

**Edinburgh Napier Students' Association Trustee Board**  
 Minutes of 9 June 2021

Trustees in Attendance: Jenny Rees (JR), Rachael Donovan (RD), Euan Henderson (EH), Aiden Kremin-Pacey, Angela Moodie (AM), Ankit Duggal (AD), Heloisa Fyfe (HF), Nikhil Reddem (NR)

In attendance: Dee Bird (DB), Andy Houghton (AH); Matthew Akinpelu (MA); Emily Divine (ED); David Smith (DM) from Turcan Connell for item 9

Standing items:	Action
<p>1. Welcome and apologies                      JR welcomed everyone to the meeting, including the new FTOs, and reminded Trustees that David Smith of Turcan Connell would be joining the meeting at 5:45pm.</p> <p>There were no apologies.</p>	
<p>2. Declarations of interest                      There were no declarations of interest; however, JR informed everyone that she had started some part time work for Universities Scotland which would continue until mid-July. This was worth mentioning as it is related to higher education.</p>	
<p>3. Minutes of meeting of 5 May 2021                      The minutes of the May meeting were approved.</p>	
<p>4. Action Log                      DB went through the actions on the Action Log.</p> <p>AM reported that the Risk Register is now available on Teams under 'Risk Register' as a live document. It is available to everyone to review and add risks as appropriate.</p> <p>JR reported that the development event for Directors was happening this evening with David Smith of Turcan Connell, ENSA's lawyers.</p> <p>JR is attending an EVOC event concerning governance.</p> <p>There is still the outstanding action in relation to the Scheme of Delegation to be addressed by DB and JR.</p>	JR/DB
<p>5. Lennox Reports progress log                      JR noted that there has been a good deal of progress on the Lennox actions and that the Board is now moving on to address those actions related to governance.</p> <p>She reported that a number of high quality applications had been received for the External Trustee positions and that it might be advantageous to appoint two External Trustees. The Constitution would allow for this as long as it was balanced with the number of Student Lay Trustees.</p>	

<p>JR stated that in September we will have a more considered view of how much progress the Board is making in relation to the governance review.</p>	
<p>6. Reports from student president/vice-presidents (end of year reports) FTOs were asked to reflect on their achievements this year. They gave a presentation outlined in agenda item 13.</p>	
<p>7. Report from CEO DB reported the good news that the Referendum had now achieved the required 10% of the student vote to allow for the implementation of the new Constitution and the move to incorporation.</p> <p>The University approved ENSA's funding request which means that we would receive another round of £460K core + £80K strategic funding. DB reminded Trustees that the £80K was not ring-fenced but was to contribute to ENSA's continuing improvement as it worked to get its 'house in order'.</p> <p>The Financial Memorandum was still with the University for final sign off. DB had no concerns about this. Any delay was likely to be due to senior management workloads. AH asked about the significance of the Financial Memorandum. JR explained that it has to do with formalising the process for our funding and that the FM was originally introduced during more challenging times when relations were strained between ENSA and ENU.</p>	
<p>8. Reports from Committee Chairs</p> <p>RD provided a brief update on the last HR Committee meeting. There had been a lengthy and productive discussion about staff pay and salary scales. These will be addressed elsewhere on the agenda.</p> <p>AM reported that the decision had been taken to cancel the last scheduled meeting of the Finance and Risk Committee as there were no papers that needed to be considered ahead of the Board meeting.</p>	
<p><b>For discussion / decision:</b></p>	
<p>9. Preparation for incorporation; Director roles and responsibilities</p> <p>JR introduced David Smith from Turcan Connell to the members of the Board.</p> <p>DS explained the process of incorporation. ENSA still required approval from Court to adopt the new Constitution; once this is obtained, at the instruction of the Board, Turcan Connell is to incorporate the new Corporate Trustee company, at which point Trustees will become Directors. The new Corporate Trustee (CT) will be incorporated at that point but will not be the CT of the Association. The Board will need to organise another meeting to appoint the CT Directors. This</p>	

means that the current Trustees will resign as Trustees and will be appointed as Directors of the CT. All Directors will receive a form to complete in advance of the meeting with questions in place of a signature – eye colour, date of birth, etc.

DS then outlined the duties of company Directors and the relevant Acts that apply to them: The Charities and Trustees Investment (Scotland) Act 2005 governs charity Trustees; they must act in the best interest of the charity – eg in relation to financial probity and investments. Company Directors, however, must comply with the Companies Act 2006 which requires a different, higher standard of care, which DS said ought not present a problem. The duty of care under the Companies Act 2006 takes into account the Director’s own personal and professional experience. For example, if someone is a specialist in, say, charity law, then that person might be held to account in a way that a non-specialist might not be, though there is limited liability.

DS also explained that there is some additional administration involved in being an incorporated charity. For example, the organisation will need to notify Companies House of any changes to the Board of Directors (eg when a new Director is appointed or resigns) within 14 days.

AKP: Do all the same rules still apply to Directors as to Trustees? DS: Yes. Directors have all the responsibilities of Trustees of an unincorporated charity but there is a higher standard of care expected for company Directors. It is best to follow the strictest rules.

AM: Do we need to appoint a company secretary? DS: It could be a good thing to have, but is not required. AM declared an action to consider whether or not to have a company secretary: **ACTION AM/JR**

RD: Are there different members and Directors? DS: No. We’ve drafted the Articles so that everyone is a member and a Director.

JR: We need to take care with recording our first meeting as a Board of Directors. Given that the FTOs start on 1 July, it would be best to move to incorporation on 1 July.

DS: You could wait until you have Court approval and then confirm who will be included as Directors of the company and aim for 1 July. Paperwork would need to be submitted on 30 June as turnaround is usually a day.

JR explained to the new FTOs why we are changing the Constitution: to introduce new sabbatical roles and also to limit liability to protect trustees/directors, particularly in relation to the SUSS pension scheme which is currently £1.7m. She explained that if ENSA became insolvent, it could trigger the pension liability.

AM/JR

<p>JR also noted that there was the question about how to handle the issue concerning OSCR’s approval of the new Constitution. The current Constitution states that OSCR’s approval is required; however, this seems to have been an error in drafting. DS explained that he had spoken to the head of the charity team at OSCR. They had not come across this before; changing the Constitution does not require OSCR’s consent. DS explained that the Constitution is ‘incompetent’ in this sense.</p> <p>DS said that he would provide a note for ENSA to use with Court about his enquiries made with OSCR and explain that OSCR’s approval was not needed for changing the Constitution. <b>ACTION: Turcan Connell / David Smith</b></p> <p>JR thanked DS for joining the meeting to explain the Corporate Trustee.</p>	DS
<p>10. Staff structure and salary scales</p> <p>DB introduced the staff restructure paper and explained the benefits of the new and refreshed posts. AM asked if all costs had been included in the proposed restructure. DB said that salaries and all substantial costs had been included but not the costs of advertising roles (eg the Advice Service Team Lead), though she did not think this would be very costly. DB advised that she was taking advice from Peninsula on the restructure, especially in relation to those roles likely to be impacted by changes.</p> <p>DB then talked Trustees through the new ENSA pay scales and pay policy. AH felt that pay grades were still a concern; all contracts have reference to the National Joint Council pay scales so changes require consultation with staff. DB agreed. AH supported the use of the NUS Benchmark Survey paper in benchmarking ENSA salaries.</p> <p>DB went through the next steps in relation to pay: there would be an informal job evaluation exercise carried out by the University HR Dept to look at job size and grading; assuming the Board agreed, an increase in pay for the adviser roles would be awarded to bring them in line with the coordinator roles; staff would be consulted on the pay grades.</p> <p>JR asked that the Board approve the proposed staff structure along with the process for handling its implementation. <b>Board approval granted.</b></p> <p>She also asked for approval for the following: the salary scales (noting that there would be a consultation with staff prior to moving from the NJC scales to ENSA’s own scales) and the use of the NUS benchmark for consistency; for the University HR Dept to evaluate jobs in terms of size; the use of the CIPD data to aid with decisions concerning future salary increases; and the appointment of the Team Lead for Advice along with the increase in pay for advisers. <b>Board approval granted.</b></p> <p>AH said that amendments to contracts should be done all at once.</p>	

<p>AM reminded the CEO that it was important to check that candidates have the right to work, especially in the light of Brexit.</p>	
<p>11. Annual plan for approval</p> <p>DB went through the draft Annual Plan and set out how it reflected the priorities in the Strategic Plan 2021-2024.</p> <p>AKP asked how we will grow our comms output and suggested adding TikTok to reach more students. Also, we should track website users. AM added that it is important to track the numbers following on social media.</p> <p>DB explained that there was still work to be carried out on the process for collecting data, especially around protected characteristics. JR suggested that for this year the aim might be to find the means to collect data on diversity / protected characteristics.</p> <p>AKP also suggested adding the Sustainability Charter actions to the Annual Plan.</p> <p>AM queried how progress on the Annual Plan would be monitored? JR suggested that progress could be monitored at the AGM and through ENSA50, through CEO reports to the Board every six months; and to the University when negotiating funding.</p> <p><b>ACTION: DB</b> to add reference to the Sustainability Charter; update social media aims to include growing the number of outputs; and change the aim from collecting diversity data to seeking the means to collect such data.</p>	<p>DB</p>
<p>12. ENSA Sustainability Charter for sign off</p> <p>HF went through those areas of the Charter where updates or amendments had been made since the last Board meeting, including removing the mention of staff working at the campus located closest to their home; and adding a target to investigate using the cycle to work scheme.</p> <p>AKP suggested changing ‘meat and dairy’ to ‘animal products’ and to make vegetarianism about more than just what happens on campus.</p> <p><b>ACTION: HF</b> to include AKP’s suggestion.</p> <p>JR thanked HF for being proactive in bringing this piece of work to the Board. The <b>Board approved</b> the Charter.</p>	<p>HF</p>
<p>13. Presentation from outgoing sabbaticals</p> <p>The FTOs each made a short presentation outlining the achievements they were most proud of and commenting on what they had learned during the year.</p> <p>AD was pleased with the Referendum result: 10% was a very big challenge. The visibility of the FTOs was really important and he felt that he had made a significant contribution to this.</p>	

<p>NR remarked that did not have the full FTO experience due to Covid; however, he learned a lot from being part of ENSA as he had not been part of an organisation before.</p> <p>HF was pleased with the campaigns on sustainability and also the development of the Sustainability Charter and the Buddy System project. She felt that what students needed was more was honest and direct communication so she made an effort to be present on social media to grow her following; students could see what was happening with ENSA. She also enjoyed interacting with the NUS and other SAs and said she was grateful to be elected for a second year.</p> <p>JR thanked all the FTOs and congratulated them on what they achieved.</p>	
<p>14. Policies development</p> <p>The Board considered the Annual Leave policy. AKP noted that there was some inconsistency around the number of weeks notice required for requesting leave. DB to amend this. The <b>Board approved</b> the Annual Leave policy.</p> <p>DB explained that she had discovered a reasonably well-developed Staff Handbook on the Peninsula portal and suggested that many of the policies contained in this be tweaked to make them more context-specific to ENSA.</p> <p>She suggested that a subset of HRC and a couple of members of staff work together over the summer to progress the policy work.</p> <p>JR said there needed to be a plan for doing this work over the summer and she would discuss with DB how to progress this.</p> <p><b>ACTION: DB</b> to amend Annual Leave policy and work with JR to progress policy work with a small group.</p>	DB
<p>15. Governance Action Plan: trustee and director induction JR introduced the action plan explaining the induction programme</p>	
<p><b>Items for information</b></p>	
<p>16. Minutes of HR Committee held on 26 May 2021 <i>(there were no minutes)</i></p>	
<p>17. Minutes of Finance &amp; Risk Committee held on 3 June 2021 <i>(meeting was cancelled)</i></p>	
<p>18. Summary Finance Report to end May 2021</p>	
<p>19. Dates of Board and committee meetings in 2021/22</p>	
<p>20. Forward schedule of business</p>	
<p style="text-align: center;"><b>Date of next meeting: Wednesday 29 September 5.30pm</b></p>	