



**Minutes of Meeting 4** of the Board of Trustees held on 29<sup>th</sup> September 2016 in the Boardroom, Paisley, commencing at 10.00am.

Heather Armstrong, President in the Chair

Meeting Commenced at 10am

#### **4.1 Members Present**

Heather Armstrong	Senior Student Representative / Chair	HA
Allan Millar	External Trustee/ Vice Chair	AM
Arlane Fleming	External Trustee	AF
Mark McRitchie	External Trustee	MMcR
Sam Robertson	External Trustee	SR
John Black	President of Education	JB
Johnathan Cranstoun	President of Sport and Wellbeing	JC
Lisa McCusker	President of Student Support	LM

#### **In Attendance:**

Janine Hunt	Chief Executive	JH
Bryce Hamilton	Finance Manager (part of meeting)	BH
David Devlin	Membership Development Manager (part of meeting)	DD
Jason Warnock	Business Development Consultant (part of meeting)	JW

#### **Apologies**

Bre Edwards	Director of Student Life UWS	BE
Martyn Cosh	Student Trustee	MC

#### **Declaration of Interests**

There were none to be noted.

#### **4.2 Minutes**

The chair invited the group to review the minutes on a page by page basis. JC informs the chair that his apologies for the previous meeting were not noted. These are to be added to the previous minutes.

#### **Agreed Decision**

**Minutes were approved.**

### **4.3 FRC update (meeting 22.09.16)**

Firstly, AF wanted to highlight to the board the progress that CEO and the team have made.

AF updated the board with key points from the recent FRC meeting in September.

The Board approved the appointment of a business development consultant and JW had commenced services with SAUWS.

There were three matters tabled from the FRC meeting: liberations officers' honorarium, finance manager role description, and cash handling policy.

The board noted that they are aware that there is currently no reserves policy which will need to be reported and will be proposed in a future meeting.

Bryce confirmed that the June accounts have been signed off and approved and the July accounts will be finalised and signed off soon.

AF advised the board that BH and Aimee Xiao have to prepare a matrix for the examination of potential bank options for SAUWS and this will be taken to FRC for discussion.

FY16 performance- BH prepared a financial statement for July that shows commercial sales and direct costs were down on budget and prior year. Sales were down £80K against initial budget and £145K down on prior year. Direct costs as are also down £53K against initial budget and £61K down on prior year.

The contribution from these sales is down £26K against budget but up against prior year by £16K. Contribution before central overheads ended up costing £151K v a budget of £148K. The largest negative variance was Paisley £12K behind budget. These will be subject to audit so are not finalised.

AF advised the board that JW is responsible for reporting to the board. Also JW is responsible for co-ordinating the union managers where they are expected to take ownership of their budgets.

#### **4.3a Liberation Officers' Honorarium**

The Liberation Officers' Honorarium was remitted to the board from the Finance and Resource Committee as a consensus could not be reached. It was confirmed the membership manager is the reporting link.

The board agreed to scenario one, by a majority, with one member - AF abstaining. The meeting requested that this is reviewed within the year to see how the terms of proposal develop.

Members of the board questioned how this would be perceived by paid employees who have contracts for less than twelve months of the year. The

Finance Manager BH confirmed that the Liberation Officers' will be reported as being an honorarium payment and will clarify with the auditors how this needs to be shown in the accounts. They will be offered a contract of employment and will report to the Membership Development Manager.

### **Agreed Decision**

**The board agreed to action scenario 1 which is to be reviewed at the end of term for the Liberation Officers.**

#### **4.4 Register Of Interest**

AF advises the board that she is now tutoring at Strathclyde University and this needs adding to the register.

HA advises the board that she has joined the Labour Party and this needs adding to the register.

### **Agreed Action**

**Register of Interest Table to be updated by CEO.**

#### **4.5 CEO Report and Update**

The CEO spoke to the paper she presented and raised the issue with the Board of the change management process that has been undertaken since the time it was constituted. A discussion developed in relation to the changes in personnel and also that the structure of the organisation was not fit for purpose in the future with a new strategic plan.

The Board noted the need for improved structures and systems that would support the overall operations and staff team, noting the sudden departure of the Union Manager Paisley.

In addition they supported the need for the engagement of the managers in change process and providing clear boundaries/authority within which they will work.

The Board **approved** the format of the report, its content and related measures taken by the CEO to reduce the risk to the organisation at a time of management change in Paisley.

It also **noted** the need to review the risk register by FRC, in particular **risk I** related to Fraud.

#### **4.6 SSR Report**

The format of the report is to be reviewed by HA outside of the meeting to include more emphasis on the role of the Chair of the Board otherwise the report was accepted.

#### **4.7 Chair's Role Description**

The chair invited the group to review the Chair's role description and feedback anything they would like to be noted. No comments arose.

### **Agreed Decision**

#### **Chair's Role Description Approved**

#### **4.8 Complaints policy Draft**

Members of the board identified areas that need to be addressed before approval.

- a) They noted the need for complaints to be accepted in a number of formats e.g. email, texting or in person.
- b) SR identified there is an opportunity to incorporate an option for appraisal or comments and suggestions to the charity and urged the team to examine this area of promotion in the future.
- c) JC asked the board who would decide this and how would the policy be communicated to the students? The meeting noted it needs to be publicised by the website.

JC highlighted his worry that students would use this to hold their sabbatical officers accountable. He stated this is not a complaint and shouldn't be classed as one. (Matters would be through the Student Voice process.)

### **Agreed Decision**

**The board approved the complaints policy draft with the addition of recommendations.**

**4.9 Recruitment of Student Trustees** The meeting noted the potential for the organisation to commence the process for appointing student trustees.

#### **4.10 Strategy Discussion**

The board discussed the CEO's paper called Drafting of SAUWS Strategy 2017 and beyond. The consensus from the board was the need to keep it simple. The board identified that the Strategic Pillars should be challenged and created into actions.

It was identified that under the Strategic pillar opportunities volunteering was missing.

The CEO asked the board for any advice on holding focus groups. The board advised the CEO that focus groups are good practice and should be in a number of formats for example digital focus groups, internally with staff. Other areas highlighted were: the need to remind students of what the student body asked

for, the need for a neutral facilitator and the need for potential incentives for participants to take part .

#### **4.11 AOB**

**The next Board of Trustees meeting will be on the 7<sup>th</sup> of December 9.30am-12.30pm.**