

Minutes of the **Trustee Board Meeting** held on  
Wednesday 27<sup>th</sup> May 2015 in the Dining Room, Teviot

<b>Present</b>	
Briana Pegado (BP) - President (Chair)	Stewart Goldberg (SG) - External Trustee – Dept 3:55pm
Eve Livingston (EL) - VPSA	Urte Macikene (UM) - Student Trustee
Dash Sekhar - VPAA	Greg Lane (GL) - Student Trustee
Stephen Hubbard (SH) - CEO	Maxwell Greenberg (MG) - Student Trustee
Euan MacLean (EM) - Director	Jonny Ross-Tatam (JRT) - Observer – Dept 2:45pm
Sarah Purves (SP) - Director	Andy Peel (AP) - Observer – Dept 2:45pm
Conrad Jones (CJ) - Director	
Zoi Mazluga (ZM) - Executive Assistant	
<b>Apologies</b>	
Tasha Boardman (TB) - VPS	
Douglas Blackstock (DB) - External Trustee	
Lucy Eskill (LE) - Student Trustee	
Yvonne Stewart (YS) - External Trustee	
Harriet Protheroe-Davies (HPD) - Student Trustee	

**Chairperson:** President

		Action
1.	<b>Welcome/ Introductions</b> BP opened the meeting at 1:10pm and welcomed the group including the observers to the meeting. BP noted apologies from Tasha, Imogen, Douglas, Harriet and Yvonne but advised we are quorate.	
2.	<b>Standing Business</b>	
	<b>2.1 Conflict of Interest</b> UM cited Paper I was submitted to Student Council by herself.	
3.	<b>Minutes from Previous Meeting</b> <ul style="list-style-type: none"> <li>• EL cited DB name spelt incorrectly</li> <li>• MG cited a spelling mistake ‘heresy’ in item 13</li> </ul>	
4.	<b>President’s Report Paper A</b> Regarding the recent student occupation of Charles Stewart House, the University released an ethical investment statement which agreed to partially divest within 6 months. BP commented that EL worked closely with occupiers and maintained and shared EUSA’s position.  There was a reserved item relating to the operation of a University service.	

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<p><b>5.</b></p>	<p><b>CEO Report <u>Paper B</u></b></p> <p>SH presented hard copies of the new Strategic Plan and offered them to the group. SH explained the Strategic Plan Subcommittee composed of SG and LE contributed, also that there was an ongoing discussion around the KPI's and Targets and there may still be some tweaks.</p> <p>SH commented that we had a positive year and that one key challenge facing us in the next few years will be estates development, which is not of our own making but will need to deal with it. We will risk less student engagement and potentially lower footfall but we have no real idea of the impact, a fact that we have been sharing with the University. SG asked if the real hit would be if it affected the festival – SH replied that the festival could be a big cash hit. DS commented the University would need to help us in the situation. SH agreed but warned that all support received from the University could be seen to erode our independence. SG asked if this has been discussed at the Finance Subcommittee. EM advised that work hadn't started at the time of the last meeting so not as yet. EM further commented that we are keeping a close eye on things and if it seems like trading is being affected, we will act. SH added that this has been raised in a formal way as an agenda item in EUSA University Forum.</p>	
<p><b>6.</b></p>	<p><b>Director Reports</b></p>	
	<p><b>6.1 Commercial Director Report <u>Paper C</u></b></p> <p>Note this report contained a number of reserved items these being specific details of commercial agreements.</p> <p>CJ informed the Trustee Board that contracts have been issued to our festival partners. CJ reported that the fencing around Bristo Square will be moved back so there won't be a bottleneck during the festival.</p> <p>SG queried if the building work will be suspended during the festival. CJ advised no. SG raised a concern over a champagne bar in the Teviot garden may not be particularly pleasant with the building work adjacent.</p> <p>MG queried if the Underbelly is still happening. CJ advised yes, part in Meadows and George Square.</p>	
	<p><b>6.2 Director of Membership Support and Development <u>Paper D</u></b></p> <p>SP reported on a strong society focus together with EL, communicating information about the building works. Generally the response has been positive. The needs of Fresh Air however need assessed while 60 Pleasance is being developed but also their future plans.</p> <p>SP reported on developing closer relationships with the Sports Union (SU), ESCA and Nightline and predicts by the end of the summer, we may have written 'partnership' agreements in place to better articulate and add clarity to the current relationships.</p> <p>Prompted by the cost of events breakdown that SP circulated to the Trustee Board in advance of this meeting, a user group of all involved was created in order to maximise impact. Meetings are scheduled to take place every 2 months.</p> <p>EUSA plans to launch 'Give it a Go' in semester 1. This includes society tasters and provides</p>	

	<p>an opportunity to work in partnership with the SU, ESCA and make stronger connection of EUSA to students.</p> <p>GL requested elaboration on the proposed media hub. SP advised the plan is to create more usable space and visible operation. SP requested that GL hears any frustrations to pass them on to SP.</p>	
	<p><b>6.3 Finance Director Report/Period 11 Financial Summary Paper E</b></p> <p>EM presented full year results with a bottom line surplus of £216k. This includes a few one-off items the first of which related to a reserved item of business and £40k because of a change in accounting policy which means we now need to account for unused annual leave. Therefore the underlying surplus is £276k. This is significantly ahead of what we budgeted which helps us build on our reserves. Formalised accounts will be presented for sign-off by the new President and VPS at the September Trustee Board meeting. EM informed the Trustee Board that auditors are due in 2 weeks' time.</p> <p>EM reported that we are reaching the critical point of the year for EUSA's cash position. We will require an overdraft however a much lower amount than in previous years. EM has been assured verbally we will be given a £500k overdraft facility and our forecast indicates will need £470k – from mid-July to mid-August which he is confident we will work within.</p> <p>JRT asked if possible to have more detailed info about shop at KB. EM advised he does not provide information on specific units to the Trustee Board so as to not overwhelm. It is the Trading Committee who receives more detail, although trustees can have that information if they wish.</p>	
<p><b>7.</b></p>	<p><b>Governance Update Paper F</b></p> <p>SH reported on the ongoing governance work best shown in appendix A and noted that further detail to be added as we currently don't have regulations 8-15. SH advised we are currently legally compliant but more work needs done to be fully fit for purpose.</p> <p>SH presented a proposal for approval so that our affiliations are compliant with the Education Act which weighs up the need for all continuing affiliations be approved by the Student Council and Trustee Board. Both bodies must approve and if they disagree the status quo remains.</p> <p>EL questioned its presentation as a consolidated list as there is quite a range of affiliations. SH advised the Act only requires a consolidated list so that was the reason the procedure had been drafted that way, although separate parts could be taken. DS queried about the process at other student unions. SH advised some put it straight to the Trustee Board and/or the Student Council and some have an annual referendum. In most situations however, the Trustee Board has a right to veto based on the model NUS constitution. EUSA trustees would have a right to veto due to charity law, but it was more transparent to have the two stage process outlined. UM raised concerns that we will be open up to challenges – SH advised that the Act requires once a year the affiliations are reviewed and it cannot be brought up throughout the year without a greater number of students petitioning. UM queried why this is happening now. SH advised the University had reviewed statutory obligations 18 months ago and forwarded this and other issues to EUSA.</p>	

	<i>The Trustee Board approved the proposal of affiliations.</i>	
<b>8.</b>	<p><b>Trustee Board Minutes Proposal Paper G</b></p> <p>BP offered UM an opportunity to open the discussion as UM promoted the matter. UM advised that in order to make things more transparent she proposes Trustee Board minutes are to be published before the following Trustee Board meeting.</p> <p>SH identified the history of the Trustee Board minutes could be seen as calamitous and stressed the issue is that the minutes cannot be made public without approval from the Trustee Board. The proposal follows a cycle that can be achieved publishing 4 weeks after any given meeting. (Within 2 weeks, the minutes will be circulated to the Trustees, and if anyone disagrees, they will not be published but brought to the Trustee Board as per current practice. (In recent times there have been no disputes so foresee there won't be an issue.)</p> <p>UM commented on the difficulty of finding the minutes on the website but noted that this was not addressed in this proposal but will be brought up as a separate an issue going forward in website design.</p> <p><i>The Trustee Board approved the proposal of Trustee Board Minutes.</i></p>	
	<b>Access Break taken at 2:45pm – Observers departed. Meeting resumed at 3pm.</b>	
<b>9.</b>	<p><b>EUSA Elections Paper H</b></p> <p>SP presented a paper of the elections project which aimed to increase the number of nominations and voting - which had been achieved. The target of 6000 votes was missed by only 140. The much better response rate was partly thanks to the work done to engage with candidates before and during the elections leading to a positive impact. There is a new KPI included in the Strategic Plan – and an objective to improve candidate experience.</p>	
<b>10.</b>	<p><b>Disciplinary Regulation Proposal Paper I</b></p> <p>BP advised this matter came out of the discussion at the last Trustee Board meeting and is seeking approval.</p> <p>The first aspect proposed was to develop a EUSA disciplinary procedure in line with the principles outlined in the paper. Following discussion this element was approved.</p> <p>In respect of the second element SH advised that the Student Council have approved that fraternities cannot become 'societies' and that they have submitted a request to the Trustee Board to enact this. MG queried what form that would take. SH replied that there should be a note added to society regulations. EL added that a clear set of criteria is in place for the process of societies, it would just become one of them. It was noted that the definition of Fraternities was also an issue and the wording in the Council motion should be used as a base. This guidance was approved.</p> <p>On the third aspect relating to the discipline of specific members involved in the DKE Fraternity, under current powers of the trustees, there were two options presented in the paper for discussion. A lengthy discussion ensued over the clarity of 'members' of fraternities and the potential risks of pursuing a ban on the fraternity members in question in EUSA venues.</p>	

	<p><b>SG departed at 3:55pm making the meeting no longer quorate. BP suggested to carry on and circulate minutes by electronic business post meeting. This approach was agreed.</b></p> <p><b>BP called an access break at 3:57pm.</b></p> <p>Further to the discussion post access break, BP requested not take the second option proposal forward as it presents a possible risk to one of the Sabbatical Officers, and therefore agree the first option which was to condemn the behaviour but explain to Council why pursuing specific disciplinary action was unlikely to be successful and had significant risks. Following further discussion a vote was called to only act on this proposal. In favour – 4. Against – 2 – (vote however not quorate).</p> <p>BP opened a discussion about EUSA issuing a statement. UM suggested making it explicitly clear as to why we are not taking action. BP offered to include MG in drafting statement. BP suggested send a draft of the statement around trustees.</p>	BP
11.	<p><b>Edinburgh Student Arts Festival (ESAF) Intellectual Property Rights <u>Paper J</u></b></p> <p>DS took the Chair as BP presented the paper. BP advised she had consulted the SMT who had advised there is no particular provision for EUSA to handle this on an ongoing basis.</p> <p>BP exited the meeting and DS called a vote.</p> <p><i>All 5 trustees voted in favour however vote not quorate.</i></p>	
12.	<p><b>Trustee Attendance and Meeting Management <u>Paper K</u></b></p> <p>BP advised this matter came out of the discussion during AOB at the last Trustee Board meeting and is seeking approval.</p> <p>SH presented a history of attendance in appendix A and recommend setting up a task group going forward to consider the management of business at a Trustee Board meeting. SH added there are currently very few procedures in place for the Trustee Board.</p> <p>GL expressed frustration at absence from certain trustees who he believes when they do attend they are unprepared. BP accepted the point but also noted trustee participation at subcommittee meetings that the full Trustee Board do not always see.</p> <p><i>The Trustee Board approved however vote not quorate.</i></p>	Seeking volunteers
13.	<p><b>Subcommittees Update</b></p>	
	<p><b>13.1 HR Subcommittee 11<sup>th</sup> February 2015</b></p> <ul style="list-style-type: none"> <li>• <b>Minutes <u>Paper L</u> –</b></li> </ul> <p>EL presented the minutes, these included some reserved items relating to staffing matters.</p> <p><i>The Trustee Board noted.</i></p>	

	<ul style="list-style-type: none"> <li>• <b>Proposal for New Staffing Post – Management Accountant <u>Paper M</u></b></li> </ul> <p>EM advised this is a brand new, fairly senior role to take overall ownership of the epos systems through to management accounting. The intention is to improve our financial information so that the commercial team to better manage their business. Recommending a salary of £35-£40k pa. The benefits to the organisation are greater. Recommendation by the HR Subcommittee has been to create a two year fixed term to give us flexibility as to make this permanent or not. SH clarified this is not in the budget.</p> <p><i>The Trustee Board approved however vote not quorate.</i></p> <p><b>13.2 Trading Committee 5<sup>th</sup> March 2015</b></p> <ul style="list-style-type: none"> <li>• <b>Minutes <u>Paper N</u></b></li> </ul> <p>EL advised all items raised in the meeting were to note, there was nothing to approve. DS commended the student turnout.</p>	
<p><b>14.</b></p>	<p><b>Legal &amp; Risk Update</b></p> <p><b>To Note any Legal or Risk Issues</b></p> <p>EM there is nothing to report other than one minor issue which was a reserved item as it was a potential legal claim.</p>	
<p><b>15.</b></p>	<p><b>AOB</b></p> <p>BP raised the issue of a complaint received about a trustee’s (GL) comment regarding security staff treatment of a student occupier at Charles Stewart House. GL expressed regret and apologised to the board for the comment. A discussion followed and consequently it was noted that GL was to write to the complainer to apologise.</p>	
	<p>BP expressed thanks to all for attending and closed the meeting at 4:50pm with apologies for the meeting overrunning. BP extended thanks to the trustees, the SMT and ZM for all their work over the year. Offered opportunity to other Sabbs to comment, not taken.</p>	
	<p><b>The next meeting is scheduled to take place on Wednesday 29<sup>th</sup> July from 12:30pm in the Curle Room, KB.</b></p>	

**Formal Note of Electronic Business – Circulated to all Trustees on the 3<sup>rd</sup> June 2015**

Following the Trustee Board of Wednesday 27<sup>th</sup> May it was agreed to propose the 'approvals' made following the meeting becoming inquorate as recommendations for the full board to approve by electronic business, as provided for in the Articles of Association.

The following proposals were made to the full board and were subsequently approved, the chair having received a majority of support for each item by the 5<sup>th</sup> June 2015:

- Item 10 - To approve a decision to not progress with specific disciplinary action against alleged members of the DKE Fraternity, and revert to issuing a statement to Students Council on the element of policy we can implement and the reasons for not progressing with direct disciplinary action, noting that we were now writing a discipline policy so this type of issue could be addressed in the future.
- Item 11 - Edinburgh Students Arts festival, To approve that EUSA will pass any Intellectual property it may own, to the new body it is intended will be set up to run the festival in the future.
- Item 12 - To approve the recommendation to set up a task group to consider the management and standing orders of Trustee Board business.
- Item 13.1 - To approve the recommendation of the HR Sub Committee to create a new staff post of Management and Systems Accountant.
- To note the minutes of the subcommittees.