

Minutes of the **Trustee Board Meeting** held on  
Monday 24<sup>th</sup> September 2018 in the Balcony Room, Teviot

<b>Present</b>
<b>Eleri Connick (EC)</b> – President
<b>Kai O' Doherty (KOD)</b> – VP Welfare
<b>Shenan Davis- Williams (SDW)</b> - VP Activities & Services
<b>Diva Mukherji (DM)</b> – VP Education
<b>Nathaniel Brimmer-Beller (NBB)</b> – Student Trustee
<b>Chak IP (CI)</b> – Student Trustee
<b>Stewart Goldberg (SG)</b> – External Trustee
<b>Tannya Gaxiola (TG)</b> – External Trustee

<b>In Attendance</b>
<b>Stephen Hubbard (SH)</b> – CEO
<b>Sarah Purves (SP)</b> – Director of Membership Support and Development
<b>Euan MacLean (EM)</b> – Director of Financial Services
<b>Michelle Berry (MB)</b> – Director of Commercial Services
<b>Emma Robertson - Werner (ERW)</b> – Director of Marketing and Communications
<b>Laura Power (LP)</b> – Executive Assistant
<b>Kelly Adams (KA)</b> – Auditor ( <i>present until completion of agenda item 3 only</i> )

<b>Apologies</b>
<b>Douglas Blackstock (DB)</b> – External Trustee
<b>Georgie Harris (GH)</b> – VP Community
<b>Bharat Chaturvedi (BC)</b> – Student Trustee

		<b>Action</b>
<b>1.</b>	<p><b>Welcome/Introductions</b> EC welcomed everyone to the meeting and everyone around the table introduced themselves.</p> <p>EC played a video to the board of the “We are Edinburgh Campaign” involving all five Sabbatical Officers. The Board showed their satisfaction and agreed the video was a good creation.</p>	<b>EC</b>
<b>2.</b>	<p><b>Conflicts of Interest</b> None were noted.</p>	
<b>3.</b>	<p><b>Auditors Report</b> <u>3.1 Auditor’s Report 2017/18 incl. Letters of Representation – Paper A</u> KA discussed the audit report findings, giving details on what has been put in place to rectify any errors found. The Board approved the Auditor’s report for 2017/18.</p>	<b>APPROVED</b>

	<p><u>3.2 Association Report and Accounts 2017/18 – Paper B</u> KA gave an overview, after some discussion the Board approved.</p> <p><u>3.3 EUSACO Ltd Report and Accounts 2017/18 – Paper C</u> KA gave an overview, after some discussion the Board approved.</p> <p><u>3.4 EUSACO Premises Ltd Dormant Accounts 2017/18 - Paper D</u> KA gave an overview, after some discussion the Board approved.</p>	<p><b>APPROVED</b></p> <p><b>APPROVED</b></p> <p><b>APPROVED</b></p>
<b>4.</b>	<p><b>Board Meeting – EUSACO Ltd</b></p> <p><u>4.1 Approval of EUSACO Ltd Accounts</u> EM presented the EUSACO Ltd accounts, after some discussion the Board approved.</p> <p><u>4.2 Reappoint RSM as Auditors 2018/19</u> The Board approved.</p> <p><u>4.3 Profit Distribution for 2018/19</u> The Board of Directors agrees that the full taxable profits of EUSACO Ltd in financial year 2018/19 are distributed by Gift Aid to Edinburgh University Students' Association in accordance with paragraphs 16.1 and 16.2 of the Articles of Association.</p> <p><u>4.4 Approve the Accounts of Dormant Subsidiary EUSACO Premises Ltd</u> After some discussion the Board approved.</p> <p><u>4.5 Confirm Stephen Hubbard and Euan McLean as directors of EUSACO Premises Ltd</u> The Board approved.</p>	<p><b>APPROVED</b></p> <p><b>APPROVED</b></p> <p><b>APPROVED</b></p> <p><b>APPROVED</b></p> <p><b>APPROVED</b></p>
<b>5.</b>	<p><b>Students' Association Trustee Board</b></p> <p><u>5.1 Approve the consolidated report &amp; accounts 2017/18</u> After some discussion the Board approved.</p> <p><u>5.2 Reappoint RSM as auditors 2018/19</u> The Board approved.</p>	<p><b>APPROVED</b></p> <p><b>APPROVED</b></p>
<b>6.</b>	<p><b>Copy of Minutes from Previous Meeting, 26<sup>th</sup> of March, 2018</b></p> <p><u>6.1 Matters Arising</u></p> <p><b>6.1.1 Senior Management Report</b> Merging of the SMT reports into one CEO report is now complete and has been included in the Board meeting papers.</p> <p><b>6.1.2 USS Pensions Scheme</b> SH will discuss at next meeting when more information is available.</p> <p><b>6.1.3 Change in Structure of Board Meeting</b></p>	<p><b>SH (for agenda)</b></p>

	<p>SH noted this will be covered in a later section of the agenda.</p> <p><b>6.1.4 Smoking</b> KOD has a Health and Safety meeting with university this week to discuss.</p> <p>EC enquired about the policy of the sale of cigarettes in outlets. KOD deemed the sale of cigarettes is ok as they are not forward facing in the outlets to promote but available if people require.</p> <p><b>6.1.5 Reduction of Plastic</b> SG asked for an update regarding the sale of plastic bottles. KOD notified that work is ongoing and SDW is now looking at this. An update can be provided as work progresses.</p>	
<p><b>7.</b></p>	<p><b>President's Report – Paper E</b> <u>7.1 Progress So Far</u></p> <p>EC updated the Board on the progress made so far by the officers since starting in office. Highlights consisted of: An additional £150,000 for the Discretionary Fund, £10,000 for an International Students' Participation Grant, the first KB Activities Fair, coffee grounds being sustainably reused to make energy, brunch now being served in Teviot, mental health peer support, latte levy' introduced in both University and Students' Association cafes, free keepcup giveaways, big cheese pre-sale tickets always £4 and a brand new 'Sports V Soc' club night.</p> <p>EC asked if there were any questions on the President's report, circulated to the Board. There were none. The Board congratulated the Officers on their achievements so far.</p>	
<p><b>8.</b></p>	<p><b>Chief Executive Report – Paper F</b> <u>8.1 Reserved Minute</u></p> <p>A commercially sensitive aspect relating to the Festival operations and disappointing financial results was discussed.</p> <p><u>8.2 Kings Buildings Fire Reinstatement</u></p> <p>SH notified the board that the Common Room at Kings Building is not being refurbished or reinstated to the Association after the fire. Currently the University as our Landlord believe that due to the cost of refurbishing and the fact there are plans in place for the space to be redeveloped in the near future, they will not pay for the space to be refurbished now. It was noted that it will have an impact on Student Association Services. Whilst understandable, that does mean we have had to displace several student bookings, and 'squash' services such as the Heat and Eat into the downstairs space.</p> <p><u>8.3 System Development Works</u></p> <p>SH highlighted that development work has been undertaken on Procure Wizard, the purchase-to-pay system implemented across Bars &amp; Catering last</p>	

	<p>year. The suppliers have worked with our EPOS system supplier, Zonal, to ensure that the two systems are sharing information accurately. This has enabled us to get stock reporting into Procure Wizard, giving significantly more confidence in the data held by the system. However further work continues to improve our use of the system and there remains more to do. There have been several challenges with the system introduction and we have no plans to extend it to our Retail operations until we have all bugs ironed out.</p>	
<p><b>9.</b></p>	<p><b>Key Business from Cancelled Meeting 23<sup>rd</sup> May 2018</b></p> <p><u>Introduction</u> SH highlighted there are a number of outstanding approvals from the Board meeting on the 23<sup>rd</sup> of May which was inquorate. Although approval was sought via electronic business, not everyone submitted a response and given there are now new members in the Board there are a number of items still required for approval. Items are outlined below.</p> <p><u>9.1 Governance Documentation - Paper G and Appendix G</u></p> <p><b>9.1.1 Formation of 1 document to include all governance documents. – Paper K, Appendix G</b> SP noted paper K describes the proposal to combine papers K1, the Governance Mapping Matrix and K2, the Association’s Regulations and to also reference paper K3, Sabbatical Membership of University, Association and External Committees in papers K1 and K2. Proposed changes to documents are outlined in papers K1, K2 and K3 themselves.</p> <p>After some discussion meeting attendees approved the proposal outlined in paper K and the edits outlined in papers <b>K1, K2 and K3, Appendix G</b></p> <p>KOD noted the papers mentioned the HR subcommittee which has now been disbanded. SP to remove the mention of the HR Subcommittee in papers K1, K2 and K3.</p> <p><b>9.1.2 Governance Project Work Strands and Timescales – Paper L, Appendix G</b> After some discussion meeting attendees approved the proposal outlined in paper L.</p> <p><b>9.1.3 Implementing Changes to the Trustee Board – Paper M, Appendix G</b> After some discussion meeting attendees approved the proposal outlined in paper M.</p> <p>KOD noted it would be good to pick up on the buddying and more social aspects of the Board. SP agreed and stated she would look to arrange it when the new Trustees have been appointed.</p>	<p><b>APPROVED</b></p> <p><b>SP</b></p> <p><b>APPROVED</b></p> <p><b>APPROVED</b></p> <p><b>SP</b></p>

	<p><u>9.2 GDPR – PAPER H</u></p> <p>ERW highlighted the progress the GDPR working group has made in order to ensure the Association is in compliance with the new regulations.</p> <p>The working group would in particular like to draw the Board’s attention to the GDPR’s creation of a Data Protection Officer (DPO) role which public authorities, and some organisations carrying out large amounts of sensitive data processing, must appoint. All other organisations (who process personal data) can choose whether to appoint a DPO.</p> <p>The working group recommended that the appointment of a DPO is not necessary at present. This is principally because the Association is not required to make an appointment under the regulations, and there would be significant budgetary implications. The Association had commissioned an external audit which rated data risks and recommended a robust suite of recommendations for the working group to action. In addition, the working group consists of well briefed individuals to undertake this work.</p> <p>As a result of the points above, the working group does not feel that the Students’ Association’s risks and our staff’s individual responsibilities relating to GDPR would be materially reduced by appointing a DPO at this time.</p> <p>The working group would therefore ask the Board to support the group’s non-appointment of a DPO, with a review of this decision set 12 months post the GDPR implementation (May 2019).</p> <p>Meeting attendees approved the decision not to appoint a DPO as an external company has already been consulted and it is deemed risks will not be substantially further reduced by appointing a DPO at this time. Meeting attendees agreed to review in 12 months’ time.</p>	<b>APPROVED</b>
<b>10.</b>	<p><b>Financial Update</b></p> <p><u>10.1 Financial Report – PAPER I</u></p> <p>EM summarised the report noting there is a projected financial shortfall from budget of £300,000 and the Financial Savings paper has been created to look at options on how the gap can be bridged.</p> <p>KOD noted that the budget looked favorable for Student Support Services, questioning if this was due to cutting costs to services. EM stated no the Association is still delivering the service specified however there has been additional income from activity projects and not spending as much as forecasted for certain projects. Noting this KOD asked if we can guarantee to continually see this trend. EM stated no, there is no guarantee.</p> <p><u>10.2 Financial Savings Programme – PAPER J</u></p> <p>SH introduced the paper highlighting some options to bridge the £300,000 financial gap.</p>	

	<p>There is a reserved minute detailing the discussion around savings, this includes Commercial elements, confidential University discussions and staffing matters.</p> <p><u>10.3 Staff Terms and Conditions</u> There is a reserved minute relating the staff terms and conditions.</p>	
<p><b>11.</b></p>	<p><b>Estates Update – Paper K</b> SH explained that Paper K covers an update on two key estates projects the Students' Association is currently involved in:</p> <ol style="list-style-type: none"> <li>1) The development of a University run Sports centre at Kings Buildings House</li> <li>2) The Student Centre development project, focused on Teviot Row House</li> </ol> <p>There are important issues for the Trustee Board to understand and agree a position going forward with respect to each of these projects. Fuller explanation and detail is given in Paper K, which all Board members have been supplied with and asked to read prior to the meeting.</p> <p><u>11.1 Kings Buildings – Appendix A</u> Should the Association agree to the proposal to surrender space to the university in order to build a larger gym? This would be dependent on the outcome of larger discussions on space the Association would occupy in the new KB Nucleus? Also noted the risk that the project may not go ahead.</p> <p>After discussion meeting attendees recommended that we continue to negotiate space in the new KB Nucleus phase 2 in return for agreeing to give the University the space they require at present for a larger gym space.</p> <p><u>11.2 Teviot Redevelopment – Appendix B</u> The Teviot Row House element of the project has reached a design stage (RIBA Stage D) where the layouts are fundamentally set. However, this is also a milestone stage to reflect on what are effectively the final layout designs and agree (or disagree) to proceed with the project in principle. This decision is sought from the Board.</p> <p>Given the design process has been iterative and challenging, there have been various compromises to the design along the way. A number of issues remain outstanding. It is time to make a decision as to whether these are significant enough to seek to exit the development project, or progress – either accepting the compromises – or qualifying our acceptance.</p> <p>SH noted there are a few design issues. One being the orientation of the building, considering commercial outlet position. No space for shop, in plans currently and no good location identified.</p> <p>SH highlighted proposals for the redevelopment rely on the lane behind the proposed Teviot redevelopment having a high footfall due to it being</p>	<p><b>APPROVED</b></p>

	<p>developed. There is a risk it may not be a developed area and the Association is the only one in the lane and is hidden away. It is still not known what the University plans to do with Potterrow. They may choose to develop it into another commercial area, in a better area with better footfall if we are in a lane by ourselves.</p> <p>After some discussion the meeting attendees reached the conclusion further negotiations with the University is required to resolve the issues, and that we should progress with the relocation to the redevelopment, on the assumption these issues can be resolved.</p>	<b>APPROVED</b>
<b>12.</b>	<p><b>Strategic Planning Update – Paper L</b> ERW highlighted the process for creating the plan and after some discussion the Board agreed to the planning process.</p>	<b>APPROVED</b>
<b>13.</b>	<p><b>Subcommittee Minutes:</b> To note the minutes of the Subcommittees: <b>13.1 Strategic Development Subcommittee – Paper M</b> The minutes were noted and agreed.</p>	<b>APPROVED</b>
<b>14.</b>	<p><b>Legal &amp; Risk Update</b> No legal claims on the Association as an organisation.</p>	
<b>15.</b>	<p><b>AOB</b> It was noted that there should not be six months in between Trustee Board meetings, a number of Sabbatical Officers had missed the May meeting. It was noted A/L guidelines have now been defined to make sure this should not happen again.</p> <p>It was highlighted that the Trustee Board has a responsibility to keep on top of business matters and this may result in an additional meeting in July, even if this were not a full quorate meeting it would still be useful.</p>	
<p><b>EC closed the meeting noting that the next meeting would take place Wednesday 28<sup>th</sup> of November 2018</b></p>		