

Minutes of the **Trustee Board Meeting** held on
Wednesday 25th March 2015 in the Dining Room, Teviot

Present	
Briana Pegado (BP) - President (Chair)	Yvonne Stewart (YS) - External Trustee (dept 3:15pm)
Dash Sekhar (DS) – VPAA (dept 4:15pm)	Stewart Goldberg (SG) - External Trustee
Tasha Boardman (TB) - VPS	Douglas Blackstock (DB) - External Trustee (via Skype) (dept 4pm)
Stephen Hubbard (SH) - CEO	Harriet Protheroe-Davies (HPR) - Student Trustee
Sarah Purves (SP) - Director	Greg Lane (GL) - Student Trustee
Conrad Jones (CJ) - Director	Maxwell Greenberg (MG) - Student Trustee
Euan MacLean (EM) - Director	Urte Macikenaite (UM) - Student Trustee
Zoi Mazluga (ZM) - Executive Assistant	Lucy Eskell (LE) - Student Trustee (arr 2:03pm)
Apologies	
Eve Livingston (EL) - VPSA	

Chairperson: President

		Action
1.	<p>Welcome/ Introductions BP opened the meeting at 1:10pm and welcomed the group. BP noted apologies from EL and advised that LE would be arriving late as coming from the hospital. BP also added that DB was present via skype. BP welcomed ZM to her first Trustee Board meeting.</p> <p>BP advised further to feedback sought from the trustees she will make an effort to keep to better time today and will monitor that people are not talking over each other.</p>	
2.	<p>Standing Business</p> <p>2.1 Conflict of Interest GL noted conflict in relation to the elections campaign.</p>	
3.	<p>Minutes from Previous Meeting DS cited name incorrect, as did YS, and DB cited listed as a student trustee. All to be amended.</p>	ZM
	<p>3.1 Matters Arising, 28th January 2015</p> <ul style="list-style-type: none"> • Budget and planning round update Will be addressed later in meeting. • Societies re Fresher’s Week numbers SP commented there will be better planning next year and gave apologies to the trustees who were not invited to the Society Awards. • Circulation of charity law training SH will circulate information in due course. 	SH

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	<ul style="list-style-type: none"> • Discussion with The Student newspaper relating to the general election SP met with the editor and has arranged a follow up meeting. SP advised there will discussion also about the general legal support available. GL noted his new role as President of 'The Student' and therefore it was noted he is likely to also be involved in discussions. - Niamh Maynard (NM) is arranging that. <p>There was a reserved minute relating to staffing policy matter.</p>	<p>SP > NM</p>
	<p>3.2 Note of Electronic Business on 16th February 2015 – Rainy Hall Catering Provision UM questioned if continuing with this year on year as concerned as it runs at a loss. SH clarified the agreement is only for the next year and it will be revisited next year.</p>	
<p>4.</p>	<p>President's Report Paper A BP shared thanks to all for the massive engagement with EUSA elections. Turnout was up by 18.5% which nearly reached the goal of a 20% increase.</p> <p>BP reported good feedback on the direction of the strategic plan from the student bar and catering staff.</p> <p>EUSA won three awards at NUS Scotland Awards Ceremony on the 20th March which demonstrates our positive engagement with students:</p> <ul style="list-style-type: none"> - Student Union of the Year Scotland Award - The Education Category Award - The Student Opportunity Award. <p>The General Election Debate will take place next week. MG and BP will be chairing.</p>	
<p>5.</p>	<p>CEO Report Paper B SH advised we are now compliant with the Education Act. One issue has arisen however and that is we need to annually have any affiliations (new and continuing) approved by referendum or general meeting. In our constitution the Student Council constitutes this but a detailed process isn't clear.</p> <p>After a lengthy discussion, about the dual legislative control on Student Unions where the Student Act says one thing and the Charity Act says another thing meaning the two statutes are in conflict but SH commented that the Education Act doesn't necessarily conflict with the Charity Act per se, it's the consequence where it would perhaps not be financial viable. DB commented it would be appropriate to lobby for that to be changed.</p> <p>BP suggested that SH bring a paper to the next Trustee Board meeting to clarify the options of how to progress in practice.</p>	<p>SH</p>
<p>6.</p>	<p>Director Reports</p>	
	<p>6.1 Commercial Director Report Paper C CJ reported that we are in line with budget Period 11 (P11). The Potter Coffee scheme has progressed. The new Business Development Manager will take up the role in April.</p>	

	<p>There was a reserved minute relating to various commercial lease negotiations.</p>	
	<p>6.2 Director of Membership Support and Development Paper D SP noted that she had been having discussions to build relationships with the International Student Centre and the Sports Union. Both groups are very positive about this.</p> <p>SP commented that the key to success of the recent internal awards was that everyone was invited which developed a closer relationship moving in the right direction of student engagement.</p> <p>MG raised issue of election regulations regarding society endorsements advising on contradictory information given. MG recommends regulations surrounding endorsements next year are clearer and published well in advance of the elections to avoid this happening again. The board noted this suggestion, which SP would feed in appropriately to the elections review.</p>	<p>SP</p>
	<p>6.3 Finance Director Report/Period 11 Financial Summary Paper E <u>Results End P11</u> EM was pleased to report continuity of the trends we have been seeing in previous meetings. We are running significantly ahead of budget, making a fairly decent size surplus. The reasons for this are predominately on the cost side, commercial areas are generally adhering to budget and student support areas and central costs areas have significant cost reductions largely because of staff vacancies.</p> <p>EM noted we will be nearing a £250k surplus at end of the year. Last year we turned a net liability into a small significant net asset and we are looking to increase to £400k in net assets.</p> <p><u>Cash Position</u> EM continued with good news in that we have maintained the cash differential which reduces our dependency on an overdraft. SG asked if the positive cash flow has impacted bank charges. EM responded both the reduced borrowing and new banking arrangements would lead to lower bank charges.</p>	
<p>7.</p>	<p>Budget Paper F EM presented EUSA's proposed budget for 2015-2016, seeking approval from the Trustee Board. In early March it was approved by the Financial Subcommittee, subject to security staff issue.</p> <p>EM noted the budget makes several assumptions from the University planning round, notably that we don't know what the outcome of the block grant will be until late May/June. If the budget is signed off today and the block grant turns out to be significantly different we will review budget and resubmit it through the Finance Subcommittee.</p> <p>EM first ran through the Security staffing issue, highlighting that this had largely been an error in the narrative and that the proposed budget did allow for 'enhanced' levels of security and house staff. This was noted.</p> <p>There was a reserved minute relating to staffing matters included in the budget.</p>	

<p><u>Staff Costs</u> It was noted the living wage is £7.85 per hour, and based on our current staff patterns that would cost upwards of £400k per year to implement which is not currently feasible in our financial state.</p> <p><u>Funding Requests from the University</u> EM ran through the main points of the University planning round requests, noting a formal response was some way off.</p> <p><u>Venues</u> It is assumed the Pleasance redevelopment will take place in October and this will have a negative result on this year's budget. EM ran through various other property and operational impacts.</p> <p><u>Software License</u> There have been changes to the software license we pay the University for which we have factored in. We have also factored in is irrecoverable VAT which we mistakenly omitted from last year's budget.</p> <p><u>Risks and Assumptions</u> It is assumed that the one off strategic funding is granted in full by the University – we have matched costs against income. The risk, given we think it is essential to drive forward the organisation, is we might want to go ahead with this anyway so would have to cover this cost thus not achieving the budget.</p> <p><u>Works Disruption</u> Both the Pleasance works and Bristo square works will likely have an impact on our trading. Furthermore our positive prediction to this year's festival may be disrupted due to the disruption of Bristo Sq.</p> <p><u>Expenditure</u> There is a risk that we may not be able to afford any cost of living increase with no inflationary uplift from the University. YS questioned if there would be a pension impact and EM responded that we have factored in no change to employer pension contributions as these were anticipated to take effect in 16/17 year.</p> <p>SG expressed concern that variation in any area could wipe out the surplus and asked if there is a secondary management budget. EM responded no. SG suggested a stretch of 5%. CJ advised this was not the current approach and the budget will be reassessed as the year goes on should there be any problems. DB shares SGs concerns about the narrow margin, but advised we shouldn't try to build a budget on hope, but reality. SG recommended changing goals, not the budget. SH responded that due to the transparency, we were open about our budgets and in addition quite testing targets have been set and there is a danger if we give an extra margin of 5% this may be demotivating for staff. Furthermore to run with a parallel budget would be too confusing at our current state of administration. SG further observed how reliant we are on the festival and if we have ever considered bad weather insurance. EM responded no but we could look into this in the future.</p> <p>TB brought up the issue of security staff that was raised at the Finance Subcommittee. EM advised that we checked the numbers and it appears there was an error in what was reported</p>	
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	<p>at the Finance Subcommittee. The majority of reduction of the security staff was from the Pleasance closure therefore the saving on security staff comes from the Pleasance, not Potterrow. SH apologised for the error and commented that we still have an impact from incorrect information from previous years. Security changes were made during the year so cannot compare like for like at this moment in time.</p> <p><u>Capital Expenditure</u> EM advised the level of capital expenditure has been cut over recent years and this is one reason why the cash figure has improved. It was noted that this is not sustainable therefore we have drawn up a capital plan starting in 2015-2016. Due to previous underspending, will spend £200k in first year and review situation on an ongoing basis.</p> <p>UM and LE questioned depreciation. EM responded that it follows same pattern as capital expenditure and that it will gradually will drop off, not impacting cash terms.</p> <p><u>4 Years Ahead Plan</u> EM commented the 4 year forecast indicates the direction we are going in. We didn't have this last year but now we are starting to think further ahead. SG comments that it is very pessimistic. DB further comments that the room for manoeuvre is very tight and that we might need to start discussion where to make savings. SH noted the forecasts would continue to be developed and discussed at the Finance Subcommittee.</p> <p>Having concluded the presentation and discussion, BP summarised and the budget was approved.</p>	
<p>8.</p>	<p>Strategic Plan <u>Paper G</u> SH introduced the paper and noted work with departments to align their activities with the strategic plans via change plans. We are finalising hard copies and better graphic plans which will be circulated mid-late April.</p>	<p>SH</p>
<p>9.</p>	<p>Estates Developments <u>Paper H</u> BP, TB and SH attended the University Estates meeting earlier today and reported on that meeting.</p> <p>Two hand-outs were given out: 1 Feasibility Study Draft 2 Estates Presentation including a Phasing Document</p> <p><u>Feasibility Study Draft</u> CJ introduced this and noted option 2 was being progressed to the next stage of design. It will take 4 to 5 years so noted disruption in Teviot. HPR asked about the impact on the festival. CJ responded it will depend on the phasing of works, what buildings will be closed off at what time etc. There will be an impact but we cannot predict it yet. Until we get some detailed plans we can only make assumptions. SH will feed into next stage the business interruption impact and the financial impact of that too.</p>	

	<p><u>KB Campus Update</u> CJ noted there was a master plan approach being developed by the University for Kings Buildings, and EUSA had been involved in early discussion.</p> <p><u>Bristo Sq Update</u> The contractor was appointed at the beginning of the month but we still don't have a start date. It is expected to take up to two years to complete.</p>	
10.	<p>EUSA Elections Update <u>Paper I</u> SP reported a huge amount of work had gone into this year's elections to achieve the following three aims:</p> <ol style="list-style-type: none"> 1. Increase voter turnout 2. Increase the number pf people running 3. Improve candidate experience – there is candidate experience survey going out on Thursday 26th March and SP will bring the feedback to next board meeting. <p>There are four vacancies remaining and every school has representation so we are in a very strong position to improve things going forward.</p> <p>SP congratulated UM on her win and BP extended this to all of EUSA for their hard work.</p>	SP
11.	<p>Subcommittees Update</p>	
	<p>11.1 HR Subcommittee 11th February 2015</p> <ul style="list-style-type: none"> • Minutes <u>Paper J</u> – All approved <p>11.2 Trading Committee 5th March 2015</p> <ul style="list-style-type: none"> • Minutes <u>Paper K</u> <p>TB commented that last year the Trading Committee approved 4 positions in time for this year's elections but didn't have the individual remits. We need to devise a transitional process post this trustee board meeting and it was noted this should have happened before. SH responded that we have to set up a system to track actions between committees. BP requested more detail about this to be brought to the next trustee board meeting.</p> <p>11.3 Finance Subcommittee 4th March 2015</p> <ul style="list-style-type: none"> • Minutes <u>Paper L</u> – All approved 	SH
12.	<p>Legal & Risk Update</p>	
	<p>12.1 Risk Management Update <u>Paper M</u> EM advised that we have set up a new risk steering group that will report to the Finance Subcommittee, who have already had their first meeting.</p>	
	<p>12.2 To Note any Legal or Risk Issues EM had nothing to report.</p>	

<p>13. AOB</p> <p><u>Point 1 Raised – DKE Fraternity</u></p> <p>UM advised she is submitting a motion to the Student Council relating to ban the ‘frat members’ from our venues. The power to discipline members and or revoke membership was discussed at length noting the Trustees had the power to revoke membership in the Articles but that the process for doing so was not well developed. The board agreed this was a situation that needed addressing. SH noted it should be part of the wider democratic and governance review work. It was agreed SH would bring a paper outlining the current disciplinary situation and future options to the next board meeting.</p> <p>BP commented in this particular case we can’t work on heresy as we don’t have any information from the University. After a lengthy discussion, it was agreed that BP would attempt to get an update from the University and will share at the next Trustee Board meeting.</p> <p><u>Point 2 Raised – Trustee Board Attendance</u></p> <p>GL raised a point that LE has missed 3 consecutive Trustee Board meetings in a row and that the Trustee could vote if LE should remain a member. BP advised that there will not be a vote in this meeting and that a separate discussion should follow with those concerned. LE queried if sending her apologies is not sufficient. BP reiterated that she felt it was inappropriate item to bring up as Any Other Business with no notice, and the issue will be addressed at the next Trustee Board meeting.</p> <p><u>Point 3 Raised – Event Speaker</u></p> <p>HPD raised concern at the appropriateness of speaker at a recent event and advised that we pay more attention in the future. HPD also asked on the costing of events. SP advised will find out and circulate.</p>	<p>SH</p> <p>BP</p> <p>BP</p> <p>SP</p>
<p>BP expressed thanks to all for attending and closed the meeting at 4:40pm.</p>	
<p>The next meeting is scheduled to take place on Wednesday 27th May from 12:30pm in the Dining Room, Teviot.</p>	