

**University of St Andrews
Students' Association**

Minutes of the Students' Association Board Meeting

Held in the Committee Room, 22nd October 2015, 5:15 pm

Present: Mr Chris Marks (lay trustee), Mr David Scott (lay trustee), Mr Chris MacRae (Director of Events and Services), Mr Joe Tantillo (Director of Representation), Mr Kyle Blain (Director of Student Development and Activities), Mr Patrick Mathewson (Association President), Ms Annie Newman (student trustee), Ms Charlotte Andrew (student trustee), Mr Andy Goor (University-appointed trustee), Ms Zara Evans (Association Chair)

In attendance by invitation: Mr Iain Cupples (Secretary to Board), Ms Jillian Cowan (Management Accountant), Ms Christine Miller (Clerk to Board), Ms Tania Struetzel (PG student trustee nominee)

1. Welcome and introduction

1.1 Election of Board Chairperson for 2015/16

Mr Marks, as outgoing Chair of Board, indicated that he would not be seeking another term for personal reasons. Mr Mathewson nominated Mr Scott as the new chair. Mr Marks seconded. Mr Scott accepted the nomination, which was passed without objection. Mr Scott thanked the Board and minuted thanks to Mr Marks for his contributions as chair, and welcomed the fact that Mr Marks would continue as a lay trustee.

1.2 Report of the Governance and Nominations Committee

The Board minuted thanks to Ms Fiona Bell, who was now leaving the Board, for her many valuable contributions as a lay trustee.

As agreed at the last Board, the committee had interviewed for a replacement for Ms Bell, for a PG student trustee, and for a new lay member to add to the Board to balance the latter appointment. The nominations were Mr Saamir Nizam, Ms Tania Struetzel and Mr David Stihler respectively. All had been invited to attend this meeting but only Ms Struetzel was able to do so. Ms Struetzel and Mr Stihler's formal appointments would have to await the passing of a constitutional amendment to establish the PG trustee position, but they would be invited to attend Board meetings in the meantime. It was agreed to delay Mr Nizam's formal appointment until he could attend in person.

The University had confirmed that Mr Goor and Professor Milne would continue as the University-appointed trustees.

2. Chairperson's business

2.1 Apologies for Absence

Professor Milne and Ms Cassidy had sent apologies. As noted above, Mr Nizam and Mr Stihler had been invited but were unable to attend, as was the General Manager, Mr David Whitton.

2.2 Acceptance of the Minutes of the Students' Association Board Meeting of 21 May 2015

These were accepted.

2.3 Matters Arising

a. MOU for IT

Mr Mathewson and Mr Scott had met with University representatives on this in February. Actions had been agreed – these would be written up and pursued by the next meeting.

b. Volunteer Strategy

Mr Marks had supplied information about the volunteer strategy for CHSS. Mr Blain said he had many questions about this and would consult further with Mr Marks and others in developing a strategy for the Association. The aim would be to have a 'roadmap' by the end of this sabbatical year. A summary would be prepared for the next Board meeting.

3. Finance Committee Business.

(Mr Mathewson had been unable to attend the last Finance meeting so Mr Scott would speak on this item.)

a. Proposal for Finance, Audit and Risk Committee

Mr Scott had prepared proposed terms of reference for a merged Finance and Audit committee. It was agreed that in terms of audit, the committee should consider all risk, not just financial risk.

This draft did not present a final recommendation on who should hold the chair of this committee. Presently the chair of the Finance committee was the Association President, and it was felt that student insight in this key role was important. However, it was regarded as good governance practice in other organisations for the chair of a finance and audit committee to be more independent of the operational activities of the organisation, and the role was commonly held by an external trustee or board member.

It was acknowledged that it would be inappropriate for various reasons for the Chair of Board or a University-appointed trustee to hold the role. It was also recognised that the role was substantial and a significant commitment, and that a degree of continuity would be helpful, particularly in the audit function: these factors mitigated against options such as asking an external student or part-time student trustee to occupy the role. However, this could be addressed in part by appointing a deputy chair to provide continuity, while continuing to have a student sabbatical as chair. This was **agreed** and the terms of reference would be modified to include a defined role of deputy chair for the committee: this would be circulated for comment to Board members.

The remainder of the terms of reference were **agreed** as written.

b. Approval of Budget 2015/16

Ms Cowan presented the budget for the Board's approval. A significant loss of £120,000 was foreseen in the budget, largely but not entirely due to depreciation of assets acquired during the refurbishment, but also to rental paid to the University.

Bars were budgeted to show a modest improvement now that all bars were operational. Old Union Diner income was budgeted to increase as performance at this outlet had improved following changes by the commercial manager. Retail income was doing well, but not as well as had been hoped in advance of the redevelopment. Student spend had been increased after being held static during redevelopment.

The Board believed that the budgeted deficit was substantial but affordable in the circumstances and could be met from reserves accumulated in previous years. However, this was only true in the short term – in the medium and longer term the Association would have to address the situation.

The budget was therefore **approved**.

The meeting then moved *in camera*. A note of the following discussion would be circulated to trustees separately.

4. Staffing Committee Business

Mr MacRae gave a verbal update on the 9th October meeting: full minutes would follow. There was a discussion on the implementation of a supervision policy: it was recognised that there were practical challenges to overcome in this, but the Board believed it was an important initiative.

5. President's Business

Mr Mathewson updated the Board on issues including involvement in the Principal Selection Committee, work to review communications by and within the Association, the future of Raisin weekend, and final redevelopment works.

6. Director of Events and Services' Business

Mr MacRae gave the Board an update on Freshers' Week and regular events in semester 1, now that Club 601 and STAge were open. Marketing of events was discussed, as was planning for semester 2 events including RAG week and Refreshers' Fayre.

7. Director of Student Development and Activities' Business

Mr Blain informed the Board that he had been focusing on reducing red tape for societies and had established a Student Project Fund to replace Association Projects. He also updated the Board on the new room booking system, On The Rocks, and relations with the Byre.

7.1 Society Intellectual Property

A report from Thornton's had been circulated. Comments on this had been received by email from Ms Bell and these were also discussed.

The Board agreed that it was essential to be clear on the objectives in this area, which were to deter any attempt by individuals to profit from intellectual property developed and rightly belonging to student societies collectively. It was agreed that as societies had a degree of independence from the Association, the most suitable path was to encourage them to consider this risk and assist them in putting in place deterrent measures and publicising these to members, rather than proscribing such measures as a condition of grant or affiliation.

Regarding the Association itself, including subcommittees, Mr Cupples would investigate the issue of terms and conditions for members and report back to the Board on this at a future date.

8. Director of Representation's Business

Mr Tantillo circulated a draft of the factsheet to be given to the Yes and No campaigns in the upcoming NUS referendum. The contents had been discussed with a representative from NUS Scotland at a meeting today and figures from NUS on affiliation costs would be forthcoming. The final draft of the factsheet would be agreed by Board members by email when these were added. Comments on modifications to the factsheet from Board members were received and would be incorporated.

He noted that an elections committee had been appointed, rules had been agreed, and campaign spokespeople would be elected in the following weeks. Voting would be from 00:00 on 19th November to 17:00 on 20th November.

Mr Tantillo also updated the Board on class representative elections, the StAnd Together consent campaign run in conjunction with the University, the implementation of wellbeing advisers by the University, and Raisin Weekend.

9. Postgraduate Engagement

Ms Struetzel discussed the results of her PG Engagement Survey, which had been circulated to Board members. It was agreed that this information would be very useful to the Board, management team, PG representatives and sabbaticals and it was hoped that the exercise could be repeated in future.

10. Redevelopment

The Board received an update on the progress of works in the car park and on work to rectify 'snagging's'.

11. AOCB

Mr Scott thanked trustees who had attended the Board informal and noted that identifying a suitable date during sabbatical handover for a strategic planning day was a high priority. He emphasised the importance of submitting Board papers in advance.

11.1 Health and Safety

The Board agreed a one year extension on the contract with Mentor Services to provide health and safety services. Members were reminded to sign off on health and safety documentation.

12. Date of next meeting

10th December 2015