

Present:	Hugh Murdoch Alex Munyard Nadia Mehdi Aurora Adams Stewart Goldberg Melissa Highton Jeannie Hyslop Parsons Kirsty Haigh	President Vice President Academic Affairs Vice President Societies & Activities Student Trustee External Trustee External Trustee Student Trustee Vice President Services
In Attendance:	Stephen Hubbard Conrad Jones Sarah Purves Julie Sanderson Tasha Boardman Dash Sekhar Eve Livingston Greg Lane Harriet Protheroe- Davies	Chief Executive Commercial Director Acting Director Representation, Student Support & Activities Executive Assistant Vice President Services Elect Vice President Academic Affairs Elect Vice President Societies & Activities Elect Student Trustee Elect Student Trustee Elect
Apologies	Douglas Blackstock Lucy Eskell	External Trustee Student Trustee

1.	<p>Welcome/Apologies/Introductions HM welcomed everyone and opened the meeting at 1pm. There were introductions to the incoming sabbatical officers and trustees. HM explained they were attending as observers however encouraged them to contribute and ask questions. HM thanked MH who is leaving the Trustee Board as she has a new role at the University of Edinburgh. Apologies were received from Lucy Eskell and Douglas Blackstock. HM requested any other business items to be added to the agenda. No other business was requested.</p>	
2.	<p>Standing Business 2.1 Conflict of Interest NM, HM, JHP stated they were employees and members of a trade union with regards to agenda item 11.</p>	
3.	<p>Minutes from previous meeting, 19 March 2014 The minutes of 19 March were approved. Point 5: CJ circulated the Operating Plan to the Trustees on 7 May. Point 11: SH updated he would have the marketing election narrative statistics report for the next meeting, adding that the paper was also due to go to Elections Subcommittee.</p>	SH
4.	<p>President's Update HM highlighted a number of achievements over the last year. HM added that, although relationships have improved with the University it was important to develop it into a grown up relationship and get to the point where they respect that EUSA are a political organisation, and cross support each other.</p>	
5.	<p>CEO Report SH presented his report and highlighted his observations in Paper A. HM updated that, along with Briana Pegado and Douglas Blackstock, he will be appraising SH in June.</p>	
6.	<p>Director Reports 6.1 Commercial Director Report CJ presented his Report. EUSA won the award for Late Night Operator Award at BII recently. Looking forward CJ stressed EUSA need to invest in other commercial ventures and not be over reliant on Bars.</p>	

	<p>Catering saw year on year growth although the operating surplus remained flat. A new stock taking system introduced in the last two months have improved systems.</p> <p>In Retail there has been improvement in controls with a predictive order processing in place. The new shop at DHT is currently being set up and will be ready for soft opening next week.</p> <p>With regards to The Dome Store, CJ is in final contract stages with an NHS dentist practice.</p> <p>Entertainment & Events has moved forward with 10k more being spent on artists costs which has contributed to the growth in Bars. CJ is also in discussions with the University about a Teviot 125 event in November which they have expressed their wish to support financially.</p> <p>The application to retender for NLS went in this morning which is the start of a long process. EUSA have the contract until December. CJ will keep the Board updated on progress with the tender.</p> <p>CJ updated that House now have internal security staff so no longer need to use agencies which will bring costs down as well as improve staff training and customer service.</p> <p>CJ reported on Estates development and highlighted that a design team has been appointed for the Pleasance Development Project, and there has been a conclusion with Rainy Hall with EUSA providing a food service for an additional term.</p> <p>Regarding Teviot 125 there were discussions on Life Members and how EUSA should build up those relationships with their own alumni.</p> <p>There was reserved minute relating to a possible commercial collaboration.</p>	
	<p>6.2 Acting Director Representation, Student Support & Activities Report</p> <p>SP presented her Report. SP reminded the Trustees they were invited to the Strategic Review session next week</p> <p>SP highlighted that EUSA had received external recognition by winning the NUS/UKCISA Internationalism Award for Excellence in Student Support. The nomination focused on support provided by our Representation and Student Support, and Advice Place teams. In addition the Peer Support initiative is being highlighted in a national Higher Education Academy report as an example of best practice in the sector. SP added that EUSA had been awarded funding for the School Councils project for next year.</p> <p>MH questioned the Sexual Harassment Survey that was included in SP's Report, adding that it appeared that EUSA should be addressing it. SP responded that there is a lot of internal work to be done on this which both she and CJ are addressing.</p>	
	<p>6.3 Finance Director Report</p> <p>SH presented the Finance Director Report in Euan MacLean's absence.</p> <p>SH reported a surplus of £515 against a budget of £105k. This was largely due to a change in the financial year. . If EUSA had carried through to a full 12 month year, the surplus would be approximately £200k. SH added it was worth noting there are exceptional items which contributed to this result also as well as significant additional pension costs in the future. Consequently although this helps the longer term financial position it was important to remain cautious.</p> <p>In order to reassure the Board, SH stated there is a plan in place and improvements have been made in providing updated information due to the current systems, which has resulted in the cash flow and balance sheet being presented in a better way. Money has been included in the budget to further improve the financial systems.</p> <p>SG stressed that EUSA are still reactive instead of proactive and, as such, EUSA need to start taking more control of events which is highlighted in SH's CEO Report. SH stated that one of EM's objectives is to rewrite the financial strategy which will be aligned to fall under the Strategic Plan.</p> <p>KH agreed that, although there have been improvements as observed at the Finance Subcommittee meetings, EUSA does have a tendency to play catch up. MH added that EUSA should be going out looking for new income, and not just relying on the trading side of the business.</p> <p>KH explained in EM's Report that, with regards to the Banking tender, the process will go to the Finance Subcommittee initially who will then bring their proposal to the Trustee Board.</p> <p>JHP requested an update on the overdraft issue. SH explained the background of the situation and that, included in the banking tender was that EUSA required an overdraft facility. AM queried if there would be a hierarchy on the tender process in order to go with the most ethical bank. KH responded that it will be impossible to find an ethical bank and one that can offer EUSA everything. The Co-op is no longer an option, and the banks listed are the ones that have a good reputation of working with students. KH worked on the tender documents with EM. Those documents will go to the Finance Subcommittee, and the will come to the Board for final decision.</p> <p>SH presented Paper D3 on Living Wage as part of the Finance Director Update. HPD queried that she thought EUSA already did pay living wage. HM explained that financially EUSA do not have the money to do it in the current business model. JHP proposed that it could be reviewed annually. SH noted JHP's proposal, adding that we should also be working out some plan as to how to get there. KH agreed that it should be the start of a formalised process.</p> <p>SG added that if part of the Strategic Plan states EUSA will make a certain amount of progress over 5 years to pay it then that is more realistic as it will enable EUSA to progress it along with setting budget. KH added that in the plans we need to, not to state the obvious, but that the Living Wage will increase over the years. SH said the sense is to write it into the Strategic Plan. KH stated that it should be included in the Financial Plan as well.</p>	
7.	Governance Update	

	<p>SH presented his paper on Governance. As HM pointed out in his seminar prior to the Trustee Board meeting there are some contradictions and gaps within governance so it will require a level of housekeeping and tidying up.</p> <p>SH proposed in his paper the set-up of a Governance Working Group to include Sarah Purves, President, Adam Bunni (Acting Representation & Student Support Manager), and Sheona Lawson (Policy & Public Affairs Coordinator). AA requested that a student trustee or a sabbatical should be on the group.</p> <p>SH to circulate the appendix paper from NUS on Good Governance.</p>	<p>SH</p> <p>SH</p>
8.	<p>Reserved Business Proposal</p> <p>SH introduced Paper F1 on the proposal that he worked with JHP and HM on regarding the publishing of Trustee Board minutes. Previously, there have been no clear guidelines as to what could and could not be published online. SH added that they agreed to use the word 'reserved' rather than 'closed'. JHP highlighted point 3.2: include:</p> <p><i>"3. When should an item be determined as reserved? The reasons for reserving items follow the practice of the Freedom of Information Act. Possible reasons for reserved items are:</i></p> <ul style="list-style-type: none"> <i>i. Information intended in future planned publications.</i> <i>ii. *Prejudice to effective conduct of the Students' Association affairs:</i> <ul style="list-style-type: none"> <i>a. That is that the release of the information would, or would be likely to, inhibit –</i> <ul style="list-style-type: none"> <i>i. The free and frank provision of advice, or</i> <i>ii. The free and frank exchange of views for the purposes of deliberation, or would otherwise prejudice, or would be likely otherwise to prejudice, the effective conduct of EUSA.</i> <p>JSP stated her concerns that it could hinder discussion with people who felt they could not be open in meetings. KH agreed however if it was in relation to University staff, there should be some provision on this. AM sought clarification that people could express their opinions and request that it is not to be included in minutes. Following discussions the Board agreed to remove 3.2.</p> <p>KH queried whether the decision meant that point 4 was removed as well. JHP stated it should be made clear that it is an exception.</p> <p>SH sought clarity whether do there needed to be something more explicit about University staff. HM stated that the naming of individuals should not be included unless they sat on the Trustee Board. SH to amend the document however the Board approved the paper and agreed it would not need to come back to the Board.</p>	<p>Approved</p> <p>Agreed</p> <p>Agreed</p>
9.	<p>Incorporation Update</p> <p>SH updated that EUSA were now an incorporated company limited by guaranteed, adding that they were still waiting for tax status and pension status, both of which have been agreed. The Board agreed to remove Incorporation as a standing item on future agendas.</p> <p>SH stated there were two pieces of work post-incorporation to be done: one was to consider our intellectual property and whether to trademark EUSA Limited, and, secondly, to review the EUSACO articles which is the separate EUSA company.</p>	<p>Agreed</p>
10.	<p>Subcommittees Update</p>	
	<p>10.1 HR Subcommittee</p> <p>NM presented the minutes from the HR Subcommittee which took place on 7 May. The main highlight of discussion was the Cost of Living increase which will be aligned to fall in with the wage increase so it will now happen in October and not August as previously agreed. NM clarified there had been no changes to what was previously discussed at the Board.</p>	
	<p>10.2 Trading Committee</p> <p>The minutes from the Trading Committee meeting held on 8 May were tabled. KH apologised for not circulating them in advance. KH updated that EUSA will continue to provide catering for Rainy Hall for a year and review again.</p> <p>The Pleasance design team will be furthering their plans so it will not be going to Estates Committee until September to ensure we have the best proposal.</p>	
	<p>10.3 Elections Subcommittee</p> <p>MH reported there had been an Elections Subcommittee meeting that morning and it was noted that the voting turnout was down from last year. MH highlighted there were changes to the regulations at Student Council however this should be part of the wider governance review. There was also discussion on social media and guidance on supporting people who might be subject to it.</p>	
	<p>10.4 Nominations Subcommittee</p> <p>SH updated that the advert was up for MH's replacement. SH to look at the availability of the Nominations Subcommittee in order to shortlist for the role.</p> <p>The other remit of the Nominations Subcommittee is to propose allocations of the subcommittees to the incoming Trustees and Sabbaticals. SH to circulate the remit of all the subcommittees to the Trustees for their 1st and 2nd preference.</p> <p>Following a query from LE regarding the scheduling of the Strategic Planning Subcommittee, SP explained that the dates that had been originally identified had not worked in with the various stages</p>	<p>SH</p> <p>SH / JS</p>

		SP / JS
	of the process however SP will look at this further.	
11.	<p>Trade Union Recognition & Employee Engagement</p> <p>SH presented a paper on Trade Union Recognition and Employee Engagement, and explained that the HR Subcommittee had filtered through the information which resulted in a proposed timeline for discussion. SH highlighted that period of staff consultation in August and September is not ideal as some of the festival and student staff will not be available.</p> <p>JHP queried, with regards to the staff consultation, whether EUSA would still be going for Trade Union recognition. NM stated that if 10% of the workplace showed interest then that should be enough to proceed however the Board would have to agree it, which JHP believed should be the case. SH questioned going ahead for Board approval if no notice is going to be paid to the outcome of the staff consultation. Discussions followed on what work had been done to date. AM stated he understood that there had been names from staff who were interested, with around 15 signatures. JHP requested that it was formally minuted that the Trustee Board wanted a Trade Union.</p> <p>SH proposed that for the staff consultation the staff could be asked what they would like to see as a trade union providing, with DS adding that it would be an opportunity to give them further information. The Trustee Board agreed that they wanted some form of recognition and that would be the structure that the staff consultation would take.</p>	Agreed
12.	<p>Legal & Risk Update</p> <p>SH reported there were no current outstanding issues.</p>	
15.	<p>AOB</p> <p>There was no other business added to the agenda.</p>	
16	<p>HM thanked everyone for attending and closed the meeting at 3.05pm. HM thanked the current sabbs and student trustees for their contribution throughout the year.</p> <p>There was a reserved minute covering a following item relating to a staffing matter. Only current trustees SH and JS remained.</p>	

Signed: _____ Date: _____
 (Chairperson)