

TRUSTEE BOARD MEETING

The Minutes of the Trustee Board meeting held on Monday 8th October 2018 at 6.00pm in NH209.

Present:

Rachel Simpson, Sabbatical Trustee **(Chair)**
Yetunde Ogedengbe, Sabbatical Trustee
Moses Apiliga, Sabbatical Trustee
Eilidh Fulton, Sabbatical Trustee
Stuart McCallum, External Trustee
Lisa Kirkwood, External Trustee **(Vice Chair)**
Brian Beck, External Trustee
Podge Sheehan, External Trustee
Alistair McKay, Student Trustee
Brendan Owen, Student Trustee
Declan McGallagly, Student Trustee
Gavin MacLeod, Student Trustee

Apologies:

Gordon McTweed, Activities Manager

In Attendance:

David Carse, Chief Executive
Caroline Miller, Representation and Advice Manager (until item 7)
Melissa Cairney, Finance Manager (until item 6)
Kathryn Collins, Clerk
Jenny Simpson, Wylie and Bisset LLP (until item 4)

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 2018 for agenda item 4.

2. Declaration of any Conflicts of Interest

The Chief Executive stated that there was a conflict of interest for the Sabbatical Trustees (Full Time Officers) on agenda item 10, Flexible Working Policy, as they were employees.

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. The Chair asked for item 10, Building Proposal Update, to be moved to the last agenda item for discussion to which all members agreed to. The Chair added that items 15-21 were for noting only and will not be discussed.

4. Audited Accounts 2018, Letter of Representation and Management Letter

Jenny Simpson, a Partner from Wylie Bisset LLP, our external auditors, presented the Audited Accounts 2018, Letter of Representation and Management Letter and a discussion took place.

The Chair called for a vote to approve the Students' Association Accounts 2018 (31st July 2018), subject to minor amendments suggested by GCU Finance and General Purposes Committee and to approve the Letter of Representation. **Vote: For: 12; Against: 0; Abstentions: 0. The Audited Accounts 2018 and Letter of Representation were approved.**

Jenny Simpson invited Trustees to attend the Wylie & Bisset Annual Charity Seminar on 31st October 2018 and the workshop for Charity Trustees and Non-Finance Charity Managers on an introduction to finance on 10th January 2019. Both events are free and are in Glasgow. The Chief Executive said he would circulate details. **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 6.25pm.

5. Management Accounts to August 2018

The Finance Manager explained that the paper is a summary of actual costs to the end of August 2018, against the Base Budget 2018/19. At the end of August 2018 there was income of £82,060 and expenditure of £54,156. The Balance Sheet as of 31st August 2018 was included and showed the Students' Association Financial position. The Finance Manager outlined the main variances as outlined in the commentary. It was explained that a Quarter 1 Reforecast is planned in November 2018. The Board noted the current financial position.

The Finance Manager left the meeting at 6.30pm.

6. National Student Survey Results 2018

The Representation and Advice Manager presented the National Student Survey (NSS) Results 2018 paper for discussion and explained that NSS is a national survey for final year undergraduate students. It was explained that the survey included the question (Q26): The students' union (association or guild) effectively represents students' academic interests. There is also an optional Social Opportunity set of questions that includes a question on the range of clubs and societies.

The Students' Association receive a 52% satisfaction score in 2018, down on the UK sector (56%) and 1% up on the Scottish sector (51%). The clubs and societies satisfaction score was 61%, down on the Scottish sector (67%) and UK sector (72%). The Representation and Advice Manager talked through the report and the breakdown of the results and said that an action plan has been put in place via the NSS Action Group to try and improve the score. The Board discussed and noted the paper.

The Representation and Advice Manager left the meeting at 6.35pm.

7. The Bigger Plan 2020

The Chief Executive presented The Bigger Plan 2020 Year 2 Progress Report and the progress made towards the Key Performance Indicators (KPIs) and Big Actions in Year 2. He explained that the wider achievements were included within the Annual Report in the Audited Accounts 2018. He added that the Impact Video would also be communicated to members.

The Chief Executive discussed the progress made with each KPI, whether the target was met and the performance compared to last year. The report also outlined the targets for 2018/19 and asked members to discuss whether there should be any amendments to the targets.

8. Operational Plan 2018/19

The Chief Executive talked through the Operational Plan 2018/19 paper and explained that the Departmental Plans had been amalgamated into an Operational Plan. It was confirmed that the Executive Committee Team and Individual Objectives were included in the Operational Plan. He explained that this was an organic document that included staff objectives and actions to meet Year 3 of The Bigger Plan 2020. The Board discussed and noted the paper.

9. General Data Protection Regulation Update

The Chief Executive presented an update on progress on the General Data Protection Regulation (GDPR) Action Plan. The Chief Executive presented the Data Protection Policy, Member Privacy Policy and Employee Privacy Policy for formal approval. He confirmed that an interim Policy had been in place since May 2018.

The Chief Executive asked the Board whether they wanted to appoint a Data Protection Officer (DPO) and a discussion ensued.

The Chair called for a vote to approve the Data Protection Policy, subject to the amendment noted, and the Employee and Member Privacy Notices. **Vote: For: 12; Against: 0; Abstentions: 0. The Data Protection Policy and the Employee and Member Privacy Notices were approved.**

The Board asked Student Voice members to discuss how long they legitimately expect the Students' Association to hold their personal data after graduating. **Action: Student President.**

10. Membership Satisfaction Survey Results 2018

The Chief Executive introduced the Membership Satisfaction Survey Results 2018 paper. He explained the annual survey run in conjunction with the University of Strathclyde Students' Association, Edinburgh University Students' Association, Heriot-Watt University Students' Association and Queen Margaret University Students' Association. Why Research were commissioned to evaluate the findings. The paper outlines our own survey results and benchmarking results. The Chief Executive advised that many questions formed KPIs within The Bigger Plan 2020.

The Chief Executive talked through each question and how the Students' Association performed and the overall performance was discussed by the Board.

11. Chief Executive Report

The Chief Executive highlighted the staff changes, that there is no exclusive Nightclub Partner this academic year, the interim OSCR Safeguarding Guidance, the Employee Engagement Survey Action Plan 2018 and interim Flexi-Time Policy for Full Time Officers from his paper.

The Chair called for a vote to approve that the Chief Executive pilot a draft Flexi-Time Policy with employees. **Vote: For: 8; Against: 0; Abstentions: 4. The pilot was therefore approved.**

12. Trustee Board Previous Minutes

Only four Trustees were present at the previous Board meeting and eligible to vote. The Chief Executive noted that there was a misspelling of Brendan Owen's name and would be amended.

Action: Clerk. The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday 21st May 2018. **Vote: For: 4; Against: 0; Abstentions: 0. The minutes were approved.**

13. Matters Arising

13.1 Document Finance Systems

This is an ongoing objective for the Finance Manager. This matter is ongoing. **Action: Finance Manager.**

13.2 Transitional Arrangements for Chief Executive Position

The Chair and the Vice Chair are working through the actions approved by the Board on 21st May 2018. This matter is ongoing. **Action: Chair and the Vice Chair.**

13.3 Document Processes – Guidance on Safeguarding

OSCR have created a video on safeguarding and published interim safeguarding guidance on 4th May 2018. Affiliated clubs and societies were identified as the potential risk area to establish whether any groups work with children or vulnerable adults. A procedure has been put in place however this procedure has not been used enacted. This matter is ongoing. **Action: Chief Executive.**

13.4 Trustee Board Group

An attempt to set up a Work Facebook or Facebook group was unsuccessful. The Board were advised that WhatsApp and Slack would be explored. This matter is ongoing. **Action: Chief Executive.**

13.5 Motion of No Confidence Process

The Chief Executive advised that a paper has been produced by Nick Smith Consulting on a review of the Motion of No Confidence Process in Full Time Officers. This will be on a future agenda for discussion. This matter is ongoing. **Action: Chief Executive.**

13.6 Management Accounts to April 2018

The Management Accounts to April 2018 were circulated to Trustees on 29th May 2018. This matter is resolved.

13.7 Bank Signatories Updated

Bank signatories were updated with Bank of Scotland. This matter is resolved.

13.8 GDPR Training

Trustees were invited to GDPR training provided by Square Peg HR on 29th June 2018. This matter is resolved.

13.9 Exit Interviews for Full Time Officers

Exit Interviews to be investigated as option for Full Time Officers. This matter is ongoing. **Action: Chair/Vice Chair.**

14. Executive Committee Report

The Board noted the Executive Committee Report.

15. Risk Register

The Board noted the revised Risk Register.

16. Base Budget 2018/19

The Board noted the revised Base Budget 2018/19.

17. External Trustee Appointment

The Board noted the paper on the External Trustee appointment.

18. Register of Interests 2018/19

The Board noted the Register of Interests 2018/19.

19. Trustee Board Training Evaluation

The Board noted the Trustee Board Training Evaluation 2018.

20. Annual Review of Accreditations

The Board noted the Annual Review of Accreditations.

21. Building Proposal Update

The Chair gave an update on the potential building move proposal to the CEE Building advising that no formal proposal had yet been received from the University. The Chair advised that the Principal discussed the move within the Review of the Year 2017/18, which is on YouTube. It was confirmed that the testing of Level 0 of the Students' Association Building for imaging equipment was still ongoing.

The Board discussed the impact of services, funding, timescales and the approach that the University would take to facilitate the strategy for the move. It was suggested that a walk around in the CEE Building for the Board with the Director of Estates would be a good idea. **Action: Chief Executive** and to invite the Deputy Vice Chancellor (Strategy) be invited to the next meeting to reassure the Board. **Action: Chair.** The Board discussed having a statement to be prepared for the first Student Voice 2018/19 meeting for members. **Action: Chair/Chief Executive.**

22. Any Other Business

There was no other business.

**The meeting closed at 8.15pm.
This next meeting is on Monday 17th December 2018.**

TRUSTEE BOARD MEETING

The Minutes of the Trustee Board meeting held on Monday 17th December 2018 at 6.00pm in NH209.

Present:

Rachel Simpson, Sabbatical Trustee **(Chair)**
Yetunde Ogedengbe, Sabbatical Trustee
Moses Apiliga, Sabbatical Trustee
Eilidh Fulton, Sabbatical Trustee
Stuart McCallum, External Trustee
Lisa Kirkwood, External Trustee
Podge Sheehan, External Trustee
Alistair McKay, Student Trustee
Brendan Owen, Student Trustee
Declan McGallagly, Student Trustee
Gavin MacLeod, Student Trustee

Apologies:

Brian Beck, External Trustee
Melissa Cairney, Finance Manager

In Attendance:

Professor James Miller, Deputy Vice-Chancellor Strategy (item 2 only)
Douglas Little, Director of Estates (item 2 only)
Susan Mitchell, Chief Operating Officer (item 2 only)
Danny Gallacher, University Court Governor (item 2 only)
David Carse, Chief Executive
Caroline Miller, Representation and Advice Manager (present until item 11)
Gordon McTweed, Activities Manager (present until item 11)
Kathryn Collins, Clerk

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 then welcomed James Miller (Deputy Vice-Chancellor Strategy), Susan Mitchell (Chief Operating Officer) and Douglas Little (Director of Estates) and thanked them for attending the Trustee Board meeting. The Chair also welcomed Danny Gallagher who is the Students' Association Link Governor to University Court.

The Chair requested to change the order of the agenda to take the Building Move Update first and then progress through the agenda as normal. This was agreed by consensus.

2. Building Proposal Update

The Chair thanked the Deputy Vice-Chancellor Strategy, Chief Operating Officer and Director of Estates for attending the Trustee Board meeting to offer the Students' Association reassurance about any potential Students' Association re-location.

It was explained by the University that they are currently exploring three projects, a Students' Association Building re-location, the Centre for Living and the Imaging Centre. It was noted that the projects should not be conflated. The Chief Operating Officer and Deputy Vice Chancellor Strategy presented options to the Board, noting various factors that would need to be considered.

On the possible relocation of the Students' Association in its entirety, Trustees were advised that any potential move of the Students' Association would need to be affordable, pragmatic and within the overall envelope of the finances of the University. The University believed that a potential move of the Students' Association to the CEE Building could provide better accommodation and a better location. Trustees expressed positivity that a fully funded re-location of the Students' Association could offer an enhanced provision.

The University advised that discussions were at a very early stage and would continue. The next steps would include GCU Students' Association creating some form of brief in terms of what accommodation it needs to deliver its services if a relocation was to happen. **Action: Chair/Vice Chair/Chief Executive.**

At 6.41pm the Deputy Vice-Chancellor Strategy, Chief Operating Officer and Director of Estates left the meeting.

Trustees discussed the benefits and risks of the proposals from the University at this stage.

At 7.06pm Danny Gallagher left the meeting.

3. Declaration of any conflicts of Interest

The Chief Executive stated that there was a conflict of interest for the Sabbatical Trustees (Full Time Officers) on agenda item 8, Revised HR Policies (TOIL Policy), as they were employees.

4. 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.

5. Management Accounts to October 2018

The Chief Executive explained that the paper is a summary of actual costs to the end of October 2018 against the Base Budget 2018/19. At the end of October 2018 there was income of £228,110 and expenditure of £230,450. The Chief Executive explained the main variances. The Board noted the current financial picture.

6. Review of Financial Policy and Procedures

The Chief Executive presented the annual review of the Financial Policy and Procedures for approval. The review included five new proposals.

P4	Square Peg HR details added.
P9	Specifics that safe codes changed when relevant staff leave the organisation.
P19	Limits for money updated in line with insurance requirements.
P47	Policy updated to discuss BreatheHR requirements.
P48	Staff Handbook now called Employee Handbook.

In addition, the Chief Executive said that references to staff throughout the Financial Policy and Procedures had mostly been changed to employee throughout when it referred to staff and Full Time Officers. The proposals were discussed by Trustees and it was noted that NUS Extra should now be called TOTUM (page 25), economy rail fares should be called standard rail fares (page 36). Some other minor grammatical amendments were also suggested.

The Chair called for a vote to approve the Financial Policy and Procedures subject to the amendments noted. **Vote: For: 11; Against: 0; Abstentions: 0.** The revised Financial Policy and Procedures were therefore approved.

7. Revised Sustainability Policy

The Representation and Advice Manager presented the revised Sustainability Policy. The proposals include updating the current staff lead and Full Time Officer lead for sustainability, to allow UK domestic flights, subject to NUS Green Impact rules and the removal of “Gold” criteria for Green Impact as the accreditation ratings have subsequently been altered by NUS. It was confirmed that the revised policy had been approved by the Executive Committee and Student Voice.

The Chair called for a vote to approve the revised Sustainability Policy. **Vote: For: 11; Against: 0; Abstentions: 0.** The revised Sustainability Policy was therefore approved.

8. Revised HR Policies

The Chief Executive presented the Redundancy Policy and the TOIL Policy for approval. There had been employee consultation with both policies and both policies had been reviewed by Square Peg HR. The Sabbatical Trustees would not get involved in discussions on the HR policies and would abstain in the vote as they had a conflict of interests, as they were employees. The Board discussed both policies and agreed an amendment to the Redundancy Policy.

The Chair called for a vote to approve the Redundancy Policy. **Vote: For: 9; Against: 0; Abstentions: 4.** The Redundancy Policy was therefore approved. The Chair called for a vote to approve the TOIL Policy. **Vote: For: 9; Against: 0; Abstentions: 4.** The TOIL Policy was therefore approved.

The Chief Executive explained that the two outstanding policies to be reviewed were the Disciplinary Policy and the Absence Management Policy. In addition the draft Flexi-Time Policy would be presented at a future meeting for approval.

9. Freshers Report

The Activities Manager presented the Freshers Report for discussion. The report gave a review and analysis of Freshers’ Week 2018 events and activities. The reports showed some excellent student engagement with the Freshers’ Team volunteers, induction workshops, sports clubs and societies come and try sessions, a successful Freshers’ Fayre and Outdoor Market. However, there was a significant reduction in commercial income for this year, mainly due to staffing issues which had financial implications resulting in targets not being met. Recommendations for the future include implementing a communications plan, collaborating with the Student Life team on communications and marketing, review commercial activity and plan earlier for longer term agreements and nightclub involvement, increase the number of wristbands available, have clearer wristband marketing and review Freshers’ Team incentives and clothing. A discussion took place on Postgraduate Events and TOTUM Cards being issued on campus.

10. Student Voice Update

The Representation and Advice Manager presented the Student Voice Report which was a review of the first and second meeting of Caledonian Student Voice of 2018/19. It was highlighted that a Men's Health and Alliance Officer and Group had been approved. It was clarified that this was a representation officer and not a liberation officer. Potential health, safety and wellbeing concerns were raised on if the 24/7 safe space and microwave Ideas (motions) if they were approved and implemented in the Students' Association. The Representation and Advice Manager explained that the Trustee Board were required to approve the Transport Policy, Societies Policy and Radio Caley Policy Document. The Board raised concern about some of the language used within the Radio Caley Policy and that 'libel' should be changed to 'defamation' to meet Scottish legislation. The Chair called for a vote to approve the Transport Policy, Societies Policy Document and the Radio Caley Policy Document, subject to the amendment. **Vote: For: 11; Against: 0; Abstentions: 0.** The Transport Policy, Societies Policy Document and the Radio Caley Policy Document were therefore approved.

At 8.19pm the Representation and Advice Manager and the Activities Manager left the meeting.

11. Motion of No Confidence

The Chief Executive presented the Motion of No Confidence (Full Time Officer Accountability) Review paper which the Trustee Board commissioned Nick Smith Consulting to carry out. He explained there were four recommendations: scheduling of Student Voice meeting, revising the Election Rules, creating a new Full Time Officer Accountability Schedule and revision of By-Laws section on dismissals and resignations. The Chief Executive explained that no meetings of Student Voice were scheduled between the close of nominations and the election results and that the Election Rules had been revised, consultation had taken place with the University and was approved by Student Voice on 26th November 2018. He explained that Student Voice wanted to retain the power to have a Motion of No Confidence in a Full Time Officer and not for it to go to a student body referendum. The Chief Executive explained that a draft Schedule would be developed and presented to the Executive Committee, Student Voice and Trustee Board in February 2019 for discussion and development and then for consultation with the University. The Schedule would then be required to be approved by Student Voice, Trustee Board and University Court. Student Voice would be required to approve any changes to the By-Laws. The Board noted the report and the separation of accountability between Student Voice and Trustee Board and the proposed approach.

12. Chief Executive Report

The Chief Executive highlighted the current Turnaround Programme at NUS due to a planned £3M deficit and the need for fundamental corporate, democratic and financial reform. He explained that the Students' Association had contributed and submitted to the Scottish students' association response to the NUS Reform Consultation. Trustees discussed the NUS Turnaround and the impact for the Students' Association.

It was confirmed that the interim Flexi-Time Policy had been well received by employee and the final Policy would be brought back to the February 2019 Board for approval.

13. Chief Executive Objectives 2018/19

The Vice Chair presented the Chief Executive Objectives 2018/19 for approval. The Chair called for a vote to approve the Chief Executive Objectives 2018/19. **Vote: For: 11; Against: 0; Abstentions: 0.** The Chief Executive Objectives 2018/19 were therefore approved.

14. Trustee Board Previous Minutes

The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday 8th October 2018. **Vote: For: 11; Against: 0; Abstentions: 0.** The Trustee Board Minutes from 8th October 2018 were therefore approved.

15. Matters Arising

15.1 Document Finance Systems

This is an ongoing objective for the Finance Manager. This matter is ongoing. **Action: Finance Manager.**

15.2 Transitional Arrangements for the Chief Executive Position

The Chair and Vice Chair are working through the actions within the paper presented to the Board on 21st May 2018. This matter is ongoing. **Action: Chair and Vice Chair.**

15.3 Safeguarding

An exploration on creating a Safeguarding Policy as part of Health, Safety and Wellbeing Policy is currently underway. This matter is ongoing. **Action: Chief Executive.**

15.4 Trustee Board Group

Most Trustees added to Whatsapp and feedback positive. Feedback required from the Trustee Board and to establish whether Slack is explored. This matter is ongoing. **Action: Chief Executive.**

15.5 Motion of No Confidence Process

A paper has been produced by Nick Smith Consulting and is on the Trustee Board agenda. This matter is resolved.

15.6 Exit Interviews for Full Time Officers

No further developments since the last meeting. This matter is ongoing. **Action: Chair/Vice Chair.**

15.7 Wylie & Bisset Events

The Chief Executive circulated the details to attend the Wylie & Bisset Annual Charity Seminar on 31st October 2018 and the workshop for Charity Trustees and Non-Finance Charity Managers on an Introduction to Finance on 10th January 2019. Both events are free and in Glasgow. This matter is resolved.

15.8 Ideas KPI Target

The Full Time Officers met on 13th November 2018 and established action points for the Ideas KPI. This matter is resolved.

15.9 Data Protection Policy

The Data Protection Policy wording was slightly amended and uploaded onto the website on 10th October 2018. This matter is resolved.

15.10 Data Protection Officer (DPO) Discussion

The Chief Executive met with the GCU Assistant Head (Information Compliance) on 10th October 2018 and was advised that the University would have a conflict of interests being the Data Protection Officer (DPO) and that subsequently they did not have the capacity. This matter is resolved.

15.11 Students personal data after graduating

The length of time to hold personal data after graduating for students was discussed at Student Voice on 22nd October 2018. This matter is resolved.

15.12 Brendan Owen – misspelling of name in previous minutes

The misspelling of Brendan Owen's name in the previous minutes was corrected. This matter is resolved.

15.13 CEE Building visit for the Trustee Board

A walk round in the CEE Building for the Trustee Board with the Director of Estates was arranged for 8th November 2018. This matter is resolved.

15.14 Building Proposal - invite Deputy Vice Chancellor (Strategy)

The Chair invited Professor James Miller, Deputy Vice Chancellor (Strategy) and Susan Mitchell, Chief Operating Officer to attend the Trustee Board meeting on 17th December 2018. This matter is resolved.

15.15 Building Proposal for Student Voice

The Student President made a statement to Student Voice on the 22nd October 2018. An article was created on the website on 22nd October 2018. This matter is resolved.

16. Executive Committee Report

The Board noted the Executive Committee Report.

17. Risk Register

The Board noted the Risk Register.

18. Any Other Business

The Trustees were advised that Danny Gallagher, the Students' Association Link Governor to University Court, would be invited as an Observer to the next Trustee Board meeting.

**The meeting closed at 8.30pm.
The next meeting is on 25th February 2019.**

TRUSTEE BOARD MEETING

The Minutes of the Trustee Board meeting held on Monday 25th February 2019 at 6.00pm in NH209.

Present:

Rachel Simpson, Sabbatical Trustee (**Chair**)
Yetunde Ogedengbe, Sabbatical Trustee
Moses Apiliga, Sabbatical Trustee
Eilidh Fulton, Sabbatical Trustee
Brian Beck, External Trustee (via telephone)
Podge Sheehan, External Trustee
Alistair McKay, Student Trustee
Declan McGallagly, Student Trustee
Gavin MacLeod, Student Trustee (via telephone)

Apologies:

Brendan Owen, Student Trustee
Lisa Kirkwood, External Trustee
Stuart McCallum, External Trustee

In Attendance:

Danny Gallacher, University Court Governor
David Carse, Chief Executive
Caroline Miller, Representation and Advice Manager (present until item 12)
Gordon McTweed, Activities Manager (present until item 12)
Melissa Cairney, Finance Manager (present until item 12)
Kathryn Collins, Clerk

At 6pm the Chair commenced the meeting.

1. Chairs Announcements

The Chair welcomed and thanked the members for their attendance at the meeting. The Chair then welcomed Danny Gallacher, the Students' Association Link Governor to University Court, as an Observer.

2. Declaration of Interests

Moses Apiliga and Eilidh Fulton declared that they had a potential conflict of interest with agenda item 5, Employee Pay Settlement 2019, as they are standing in the Full Time Officer Elections 2019 that may result in them being an employed during 2019/20. Moses and Eilidh would therefore not get involved in discussions on this agenda item.

Moses Apiliga, Eilidh Fulton, Rachel Simpson and Yetunde Ogedengbe have a conflict of interests with agenda item 9, Flexi-Time Policy, as this is an employee HR policy. Moses, Eilidh, Rachel and Yetunde would therefore not get involved in discussions on this agenda item.

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. Management Accounts to January 2019

The Finance Manager talked through the paper and explained actual costs to the end of January 2019, against the Q1 Reforecast Budget 2018/19. At the end of January 2019 there was income of £391,822 and expenditure of £393,563. The Balance Sheet as of 31st January 2019 was included and showed the Students' Association Financial position. The Finance Manager outlined the main variances as outlined in the paper.

5. Employee Pay Settlement 2019

The Board discussed the benchmarking and the proposal for the staff pay settlement for 2019. The Chair called for a vote to approve the proposal. **Vote: For: 7; Against: 0; Abstentions: 2.** The proposal was therefore approved.

6. Trimester 1 2018/19 Report

The Chief Executive apologised that the Trimester 1 2018/19 paper was not available to Trustees. The Trimester 1 Report is being written this week as it is due to be presented at University Court and this will then be circulated to Trustee Board to review. The Chief Executive added that at point 14, Chief Executive Report, on the agenda, he would highlight the current engagement statistics to the Board.

7. Risk Register

The Chief Executive introduced the Risk Register paper and explained that the Risk Register is fully reviewed annually at the February Board meeting. He added that the Risk Register is aligned to The Bigger Plan 2020 and is required to be submitted as part of the annual GCU Planning Round. The Chief Executive went through the following risks that have changed since the last Board. The Chair called for a vote to approve the Risk Register. **Vote: For: 9; Against: 0; Abstentions: 0.** The Risk Register was therefore approved.

8. Draft Budget

The Chief Executive discussed the Draft Budget 2019/20 paper. Trustees were informed that a draft budget, Risk Register and draft Operational Plan are required to be submitted to the GCU Planning Round for the academic year 2019/20 by the 1st March 2019. The Chair called for a vote to approve the Draft Budget 2019/20. **Vote: For: 8; Against: 0; Abstentions: 1.** The Draft Budget 2019/20 was therefore approved.

9. Revised HR Policy

The Chief Executive presented the revised Flexi-Time Policy, that included tracked changes that outlined the proposed amendments. He explained that an interim Flexi-Time Policy has been operational since 12th November 2018 and although this slightly increased workload for line managers and it had been well received by employees. The Chief Executive discussed the proposed amendments and highlighted that section 4.3 had been re-written to better explain Flexi-Leave. It was noted that the main criticism was the Flexi-Time Recording Sheet that has now been revised. A discussion took place on the notice required for Flexi-Leave and by consensus it was agreed to reduce this from 5 working days to 2 working days. It was agreed that Moses Apiliga, Rachel Simpson, Yetunde Ogedengbe and Eilidh Fulton would abstain in the vote as they had a conflict of interests as they were employees.

The Chair called for a vote to approve the Flexi-Time Policy. **Vote: For: 5; Against: 0; Abstentions: 4.** The Flexi-Time Policy was therefore approved.

10. Motion of No Confidence (Full Time Officer Accountability) Review

The Chief Executive explained that the Trustee Board had commissioned Nick Smith Consulting to carry out a Motion of No Confidence Review and this paper was presented to Student Voice on 26th November 2018 and Trustee Board on 17th December 2018. He outlined that the main recommendation was to create a Full Time Officer Accountability Schedule that outlines how a Full Time Officer was held to account either politically, as an employee or as a trustee.

The Chief Executive discussed the proposed Schedule paper with the Board highlighting the mechanisms for holding the Full Time Officers to account politically through Student Voice, as an employee through the Employee Discipline Policy and as a trustee. It was discussed that members would be able to submit a Motion of Censure that outlines the poor performance of the political work of the Full Time Officer (such as their policy areas or a manifesto pledge) and the outcome that they wish Student Voice to levy on the Full Time Officer. The outcomes include a reprimand, a reprimand with training and support or a Vote of No Confidence in the Full Time Officer. Student Voice agreed on 22nd October 2018 that they wished to retain the power to have a Vote of No Confidence in a Full Time Officer and not for a referendum to be called with the student body.

It was explained that the proposed Schedule has been discussed at Student Voice and with NUS Scotland. The next step was to consult the University. The Board discussed the proposed Schedule and it was agreed to split section 2.1 to make clearer the process for Student Voice members and students to submit a Motion of Censure and that a Motion of Censure cannot be amended at the Student Voice meeting.

The Board discussed a scenario provided by the Head of Governance within the University in relation to Student Voice holding a Vote of No Confidence in a Full Time Officer that had just been re-elected and being temporarily removed from office. He posed questions about the accountability of Full Time Officers. The Board agreed with the initial response outlined within the paper.

It was noted that the Full Time Officer Accountability Schedule would be taken to Student Voice on the 25th March 2019, Trustee Board on 20th May 2019 and University Court on the 20th June 2019 for approval.

11. Student Voice Update

The Representation and Advice Manager presented the Student Voice Report of the third meeting of Caledonian Student Voice meeting of 2018/19 held on 11th February 2019 and highlighted what was approved at the meeting and the Ideas discussed.

The Representation and Advice Manager asked for the Board to note that it was decided by Student Voice that Radio Caley presenters would follow the Ofcom recommendations for offensive language and that the Radio Station Policy Document would be revised accordingly. It was highlighted Ofcom do not regulate online-only radio services. The Chair called for a vote to approve the Radio Station Policy Document. **Vote: For: 9; Against: 0; Abstentions: 0.** It was noted that the final wording for the offensive language clause has yet to be agreed and that this would be brought back to the Board for approval. **Action: Clerk.** The Radio Station Policy Document was approved pending the revised offensive language clause.

At 7.28pm, the Activities Manager, Representation and Advice Manager and Finance Manager left the meeting.

12. General Data Protection Regulation

The Chief Executive presented the General Data Protection Regulation (GDPR) update paper that outlined progress towards the GDPR Action Plan.

The Chief Executive discussed the Trustee Privacy Notice, Supplier, Contractor and Client Privacy Notice and the Advice Centre Confidentiality Policy. The Chair called for a vote to approve the Trustee Privacy Notice, Supplier, Contractor and Client Privacy Notice and Advice Centre Confidentiality Policy.

Vote: For: 9; Against: 0; Abstentions: 0. The Privacy Notices and Advice Centre Confidentiality Policy were therefore approved.

13. Building Move

The Chair presented a paper outlining a summary of the meeting that took place between the Principal, Deputy Vice Chancellor Strategy and Chief Operating Officer and Trustees on the 5th February 2019. The Student President said that she would speak separately with those Trustees that were unable to attend the meeting. **Action: Student President.**

14. Chief Executive Report

The Chief Executive presented his report and highlighted some key points. There were 156 responses to our Volunteer Survey 2019 (2017, 68) with that 93% of our volunteers (including academic reps) would wholeheartedly recommend the Students' Association as a good place to volunteer. That there were 8 nominations in the Full Time Officer Elections 2019 and Trustees were invited to the Election Results Party. That the Students' Association received a 97% satisfaction and Clubs and Societies received a 95% satisfaction in the International Student Barometer (ISB) Autumn 2018. The membership statistics were also highlighted.

15. Trustee Board Performance Review

The Chief Executive said that the Trustee Board were asked to complete a questionnaire on the effectiveness of the Board and thanked those Trustees that took part in the Performance Review. In total 6 trustees (3 Sabbatical, 2 External and 1 Student Trustee) completed the survey. The Chair highlighted that overall the responses had been very positive. The Chief Executive highlighted the areas where Trustees felt there was room for improvement, including on more contribution and communication outside meetings. It was noted by Trustees that time pressures often impacted on this. It was noted that the WhatsApp group for the Trustee Board was useful.

At 7.58pm, Gavin MacLeod left the meeting.

16. Trustee Board Previous Minutes

The Chair asked for matters of accuracy of the minutes of the Trustee Board on Monday 17th December 2019.

The Chair called for a vote to approve the minutes of the meeting of the Trustee Board held on Monday, 17th December 2019, subject to the amendments. **Vote: For: 8; Against: 0; Abstentions: 0.** The Trustee Board Minutes from 17th December 2019, subject to the amendment, were therefore approved.

17. Matters Arising

17.1 Document Finance Systems

This action will be completed by Summer 2019. This matter is ongoing. **Action: Finance Manager.**

17.2 Transitional Arrangements for the Chief Executive Position

The Chair and Vice Chair are working through the actions within the paper presented to the Board on 21st May 2018. This matter is ongoing. **Action: Chair and Vice Chair.**

17.3 Safeguarding Policy

The Chief Executive is exploring creating a Safeguarding Policy as part of Health, Safety and Wellbeing Policy and the first iteration is underway. The Chief Executive attended a safeguarding workshop hosted by the Scotland's International Development Alliance at the SCVO: The Gathering on 20th February 2019. This matter is ongoing. **Action: Chief Executive.**

17.4 Trustee Board Group

WhatsApp seems to be well received and will continue. This matter is resolved.

17.5 Exit Interviews for Full Time Officers

No work has yet been undertaken to explore this option. This matter is ongoing. **Action: Chair/Vice Chair.**

17.6 Accommodation requirements for new building

This item was discussed under agenda item 13. It was agreed that a proposal to the University would be developed during 2019/20.

18. Executive Committee Report

The Board noted the Executive Committee Report.

19. Annual Report on Health and Safety

The Board noted the Annual Report on Health and Safety.

20. Annual Report on Complaints

The Board noted the Annual Report on Complaints.

21. Chair Performance Review

The Board noted the Chair Performance Review.

22. Any Other Business

There was no other business.

The Chair thanked Danny Gallacher for attending the meeting.

**The meeting closed at 8.05pm.
The next meeting is on 20th May 2019.**