

Minutes of the **EUSA Trustee Board Meeting** held on  
Monday 27<sup>th</sup> November 2017 in the Balcony Room, Teviot

<b>Present</b>
<b>Patrick Kilduff (PK)</b> – President (Chair)
<b>Ollie Glick (OG)</b> – VP Community
<b>Kai O’Doherty (KOD)</b> – VP Activities & Services
<b>Esther Dominy (ED)</b> – VP Welfare, <b>departed 2.30pm</b>
<b>Stewart Goldberg (SG)</b> – External Trustee
<b>Douglas Blackstock (DB)</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>Gemma Houston (GH)</b> – Executive Assistant
<b>Al Powell (AP)</b> – Representation & Democracy Manager – arr. 1:50pm, dept. 2:20pm
<b>Emma Robertson-Werner (ERW)</b> – Marketing & Communications Manager – arr. 2:50, dept 3:30pm

<b>Apologies</b>
<b>Yvonne Stewart (YS)</b> – External Trustee
<b>Bobi Archer (BA)</b> – VP Education
<b>Adam Noach (AN)</b> – Student Trustee
<b>Bharat Chaturvedi (BC)</b> – Student Trustee
<b>Nathaniel Brimmer-Beller (NBB)</b> – Student Trustee

<b>1.</b>	<b>Welcome/Introductions</b> PK opened the meeting at 1.05pm noting apologies from YS, BA, AN & BC. It was noted that if NBB arrived, there would be a conflict of interest on item 10.  PK asked if everyone is happy to go ahead with the meeting as it was inquorate. Everyone agreed. Agreed items would be circulated for approval as electronic business.
<b>2.</b>	<b>Conflicts of Interest</b> None declared.
<b>3.</b>	<b>3.1 Approval of Minutes from Previous Meeting, 27<sup>th</sup> September 2017</b> PK noted that the minutes will require approval electronically.
	<b>3.2 Matters Arising from Previous Meeting</b> None
<b>4.</b>	<b>President’s Report – Paper A</b> PK presented paper A, noting the following Sabbatical Officer highlights:

	<ul style="list-style-type: none"> <li>• Student Accommodation &amp; Housing – negotiated with University and secured price freeze for the cheapest beds for the coming year in student halls.</li> <li>• Sustainability – setting up a Food Waste Task Force.</li> <li>• Sabbatical Outreach to enhance Association engagement.</li> <li>• Mental Health &amp; Wellbeing Week was a great success</li> </ul>
<p><b>5.</b></p>	<p><b>CEO Report – Paper B</b> SH presented paper B, noting the following highlights:</p> <ul style="list-style-type: none"> <li>• Bedlam Theatre – Noting NBB is the President of Bedlam Theatre. The Students' Association help with the Theatre as a society, but the society occupies the building under direct agreement with the University.</li> <li>• There is a reserved minute relating to the buildings agreement with the University of the Bedlam theatre and various operational issues.</li> </ul>
<p><b>6.</b></p>	<p><b>Director's Reports</b></p> <p><b>6.1 Director of Membership Support and Development Report – Paper C</b> SP presented paper C, noting the following:</p> <ul style="list-style-type: none"> <li>• Update on Participation Grant (item 4) – Ko'D was successful in obtaining funding.</li> <li>• Service Excellence Project (item 5) – want to ensure that Students are represented in discussions as it is growing and moving fast. SP noted that we need to be ahead of university, as the project is working on a number of areas the Students' Association is also concentrating on as part of the strategic development. This is something the new Strategic Development Committee can discuss with the new working groups.</li> </ul> <p>PK noted the merging of the Impact Awards and Activities Awards for 2018/19. SP explained the two award ceremonies and the reason why they have been merged and also to maximise the student engagement.</p> <p><b>6.2 Commercial Director Report – Paper D</b> SH presented paper D, noting the following:</p> <ul style="list-style-type: none"> <li>• Recruited Michelle Berry as Commercial Services Director and starts in January.</li> <li>• Festival – positive with a growth on last year.</li> <li>• Commercial services (excluding Festival) – doing ok, explaining it has taken longer than expected to recover from the Bristo Square closure.</li> <li>• PK asked whether KBH has been reviewed. SH highlighted that it is always busy, but is aware that there are still some issues with outlets.</li> <li>• DB raised concerns with catering. SH noted the changes with menu and structures. There is definitely room for improvement, and work is still required.</li> <li>• OG asked what the breakdown for KBH outlets was. SH explained in detail, expectations versus reality. Mayfield doing better than before the refurb, as are the other outlets. PK asked whether the costs of sales has gone up. SH confirmed the margin is a actually little bit better.</li> <li>• KO'D – suggested student consultations for Commercial Strategy. SH will send draft to KO'D, noting the high level meant direct student consultation was not likely to be appropriate for the overall plan, but each outlet plan did merit discussion. The new Strategic Development Committee could oversee.</li> </ul>

	<p><b>6.3 Finance Director Report – Paper E</b> SH presented paper E, briefly highlighting the following:</p> <ul style="list-style-type: none"> <li>Financial Systems &amp; Reporting Manager – James. The volume of work has been large, but we are starting to see the benefits of the systems implementation projects now. There is a reserved minute relating to staffing.</li> <li>PK addressed University Challenge noting Admin shouldn't be taking up this project. OG explained why historically. DB suggested it could be something a society picks up as a project.</li> </ul>
<p><b>7.</b></p>	<p><b>Finance Update</b> <b>7.1 Financial Position at End October 2017 – Paper F</b> SH presented paper F, highlighting the following:</p> <ul style="list-style-type: none"> <li>There is a reserved minute relating to a commercial matter.</li> <li>Non-Commercial – generally on target. The savings is good as we have saved on utilities this time. We thought the utility bill would be higher, so the accrual has been released into the accounts.</li> <li>The balance sheet remains strong and we have evened up our capital spending.</li> <li>SG questioned why Ents doesn't make any money, which was brought up at the last Trading Committee. Ko'D explained the money is made in other departments i.e. bars etc. SH explained we don't have P&amp;L for the club nights, but we now have a new model and we could do that. There has been a spot analysis with the 'Big Cheese' and we know that it is successful club night.</li> <li>DB suggested for future meetings to have a detailed analysis to break down the departments. SH noted it definitely used to be the case. At the Commercial weekly meetings, the analysis is broken down.</li> </ul> <p><b>Action: Data and analysis to be circulated to the board at some future point. (SH)</b></p>
<p><b>8.</b></p>	<p><b>Governance &amp; Democracy Update &amp; Proposals</b> AP arrived 1:50pm</p> <p><b>8.1 Papers G1-G7</b> SP presented papers G1-G7 and included the following points:</p> <ul style="list-style-type: none"> <li>Overview of the Governance Project.</li> <li><b>Paper G1</b> – Sabbatical 2<sup>nd</sup> terms of office – this also requires the agreement from the University and we will know by February 2018 whether this can be implemented.</li> <li><b>Paper G2</b> – there have been discussions at previous Board meetings. This paper summarises the changes, formal changes are included in papers G3 to G 6</li> </ul> <p>PK noted that papers G3-G6 couldn't be approved due to inquorate meeting and they will be approved electronically.</p> <ul style="list-style-type: none"> <li><b>Paper G3</b> – This layout out all of the new subcommittee remits.</li> <li>DB is generally happy with the papers and thought they were clear, but queried Finance, Audit and Risk Subcommittee members. He thought it would be important to confirm someone from the University to develop trust. He noted it would be worth looking at the wording and develop it to agree on this, the current University member is a lay member. This was agreed.</li> </ul>



- PK queried why the President is chairing all the meetings for the new structure of subcommittees. SP explained it was the outcome of the Sabbatical Review, but it was a detail that didn't go to referendum.  
Ko'D doesn't oppose it, but stated that there are now 5 officers, so the President doesn't need to chair them all and it would reduce the workload. ED agreed.  
PK asked how to progress. SP stated the President remit will need to be reviewed if a change is made. DB advised it will strengthen the team so that everyone is able to chair meetings. SG mentioned it is very rare that the chair of the board also chairs the subcommittees. DB agreed and thought it could be a conflict of interest. SH asked if it could be approved in principle, but noted the concern. Following further discussion it was agreed to leave the detail to a off line discussion, but work on the principle of others chairing rather than every committee being the President.  
**ACTION: An amendment will be added to change the wording of the President chairing.**
- ED noted a typo in paper G3, page 8
- Ko'D queried the remit for Strategic Development Subcommittee with regards to student groups are close to the bottom of the remit (number 30). Ko'D stated that they worry it looks like it isn't important, but we want to actively listen and involve our students.  
**Action: SH will redraft and send out electronically.**
- PK asked for approval for paper G3 Sub Committee remits and membership. Accepting the amendments as discussed would be made then **All Agreed.**
- **Paper G4** – the delegation of authority; this was last reviewed in 2013 and there was a lot of updating. Note the highlighted sections. It is reflective of the additional time addressing the core legal responsibilities. Noted this is a positive change.
- PK asked for approval for paper G4 – **All Agreed**
- SG queried the dates of the interviews for the recruitment of the Student Trustee, as he was asked about his availability, but it wasn't followed up. PK & SH understood that SG wasn't available at the specific times, and apologised if that wasn't the case.
- **Paper G5** – these dates were noted as draft dates, but these will need to be checked for clashes. Emily will follow up.
- **Paper G6** – SH populated this from people who are on the current committees and interest. A list of committees will be sent out so that the vacancies can be filled.  
SG questioned whether the Strategic Development Committee lay member should be a transfer from the current Trading committee or did we need different skills. It was agreed this should be considered at the end of the next term of office.  
Notwithstanding this point, and noting the University member point for the Finance, Audit and Risk Sub-committee Trustees were happy to maintain their personal committee memberships as presented. This will allow for vacancies to be filled, which will be handled offline.
- PK asked for approval for paper G6 – **All Agreed**
- **Paper G7** – SP briefly presented the paper. There are a lot of examples of creating a culture to encourage women to apply for these positions.  
ED favoured the approach of not progressing to interviews until we have a sortlist that includes Women.

	<p>ED left meeting 14:20</p> <p>Cont. Discussions over why this has become a problem. DB agreed that it can get out of balance quickly, so it requires a more strategic approach. Suggestions were made to move forward. SG suggested discussing with the Liberation Officers and how we could be more engaging.</p>
<p><b>9.</b></p>	<p><b>Trustee Board Development – Paper H</b>  AP presented paper H and included the following points:</p> <ul style="list-style-type: none"> <li>• In 2 weeks, a survey will be sent to the existing Trustees to gain an understanding of their experiences and aspirations as a Trustee to develop some recommendations. There will be a working group which will be conducted by AP and the final recommendations will be sent to Trustee Board in March/April 2018.</li> <li>• The survey will be asking every trustee to complete the survey and will ask questions on training and development, process and effectiveness of the meetings, and how you feel as board members.</li> <li>• To identify where there might be issues and any ideas Trustees may have. These will feedback in the New Year.</li> </ul>
<p><b>10.</b></p>	<p><b>Nominations Committee Recommendations on Student Trustee Appointment – Paper I (to follow)</b>  SH noted that the interview panel for the Student Trustees appointment hasn't been able to meet to make a final decision. Once finalised, it will be circulated to the board.</p>
	<p><b>Break 14:35</b>  <b>Reconvened 14:50</b></p>
<p><b>11.</b></p>	<p><b>Marketing Department Overview – presentation &amp; discussion</b>  SH introduced ERW to the Board.  ERW presented the Marketing Department to the Board, highlighting the following:</p> <ul style="list-style-type: none"> <li>• Business Function – people, products, delivery</li> <li>• Communications – PR &amp; Press</li> <li>• The Team</li> <li>• Member &amp; non-member customer facing activity – typical tasks.</li> <li>• Festival Operations</li> <li>• Research – annual member survey, feedback card scheme, university/national survey work, training</li> <li>• Strategic Comms</li> <li>• Promotional Channels.</li> <li>• Internal Communications</li> <li>• Strategy &amp; best practice</li> <li>• Aspirational delivery – differentiation, personalisation, accessibility &amp; prestige.</li> </ul> <p>ERW answered various questions, including:</p> <ul style="list-style-type: none"> <li>• SG – Commercial: Sales advice. ERW – there is a lot more communication between Marketing and Commercial now, which is a great leap forward.</li> <li>• Ko'D – Aspirational delivery: questioned the word 'prestige' and whether this could remove students from having a connection with the Students' Association, as we don't want them to</li> </ul>

	<p>be less engaging. ERW suggested changing it to 'pride' or 'recognition'. DB feels that sense of ownership could be a big issue and it is about getting the balance right. There was a wider discussion around this, and it was highlighted this is the kind of conversation the Board could have more of in the future with time freed up.</p>
<b>12.</b>	<p><b>Teviot Extension Lease update</b></p> <p>There is a reserved minute relating to discussions with the University over a future lease for TRH which are Commercial in Confidence.</p>
<b>13.</b>	<p><b>Amendment to Articles of Association, EUSACO Ltd</b></p> <p>SH briefly presented papers K1-K5, noting that these haven't been reviewed for a number of years and therefore out of date. The papers included are to compare and contrast the proposed new Articles and the original Articles.</p> <p>PK asked whether everyone was happy with this. Everyone agreed.</p>
<b>14.</b>	<p><b>Subcommittees Update</b></p> <p><b>14.1 HR Subcommittee, 2<sup>nd</sup> November 2017 Minutes</b> Noted</p> <p><b>14.2 Finance Subcommittee, 16<sup>th</sup> October 2017 Minutes</b> Noted</p> <p><b>14.3 Trading Committee, 25<sup>th</sup> October 2017 Minutes</b> Ko'D briefed the new Trading Committee members at this meeting. The minutes were noted.</p> <p><b>14.4 Strategic Planning Subcommittee, 24<sup>th</sup> October 2017 Minutes</b> Noted</p> <p><b>14.5 Election Subcommittee, 8<sup>th</sup> November 2017 Notes (meeting inquorate)</b> Noted</p>
<b>15.</b>	<p><b>Legal and Risk Update</b></p> <p>Noted</p>
<b>16.</b>	<p><b>AOB</b></p> <p>None</p>
<p><b>PK closed the meeting at 3.55pm and thanked all for attending noting the next meeting will take place on Wednesday 25<sup>th</sup> January 2017</b></p>	