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University of St Andrews Students' Association

Minutes of the Students' Association Board Meeting

Held in the Committee Room of the Students' Association Building on 18th October 2018, 5:15 pm

Present: David Scott (lay trustee, Chair of Board), Debbie MacCallum (lay trustee, by conference call), Sarah Ramage (SRC Senior Officer), Kevin Phelan (SSC Senior Officer), Paloma Paige (Association President), Adam Powrie (Association Director of Events and Services), Jamie Minns (Association Director of Student Development and Activities), Alice Foulis (Association Director of Education), Nick Farrer (Association Director of Wellbeing), Andy Goor (University-appointed trustee), Jacqueline Cassidy (lay trustee), Professor Paul Hibbert (University-appointed trustee)

In attendance by invitation: Fiona Murray (Athletic Union President), Iain Cupples (Secretary to Board), Christine Miller (Clerk to Board), David Whitton (General Manager)

1. Election of Chairperson for 2018-19

The requirements for election as chair were noted and nominations were opened. David Scott (DS) was nominated by Debbie McCallum (DM) and seconded by Jacqueline Cassidy (JC). No other nominations were received. DS was therefore elected as Chair for the period to October 2019.

2. Chairperson's Business

2.1 Apologies for Absence

David Stihler

2.2 Acceptance of the Minutes of the Students' Association Board Meeting of 10 May 2018

Approved.

2.3 Matters Arising

a. Memorandum of Understanding

DS noted that earlier in the year he had, on behalf of the Board, written to the University on the subject of formalising the various legal and contractual arrangements. Andy Goor (AG) confirmed that the University had now conducted a review of the existing arrangements, both formal and informal. AG had sent a note to DS listing existing and potential future arrangements (including payroll, health and safety, IT and other areas).

DS and AG both confirmed that this was a starting point for initial discussions to refine the scope and set out detailed arrangements before recommendations could be brought back to the Board.

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The Board agreed to set a target date prior to the Easter break to finalise the wider MoU arrangements. Updates would be provided at the next two Board meetings.

ACTION : DS and AG to progress discussions with target of completion by Easter 2019, and interim updates to be provided to the Board.

b. GDPR

Iain Cupples (IC) reported that training had been put in place for staff. He highlighted that the role of data protection co-ordinator was to be put in place as a priority. DS requested that this action was progressed as soon as possible to ensure that there was no risk of uncertainty around accountability for responding to potential GDPR issues or requests. He further asked that a short update be provided for the Board meeting covering MI for GDPR, e.g. breaches, request to exercise individual rights, etc.

ACTION : IC to confirm who will be the accountable person from the management team for data privacy, and will provide a summary update with supporting MI for the December Board.

c. OSCR

There was nothing to report regarding OSCR.

d. Other matters arising

On the topic of the Blackwell's lease extension, the David Whitton (DW) said that the Association had been informed of a correction on the Blackwell's commercial figures which had increased the amount received by the Association in rent. He also noted that the communication and engagement from Blackwell's had improved in the period since the review discussion. Following discussions with the academic schools, Alice Foulis (AF) reported that there was some concern about the prospect of Blackwells not remaining, given the specialist services they provide for the schools across the University.

It was confirmed that the current lease was to be extended, and any further review of Blackwells's tenancy would need careful consideration given the feedback from the University and the schools.

It was highlighted that currently all trustees were asked to sign the Blackwells lease. This was challenged as an unusual request and enquiries would be made with Rollos as to why this was necessary and what alternatives there could be given the practical difficulty of getting all trustees to sign a document.

ACTION : DW to confirm to Board members what is required in relation to signing the lease, or if alternative arrangements have been put in place.

3. Finance Committee Business

3.1 Minutes of Finance Meeting 8 June 2018

The minutes were approved.

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3.2 Budget 2018/2019

It was reported that the Finance Committee held on 12th October 2018 had reviewed and approved the 2018/2019 budget for recommendation to the Board. DW provided a summary of key points from the Budget.

He started by noting that the outturn for 2017-18 was in line with the budget representing a strong result. The efforts of staff, volunteers and officers in sustaining this strong performance to date were acknowledged.

Looking at the budget for 2018-19 he highlighted that the main changes were increases in costs driven mainly by wage rises for staff, whilst broadly maintaining the income across the trading activities. There was a discussion regarding the trading position, recognising the good performance but also noting a key reliance on a small number of activities particularly in bars and entertainments. The current position, whilst delivering good performance has risks associated with it given the sensitivity of the overall position to relatively small changes in either the income or expenditure lines. This will be considered as part of the discussions with the University about the grant discussions and the University's 3 year plan.

DW highlighted that the 2018/2019 budget is projected to have a small trading loss, but noted that this included the final year's allowance of significant depreciation arising from the redevelopment. DS asked if the return to "normal levels of depreciation" would meet the ongoing needs of capital expenditure and therefore that the current depreciation was genuinely exceptional. This was confirmed and the Board noted that when stripping out this exceptional depreciation line the overall position was marginally positive for the 2018/2019 budget.

Following this discussion and review, the budget for 2018-19 was approved.

3.3 Capital Expenditure

It was noted that the budget included Capital Expenditure as a sub section. It was highlighted to the Board that the recent spend on improved lighting for the venue had resulted in very positive feedback.

3.4 Risk Register

An update was provided on the Risk register which had been submitted as part of the papers. It was noted that following a workshop meeting in the summer with trustees and the senior management, a "version 1" register was now being presented for approval. The Chair emphasised the need for this to be a 'live' document, reviewed regularly and refreshed prior to each Board meeting. It was acknowledge that the version presented here was a good starting point, but would need continual review and development.

There was discussion of how Board could best monitor the risks on the register and the wider risk environment including visibility of mitigating actions. Following a wide-ranging discussion the following was agreed:

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- The maintenance of the risk register needs to be owned by a member of the management team, although the individual risks should have separate and clearly defined ownership across the management team and sabbaticals as appropriate.
- Mitigating actions for each risk must also have owners and target dates, but will not necessarily be the same owner as the parent risk.
- Everyone in the organisation has a responsibility to update and input to the risk register to ensure it accurately reflects the overall risk position of the Association.
- The formal governance oversight and review of the Risk register is through the Finance and Risk committee, which should have this as a standing agenda item.
- The Finance and Risk Committee should report updates to the Board highlighting changes in the risk position, and the status of any AMBER or RED risks. There should also be a standing item on the Board for the review of Risks.

The Risk Register was approved on this basis.

ACTION : DM to confirm to the Board ownership and progression of the actions relating to managing risks and the risk register.

4. Staffing Committee Business

It was noted there had been no meeting of Staffing since the last Board, but an update was provided on the departure of the Food and Beverage Manager. An acting bar manager had been put in place until the end of the calendar year, pending a review of staffing in this area.

5. Governance and Nominations Committee Business

It was also noted there had been no meeting of the committee since the last board, and with the Association Chair now no longer being a member of the Board, there was a discussion on the membership, chairing, role and terms of reference of the committee.

It was agreed that this committee represents a key element of the overall governance of the Association and given the recent lack of meetings the terms of reference, purpose and mode of operation of the Committee should be reviewed within the following parameters:

- A student majority should be maintained.
- There must also be adequate lay trustee representation particularly to ensure continuity across multiple years and to provide additional experience.
- The remit of the committee must be set out clearly focusing on responsibilities and confirming inputs and outputs of the committee.

It was suggested that the Association Chair be invited to attend the committee, in order to contribute to the understanding of governance and constitutional issues (in particular as these relate to student representation). Combining the committee with other subcommittees could also be considered, although such a recommendation would require a strong justification, as it would amend the overall governance structure and framework. Considering how to measure and review the effectiveness of the Board and other subcommittees was an important role for the committee.

The Board agreed that a working group would be established to take this forward. The President will chair the group with membership from JC, DM (as lay trustees), Nick Farrer (NF) and the Association Chair. They would also meet with the Secretary to Board (IC) to

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discuss these issues and report back to the next meeting of Board. It was noted that one lay trustee's term would expire in the next few months and in line with the committee's current remit they should take forward actions to recruit a new lay trustee.

ACTION : PP to arrange initial working group meeting to consider the operation of Governance & Nominations Committee and to provide an update at the next Board meeting.

6. General Manager's Report

6.1 Update from General Manager

DW confirmed to the Board that a summary of the Association activities was covered in the updated email links sent to the Board by the Design & Marketing Manager, highlighting the breadth and diversity of activities in recent weeks, including commercial activities, societies, and representation.

7. President's Business

7.1 Update from President

Paloma Paige (PP) discussed the issues noted in her report including the HMO ban and the removal of out of hours GP services. She noted that these were regarded as ongoing issues, and that the SRC would keep campaigning on these, aiming for a positive long-term outcome.

7.2 Advocacy Review

PP provided an update on work relating to the Advocacy Review that had taken place over the summer period. As requested at the previous Board meeting, the primary focus had been on the services relating to accommodation. She confirmed she had worked with key stakeholders over the period to review and update a number of areas including terms and conditions of the various services offered, the risks involved to the Association, and to define the limits of service. PP had previously issued updated papers including terms and conditions and details of the processes and these had been approved. PP noted that with regard to the wider aspects of the Advocacy Review recommendations, the group was working with the University to implement a solution that will allow capture of data for the usage of services. DS noted that this was critical to understanding current usage of services to inform any future changes.

The proposed arrangement with the Marks Out Of Tenancy service was discussed. The Board supported the proposal but noted that that working with landlords would be an important factor in this exercise and that this could be reflected in communications, press releases, etc.

The Board agreed to the proposals as set out in PP's report.

8. Director of Events and Services' Business

8.1 Update from Director of Events & Services

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Adam Powrie (AP) emphasised the positive student experiences detailed in his update, and commended the contributions of student volunteers. He noted that there had been unprecedented pre-sales levels for Freshers' events, putting this down to earlier release of tickets, and that there had been huge demand for resales tickets. The success of the Hot Dub Time Machine event, so soon after Freshers', had a positive effect on the reputation of the Union as a venue, and this could be seen in Bop ticket sales – the Bop to take place tomorrow had sold out online in 6 days, and 1100 tickets had been sold for the ABBA Bop. The Hallowe'en event would be the next major event.

9. Director of Student Development And Activities' Business

9.1 Update from Director of Student Development & Activities

Jamie Minns (JM) updated the Board on a change in policy for how risk assessments for subcommittees and societies were processed. The new process involved submission to a dedicated email that simplified the process and made it more efficient and easier for the societies. Jamie also highlighted student successes over the summer: Charities had its best ever showing at the national fundraising awards, and many Mermaids shows had won awards. Jamie also highlighted a successful Freshers' Week and Freshers' Fayre, particularly the contributions of volunteers. He noted that issues encountered with room booking software and the Student Project Fund had now been successfully resolved.

10. Director of Wellbeing's Business

10.1 Update from Director of Wellbeing

NF thanked the staff and the other sabbaticals for being helpful and supportive in a busy start to the academic year. He noted that co-operation with the University had been good on joint projects like Got Consent, and thanked Fiona Murray (FM) for ensuring sports club captains participated in Got Consent training. Early condom distributor training had been very helpful. The Wellbeing committee was functioning well, and events in Freshers' Week and SHAG Week had been very successful. NF was working with other stakeholders in relation to gender-based violence, including the police on the Ask Angela campaign. The HelpHub area of the website had been comprehensively redesigned. On the withdrawal of out of hours GP service, NF informed the Board that a petition had been handed in earlier today. Finally, NF noted that the John Honey Award for outstanding contribution to student life had been given to Sarah Rodway-Swanson.

11. Director of Education's Business

11.1 Update from Director of Education

AF reported that there had been 640 nominations for over 400 positions in the class rep elections. She particularly noted the creation of a new 'alternative pathways' position. School Presidents had been working hard and AF highlighted their crucial work in class rep elections. Two big careers events had been held, with multiple schools banding together, producing attendances of over 300 in each.

12. Association Updates

12.1 SSC/SRC Report

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Kevin Phelan (KP) discussed a busy month for SSC: this had included training for members from CAPOD in transferable skills, and Got Consent training. KP also noted the activities of various SSC subcommittees to date including Charities and Debates, a postgraduate academic family 'adoption' event, and Green Week.

13. AOCB

Members were reminded that they must complete auditors' forms before the next meeting. The annual health and safety audit from Mentor Services had been received and would be circulated.

ACTION : Clerk to the Board to contact each Board member to request completion of auditors' forms prior to the next Board meeting.

14. Date of Next Meeting

The date of the next meeting is 11 December 2018. The Chair noted that owing to work travel commitments he would be attending by teleconference and so asked for a volunteer to chair the December meeting.

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ACTIONS

Ref	Description	Owner	Target Date & Status
181018.01	DS and AG to progress discussions with target of completion by Easter 2019, and interim updates to be provided to the Board.	DS	11/12/2018 for interim update
181018.02	IC to confirm who will be the accountable person from the management team for data privacy, and will provide a summary update with supporting MI for the December Board.	IC	11/12/2018
181818.03	DW to confirm to Board members what is required in relation to signing the lease, or if alternative arrangements have been put in place.	DW	30/11/2018
181018.04	DM to confirm to the Board ownership and progression of the actions relating to managing risks and the risk register. To be provided to Finance & Risk Committee prior to the next Board.	DW	11/12/2018
181018.05	PP to arrange initial working group meeting to consider the operation of Governance & Nominations Committee and to provide an update at the next Board meeting.	PP	11/12/2018
181018.06	Clerk to the Board to contact each Board member to request completion of auditors' forms prior to the next Board meeting.	CM	16/11/2018