

Minutes of the **EUSA Trustee Board Meeting** held on
Wednesday 25th May 2016 in the Dining Room, Teviot

Present
Jonny Ross-Tatam (JRT) – President (Chair)
Urte Macikene (UM) – VPS – Dept 4:30pm
Imogen Wilson (IW) – VPAA
Andy Peel (AP) – VPSA
Greg Lane (GL) – Student Trustee
Harriet Protheroe-Davies (HPD) – Student Trustee
Alec Edgecliffe-Johnson (AEJ) – Student Trustee
Juliana Fentress (JF) – Student Trustee
Stewart Goldberg (SG) – External Trustee
Douglas Blackstock (DB) – External Trustee (Via Skype) – Dept 4:45pm

In Attendance
Patrick Garratt (PG) – Observer as incoming VPAA – Dept at 2:45pm
Jenna Kelly (JK) – Observer as incoming VPS – Dept at 2:45pm
Jessica Husbands (JH) – Observer as incoming VPSA – Dept at 2:45pm
Hannah Burghgraef-Roques (HBR) – Observer as incoming Student Trustee – Dept at 2:45pm
Esther Dominy (ED) – Observer as incoming Student Trustee – Dept at 2:45pm
Stephen Hubbard (SH) – CEO
Sarah Purves (SP) – Director of Membership Support and Development
Euan MacLean (EM) – Finance Director
Zoi Mazluga (ZM) – Executive Assistant

Absent
Nathaniel Brimmer-Beller (NBB) – Student Trustee
Yvonne Stewart (YS) – External Trustee

		Action
1.	<p>Welcome</p> <p>JRT opened the meeting at 1:07pm and welcomed the incoming Sabbatical Officers & Student Trustees who are observing the first part of the Trustee Board (TB) meeting. JRT noted the access break at 2:30pm and that the observers would leave thereafter.</p> <p>JRT noted NBB and YS absences.</p>	
2.	<p>Standing Business</p> <p>2.1 Conflict of Interest None declared.</p>	
3.	<p>3.1 Minutes from Previous Meeting, 30th March 2016</p> <p>JRT advised the minutes from the previous meeting were published on the 21st April following approval from all.</p>	

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	<p>3.2 Matters Arising JRT noted matters arising were covered elsewhere in the agenda.</p>	
<p>4.</p>	<p>Democracy Review - SP SP introduced paper A noting work to date and advised Trustees are to decide on the implementation plan and agree on an option for formal approval of regulations. Three options were presented and discussed. Option A, which would allow the Trustee Board (TB) to approve, would allow work to be done over the summer in time for student’s return in semester 1. SP highlighted the timelines provided and added the University Court would have to approve. SP also presented the other options in the paper.</p> <p>JRT called a vote and the majority of Trustees agreed to proceed in line with option A.</p> <p>A lengthy discussion ensued about whether the TB has the power to impose regulations, both ‘morally’ and legally in line with the outcome of the referendum. The general view was that the expectation from students would be that the TB should do whatever it can to bring the principle changes about. The purpose of the referendum was to give that clarity to the TB. It was agreed it was a challenge as students’ expectations would be that changes happen quickly, whereas it had always been the case that some changes would take time, and indeed many needed further approval routes.</p> <p>SH suggested the current review team come up with proposals/timelines and take to Association Exec. JRT queried if the Trustees are happy to have the small details of implementation to go to electronic business – all agreed, although it was noted this might become unmanageable if Trustees have a large number of queries.</p>	<p>Assoc Exec (SH)</p>
<p>5.</p>	<p>Charitable Donations & Elections Commitments - SH SH introduced paper B, noting it was an action from the last TB meeting. SH advised EUSA does not currently have a donation policy so one had been drafted. SH highlighted that any donation over £500 to be flagged for consideration, as well as a number of other protections. All Trustees approved the donations policy.</p> <p>A discussion ensued about election commitments and all Trustees approved the principle that no candidates should be able to give personal donations. GL raised the point that there ought to be some form of assurance a candidate’s manifesto is affordable. JF added there could be a reputational impact if promises aren’t kept, however it was also noted by DB that the electorate themselves had a responsibility to not assume everything in candidates manifestos could be achieved. It was agreed that this matter would be referred to the Elections Subcommittee as proposed in the paper, with the steer as discussed on donations and spend.</p>	<p>Elections SC (SP)</p>
<p>6.</p>	<p>National Living Wage Future Strategy – SH/EM SH introduced paper C as there was a request to articulate our aspiration to implement the National Living Wage (NLW) to all staff, regardless of age in the future.</p> <p>EM talked through the dynamic graphs of projected base pay rate options followed by projected pay costs provided. EM advised on the cost impact of the three baseline options and advised when EUSA would be in a position to implement the NLW to all staff it would bring a</p>	

	<p>£1.4 million increase in staff costs (28% increase).</p> <p>HPD queried what the HR Subcommittee recommended to which JRT advised they agreed on option 1, subject to financial stability, however deferred it to the TB to officially decide on a base line. In particular they didn't feel the stability could be gained in the short term.</p> <p>SG noted the problematic nature of projecting anything beyond 2020, particularly when based on government policies. DB added best to not to commit to more than one year at a time, with financial viability of EUSA more important. UM responded affordability will always be an issue so prioritisation is key. JRT added if we do have an aspiration to reach in the next 10 years, we ought to set a trajectory.</p> <p>SH highlighted that the plan was intended to be review the situation each year, but still determine now a start point for each years budgeting exercise. SH also explained that the actual graph and figures were current estimates, the actual figures each year were dynamic and would be determined by the various rates and factors set by government, mainly the NMW and the NLW rates.</p> <p>JRT called for a decision on which articulated baseline goal to follow – all Trustees voted for option 1, subject to review annually at time of budget compilation.</p> <p>There was a reserved item relating to a staffing matter.</p>	
<p>Access break taken at 2:45pm Observers departed</p>		
<p>7.</p>	<p>National Minimum Wage Proposal – JRT JRT introduced paper D, a proposal to bring the National Minimum Wage (NMW) raise forward by 3 months, from October to August, at a one-off cost of £25k. Thereafter the dates will be harmonised with increases occurring every April.</p> <p>GL queried why we are looking to bring this forward if it is to be implemented in October and it was advised to benefit the festival staff.</p> <p>EM noted our deficit budget and emphasised the importance of the festival income on the organisation.</p> <p>GL suggested instead of raising the NMW, we give a bonus instead. This was discussed and concluded it would be difficult to manage and also likely outwith our charitable objectives if given as unexpected bonus.</p> <p>The consensus to not implement the NMW raise early, but stick to implementation in October.</p>	
<p>8.</p>	<p>Student Council Policies 8.1 Overview of Student Council Policy – SP SP introduced paper E, an overview of all the policies passed by the Student Council this year with actions noted. SP asked if the TB would find a frequent update helpful, and also what level of detail would be useful. DB suggested showing the red progress at every TB meeting with a</p>	<p>SP</p>

full report provided once per year. This suggestion was agreed.

8.2 Boycott Divestment and Sanctions Policy – SP

SP introduced paper F and outlined the ways EUSA could respond to the Boycott Divestment and Sanctions (BDS) policy passed at the most recent Student Council, with associated risks provided. IW noted when this issue went to Student Council all the information wasn't available. SP advised we have received legal advice from NUS which outlines the 'students as students' concept in the context of this type of motion and also covers the use of the charities assets and resources. The TB discussed seeking further legal advice would be an option however AEJ raised concerns over the cost of this. SP further advised that the TB is not reviewing this from a political stance but rather a legal stance. However it was noted the legal advice did seem to be clear. SP went on to outline what other students' unions have done in relation to BDS, noting many deemed the policy was not a 'student as students issue' therefore had taken a very limited view on what could be implemented.

DB noted previous experience in interpreting legality and suggested we don't implement all aspects of the motion querying if the TB had an option to refer the issue back to the Student Council attaching the legal advice received from NUS.

UM noted inconsistency and therefore queried if going forward EUSA would be able to uphold any future actions towards conflict minerals/action against investment in arms companies and similar issues. It was noted that this could be the case, but each policy would need to be considered against the tests now further articulated by the legal notes.

JRT highlighted there are 9 points in the motion and called for a discussion and vote firstly on a commercial boycott. The consensus was that this failed the use of resources point in any case, notwithstanding the broader issues. The majority of Trustees voted to not instigate a commercial boycott with the exception of UM and HPR.

JRT opened a discussion around an academic boycott which was deemed a grey area however under NUS legal advice it was agreed EUSA could not implement the motion.

Next it was discussed if use of sabbatical time lobbying the UoE to enact BDS would be interpreted as resources. The majority of Trustees, with the exception of UM and HPR, voted that it would be deemed as a use of resources therefore sabbaticals cannot lobby the UoE on this matter. It was requested to note that AEJ abstained from this vote.

SH noted the UoE motion as written doesn't provide an explanation as to why it impacts students so suggests we could take it back to Student Council. HRD agreed with this as the most democratic option available to us promoting further student engagement. AP added if the motion is rewritten, they would have to vote again, this may raise different issues.

A discussion ensued around investment in companies listed in the BDS and EM raised the point of USS, querying if EUSA ought to request a breakdown of their investment portfolio to which DB suggested we could enquire about this, although the reality was we had no influence over the investment decisions so it was a pointless act, and one which the policy didn't call for in any case.

Whilst JRT suggested the TB continue to consider each element of the policy, it was noted the policy was not clear; and that the actions, whilst a list of actions, didn't have a clear basis of

	<p>why EUSA should take them, and therefore there was an argument the ‘students as students’ point wasn’t addressed regardless of each element.</p> <p>IW raised the issue of the letters received from the Jewish Society, Israeli Engagement Society and ELPSA that require a response. IW also noted that as well as the legal aspects, which had been the focus of the TB discussion so far, there were also the wider responsibilities to consider, both the reputation and the specific concerns of some groups. There was discussion around this and whether this was a political policy point or a TB point. JRT noted that regardless each of the actions were effectively deemed as being things that couldn’t be implemented so the TB did not need to consider this element further. It was noted that the democracy procedures were not well designed to support students who want to bring such policies. It was further highlighted by JRT that this was an example of why the Democratic Review project also had a governance review element. Whilst there were clear lessons to learn on the process, we did broadly know those issues and we’re tied by the current poor state and clarity in the regulations.</p> <p>It was agreed in summary that all actions couldn’t be implemented legally. The issue now therefore was to communicate that firstly to students and also those who had written directly to the TB. It was agreed this would be done in following the meeting once EUSA issues a statement online re its position on the BDS policy.</p> <p>8.3 Gender Neutral Toilets – AP AP advised a gender neutral toilets policy was passed at the Student Council and 9 of 7 elements have since been implemented. AP explained we were advised legally that the re-designation of any of our current toilets would trigger a licensing review which could impact the capacity of our buildings. We therefore cannot effectively re-designate any of the current toilets without considerable financial and legal implications. We have taken this policy as far as possible noting the importance of this to be considered when planning for the new build takes place.</p>	
<p>Due to time constraints, SH suggested the Board could formally note the remaining items and that if anyone has any queries to get in touch. Given all the remaining agenda items below were only to note, all agreed.</p> <p>JRT thanked all for attending and closed the meeting at 5:55pm.</p>		
9.	<p>President’s Report – JRT Noted but not covered due to time constraints.</p>	
10.	<p>CEO Report - SH Noted but not covered due to time constraints.</p>	
11.	<p>Director Reports 11.1 Director of Membership Support and Development Report – SP Noted but not covered due to time constraints.</p> <p>11.2 Finance Director Report/Period 1 Financial Summary – EM Noted but not covered due to time constraints.</p>	

12.	Subcommittees Update	
	<p>12.1 Trading Committee, 27th April 2016 - UM Noted but not covered due to time constraints.</p> <p>12.2 HR Subcommittee, 4th May 2016 - AP Noted but not covered due to time constraints.</p> <p>12.3 Finance Subcommittee, 13th May 2016 - UM Noted but not covered due to time constraints.</p> <p>12.4 Elections Subcommittee, 12th May 2016 - JRT Noted but not covered due to time constraints.</p>	
13.	Legal & Risk Update - EM Not covered due to time constraints.	
14.	AOB None.	
<p align="center">The next meeting is scheduled to take place on Wednesday 28th September at 1pm in the Dining Room, Teviot, noting that the summer meeting on Wednesday 27th July was cancelled.</p>		