FINAL Version



**Minutes of Meeting 5** of the Board of Trustees held on 7th December 2016 in the Boardroom, Paisley, commencing at 09.30am.

Heather Armstrong, President in the Chair

Meeting Commenced at 9.30am

Heather Armstrong Senior Student Representative / Chair HA

Allan Millar External Trustee/ Vice Chair AM

Arlane Fleming External Trustee AF

Mark McRitchie External Trustee MMcR

Martyn Cosh Student Trustee MC

Sam Robertson External Trustee SR

John Black President of Education JB

Johnathan Cranstoun President of Sport and Wellbeing JC

 **In Attendance**:

Janine Hunt Chief Executive JH

Bryce Hamilton Finance Manager BH

(part of meeting)

David Devlin Membership Development Manager DD

(part of meeting)

Jason Warnock Business Development Consultant JW

(part of meeting)

 **Apologies**

Lisa McCusker President of Student Support LM

**Declaration of Interests**

**5.1 Welcome and opening**

The Chair (HA) welcomed everyone along and thanked them for their attendance at today’s meeting.

* 1. **Exercise –** Board Development exercise was undertaken
	2. **Strategic Plan Draft**

JH put together several questions on page 2 of the paper, version 1 from the strategy sub group, and version 2 from the student life team session and some of SAUWS staff members.

JH thanked DD who had completed significant work both with students on line and via a student survey, so where we have got to includes significant student feedback and from key partners of UWS. HA & JH will be giving a presentation to UWS Executive Team on this in early 2017.

JH asked the group into two, and the strategy sub group to split in half. The meeting was now moving to level 2 so this could be refined further.

AF asked if anyone really thought this needed refining as she thought it was really good, and had no comments on it.

JH said she was happy for this to be done as a discussion piece round the table.

SR commented if it was only for people to give input because they were not all present at the strategy session, it was suggested that only the items JH wanted to focus on would be discussed.

Missions and Vision:

JH commented that in draft 2 the word “empower” was lost in the amended version, which was a really important word in the feedback from students. Also it was important to several of the staff team, so JH urged SAUWS not to lose this term. It was suggested SAUWS keep the word “empower” in version 2.

A discussion arose and JH read out the wording, a vote was taken and the majority of members decided that “represents, engages, enables and empowers them throughout their student experience”, was preferred as our vision statement.

Values:

Everyone was comfortable with the “Values”, it was suggested we need to ensure everything is grammatically correct to be consistent.

Strategic Pillars:

There were originally 5, these have now been merged and refined to 4, and refined further under the headings as amended. JH posed the question, does this speak about the resourcing needs of the charity ?

The Board members were asked if they see within the strategic pillars sufficient flexibility and ability to be able to ensure that we would resource the 4 areas of work, before JH starts to do operational planning with management team.

It was commented that JH was keen on having this is in as SAUWS need to be really clear as to the direction to whether we plan to have services that are resourced or not resourced regardless of what type of service is. It was asked if can we go back once again to UWS with a three year investment plan, asking if they would support us, and SAUWS would look put a case forward for three year funding.

JH asked if there were any final comments on the pillars. SR asked if JH was happy with the pillars, JH commented she had not had enough time to reflect as yet, there may be areas that come to light later.

JB asked if there was a time line of this, it was clarified as the 14th December.

JH commented that with the refinements there is broad agreement that this has been an improved version. There has been a lot of student input from 117 students along the way. JH asked if the board was comfortable with this, and asked if she would be allowed to come back to the board if needs be?

JH asked what the involvement of the board is likely to be around the “what next” the operational plan part will be done with the managers and consultants who will help us, but there are many areas i.e. we will need a staffing enabling plan, a finance enabling plan. JH asked if there will be any further support from the board. SR commented there should be, AF commented the strategic pillars should encompass that.

JH would like to bring these outlines to the next board meeting, SR suggested as the next board meeting is not until March it should be dealt with sooner. SR proposed there should be a meeting as a board sometime in January, to deal solely with strategy and look at the next stage of the plan.

JH asked DD if there were any more questions there were none .

* 1. **Minutes of previous meeting for approval.** (29/06/16)

The Chair invited the board to review the minutes on a page by page basis.

JH will pick up typos in final version.

**4.9** JB commented on the recruitment of student trustees, said “the meeting noted potential for the organisation to commence the process”, and did not recall that this was the discussion. His understanding was he had asked the question, is SAUWS constitutional as a board without the full complement of student trustees? The chair recognised that SAUWS were not a fully constituted board, and it should be made an organisational priority to organise.

**Minutes were accepted as a correct version with the minor adjustments.**

Matters Arising and Discussion:

1. How we can appoint Student Trustees, and how they can benefit SAUWS as an organisation? HA suggested having the Student Trustees starting at the same time as Sabbatical Officers would mean 2/3rds of the Board would be new and would not be very suitable. It would be more beneficial for them to start earlier in the year. HA will have conversation with AM regarding developing this.
2. M.McR commented starting earlier means the Board would be more stable, and proposed “Buddying up” with a Trustee would be beneficial. AF suggested this could be done with all Sabbaticals and Trustees.
3. HA commented on the role of the Chair, and as Chair she would appreciate all Board matters coming through her, and AM as deputy chair would help and support her with this. It was asked if all contact details could be shared, this was agreed.

**ACTION: Aileen McColl to send out contact details**

* 1. **CEO Report & Update**

JH asked if all had read her report, all agreed and JH referred the Board to a printed paper as a result of some changes from FRC as the paper had gone out before the meeting.

JH asked if anyone required any clarification on anything. AF commented on the support from UWS Energy and Environment Manager and the climate challenge fund, and suggested there be a discussion regarding roles.

**Staff**: There have been two resignations:

One being the Finance Manager, and the other being the Digital, Web & Communication coordinator.

AF suggested there should be a complete separation between the FRC and the Board regarding one of the resignations is the Finance Manager. JB suggested HA as a member of both committees should remain.

There was an in depth discussion regarding SAUWS grievance appeals process and who would or should be involved with this, and ensuring SAUWS follow correctly the policies and procedures.

JH commented it is clear from the staff focus groups that people are not clear as to where SAUWS are at the moment and where SAUWS are going? There was a need for staff follow up and feedback.

JH commented she recognised she would require going out, and meeting all the teams at all campuses and this would be scheduled as soon as possible after strategy is finalised.

M.McR asked if there should there be a communications sub group, this would show the organisation is trying to communicate. HA commented about the strategy day and we could have an in depth discussion at this. SR asked if there was anything that could be done as an interim to make staff feel better. AF suggested the only way to reassure people is by communication.

AF suggested there could be a roundup of what has been done and what is being done to reassure the staff. JH stated staff morale is better than this time last year but there was still a lot of work to be done.

**Decision**: Try to host an informal get together over a lunch on sites with as many staff as possible next week or the week after hosted by board member in December.

JC would put together a “here’s what we’ve done sheet”.

JH moved on to the risk register, this was discussed at the FRC meeting; there was a suggestion to change the ‘Serious 7 Risks’, as a result of there being a reduced risk to IT failure. The proposal was accepted to change key financial risk (G1) amended, it is still red status, but needs more scrutiny over the next few months. JH suggested the Board examine the full risk register at the next Board meeting as it will have been running for a full year.

 **ACTION:** Board review the risk register in March 2017.

* 1. **SSR Report**

HA stated she would take the report as read and asked for any questions.

HA commented she had mistakenly sent a wrong draft out and would forward the correct information.

**5.7 Approval of Draft Annual Report & Accounts Presented by:**

 **Ken Baldwin, Ernst & Young**

Ken Baldwin entered the meeting and was welcomed by HA.

KB asked if the accounts had been discussed to date, JH informed the papers had gone out to the board as a draft as of 2nd December. There have been presentational changes but with no change of numbers etc. to enable a clean final version.

KB stated normally a discussion would arise and a summary would ensue regarding the audit, there are no significant issues to note.

A meeting was held at the end of the audit field work, main matters covered were: two adjusting items to be tidied, up which they were, and an adjustment to the stock valuation. There was a change of accounting requirements in the UK, these were updated this year, but did not have significant impact on SAUWS FRC numbers. The reliance on UWS for funding was discussed, we should have confirmation of this, and this has now been received.

Recommendations were put forward;

1. Balance sheet reconciliation should be done to eliminate historic accruals.
2. The management of projects was discussed, for funding from different sources; SAUWS should have a good process for dealing with these.
3. It was suggested SAUWS should update VAT arrangements as we have partial exemption it can be more complex to manage.

**ACTION:** Balance sheet reconciliation to historic accounts.

The audit opinion was provided to go into the accounts, unqualified. JH asked KB to go back to the recommendations to ensure the Board were up to speed. To reassure the Board SAUWS have built a table to show the progress made on accounting for the charity’s money. SAUWS have built an FRC calendar to show how there is financial oversight.

BH gave an update of VAT. The VAT return was recalculated and it was advised perhaps working with UWS to review this just to keep on top of these events. SAUWS received £10,000 as a tax rebate, and from that we are no longer paying monthly instalments and perhaps this year move to quarterly returns so we would receive rebates quarterly instead of the end of year.

 JH asked KB to comment on the risk management framework. KB commented the use of the risk management matrix is important and when used properly; there are actions identified or mitigate the risks and individual responsibilities assigned against the risks and managing it. He is comfortable that SAUWS is maintaining this practice.

 **Decision:** The Annual Report and Accounts 2015 / 16 were accepted and approved.

* 1. **FRC Meeting Update - November**

The October management accounts were approved, AF noted the preamble that went with the accounts, this suggested we would make budget and had raised concerns and questioned this. On looking at the numbers more closely there are serious issues with commercial performance.Overall there had been good cost control,but this was due to not appointing into positions and cost savings elsewhere, this could impact on the provision of services. The reforecast paper was not approved, more information was required and this needed to be more detailed and a clearer picture on the commercial services side was required, this was requested monthly.

The key decision log matters outstanding were:

* The matter of the banking provision, this was discussed and a decision on whether we should change banking provider would be taken at a later date.
* Procurement and the purchase order system would be brought to the December meeting.
* Reserves update was discussed and how much reserves were required, the conclusion was because of the position we were in financially, we should have 6 weeks’ minimum which is what we have at the moment as a recommendation from FRC. Good management accounting practice states 3 months full operational running costs as reserves. This draft statement will be updated and brought for formal approval.

**ACTION** the draft reserves statement to come to the Board meeting in March for approval.

**5.9 Constitution Update Report**

DD was invited in to the meeting and said he would take the paper as read and asked for any questions. The changes agreed switching from President and Vice Presidents’ roles, including a draft role description for the President. JB questioned the President’s remit explaining he had no conflict of interest as a single year sabbatical officer it would not affect him, and asked if this was the same paper that was taken to the University Court to be approved by them first.

JH informed the meeting there was an addition under President (A2) to add with the support of the Deputy Chair as the Deputy Chair role was accepted with effect from May of this year.

The 3rd point was an addition on signing the annual accounts on behalf of the Board of Trustees needed to be with the Board’s full agreement. HA commented she thought this would come under the role of the Chair of the Trustee Board. JH explained this was because of the 2005 Charity and Investment Act.

JB asked, now the wording in the paper had been changed, but had been approved in a different format by UWS Court, would the University approve these changes? JB also pointed out several changes which would affect the role of the President. It was asked if the President’s remit is part of the constitution, it was explained that this was part of the bye laws (1.3iii) of the constitution therefore subject to Court approval. HA commented she was happy with some of the content but not all and the remit should have the content of the officers.

M.McR suggested that the Board stick to the suggested wording but clarify the rationale behind them.

**ACTION**: The Board approved the wording subject to further consultation of the bye law 1.3iii

SR suggested to the Board that if the wording were reversed to the original role description of SSR would this affect the UWS accepting it? It was suggested UWS would not object to this.

**5.10 AOB**

The next Board of Trustees meeting will be on the 28th March 2017 9.30am-12.30pm.

**Minutes approved at Board Meeting on 28th April 2017**