therefore Board approval is required to make the changes.</p> <p>After some discussion the Board agreed to approve the recommendations that SP presented, agreeing to the change in election regulations.</p>	<p>APPROVED</p>
<p>8.</p>	<p>Finance Report – Paper D EM summarised the Financial report highlighting the points below.</p> <p><u>8.1 Financial Impacts</u> The Festival was highlighted as having had a significant impact on the Association financially. It was noted that Bars and Catering are behind in their budget and are also having an impact, adding to the adverse variance.</p> <p><u>8.2 Financial Forecast</u> £250,000 deficit is forecasted. Excluding additional support the University may give in relation to the Festival.</p> <p>Cash balance is weak but better than previous years. The Association made a deficit last year which affected the cash balance. The trending weak point is July and July 2019 shows cash running down to £400K, which is ok, however the forecast for the following year 2020, shows a low cash balance. EM noted we may have to request and use an overdraft.</p>	

	<p>The Board questioned why there was a reduction in Ede and Ravenscroft payments. MB explained that they had overpaid previously so money has come off their payments to compensate.</p> <p>There was discussion around the insurance money from the fire at Kings Buildings. EM explained that it is being held centrally at present with a plan to release to departments within the organisation at the end of September 2019. SG questioned if this had been approved by the Financial auditors to which EM, replied yes.</p> <p>AT questioned why Ents, Bars and House budgets are so high. MB explained that House is not a trading department but costs such as security are considered in this budget resulting in it looking higher than might be expected.</p> <p>MB stated the Ents budget does need to be looked into and noted most Student Unions do invest in their Ents department, to generate bar revenue and also provide social events. MB noted that the budgets were ambitious.</p> <p>SG asked if MB could provide more detail on the income and expenditure of the Ents department, for the next meeting. MB agreed as the Association currently holds that information and it is reviewed on a weekly basis.</p> <p>EC asked how much analysis is going into the length of time customers stand in a queue. MB stated that this is being looked into and training and development of staff is thought to be an objective that relates directly to this.</p> <p>SDW noted that the student experience should be considered when looking at Ents financial figures. SG agreed this is important but the Association cannot afford to make a loss at this point.</p>	<p>MB</p>
<p>9.</p>	<p>Trustee Board Buddies – Paper E</p> <p>SP explained the paper and the actions below came out of the surrounding discussions.</p> <p>Sabbaticals to arrange meet ups with their buddies.</p> <p>SP to arrange for new Trustees to shadow retiring trustees. SP has commenced work on this but to follow to completion.</p>	<p>EC, GH, SDW, DM, KOD</p> <p>SP</p>
<p>10.</p>	<p>Pensions Update – Paper F</p> <p>EM provided an overview of the current pension scheme, explaining why costs are rising both to the employer and employee. EM explained that it would cost too much money to leave the pension scheme, as per the current contract so the rising costs are unavoidable at this time. There was also an exclusivity clause that meant halting the scheme (but not leaving) would still trigger the overall deficit payment.</p>	

11.	<p>Legal & Risk Update No legal claims on the Association as an organisation.</p>	
12.	<p>Subcommittee Minutes All noted the minutes of the below Subcommittees:</p> <p>12.1 People and Culture Subcommittee – Paper G</p> <p>12.2 Finance, Risk and Audit Subcommittee – Paper H</p> <p>12.3 Governance Subcommittee - Paper I</p>	
13.	<p>Kings Building Update – Paper K EC noted a change from the agenda, Point 14, Kings Building Update would be discussed ahead of Point 13, Q2 Financial Review as it was thought this would take more time to discuss.</p> <p>SH provided a summary of the background of Kings Building for the benefit of new Board members, AT and BM, noting the below.</p> <p>The Students' Association has previously agreed to share its current KB House space with the University to develop a new Sport and Exercise facility (run by the University). The issue is that the University Corporate Services Department now also want to utilise KB House to supplement their catering provision and also support their Kitchens. In presenting this Accommodation Catering and Events (ACE) have also presented a campus wide catering strategy that largely excludes the Students' Association.</p> <p>We are in discussions with the University to address these questions, with a tight timescale forced upon us (December). The paper considers two key questions: Space allocation in KB House and the wider campus, and who runs the catering operations. The former is relatively easy to resolve – albeit strategically important. The latter less so, as such the focus is on this element.</p> <p>The paper presented 5 options and makes a recommendation for discussion in contrast. SH noted board approval is required.</p> <p>There is a reserved minute relating to the detail of negotiations around space use at KB Campus.</p>	
14.	<p>Q2 Financial Review – Paper J Parts of this section are reserved in relation to financial negotiation and staffing matters.</p> <p>EM stated there is a need to increase income and reduce costs based on the current Q2 forecast, noting core costs have risen significantly.</p>	

<p>BM asked if long term cost cuts have been decided yet. EM said they have been discussed but not decided.</p> <p>Discussion occurred regarding salary bench marking and it was noted this had been completed for salaried staff. The results showed in general the Association does not pay particularly well in comparison to other companies, although the variances were not as large or wide as previously thought. The exercise also didn't take account of non-cash benefits.</p> <p>EM also noted that it was a Board decision to become a real living wage employer and that currently remains a target. A gradual rise in wages is having a significant impact on Association finances.</p> <p>KOD stated they are aware the utility money from the University has not been paid out yet and asked if this has been raised with the University as budgets were planned around the receipt of this money. SH stated he has been following this up with the University on a regular basis but as of yet, payment has not been received and no timescale as to when it will be received has been given (note there may be a removal of charges rather than a payment).</p> <p>SG noted we should look to increase sales instead of focusing on cuts. SG asked MB if there was a plan to boost sales. MB noted that sales figures are looked at on a weekly basis and highlighted that due to the rise of international students at the University, with the view that numbers are set to increase further next year, there is a notable downturn trend in club night events and in catering due to cultural differences. Currently the Association is equipped for these types of activities and a significant change to the offer as well as look and feel of the spaces with the current level of funding and resource is not feasible. The renovated TRH partly addresses this.</p> <p>MB stated there are certainly opportunities to boost income which have been identified but currently opportunities are limited due to funding and resource.</p> <p>SG asked the question "if it is not making money, then should we be doing it?" SDW noted the importance of the student experience and the impact cutting events may have on this. SG noted that this is important, however there must be a balance. All agreed.</p> <p>EC noted that she was conscious of time and would like to move on to the reflection part of the meeting. EC asked if there was any other business to discuss. All noted there was not.</p> <p>EC asked all staff to leave for this part of the meeting, as the reflection section on the agenda was only for Trustees to give feedback on the meeting. All agreed, noting that if they had any further questions or comments they would send an e-mail to EM.</p>	
<p>EC closed the meeting, noting the next Board meeting would be in January 2019</p>	