

Minutes of the **EUSA Trustee Board Meeting** held on
Wednesday 28th September 2016 in the Dining Room, Teviot

Present
Alec Edgecliffe-Johnson (AEJ) – President (Chair)
Jenna Kelly (JK) – VPS
Patrick Garratt (PG) – VPAA
Jess Husbands (JH) – VPSA
Esther Dominy (ED) – Student Trustee
Hannah Burghgraef-Rogues (HBR) – Student Trustee
Adam Noach (AN) – Student Trustee
Nathaniel Brimmer-Beller (NBB) – Student Trustee – Departed 2pm
Stewart Goldberg (SG) – External Trustee
Douglas Blackstock (DB) – External Trustee (Via Skype)

In Attendance
Stephen Hubbard (SH) – CEO
Sarah Purves (SP) – Director of Membership Support and Development
Euan MacLean (EM) – Finance Director
Alan Duff (AD) – Commercial Services Director
Zoi Mazluga (ZM) – Executive Assistant
Kelly Adams (KA) – RSM Auditor – Dept 1:35pm
Emma Robertson-Werner (ERW) – Marketing Manager – Arr 2:30pm & Dept 3:15pm

Apologies
Yvonne Stewart (YS) – External Trustee

1.	Welcome/Introductions AEJ opened the meeting at 1:10pm and welcomed the group, noting the RSM Auditor, KA, who was to present agenda item 3, the statutory accounts approval. Round table introductions were made. AEJ noted apologies from YS and advised NBB will be departing early, at approximately 2pm.
2.	Conflict of Interest None declared.
3.	Auditor Presentation and Statutory Accounts Approval KA presented paper A, the auditor’s report, referring to paper B, C, D & E. KA noted that the accounts are deemed as clean and unmodified. SG referred to the “Universities Superannuation Scheme”, of which Edinburgh University Students’ Association (EUSA) is a member, which is in deficit, and queried if that now it is included on our balance sheet, would EUSA would be restricted in spending to which KA advised no, it is an accounting formality.

	<p>SG further queried the loan from UoE noting the high interest rate and asked if it wise to pay it off in one sum to which EM advised our cash flow has increased significantly however as only one year remains, he advised we carry on with the instalments.</p> <p>SG complimented the team as it was the least number of adjustments he had seen in an auditor report.</p> <p>AEJ thanked KA on behalf of the Trustee Board (TB) for her presentation and then held a vote. The TB approved the accounts.</p>
4.	<p>4.1 Minutes from Previous Meeting, 25th May 2016 All approved.</p> <p>SH outlined the procedure around the minutes approval, requesting all send their electronic approval when received after the meeting at their earliest convenience, so long as they did approve of course.</p>
	<p>4.2 Matters Arising from Previous Meeting</p> <p><u>4.2.1 Democracy Review</u> <i>Democracy review team timelines/proposals to be referred to the Association Executive. SP advised this has been done.</i></p> <p><u>4.2.2 Charitable Donations & Elections Commitments</u> <i>The matter of candidates' election commitments to be referred to the Elections Subcommittee (Elections SC). SP advised this will be updated at the next Elections SC which will take place on the 8th December.</i></p> <p><u>4.2.3 Student Council Policies</u> <i>The progress of any Student Council policies, showing as red, to be noted at every meeting. SP advised this is covered in agenda item 7.2 as an appendix.</i></p>
	<p>4.3 Note of Electronic Business Democracy Review Update - sent on the 2nd September 2016. Note further <u>Covered in agenda item 9.</u></p>
5.	<p>President's Report AEJ presented paper F advising it was a breakdown of highlights thus far, as well as the sabbatical officer objectives.</p>
6.	<p>CEO Report SH presented paper G highlighting the various University of Edinburgh (UoE) Estate projects which are having an impact on students and also a likely impact on our reputation with students. SH noted UoE work at Kings Buildings House (KBH) has been delayed until November 2016 however EUSA has undertaken some work in 'Pie in the Sky' to create a new Common Room and also a 'Heat and Eat' student kitchen</p> <p>SG cited the capital investments in SH's estates update and queried if the UoE are borrowing this money to which SH advised they have a number of sources to fund their</p>

	<p>capital investments, which did include some borrowing as we understood it. Where the specific funds would be sourced for this project wasn't clear.</p> <p>Following a broader discussion on University finance AEJ suggested the student trustees look into finance training offered by the UoE and JK advised she has a UoE training catalogue on her desk should anyone wish to use it.</p>
7.	Director Reports
	<p>7.1 Director of Membership Support and Development Report</p> <p>SP presented paper H and highlighted the following points:</p> <ul style="list-style-type: none"> • Work on the democracy regulations, approved by the TB via electronic business on the 5th September 2016, was latterly approved by the UoE Court. Information on full implementation will be brought to the TB in November. • The safe space policy has been revised, and also works alongside a meeting code of conduct in many cases. • We had also launched the 'No one asks for it' campaign with the UoE and Sports Union. NBB queried where it is available to which he was advised the pledge can be found here www.no-oneasksforit.com. AEJ encouraged all the student trustees to look at the pledge and sign it. • The recent work done in conjunction with the sabbatical officers and work around preparing the newly refurbished part of the Pleasance for reopening. • The NSS survey results noting our results have dropped and consequently there is an appetite in the UoE to turn this round in time for next year which may lead to impact on EUSA. • A large turnout of postgraduates at Welcome Week events.
	<p>7.2 Financial Position at End August 2016</p> <p>EM presented paper I and advised it covers EUSA's position at the end of period 5 of the accounting year. EM highlighted the festival is our biggest single income source, out with the block grant, and it has the biggest impact on our full year results. It was noted the results presented today are not conclusive as there are some costs still to be debited.</p> <p>There was a reserved minute relating to commercially sensitive information.</p> <p>EM advised some commercial areas are not performing particularly well however. We budgeted a deficit of £200k and it is likely it will be a lot smaller, possibly breaking even mainly due to the Festival result.</p> <p>EM noted student support activities and central area costs are currently lower than budgeted however the August results don't include a lot of costs to do with the new semester printing, signage etc.</p> <p>EM reported that in cash terms we have continued to build on previous years and are in a strong position compared to recent years.</p>
Access break was taken at 2:30pm	

8.	<p>Strategic Review Update including KPIs Presentation</p> <p>SH introduced paper J highlighting that the Strategic Planning Subcommittee (SP SC) met on the 14th September 2016 and agreed it needed to review the strategic plan itself, as well as the performance indicators, and report back to the TB meeting in March 2017. This would effectively be the midpoint of the four year plan.</p> <p>ERW gave a presentation of the 15 strategic KPIs.</p> <p>SH advised around half the KPIs are currently active, where we are trying to influence the outcome, and the other half of the KPIs are a general indicator of EUSA's health. SH added between the Strategic Plan working group and SP SC, there was work to make the KPIs more relevant.</p> <p>HBR referred to the election turnout KPI and commented that it seems overly ambitious to which SH advised the percentage was dropped from 35% to 30% in order to make it more achievable. A number of high performing Students' union reach 30-35% turnout, but this would certainly be a significant stretch for EUSA; this would be reviewed along with the other KPI's.</p>
9.	<p>Governance Review Update</p> <p>SP presented paper K highlighting the external benchmarking tool, the NUS Good Governance Self-Assessment Survey was used, a copy of which is provided in appendix 2.</p> <p>SP outlined the five key pieces of work being focused on:</p> <ul style="list-style-type: none"> • Full and final democracy regulations and supporting materials • Revised articles of the Association • TB processes and procedures • Board recruitment, training, development and review • Other regulations and guidance to be revised or developed <p>SP suggested aspiring to complete the articles before Christmas, which the TB approved.</p> <p>SP asked the TB to approve the initial plan of work and establishment of Trustee Development Working Group, with a remit as outlined in the paper, comprising:</p> <ul style="list-style-type: none"> • Director of Membership Support and Development • A sabbatical officer • A student trustee • An external trustee • HR Manager <p>The TB agreed and SP advised a more detailed project plan and timescales for each element within Phase 2 will be presented to the TB in due course. AN queried point 2.4 in appendix 2 regarding openness and accountability noting this was to be addressed in 2016/17 and what the plan was to handle this. SP advised this will be one of the tasks of this group. AEJ advised trustees that if there are any suggestions/ideas to feed into himself, SP or SH.</p>

	<p>SG raised the point of having a TB clerk in an effort to assist in the delivery of TB actions to which SH advised NUS do recommend that for larger TBs there is a dedicated clerk, which is in this case it is ZM effectively. A discussion ensued around funding being sought for a part time staff member to bolster sabbatical officer support and the impact of this on said delivery. AEJ noted it is a valid point, particularly when a fifth sabbatical officer is added to the team.</p>
10.	<p>Appointment of Auditor Recommendation – Paper L</p> <p>EM presented paper L noting earlier in the year the TB agreed to put our external auditor contract out to tender as it is good practice to review this on a periodic basis. EM advised during the summer 6 firms submitted tenders of which 4 were shortlisted and presented to a panel which included JK and DB, SP, EM and a UoE representative. In conclusion, the existing auditor firm, RSM, were the strongest and thus EM recommends continuing to work with them for a fixed term of 3 years, with a possibility of extending 2 years. Outwith RSM being the strongest, their price was lower than we were previously charged. Furthermore, they offered a meeting with KA on a quarterly basis and will provide us with a one-off risk management workshop. The TB approved this appointment.</p>
11.	<p>Subcommittees Update</p>
	<p>11.1 Nominations Subcommittee Note of Electronic Business, 22nd August 2016 TB approved.</p> <p>11.2 Trading Committee Minutes, 7th September 2016 TB approved.</p> <p>11.2 Strategic Planning Subcommittee Minutes, 14th September 2016 TB approved.</p>
12.	<p>Legal & Risk Update</p> <p>EM reported on a fall incident during Big Cheese which was passed to our legal team.</p> <p>EM further reported that the Student newspaper has received a formal solicitor’s letter relating to some articles published by The Student and SP has been working closely with our solicitors on this. AEJ requested the relationship between EUSA and The Student is explained to which EM advised The Student is a society and are constituted to EUSA hence where the liability comes in. EUSA has standards that societies have to adhere to but we have ultimate responsibility regardless</p>
13.	<p>AOB</p> <p>None.</p>
<p>AEJ closed the meeting at 3:45pm and thanked all for attending</p>	

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1.	<p>EUSACO Board Meeting AEJ opened EUSACO Board Meeting at 3:45pm and handed over to EM.</p> <p>1.1 Approval of Report & Accounts 2016 EM proposed that the Board approve the Edinburgh University Students' Association accounts that KA presented in the EUSA TB meeting earlier. The Board approved.</p> <p>1.2 Appointment of RSM EM confirmed the appointment of RSM as Auditors of EUSACO Ltd. The Board approved.</p> <p>1.3 Profit Distribution for 2016/17 The Board of Directors agrees that the full taxable profits of EUSACO Ltd in financial year 2016/17 are distributed by Gift Aid to EUSA. The Board approved.</p> <p>1.4 Confirmation of Directors of Dormant Subsidiary EUSACO Premises Ltd EM confirmed the directors of the Dormant Subsidiary EUSACO Premises Ltd are SH and EM. Noting that the company hold the licences for the Associations operations. The Board approved.</p>
AEJ closed the meeting at 3:50pm and thanked all for attending	