

**TRUSTEE BOARD MEETING**

**The Minutes of the Trustee Board meeting held on Monday 9<sup>th</sup> October 2017 at 6.00pm in NH209.**

**Sederunt:**

Kevin Campbell, Sabbatical Trustee (**Chair**)  
Chris Daisley, Sabbatical Trustee  
Rachel Simpson, Sabbatical Trustee  
Yetunde Ogedengbe, Sabbatical Trustee  
Stuart McCallum, External Trustee (arrived at 6.18pm)  
Lisa Kirkwood, External Trustee  
Brian Beck, External Trustee  
Nicola Paul, External Trustee  
Alan Adamson, Student Trustee  
Susanne Quigg, Student Trustee  
Gavin MacLeod, Student Trustee

**Apologies:**

Jen Broadhurst, Student Trustee

**In Attendance:**

David Carse, Chief Executive  
Gordon McTweed, Activities Manager (present until item 14)  
Caroline Miller, Representation and Advice Manager (present until item 14)  
Melissa Cairney, Finance Manager (present until item 14)  
Kathryn Collins, Clerk  
Jenny Simpson, Wylie and Bisset LLP (item 4 only)

**At 6.00pm the Chair commenced the meeting.**

**1. Chairs Announcements**

The Chair welcomed and thanked the members for their attendance at the meeting.

The Chair explained that our External Auditors, Wylie and Bisset, will be presenting the Audited Accounts 2017, Letter of Representation and Management Letter, for agenda item 4. The Chair said that the Senior Management Team would be leaving after agenda item 14. The Chair discussed members of the Board going to the new Re: Union Bar and Grill after the Board meeting. However, for those that can't manage there will be a more formal event organised after the December Board meeting.

**2. Declaration of any Conflicts of Interest**

The Chief Executive stated that he had a conflict of interest on agenda item 15, Senior Managers Notice Period.

**3. Agenda Change of Order**

The Chair asked members if anyone wished to move any items further up the agenda or moved into a different section. No items were asked to be moved on the agenda.

#### 4. Audited Accounts 2017, Letter of Representation and Management Letter

Jenny Simpson, a Partner from Wylie Bisset LLP, our external auditors, presented the Audited Accounts 2017, Letter of Representation, and Management Letter. It was confirmed that the total income from all sources was £769,622 (2016: £797,972) and expenditure was £763,360 (2016: £795,938). This resulted in a surplus for the year of £6,302 (2016: £2,036). There were unrestricted funds of £91,466, including free reserves of £61,005. It was explained that the accounts meet FRS SORP 102 requirements. In discussing the Balance Sheet the auditors felt there was a strong position of c£80k for the Net Current Assets and that the current reserves target is £191,000. The Board were referred to the Independent Auditors Report and that in their opinion the Financial Statements give a true and fair view of the state of the charity's affairs as at 31 July 2017.

Jenny Simpson presented the Management Letter and highlighted that there were no recommendations from the audit and one ongoing recommendation from 2016 that is being addressed later in the agenda. The auditors have not identified any areas within this audit on where internal controls could be improved. The auditors also presented the Letter of Representation, included within the Management Letter, for approval. It was explained that the Letter of Representation attests to the accuracy of the financial statements that the Students' Association has submitted to the auditors for their analysis.

The Chair called for a vote to approve the Students' Association Accounts 2016/17, note the Management Letter and approve the Letter of Representation by the Chair on 17<sup>th</sup> October 2017, after the GCU Finance and General Purposes meeting and subject to any minor amendments. **Vote: For: 11; Against: 0; Abstentions: 0. The Audited Accounts 2017 and Letter of Representation were approved.**

*At 6.18pm Stuart McCallum arrived at the meeting.*

Jenny Simpson invited the Board to attend the Wylie & Bisset Annual Charity Seminar, in Glasgow, on 31 October 2017. Further details will be sent out via the Chief Executive. **Action: Chief Executive.** The Chair thanked Jenny Simpson for attending and thanked Wylie and Bisset LLP for a smooth audit.

*Jenny Simpson left the meeting at 6.20pm.*

#### 5. Banking Review

The Finance Manager presented the Banking Review paper and explained as per the Financial Policy and Procedures a banking review should take place every three years. The Bank of Scotland currently provides the Students' Association Banking Services. An initial assessment suggests exploring other banks to establish whether a better service could be offered. The Trustee Board were asked to note current progress in reviewing banking services. The approval of the Board would be sought prior to moving bank.

#### 6. Financial Policy and Procedures Update

The Finance Manager presented a paper outlining how the recommendation within the Management Letter 2016 from the external auditors would be addressed. The recommendation was that the Association 'considers the development of formal written procedures governing the arrangements and regularity of banking cash takings'. The Chair called for a vote to approve the section of text to be added to the Revised Financial Policy and Procedures. **Vote: For: 11; Against: 0; Abstentions: 0. The Financial Policy and Procedures will be updated to include the new section of text.**

#### 7. Management Accounts to August 2017

The Finance Manager explained that the paper is a summary of actual costs to the end of August 2017, against the Base Budget 2017/18. The Finance Manager clarified the main variances as

outlined within the commentary. The Balance Sheet as of 31<sup>st</sup> August 2017 is included showing the Financial position. A Quarter 1 Reforecast is planned in October 2017.

## **8. Volunteer Satisfaction Survey 2017**

The Activities Manager introduced the paper which presented the results from the Students' Association Volunteer Survey 2017. 68 people responded to the survey out of a possible total of 1,073, a response rate of 6%. 85% of respondents gave positive feedback and recommended the Students' Association as a good place to volunteer, which is the Volunteer Engagement Index score and a Key Performance Indicator within The Bigger Plan 2020. The scoring around engagement was only 64% due to a low scoring question on whether volunteers would consider a career in Students' Associations. The Activities Manager said that due to the high cost of participating, the Students' Association will undertake its own volunteer survey, every two years and added that the timing of the survey and incentives was required to be considered next time.

## **9. Member Satisfaction Survey 2017**

The Chief Executive introduced the paper and explained that the Students' Association works with the University of Strathclyde Students' Association, Edinburgh University Students' Association, Heriot-Watt University Students' Association and Queen Margaret University Students' Union on a joint annual student satisfaction survey and this is the second year of the project working in collaborative partnership. Why Research were commissioned to evaluate the findings per students' association and a benchmarking report. The survey was only open to students studying on the Glasgow campus. The response rate was 898 students. The Chief Executive went through the report and highlighted that responses were similar or more positive for 2017 compared to 2016. The main exception to this was ratings for quality and value for money for Commercial Services which all saw poorer satisfaction. He explained that with the introduction of the Re:Union Bar & Grill should address this area. The Chief Executive encouraged members to read the benchmarking report but explained that the Students' Association continues to perform well against other associations. He added that the partner association continue to identify a theme each year to learn lessons from each other.

## **10. NSS Student Survey Results 2017**

The Representation and Advice Manager introduced the National Student Survey (NSS) Survey Results 2017 paper. The 2017 survey has had substantial changes with the students' association question being changed to "The students' union (association or guild) effectively represents students' academic interests" (question 26) instead of "I am satisfied with the Students' Union (Association or Guild) at my institution" (question 23). The Students' Association received a score of 51% in 2017, down on the UK sector (57%) and Scottish sector (52%). The Chief Executive explained that research conducted by Alterline with 18 unions suggested that students do not understand the new question. He also highlighted that the survey was launched before the University agreed date and communications to students. A discussion took place and it was suggested that research was conducted on how GCU students responded to the question. The Chief Executive added that he was in discussions with the Student President about having a NSS Working Group to help turn things around and improve on this area. The clubs and societies satisfaction score was 59%, down on the Scottish sector (68%). Members' attention was also drawn to the open comment themes outlined within the report.

## **11. Quality Students' Unions Audit Report**

The Chief Executive presented the final Quality Students' Unions report. He explained that the auditor had accepted all the changes proposed by the Board, Executive Committee and Senior Management Team. The report confirms that we have moved from Good to Very Good and have therefore met this Big Action within the Bigger Plan 2020. The Chief Executive highlighted that we had received excellent in the following areas: strategic planning, governance, people, services, representation and campaigning, review and evaluation and context. The Chair again thanked all

those involved in achieving this quality mark and reminded members that GCU Students' Association is the second association in Scotland and the first modern university to achieve this accreditation.

## **12. The Big Plan 2020 – Year 1 Update**

The Chief Executive introduced the Year 1 Progress Report for The Bigger Plan 2020 against the Key Performance Indicators (KPIs) and Big Actions. The Chief Executive went through the paper giving an overview of each KPI and Big Actions achieved. The Chief Executive reminded members that many KPIs were purposely set to be bold and challenging for the organisation. A discussion took place on the main challenges within 2016/17. The Chief Executive also explained that the Commercial Strategy, Risk Register, Financial Projections, Marketing and Communications Strategy were also re-aligned to The Bigger Plan 2020, removing capacity from delivery of the strategic plan.

Nicola Paul highlighted that the Marketing and Communications KPIs were challenging depending on the algorithms used, which were not always consistently applied within social media. Nicola offered to support the Communications and Media Co-ordinator in reviewing the bounce rate and social media reach KPIs. Nicola highlighted that there was no link to the Facebook page from the website. The Activities Manager was actioned to introduce Nicola Paul to the Communications and Media Co-ordinator and to highlight feedback received. **Action: Activities Manager.** The Chair thanked Nicola for her offer of support.

## **13. Departmental Yearly Plans 2017/18**

The Chair explained to members that each department produces an annual Departmental Yearly Plan to outline how they will meet The Bigger Plan 2020 (Key Performance Indicators, Big Actions and Departmental Measures). The Chair explained this paper whilst this paper was operational in nature he welcomed feedback from members.

Chris Daisley raised that the Full Time Officers Objectives were not included within the Departmental Yearly Plans. The Chief Executive explained that they had been removed as it was felt that staff could not hold the Full Time Officers to account for not working on objectives, this being the role of Student Voice. After a discussion the Chief Executive agreed to ensure the objectives are included within Departmental Yearly Plans, even where there is no staff support allocated. **Action: Chief Executive.**

## **14. Full Time Officer Model Review**

The Chair introduced the paper on the Full Time Officer Model Review carried out by Lucidity Solutions and gave some background to the reason for the review. He explained that the review forms part of the Democracy Review, which is a Big Action within The Bigger Plan 2020. The Chair explained that the report outlines the new structure is working well, and has continued to cement the partnership between the Students' Association and the university and that students felt well represented overall and were satisfied with the model. Recommendations are also included in the report. Overall, the Chair said he was delighted with outcome of the research. The Board agreed to fully endorse the Full Time Officer Model Review. The final report will be presented to Student Voice on 23<sup>rd</sup> October 2017 and made available to stakeholders.

*At 7.30pm, the Senior Management Team left the meeting.*

*The Chief Executive left the meeting room due a conflict of interest at item 15.*

## **15. Senior Managers Notice Period**

This item is confidential.

## **16. Chief Executive Report**

The Chief Executive presented his paper and highlighted some key points. The General Data Protection Regulation (GDPR) applies from May 2018 and the Students' Association will be required

to update our Data Protection Statement to a Privacy Notice/s as well as a review all of our processes and rules around direct marketing and creating retention policies.

The Chief Executive said that the University confirmed that GCU Students' Association are 25 years old on 6<sup>th</sup> July 2018 and for the Board to have a think about what event could take place next year to mark the occasion.

#### **17. Health and Safety Committee Trustee Vacancy**

The Chair explained that there is currently a vacancy for a Trustee to sit on the Health and Safety Committee. Alan Adamson had agreed in May 2017 to be a member of this committee in the interim and was happy for this to continue if there was no other appetite from other Trustees. It was noted that no other Trustee was available to take up the vacancy at this time. However, the Chair asked if anyone else would be interested later on throughout the year to let him or the Chief Executive know.

#### **18. Trustee Board Previous Minutes**

The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday 22<sup>nd</sup> May 2017. Only four Trustees were present at the previous Board meeting and eligible to vote. **Vote: For: 4; Against: 0; Abstentions: 7. The minutes were approved.**

#### **19. Matters Arising**

##### **19.1 Management Accounts sent to Trustees**

The Chief Executive confirmed that the Management Accounts to May 2017 were circulated to all Trustees. This matter is resolved.

##### **19.2 Recommendation from Auditors for Financial Policy Procedures**

The Finance Manager presented a paper (item 6) to the Board on the update of the Financial Policy Procedures. This matter is resolved.

##### **19.3 Trimester 2 2016/17 Report sent to Trustees**

The Chief Executive circulated the Trimester 2 2016/17 report to all the Trustees. This matter is resolved.

##### **19.4 International Students within Clubs and Societies**

The Chief Executive said that the lower satisfaction score for clubs and societies within the International Student Barometer would be addressed within the Departmental Yearly Plans for 2017/18. This matter is resolved.

##### **19.5 Student Trustee Recruitment**

The Chief Executive said recruitment was opened in September 2017 for the remaining Student Trustee vacancy. There were a total of four applications and Jennifer Broadhurst was appointed as a Student Trustee by the Trustee Board Appointments Committee. This matter is resolved.

##### **19.6 Trustee Board Residential Training**

The Chief Executive invited NUS Scotland to deliver part of the Trustee Board Residential Training on Saturday 30<sup>th</sup> September 2017. This matter is resolved.

#### **19.7 Document Finance Systems**

The Chief Executive said that the documentation of the Finance Systems have been delayed due to completing Financial Year End. This is an ongoing action that will be completed as soon as practicably possible. This matter is ongoing. **Action: Chief Executive.**

#### **19.8 GCU Student Record System and PhD Students**

The VP SEBE is investigating with GCU Registry whether PhD students require student email accounts in addition to staff email accounts. This matter is ongoing. **Action: VP SEBE.**

#### **20. Executive Committee Report**

The Board noted the Executive Committee Report.

#### **21. Risk Register**

The Board noted the revised Risk Register.

#### **22. Annual Review of Accreditations**

The Board noted the paper on the annual update on the Healthy Working Lives and Green Impact accreditations.

#### **23. Trustee Board Training Evaluation 2017**

The Board noted the paper on the Trustee Board Training Evaluation 2017.

#### **24. Student and External Trustee Appointments**

The Board noted the paper outlining the recent Student and External Trustee Appointments.

#### **25. Register of Interests 2017/18**

The Board noted the Register of Interests 2017/18.

#### **26. Any Other Business**

The Chair discussed allocating time after the Trustee Board Meeting for 'Board Talk'. It was agreed by members that this was not required for this meeting.

The Chief Executive asked the members to submit a Trustee biography and headshot photograph for the website. **Action: Trustees.**

The Chief Executive asked members to check the Register of Interests and to let him know of any errors. **Action: Trustees.** It was noted that the Conflicts of Interests Form had still to be completed by the new Student Trustee, Jennifer Broadhurst. **Action: Jennifer Broadhurst.**

Brian Beck asked about whether papers were normally printed. The Chief Executive informed members that there are iPads and tablets available if anyone wishes to use them instead of a paper copy of the Board Papers and to advise the Clerk in advance of the meeting.

**The meeting closed at 8.00pm.**

**This next meeting is on Monday 18<sup>th</sup> December 2017.**

## **TRUSTEE BOARD MEETING**

**The Minutes of the Trustee Board meeting held on Monday 18<sup>th</sup> December 2017, at 6.00pm in NH209.**

### **Sederunt:**

Kevin Campbell, Sabbatical Trustee (**Chair**)  
Chris Daisley, Sabbatical Trustee  
Rachel Simpson, Sabbatical Trustee  
Yetunde Ogedengbe, Sabbatical Trustee  
Stuart McCallum, External Trustee  
Lisa Kirkwood, External Trustee  
Brian Beck, External Trustee  
Nicola Paul, External Trustee  
Alan Adamson, Student Trustee  
Susanne Quigg, Student Trustee (arrived at 6.18pm)  
Gavin MacLeod, Student Trustee

### **Apologies:**

Jen Broadhurst, Student Trustee

### **In Attendance:**

David Carse, Chief Executive  
Gordon McTweed, Activities Manager (present until point 15)  
Caroline Miller, Representation and Advice Manager (present until point 15)  
Melissa Cairney, Finance Manager (present until point 15)  
Kathryn Collins, Clerk  
Josie McKay, Communications and Media Co-ordinator (present until point 4)

**At 6.00pm the Chair commenced the meeting.**

### **1. Chairs Announcements**

The Chair welcomed and thanked the members for their attendance at the last Trustee Board meeting of 2017. The Chair reminded Trustees that all items, as usual, were confidential but that some items were extremely business sensitive.

The Chair reiterated the invitation to the Board inviting them along for a festive drink after the meeting.

### **2. Declaration of any Conflicts of Interest**

Rachel Simpson stated that she had a conflict of interest on agenda item 9, Pay Settlement 2018.

### **3. Agenda Change of Order**

The Chair asked members if anyone wished to move any items further up the agenda or moved into a different section. No items were asked to be moved on the agenda.

### **4. Marketing and Communication Strategy Update**

The Communications and Media Co-ordinator provided a presentation on progress made against the Marketing and Communications Strategy. The presentation covered progress with Key Performance

Indicators and sector comparison. Members thanked the Communication and Media Co-ordinator for a comprehensive presentation.

*The Communications and Media Co-ordinator left the meeting at 6.18pm. Susanne Quigg arrived at the meeting at 6.18pm.*

## **5. Annual Review of Financial Policy and Procedures**

The Finance Manager presented the annual review of the Financial Policy and Procedures and said that as the Policy had recently received a significant update that there was not much to be revised. The Finance Manager said the auditors recommended adding into the policy that Sports Clubs and Societies verify their account balance in April before the new committee members take over. The only other changes required was correcting the telephone number for the auditors and formatting changes. The Chair called for a vote to approve the revised Financial Policy and Procedures. **Vote: For: 11; Against: 0; Abstentions: 0. The revised Financial Policy and Procedures were therefore approved.**

## **6. Review of Health, Safety and Wellbeing Policy**

The Chief Executive presented the revised Health, Safety and Wellbeing Policy. Within section 4.5, a sentence has been added referring to a list of staff trained within specific Health and Safety responsibilities, which is displayed in the staff room and within the appendices some changes were proposed to telephone helplines. The Health and Safety Committee and all staff were consulted on these proposed changes. The Health and Safety Committee had approved the revised Policy. The Chair called for a vote to approve the revised Health, Safety and Wellbeing Policy. **Vote: For: 11; Against: 0; Abstentions: 0. The revised Health, Safety and Wellbeing Policy was therefore approved.**

## **7. Revised Complaints Procedure**

The Chief Executive introduced the paper and explained that the previous version of the Complaints Procedure was approved by the Board in May 2016. He advised that University Court felt they no longer needed to approve any changes to the Complaints Procedure but noted the revised procedure in February 2017, a part of the Students' Association quinquennial review. The Students' Association Complaints Procedure was previously revised to replicate the GCU Complaints Procedure, which is based on The Scottish Higher Education Model Complaints Handling Procedure. He explained there is no legal requirement to follow this model policy. The Chief Executive highlighted the key changes proposed to the document, including an increase from 5 to 10 working days to resolve a Stage One complaint, to remove the requirement to formally record Stage One complaints as it was felt this was being captured through other mechanisms, to add a process for the appointment of the Independent Person by University Court and some minor grammatical changes and legislation changes (ie GDPR). The Trustee Board will continue to receive an annual report outlining Stage 2 Complaints. The Chair called for a vote to approve the revised Complaints Procedure. **Vote: For: 11; Against: 0; Abstentions: 0. The revised Complaints Procedure was therefore approved.**

## **8. Review of Terms and Conditions for Payments of Memberships and Events Tickets**

The Chief Executive presented the revised Terms and Conditions for payment of Memberships and Events Tickets to reflect the change in Sports Club Membership. Section 2.11 also provides a revised approach on photography, filming and/or sound recording at events. This section may be required to be reviewed again under the General Data Protection Regulation (GDPR), such as to include explicit consent. The Board discussed filming and taking pictures having consent forms and the Chief Executive added that when any filming or photography is taking place at events individuals will be asked for their verbal consent first before filming or taking a picture. The Chair called for a vote to approve the revised Terms and Conditions for payment of Memberships and Event Tickets. **Vote: For: 11; Against: 0; Abstentions: 0. The revised Terms and Conditions for payment of Memberships and Event Tickets was therefore approved.**



*At this point in the meeting Rachel Simpson, Yetunde Ogedengbe and Susanne Quigg all declared a conflict of interest for agenda point 9 as they were potential candidates in the elections. The Chair asked if they could not take part in the conversation and abstain from the vote.*

## **9. Pay Settlement 2018**

The Board discussed the benchmarking and the proposal for the staff pay settlement for 2018. The Chair called for a vote to approve the recommendations. **Vote: For: 8; Against: 0; Abstentions: 3. The recommendations were therefore approved.**

## **10. Building Proposal**

The Board had a confidential discussion about a building proposal.

## **11. Management Accounts to October 2017**

The Finance Manager explained the paper and talked through the summary of actual costs to the end of October 2017, against the Base Budget 2017/18. At the end of October 2017 there was an income of £263,576 and expenditure of £229,166. The Finance Manager clarified the main variances as outlined within the commentary. The Balance Sheet as of 31<sup>st</sup> October 2017 is included showing the Students' Association Financial position. The Finance Manager explained a Quarter 1 Reforecast was currently underway.

## **12. Banking Review**

The Finance Manager provided a verbal update on reviewing the banking services and said that appointments have been arranged with Santander and HSBC. A paper will come to the next Trustee Board meeting scheduled for February 2018 outlined the outcome of the review.

## **13. Freshers' Week Report**

The Activities Manager introduced the Freshers' Week Report which is a review and analysis of Freshers' Week 2017 events and activities. The Activities Manager said that Freshers 2017 was another successful and engaging year. Positive outcomes include the Freshers Fayre doubling in size, the Freshers Wristband sold out this year and a record number of students attended sports come and try session. However, income generated was not as predicted resulting in shortfall in profit. The Activities Manager talked through the recommendations to be taken forward to next year. The results from the New2GCU Survey which is sent out from the University will follow shortly. The Activities Manager said he and the VP GSBS will attend the GCU Induction Planning Steering Group meeting that the University schedules.

Nicola Paul pointed out that on page 17 of the Freshers' Week Report that for the Google analytics screen shot, for 2016/17, was for a week and not for the year. The Activities Manager said he would flag this point up with the Communications and Media Co-ordinator. **Action: Activities Manager.**

## **14. Student Voice Report**

The Representation and Advice Manager presented the Student Voice Report and explained that the report is a review of the Ideas from the first and second meeting of Caledonian Student Voice held in 2017. The Board were asked to review The EDIT Policy and Idea to reduce the 5 working day notice period for room and equipment bookings.

The Board discussed the revised The EDIT policy and agreed that the sections relating to the hosting of a Student Election Debate and their logo need to be reconsidered. The Board felt that the organisation was responsible for holding free and fair elections and setting the times and dates. The Board then discussed The EDIT logo and chose to retain their position taken previously, that logo approval for The EDIT should remain with Student Voice.

The Chair called for a vote to approve The EDIT Policy subject to two changes in relation the logo policy section and the Student Election Debate section. **Vote: For: 8; Against: 0; Abstentions: 3.** The Chief Executive will contact the Editor on the outcome of discussions. **Action: Chief Executive.**

The Representation and Advice Manager then asked the Board what their position was around the Idea to reduce the 5 working day notice for room and equipment bookings. The Finance Manger added that she felt it was unrealistic for staff to process room bookings and risk assessments in a shorter time frame, particularly in September when it is a very busy time for the one member of staff that processes the room bookings. The Board discussed the room bookings and equipment and decided that due to operational factors that the 5 day notice period should remain as it is for both room bookings and equipment. The Chair called for a vote to approve to retain the 5 day notice period for room and equipment bookings. **Vote: For: 11; Against: 0; Abstentions: 0.**

*At 7.30pm, the Representation and Advice Manager, Finance Manager and Activities Manager left the meeting.*

## **15. Chief Executive Report**

The Chief Executive presented his paper and highlighted some key points. NUS held a governance event at GCU Students' Association on Monday 11<sup>th</sup> December 2017 and the Chief Executive and the Chair of Trustee Board attended the event. The Chief Executive wrote to the Chair of the NUS Governance Code Task and Finish Group with feedback on the Code, especially in relation to the Scottish charity legislation.

The Chief Executive discussed the proposal to move the Full Time Officers start date. It is proposed to change the start date to the first Monday of the first week in June until the last Friday in the last week in May annually. This would still include a two week paid handover period. The Chief Executive explained the rationale behind the start date change and that the Executive Committee fully supported the proposal. The proposal will be presented to Student Voice on 12<sup>th</sup> February 2018 as this will require approval for a change to the By-Laws.

The Chief Executive discussed an issue regarding a Non Business Rate Liability payment. The Chief Executive pointed out to the Board that they will be contacted to complete the Board Annual Performance Review and Chair Performance Review. Both surveys are required to be completed by the 26<sup>th</sup> January 2018. **Action: Trustees.** The Chief Executive informed the Board of the key dates for up and coming events and to which they are all invited along to including the Sports Ball on 14<sup>th</sup> April 2018 which is a free invitation to Trustees. Trustees to confirm with the Chief Executive that they would like to attend. **Action: Trustees.**

The Chief Executive discussed three points relating to the Staff Benefits document. The first point was around the salary scale increments, relating to staff not being permitted an annual increment increase during their first 12 weeks of employment. The second point is to contribute £10 towards the cost of a flu vaccination annually between September and December to staff. Lastly, to make available for one day per calendar year for staff that wishes to perform volunteer work with a registered charity.

*At this point in the meeting Kevin Campbell, Chris Daisley, Rachel Simpson and Yetunde Ogedengbe all declared a conflict of interest as they were current employees. The Chair asked if they could not take part in the conversation and abstain from the vote.*

The Chair called for a vote that staff cannot receive an annual incremental increase during their first 12 weeks of employment and would have to wait until the next year for any increase, the £10 contribution towards a flu vaccination and day for volunteer work to be approved. **Vote: For: 7; Against: 0; Abstentions: 4. These recommendations were therefore approved.**

## **16. Chief Executive Annual Objectives**

The Chair and Vice Chair met with the Chief Executive on 6<sup>th</sup> December 2017 to establish proposed objectives for 2017/18.

The Chair called for a vote to approve the Chief Executive Annual Objectives. **Vote: For: 11; Against: 0; Abstentions: 0. The Chief Executive Annual Objectives were therefore approved.**

## **17. Trustee Board Previous Minutes**

The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday 9<sup>th</sup> October 2017. **Vote: For: 11; Against: 0; Abstentions: 0. The Trustee Board Minutes from the 9<sup>th</sup> October 2017 were therefore approved.**

## **18. Matters Arising**

### **18.1 Wylie & Bisset Annual Charity Seminar**

An email was circulated to all Trustees about the Wylie & Bisset Annual Charity Seminar. This matter is resolved.

### **18.2 Meeting with Nicola Paul and Communications and Media Co-ordinator**

A meeting was arranged and held on 9<sup>th</sup> November 2017 with Nicola Paul, External Trustee, and Josie McKay, Communications and Media Co-ordinator. This matter is resolved.

### **18.3 Facebook link on Students' Association website**

Social media links have been added to the footer of the Students' Association website. This matter is resolved.

### **18.4 Full Time Officer Objectives within Departmental Plans**

The Full Time Officers Team and Individual Objectives have been added to relevant Departmental Yearly Plans. This matter is resolved.

### **18.5 Senior Management Team Career Aspirations**

This item is ongoing. **Action: Chief Executive.**

### **18.6 Document Finance Systems**

Documenting Finance Systems has become an Individual Objective for the Finance Manager. This matter is ongoing. **Action: Finance Manager.**

### **18.7 GCU Student Record System and PhD Students**

No progress has been made by the VP SEBE since the last Board meeting. This matter is ongoing. **Action: Chris Daisley.**

### **18.8 Trustee Biography and Headshot**

The Chair asked members to forward their photograph and biography if they have not submitted for the Trustee webpage. This matter is ongoing. **Action: Trustees.**

### **19.9 Register of Interests Corrections**

An alteration for Brian Beck was made in the Register of Interests. No other contact was made from other Trustees so it was assumed the Register of Interests was correct. This matter is resolved.

#### **19.10 Conflicts of Interests Form**

The Register of Interests was updated to include Jen Broadhurst. This is resolved.

#### **20. Executive Committee Report**

The Board noted the Executive Committee Report.

#### **21. Risk Register**

The Board noted the quarterly reviewed Risk Register.

#### **22. Appointments Committee**

The Board noted the Appointments Committee paper and that Jen Broadhurst had been appointed as a Student Trustee.

#### **26. Any Other Business**

The Chair reiterated the invitation for members of the Board if they wished to come along for a festive drink.

The Chair wished everyone a Merry Christmas and a Happy New Year for 2018.

**The meeting closed at 8.05pm.**

**This next meeting is on Monday 26<sup>th</sup> February 2018.**

## **TRUSTEE BOARD MEETING**

**The Minutes of the Trustee Board meeting held on Monday 26<sup>th</sup> February 2018 at 6.00pm in NH209.**

### **Sederunt:**

Kevin Campbell, Sabbatical Trustee **(Chair)**  
Chris Daisley, Sabbatical Trustee  
Rachel Simpson, Sabbatical Trustee  
Stuart McCallum, External Trustee (via telephone from 6pm)  
Lisa Kirkwood, External Trustee  
Brian Beck, External Trustee  
Alan Adamson, Student Trustee  
Susanne Quigg, Student Trustee (via telephone from 6.11pm)

### **Apologies:**

Jen Broadhurst, Student Trustee  
Yetunde Ogedengbe, Sabbatical Trustee  
Nicola Paul, External Trustee  
Gavin MacLeod, Student Trustee

### **In Attendance:**

David Carse, Chief Executive  
Gordon McTweed, Activities Manager (present until point 12)  
Caroline Miller, Representation and Advice Manager (present until point 12)  
Melissa Cairney, Finance Manager (present until point 12)  
Kathryn Collins, Clerk  
Jonnie England, Chair of Student Voice (agenda item 20.2)

**At 6.00pm the Chair commenced the meeting.**

## **1. Chairs Announcements**

The Chair welcomed and thanked the members for their attendance at the Trustee Board meeting. The Chair said that some of the items on the agenda were business sensitive and the need for particular attention to confidentiality.

The Chair informed members that there were two items he wished to announce, the first is that GCU Students' Association has been shortlisted for the NUS Scotland Awards 2018 under two categories for the Diversity Award and the University Students' Association of the Year. The second is that under item Any Other Business (AOB), a Vote of No Confidence has been raised relating to a current Full Time Officer, and due to a conflict of interest the Vice Chair will take over the meeting at this point and the Student Voice Chair will join the meeting to have a discussion.

## **2. Declaration of any Conflicts of Interest**

The Chair stated he had a conflict of interest on agenda item 12, Chair Performance Review, and that he would leave the meeting at this point for discussions to take place.

Chris Daisley stated he had a conflict of interest on agenda item 19, Annual Report on Complaints, and that he would leave the meeting at this point for discussions to take place.

Under AOB, the Chair, Chris Daisley, Rachel Simpson and Alan Adamson stated they had a conflict of interest and that they would leave the meeting at this point for the discussion to take place.

### **3. Agenda Change of Order**

The Chair asked if anyone wished to move any items further up the agenda or moved into a different section. No items were asked to be moved on the agenda.

### **4. Management Accounts to October 2017**

The Finance Manager explained the paper and talked through the summary of actual costs to the end of January 2018, against the Q1 Re-forecasted Budget 2017/18. At the end of January 2018 there was an income of £438,127 and expenditure of £387,603. The Finance Manager clarified the main variances as outlined within the commentary. The Balance Sheet as of 31<sup>st</sup> January 2018 was included showing the Students' Association financial position. A question was asked about the outstanding issues with payment with a sponsorship payment and the Chair explained that meetings had and were currently ongoing in relation to the outstanding payment.

### **5. Banking Review**

The Finance Manager presented the Banking Provider Review 2017/18 and explained that since the October 2018 Board meeting telephone appointments with both Santander and HSBC has taken place. From discussions with Santander it was established that proceeding with them was not an option as we could not carry out banking on campus and were limited in the number of signatories allowed. HSBC would only have limited benefits but taken into account its location would be challenging to carry out regular banking. It is therefore proposed to remain with the Bank of Scotland. **The Chair called for vote to approve the recommendation to stay with the Bank of Scotland. Vote: For: 7; Against: 0; Abstentions: 0.**

### **6. Trimester 1 2017/18 Report**

The Chief Executive apologised for the slight delay in the Trimester 1 2017/18 Report being available to Trustees. The Trimester 1 Report is presented to Trustee Board to review the Students' Association activities and events and to ensure that they meet the Mission, Vision and Values and charitable purposes and an update on progress made against The Bigger Plan 2020. The Chief Executive then talked through Trimester 1 2017/18 Report highlighting the success areas and areas for development.

### **7. Draft Budget 2018/19**

A confidential discussion took place on the draft budget 2018/19.

**The Chair called for the Draft Budget 2018/19. At this point in the meeting Stuart McCallum briefly lost contact via internet connection and was unable to participate in the vote. Vote: For: 7; Against: 0; Abstentions: 0.** The Draft Budget 2018/19 was therefore approved.

### **8. Building Proposal**

An update from the Chair was discussed.

### **9. Student Voice Update**

The Representation and Advice Manager presented the Student Voice Report and explained that the report is a review of the third meeting of Caledonian Student Voice meeting of 2017/18 held on 12<sup>th</sup> February 2018. The Representation and Advice Manager highlighted what was approved at the meeting and the Ideas discussed. One of the Ideas was around Nap Pods, which has not yet been approved, and the Representation and Advice Manager asked the Board to note that the Nap Pods would have a Health and Safety impact if located within the Students' Association Building. The

Representation and Advice Manager asked the Board to note that Student Voice had approved the Full Time Officer's start date moving forward by two weeks.

*At 6.50pm, the Senior Management Team left the meeting.*

## **10. Risk Register**

The Chief Executive introduced the Risk Register paper and explained that the Risk Register is reviewed quarterly and a full review is carried out annually by the Board.

The Chief Executive then briefly went through each Risk with the Board discussing what was missing, the rationale for the risk score and if they are scored correctly, the controls, and the early warning mechanisms. The Board asked the Chief Executive for some changes to the Risk Register. **Action: Chief Executive.** The Board felt whilst there were a large number of risks, it was important to highlight these to Trustees, especially with the high annual turnover of Trustees. The Chief Executive explained that the Students' Association follows the GCU Risk Management Process.

The Chair called for a vote to approve the Risk Register. **Vote: For: 7; Against: 0; Abstentions: 0.** The Risk Register was approved and the suggested additions made for the next quarterly iteration.

*At this point in the meeting Stuart McCallum re-joined via internet connection.*

## **11. Office of the Scottish Charity Regulator**

The Chief Executive explained that he had received an email from the Office of the Scottish Charity Regulator (OSCR) on 14<sup>th</sup> February 2018 about Safeguarding and Notifiable Events. The Chief Executive asked members to consider the email and identify any issues for discussion, especially when further actions were not identified on the Risk Register. The Chief Executive also highlighted the Notifiable Events Guidance that is also on the Trustee Board Resource Section and was discussed at the Trustee Board Residential. Members discussed the environment for staff, beneficiaries and volunteers. It was identified that the staff and volunteers did not regularly work with children or vulnerable individuals as part of our activities, and if this was to happen it would normally take place with responsible adults present (such as in schools) or through another charity, such as in the case of the Soup Kitchen. Therefore it was viewed that a Basic Disclosure Check for staff and Trustees felt proportionate at this time. The work the organisation has undertaken for Quality Students' Union and Investing in Volunteers accreditations provide some element of reassurance, without being complacent. It was identified that societies was the area where there was a potential risk, due to their wide ranging activities. It was established that some work may be required to document processes and that the Board awaits the new guidance on safeguarding to establish any next steps.

*At 7.20pm, the Chair left the meeting and the Vice Chair took over.*

## **12. Chair Performance Review**

The Vice Chair discussed the Trustee Board Chair Performance Review paper which provides an overview of the results of the Chair Performance Review. In total, 9 trustees completed the online survey. Discounting the Chair, 2 trustees did not complete the survey. The survey results were discussed.

Members suggested that for future reference that the order of the scoring on the survey be changed so there are no more surveys completed in error. **Action: Chief Executive.** The Vice Chair asked members if they had anything to feedback to the Chair to which nothing was raised. The Vice Chair also stressed that although these reviews were a yearly task, she hoped that Board members felt comfortable to raise any potential issues with regards performance of the Chair, Vice Chair or the Board itself at any time during the year to ensure swift resolution and ensure continuous improvement.

*At 7.25pm, the Chair re-joined the meeting.*

### 13. Trustee Board Performance Review

The Chair discussed the Trustee Board Performance Review. In total, 9 trustees completed the survey. The areas where Trustees felt that there was room for improvement was discussed.

The Chair said that key priorities/themes from the Review were that Trustees wished to do more to get involved and to have communications outside the Trustee Board relating to more informal discussions and asked Board members for their thoughts and comments. The Board discussed attending some meetings as observers such as Student Voice and Student Action Group for Engagement (SAGE), Freshers, Election Results and thus having an opportunity for students to meet the Trustee Board. Trustee Board members said they had been invited to attend the Sports Ball this year. Another suggestion was to have a Trustee Board group on Facebook or equivalent for informal discussions. **Action: Chief Executive.**

### 14. Chief Executive Report

The Chief Executive presented his paper and highlighted some key points. The Lobbying Act (Scotland) Act 2016 became law in April 2016 and comes into implementation on 12<sup>th</sup> March 2018. It is anticipated that the Students' Association will be required to establish processes to manage this new legislation. The Chief Executive said that Student Voice had approved the Full Time Officer start date to move the start date two weeks earlier and therefore the new Full Time Officers will start on Monday 4<sup>th</sup> June 2018. The Chief Executive discussed the General Data Protection Regulation (GDPR) which will apply in the UK from 25<sup>th</sup> May 2018. The Chief Executive gave an update on the Non-Domestic Rates Liability. The Chief Executive said there was a total of 11 nominations for the Full Time Officer Elections which was down on last year which was 14 nominations; however 3 candidates have already withdrawn.

The Chief Executive presented some questions to the Board to establish a policy on paying for the VISA requirements for successfully elected international Full Time Officers. He confirmed that the University felt it was the Students' Association obligation to pay for the VISA. The Students' Association has paid for the T4 visa for a Full Time Officer for 2017/18. The Board discussed whether the University, Students' Association or the individual student should pay the VISA. After a robust discussion it was agreed that the University or Students' Association should pay the VISA, to ensure that this is not a barrier to engagement of international students in the Full Time Officer elections. As it was confirmed that the University would not pay the VISA that the Students' Association would pay the VISA. **The Chair called for a vote for the Students' Association to absorb the cost for the visas for international students. Vote: For: 8; Against: 0; Abstentions: 0.** The risk for a high number of international Full Time Officers was noted as an impact on the Students' Association budget.

The Board then discussed at length whether any GCU London students successfully elected as a Full Time Officer would be required to work on the Glasgow campus. There appeared to be a Board consensus that all Full Time Officers would be required to work on the Glasgow campus. Due to the lengthy discussion around this topic the Chair asked for this point to be deferred until the next meeting and to be added to the next agenda to be discussed further. **Action: Clerk.**

### 15. Trustee Board Previous Minutes

**The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday 18<sup>th</sup> December 2017. Vote: For: 8; Against: 0; Abstentions: 0.** The Trustee Board Minutes from 18<sup>th</sup> December 2017 were therefore approved.

### 16. Matters Arising

#### 16.1 Chief Executive Succession Planning

This matter is resolved. The succession plan for the Chief Executive position, including a review of the job description and person specification has yet to be established and agreed with the Board. This matter is ongoing. **Action: Chair and Vice Chair.**



## **16.2 Document Finance Systems**

This matter is ongoing. **Action: Finance Manager.**

## **16.3 GCU Student Record System and PhD Systems**

The VP SEBE met with the GCU IT Director who is investigating the issue. This matter is ongoing. **Action: VP SEBE.**

## **16.4 Trustee Biography and Headshot**

The website has been updated with the latest submission. No further reminders will be sent until the next academic year. This matter is resolved.

## **16.5 Freshers Report 2017 – google diagram corrected**

The report with year comparison has been amended. This matter is resolved.

## **16.6 The Edit Policy**

The Chair met with the Editor to discuss the outcome. This matter is resolved.

## **16.7 Annual and Chair Performance Reviews to be completed**

Reports produced for February 2018 Trustee Board meeting. This matter is resolved.

## **16.8 Trustees attendance at Sports Ball**

All Trustees have confirmed if they can attend. This matter is resolved.

## **17. Executive Committee Report**

The Board noted the Executive Committee Report.

## **18. Annual Report on Health and Safety 2017**

The Board noted the Annual Report on Health and Safety.

## **19. Annual Report on Complaints 2017**

The Board noted the Annual Report on Complaints.

## **20. Any Other Business**

### **20.1 Trustee Attendance at Board**

The Chief Executive updated the Board on the non-attendance of a Trustee and the reasons behind this non-attendance.

*At 8.40pm, the Chair, Chris Daisley, Rachel Simpson and Alan Adamson left the meeting and the Student Voice Chair, Jonnie England, joined the meeting to have the next discussion. The Vice Chair called for a 10 minute comfort break. At 8.50pm the meeting continued.*

### **20.2 Motion of No Confidence**

The Vice Chair introduced Jonnie England, Chair of Student Voice to the Trustee Board and explained that Trustee Board confidentiality would be extended to him in his role as Chair of Student Voice.

The Vice Chair asked the Chief Executive to give some background and context to the call for an Extraordinary Student Voice to hear a Motion of No Confidence in a current Full Time Officer. The Chief Executive said he had received a Motion of No Confidence and a request for an Extraordinary Student Voice late in the afternoon of Friday 23<sup>rd</sup> February 2018 from the Chair of Student Voice. The Chief Executive highlighted that some of the signatories for the Extraordinary Student Voice/Motion of No Confidence were candidates running in the Full Time Officer Elections and current Full Time Officers and outlined some potential risks for the organisation.

Discussions then went on to the rule in Schedule 2 to the Constitution for organising a meeting of Student Voice and section 1b) which said 'The agenda and all related papers shall be circulated at least one week before each meeting'. The Chair of Student Voice was arguing that an Extraordinary Student Voice meeting should be called one week from when the request was made. There was a discussion between the members and the Chair of Student Voice about his rationale for this interpretation. The consensus from members was that the one week's notice was not from when the call for an Extraordinary Student Voice was requested. **The Vice Chair called for a vote to confirm this interpretation of the rules. Vote: 4; Against: 0; Abstentions: 0.**

**The meeting closed at 9.25pm.  
This next meeting is on Monday 21<sup>st</sup> May 2018.**

## **EXTRAORDINARY TRUSTEE BOARD MEETING**

**The Minutes of the Extraordinary Trustee Board meeting held on Tuesday 13<sup>th</sup> March 2018 at 6.00pm in NH209.**

### **Sederunt:**

Lisa Kirkwood, External Trustee **(Chair)**  
Stuart McCallum, External Trustee (via telephone conference from 6pm)  
Jen Broadhurst, Student Trustee (via telephone conference from 6pm)  
Brian Beck, External Trustee  
Nicola Paul, External Trustee  
Gavin MacLeod, Student Trustee  
Kevin Campbell, Sabbatical Trustee

### **Apologies:**

Yetunde Ogedengbe, Sabbatical Trustee  
Chris Daisley, Sabbatical Trustee  
Rachel Simpson, Sabbatical Trustee  
Alan Adamson, Student Trustee  
Susanne Quigg, Student Trustee

### **In Attendance:**

David Carse, Chief Executive  
Caroline Miller, Representation and Advice Manager  
Kathryn Collins, Clerk

**At 6.05pm the Chair commenced the meeting.**

### **1. Extraordinary Student Voice and Motion of No Confidence**

The Vice Chair, Lisa Kirkwood, welcomed and thanked the members for their attendance at the Extraordinary Trustee Board meeting. The Vice Chair explained that she would be the Chair for this Extraordinary Meeting. The Chair informed members that there would be only one item of business to be discussed at the Extraordinary Trustee Board Meeting which was a call for an Extraordinary Student Voice to hear a Motion of No Confidence submitted against a current Full Time Officer.

The Chair advised members that the following Trustees had a conflict of interest: Yetunde Ogedengbe, Chris Daisley, Rachel Simpson, Alan Adamson and Kevin Campbell. The Chair explained that with the exception of the Kevin Campbell, Student President, that all other Trustees with a conflict of interest were not invited to the meeting. The Chair explained that Kevin Campbell had been liaising with the University on this matter and would be attending the meeting to provide information only and would not be involved in any decision making.

The Chief Executive presented the paper outlining the background to the call for an Extraordinary Student Voice to hear a Motion of No Confidence in a current Full Time Officer. He outlined the Proposer of the Motion and the individuals involved in calling for the Extraordinary Student Voice/Motion of No Confidence. The Chief Executive explained that whilst a Motion of No Confidence being submitted at GCU Students' Association was unusual, it was not uncommon within the sector. The Chief Executive talked members through the timeline produced in the paper and where advice had been sought, including from the University and from NUS. The Chief Executive

explained that early on it was established that additional steps were required in the process to ensure 'natural justice', such as a list of reasons being produced for the Motion of No Confidence, that the individual should have the right to produce a written response to the Motion and the right to be accompanied at the meeting.

The Chair invited the Student President to provide further context to his discussions with members of the GCU Executive Board and Chair of University Court. He added that he felt the University took some time to provide a clear response to the Motion, in that organising an Extraordinary Student Voice to consider a Motion of No Confidence by one candidate against another candidate (who is a sitting Full Time Officer) during an election campaign is not an appropriate use of the Motion of No Confidence process and is prejudicial to the fair conduct of the Full Time Officer elections.

The Student President explained that he recently met with the University Secretary and Vice-Principal Governance who confirmed that the University had received a complaint from on the fair conduct of the Full Time Officer elections and the Motion of No Confidence. The Student President explained that until all complaints including any associated with the election process have been concluded, the University has instructed the Students' Association that it is unable to progress any Motion of No Confidence in that individual at a meeting or extraordinary meeting of Student Voice. He added that the University Secretary and Vice Principal Governance is dealing with the complaint.

The Chief Executive outlined the potential risks to be managed as outlined on the paper coversheet, including complying with the Education Act 1994 and the risks on the Risk Register. Various members highlighted their concerns, including that they felt the biggest risk is that members may not view the organisation as being democratic.

Before leaving the meeting Jen Broadhurst said she felt that the Motion is not valid based on timing and lack of clarity and information.

*At 7.05pm Jen Broadhurst left the meeting.*

The Board discussed whether the motion submitted was valid. There was an extended discussion and it was concluded that the view of the Board was the Motion of No Confidence should not be accepted, and therefore invalid, due to the timing of its submission. The Board discussed Purdah, the time between the announcement of a central or local government election and the final election results, to ensure that no advantage is provided to any candidate. Members highlighted that the decision not to accept the Motion was solely based on the timing of its submission and that the Motion would otherwise have been accepted. **The Chair called for a vote that due to timing of the Motion of No Confidence, the Motion is therefore not valid. Vote: F: 5; Against: 0; Abstentions: 2.**

The Trustee Board asked the Chief Executive to review the process for a Motion of No Confidence in Full Time Officers, in particular to ensure that the gap of provision towards Purdah is addressed. **Action: Chief Executive.**

*At 7.45pm Stuart McCallum left the meeting.*

The Chief Executive was asked to contact NUS Scotland and NUS UK to get their opinion and circulate this to members. **Action: Chief Executive.** The Board asked the Student President, as Chair of the Trustee Board, to produce a statement for Student Voice members on behalf of the Trustee Board. **Action: Student President.** The Board also asked the Student President to write to the Proposer of the Motion, the Officer the motion was about and the Chair of Student Voice on the outcome of the meeting. **Action: Student President.**

The Chief Executive reminded the Board that the organisation outlined how it was responding to its Duty of Care responsibilities.

The Chair thanked the Board for their attendance and input.

**The meeting closed at 8.10pm.**