# Logo, company name Description automatically generatedMinutes of Board of Trustees Meeting

Tuesday 7th December, via Teams

**Attendance & Apologies**

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| **Members Present** | | |
|  | **Name** | **Title** |
| **EG** | **Ellie Gomersall** | President - Chair |
| **RW** | **Roddy Williamson** | External Trustee |
| **YQ** | **Yusuf Qureshi** | External Trustee |
| **CW** | **Catherine Whatley** | Student Trustee |
| **DL** | **David Lewis** | Student Trustee |
| **KM** | **Kevin Miguim** | VP Education |
| **LH** | **Luke Humberstone** | VP Welfare and Wellbeing |
| **In Attendance** | | |
| **AW** | **Alex Webb** | Milne & Craig |
| **PT** | **Paul Thomson** | Milne & Craig |
| **MC** | **Maeve Cowper** | UWS Head of Student Development |
| **AM** | **Archie MacIver** | UWS Director of Finance |
| **SD** | **Sinéad Daly** | CEO |
| **RS** | **Romina Scott** | Finance Manger |
| **RA** | **Rose Allison** | Venues Manager |
| **CS** | **Cristina Scarafile** | Finance & Admin Assistant (Minute) |
| **Apologies** | | |
| **MMcR** | **Mark McRitchie** | External Trustee |
| **MH** | **Mark Hamilton** | External Trustee |
| **KS** | **Kimberly Slessor** | Student Trustee |
| **KR** | **Karuna Rinkk (Shivani)** | Student Trustee |
| **CM** | **Claire Morris** | VP Student Development |
| **DD** | **David Devlin** | Head of Student Union Support Services |

**Minutes**

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| **Item #** | **Item** | **Lead** |
| **29.1** | **Welcome, opening, apologies & declaration of interests**  Everyone was welcomed along to the meeting today and thanked for their attendance  EG advised if anyone does have any declarations to please complete the form and send to herself of SD.  **No declarations of interest were given for this meeting.** | **Chair** |
| **29.2** | **a. Presentation and adoption of audited accounts**  Our auditors Alex Webb and Paul Thompson from Milne and Craig Chartered Accountants presented this year’s Annual Audited Accounts.  The following questions were asked after presentation;  Q) Regarding the transfer from the previous entity, was this from November?  A) Yes  Q) Regarding the increase year on year with trade debtors, is this increase something we should be concerned with?  A) No, we have no bad debt concern. The figure was mainly due to an invoice when it landed but this is now paid.  Q) From an audit purpose, was the Board right to utilise the Job Retention Scheme?  A) Yes, as the only other alternative would have been to make staff redundancies, so funding was needed to plug the gap therefore was a reasonable and responsible decision for the Board to make.  **b. Restricted funds carried forward:**   1. £50,000 unspent of the restricted hospitality grant 2. £19,000 unspent from the restricted SFC Fund 3. £3,479 unspent from the restricted Community Building fund 4. £2,624 unspent from the restricted Foundation Scotland fund   **Approved:**  **The Board approved all the above.**  **c. Designated funds (funds that are designated for spending from unrestricted income for a specific purpose)**   1. £20,000 from UWS towards freshers 2. £15,000 Ayr Branding (previously approved) 3. £10,000 towards London post.   **Approved:**  **The Board approved all the above.** | **Alex Webb & Paul Thompson**  **Milne & Craig** |
| *Alex Webb and Paul Thompson from Milne and Craig left the meeting at this point.* | | |
| **29.3** | **a. Minutes of meeting held on September 28th, 2021**  **Minutes were approved as true and accurate record**  **b. Action log was updated with reports on actions** | **Chair** |
| **29.4** | 1. **Finance Report**   The following points were discussed at meeting;   1. There is now a new additional process for spending. Anything above £50 needs written approval from the budget holder via a form on PeopleHR. Anything under this amount still needs approval as it always has but over £50 needs written approval. 2. Bounce Back Loan – A report will be produced against what was spent against this loan for the Level 4 refurbishment. 3. **October Management Accounts**   **Approved:**  **The Board approved Octobers Management Accounts.** | **RS** |
| **29.5** | **KPI Update**  SD advised the Rep information is not yet complete on the KPI as we will not get this information until later in the year.  Also, this will continue to be populated for example with Welfare & Advice Information.  Q) With so many KPI’s is there a possibility this could be simplified for example with a traffic light system?  A) SD agreed this would be a good idea and will do this before the Christmas closure.  **Action:**  Sinead to ensure the KPI’s are updated to incorporate a traffic light system. | **SD/DD** |
| **29.6** | **Support Services and Representation Team Report**  Report taken as read in David’s absence.  The following points were discussed at meeting;   1. Staffing is a big issue in membership as we are two staff members down. 2. The 1st week back in January the leadership team are meeting to discuss options for staff relief. 3. Recruitment for the London post was unsuccessful. We have had verbal approval to make this a permanent post so hopeful this will encourage more applications. 4. Once KPI’s are complete this will generate more qualitative data regarding the increased requests for hardship funding due to the delays with SAAS. 5. UWS are distributing additional hardship for Covid related issues and has been extended to international students.   Q) Regarding mental health, is what we are offering students robust enough to support them?  A)   * We don’t know yet if the increase in hardships are specifically due to covid. We are going to advertise more of the hardship funds available and the student services support we have. * Also, food poverty is being promoted via UWS funds. * Luke is working with NUS and the Scottish Government regarding the financial pressures which are also affecting students’ mental health. | **DD** |
| **29.7** | **Sabb Update**  EG updated the meeting with her report and noted the following points;   1. Tomorrow there is a Student Council meeting and is hopeful various policies will be passed. 2. EG will post her report on Teams tomorrow and invited everyone to direct any questions via Teams. | **EG** |
| **29.8** | **Commercial Report**  RA gave a Commercial update at the meeting. | **RA** |
| **29.9** | **Chief Executive Report**  Report taken as read.  The following points were discussed at meeting;   1. More space is required at Lanarkshire Campus. 2. SD/RA/EG are meeting with Estates before the Christmas shutdown to plan what improvements are needed. 3. Governance: Bi-Laws need reviewed. SD has made a spreadsheet indicating what is urgently needing reviewed. | **SD** |
| **29.10** | **For Board Approval**   1. Data Protection Policy 2. Membership Privacy Policy 3. Advice and Welfare Confidentiality Policy 4. Employee Privacy Policy   **Approved:**  **The Board approved all the above.** | **SD** |
| **29.11** | **Audit and Risk Committee**  The following documents were approved via email at our recent Audit and Risk Committee held in November.   * SAUWS Risk Management Matrix * SAUWS Scheme of Delegated Authority * Finance Manual   **Documents taken as read.** | **Chair** |
| **29.12** | 1. **Schedule of Meetings**   Please advise CS if you are unable to attend any of the scheduled meetings in case any dates need to be changed.   1. **AGM – January and attendance at staff meeting**   Trustees invited to attend the staff meeting immediately before the AGM.   1. **HR Committee in January – new date to be agreed.**   CS will discuss with EG | **Chair** |
| **29.13** | **AOCB**   1. **Review of our Articles of Association**   Amend Memorandum to be reviewed annually. SD will look at this.   1. **Change name to The UWS Student’s Union**   This was approved in principle at the meeting pending feedback from UWS.   1. **Notifiable Events**   Sinead provided information to the Board about SAUWS’s duties to report Notifiable Events. This was understood by the board. Further information on this can be found at: <https://www.oscr.org.uk/managing-a-charity/notifiable-events/>  **Action:**  Future board training to include specific reference to Notifiable events. |  |

**Overdue Action (red text)**

**Live (amber text)**

**Completed (green text)**

# Action Log – for Board of Trustees

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| **Meeting Date** | **Item** | **Item Title** | **Action** | **Owner** | **Due date** | **Update** |
| 7th Dec 2021 | **29.4** | **Finance Report** | Bounce Back Loan – Report to be produced against what was spent against this loan for the Level 4 refurbishment. | **RS** | For next meeting |  |
| 7th Dec 2021 | **29.5** | **KPI Update** | KPI’s be organized into a traffic light system to make this earlier to read. | **SD/DD** | 21st Dec |  |
| 7th Dec 2021 | **29.6** | **Support Services and Representation Team Report** | More advertising required regarding information of the hardship funds available, and the student services support we have to assist with mental health. | **DD** | asap |  |
| 7th Dec 2021 | **29.7** | **Sabb Update** | EG to post her Sabb report on Teams. | **EG** | 8th Dec |  |
| 7th Dec 2021 | **29.9** | **Chief Executive Report** | * SD/RA/EG to meet with Estates to plan what building improvements are needed. * Before AGM Meeting starts, to go through Governance spreadsheet regarding Bi-Laws that need urgently reviewed. | **SD/RA/**  **EG**  **SD** | 21st Dec  27th Jan |  |
| 7th Dec 2021 | **29.12** | **Meetings** | * Agenda & Notice for AGM needs to be sent out before 16th December. * HR Committee date to be agreed | **DD**  **EG/CS** | 16th Dec | **EG & CS discussed next HR committee meeting will be February as January is almost over.** |
|  | **29.13** | **AOCB** | 1. Review of our Articles of Association - Amend Memorandum to be reviewed annually. 2. Can we check with Student Council regarding name change? EG will put on next Student Council agenda in February. 3. Notifiable Events – Ensure future training is updated to include this e.g., add slides to trustee training. | **SD**  **EG**  **SD** | Annually  February |  |
| 28th Sept 2021 | **28.3** | **Feedback from Board Development Day** | * Approval needed for photo and bio added to website * Training Needs Analysis to be completed * Finance Report to include funding stream information | **YQ & KS**  **Trustees**  **SD & RS** |  | **Approved. Waiting on a couple more bio’s to add to website.** |
| 28th Sept 2021 | **28.5** | **Commercial Update** | * Food sales | **SC & RA** | 12th Oct | **This is being monitored** |
| 28th Sept 2021 | **28.7** | **Support Services & Representation Team** | * Student Survey updates to be shared with Board * KPI’s added to Agenda for next meeting | **DD**  **DD** |  | **DD to ensure on agenda for next board meeting.** |
| 28th Sept 2021 | **28.8** | **Sabb Update** | * Council Policies to be circulated | **EG** | 12th Oct | **EG advised in a couple of weeks at meeting** |
| 28th Sept 2021 | **28.9** | **Chief Exec Report** | * Audit structure to be collated and advised to Board * Feedback from staff regarding incentives | **SD & CS**  **SD** |  |  |
| 28th Sept 2021 | **28.10** | **For Board Approval** | * Policy Proposal to be put on teams for discussion | **SD & CS** |  |  |
| 28th Sept 2021 | **28.11** | **Schedule of Meetings** | * To be put up on teams for discussion | **SD & CS** |  | **Ongoing** |
| 25th June 2021 | 27.2 | **Board Membership** | * Update Companies House | **SD** | 9th July | **Completed** |
| 25th June 2021 | 27.4 a | **Finance Report** | * **Inform the bank and update finance policy to reflect increase in daily banking limit to £45K** | **RS** |  | **Bank informed and Finance Policy being worked on** |
| 25th June 2021 | 27.4 c | **Finance Report** | Check how the figure of £118,000 (commercial income) compared to previous years. | **SD** |  | **Commercial income for 19-20 (exc grant was £149,810 until March 2020) it was £157,157 for year-end 2019.** |
| 25th June 2021 | 27.4 c | **Finance Report** | * Review Admin staffing provision in 6 months. | **EG (chair)** | Jan 2022 | **EG to ensure it’s on the agenda for board meeting in the new year.** |
| 25th June 2021 | 27.6 | **Support Services and Representation Team** | * **Share student survey with Board.** | **DD / SD** |  | **Completed. Is on Teams and was shared as part of development day. On agenda for Sept meeting.** |
| 26th March 2021 | 27.2 | **Appointment Committee Update** | * Keep board informed of progress re. recruitment | **IN** |  | **There are 3 Trustees for adoption onto the Board at the June meeting. This means we now have a full complement of Trustees.** |
| 26th March 2021 | 27.4 | **Finance Report** | * Revisit Budget once Block Grant is confirmed. * Plan needs to be developed for Bounce Back Loan | **RS**  **SD** | June 21 | **Block Grant confirmed ast £650,000 and on the agenda.**  **Budget of £25k approved to invest in our office space.** |
| 26th March 2021 | 27.5 | **Commercial Report** | * Update the Risk Assessment to take cognisance of organisational and health and safety risks. | **RA** | June 21 | **On agenda for approval** |
| 26th March 2021 | 27.6 | **Support Services and Representation Team** | * Amend the paper to remove reference to Ellie being first trans woman elected as President. * Acknowledge the huge achievements made by the Students Support Services team – in particular the marvelous levels of engagement in our Rep Systems, Student Councils and election. | **DD** |  | **Completed** |
| 26th March 2021 | 27.8 | **Bye Law 6 – Referenda and Policies** | * There was a discussion what is meant by the definition of a policy and policy decision**.** It was agreed that this section of the Bye Law should be part of a wider discussion and evaluation of student council and policy submission. | **DD** |  | **Will be done as part of a democracy review.** |
| 26th March 2021 | 27.8 c | **Referendum on Strike Action** | * If the strike is to go ahead we need to seek legal advice on any potential risk for the Union, for example, being sued if a student fails their exams for taking action etc. | **SD** |  | **Student Council decided not to go ahead with the referendum so no action needed.** |
| 18th Dec 20 | 25.3 | **Board Membership & recruitment update** | * Go to advert again in New Year – we’ll put a deadline of end of the first week in February for Student Trustees. * Ismail, Sinead and Luke will meet in January to finalise process for recruitment. * Consider whether Bye Law for Appointments committee needs updated. | **LH / IN** | Jan 29 | **Completed** |
| 18th Dec 20 | 25.6 | **Audit and Risk Committee Report** | **Finance policy needs updated to reflect new positions and SODA.** | **SD** | March 21 | **Is being worked on and presented to Audit and Risk Cttee in November** |
| 18th Dec 20 | 25.7 | **Chief Exec Report** | Report from UWS Governance Review:  Review Bye Law 3a  Meet re. License to Occupy - SD | **SD** | March 21 | **Was reviewed and updated.**  **License to occupy – University have agreed for us to pay for just general internal repair and upkeep.** |
| 18th Dec 20 | 25.9 | **Constitutional Issues** | 1. **NUS affiliation – Action: C**heck if we are required to check with Student Voice – unsure if a referendum is required. We will check our governance and NUS if it’s necessary. |  |  | **Completed – no referendum required.** |
| 18th Dec 20 | 25.10 | **HR Committee Report** | **Building Communities Student Engagement Post -** Additional hours – agreed to go consultancy basis – Sinead to send out appeal to NUS Scotland network to see if there is anyone suitable that can help. David and Sinead to take forward in January. | **SD** | **Jan 21** | **Completed and she is in post.** |
| 14th October | 24.1 | Welcome / Declaration of interests | All directors to send proof of ID and address for Auditors | **SD** |  | **completed** |
| 14th October | 24.6 | Finance Report | SD to arrange meeting with Archie McIver, new Director of Finance | **SD** |  | **completed** |
| 14th October | 24.7 | Chief Exec Report | MOU approved and to be sent to Emma. | **SD** |  | **completed** |
| 14th October | 24.8 | Sabb Report | Agreed to have a board meeting to present the Sabb team plans of work. | **IN** |  | **Completed** |
| 15th June | 23.2 | Budget Options Paper | Prepare a draft finance paper for Court – but will circulate to board for comment before sending | **SD** |  | **Completed** |
| 28th May | 22.3 | Board membership Update | Arrange interview date for External Trustee  Update recruitment packs and undertake recruitment drive with students | **IN & Appt Ctte**  **IN**  **SD** |  | **Completed but felt he was an unsuitable candidate.** |
| 28th May | 22.3 | Board membership Update | Inform Companies House of updated trustees | SD |  | **Completed** |
| 28th May | 22.3 | Board membership Update | Audit and Risk Committee Membership: agree Student Trustee Membership in Sept / October when we’ve completed recruitment. | BoG |  | **Dates sent out and recruitment underway for student trustees** |
| 28th May | 22.3 | Board Membership Update | Agree Dates for all Sub Committees and BoG for the Next Year | IN |  | **Completed** |
| 28th May | 22.4 | Strategic Plan | Take forward amendments and publication of the Strategic Plan.  Agreed to take forward as part of AGM. | SD |  | **Completed** |
| 28th May | 22.4 | Strategic Plan | Agree operational plans and KPI’s so we can measure our progress.  **Action: December board will have agreed** | SD / DD / Sabbs / BoG |  | **Completed** |
| 28th May | 22.6 | Finance Report | Apply for Bounce Back Loan | SD |  | **Completed and successfully applied for £50k** |
| 28th May | 22.8 | Chief Exec Report | SD to send fortnightly reports to BoG with updates | SD |  | **Not sent fortnightly due to annual leave and staff being back at work.** |
| 28th May | 22.10 | Date of Next Meeting | Arrange BoG meeting once Block Grant Approved | IN |  | **Completed** |