

Edinburgh Napier Students' Association
Trustee Board
 MINUTES OF MEETING OF 15 MARCH 2021

Trustees in attendance: Jenny Rees, Chair (JR), Ankit Duggal (AD), Heloisa Fyfe (HF), Nikhil Reddem (NR), Angela Moodie (AM), Amanda Kindness (AK – left meeting at 6pm), Euan Henderson (EH), Aiden Kremin-Pacey (AKP); Rachael Donovan (RD – joined at 5:40pm)

In attendance: Andy Houghton (AH), observer; Dee Bird (DB), CEO

Standing items:	ACTIONS
<p>1. Welcome and apologies</p> <p>JR welcomed everyone to the meeting. She announced that this would be AK's last Board meeting with ENSA. AK had taken the decision to resign as her work commitments had increased since starting her new job at SFC at the end of last year. JR thanked AK for all of her hard work over what had been a challenging period for ENSA. AK had played an important role in setting up the HRC and recruiting trustees, the CEO and the Chair. The Board expressed gratitude for all that AK had done for ENSA.</p> <p>RD has agreed to take on the convenorship of the HRC in the short term in AK's absence.</p> <p>A new trustee will need to be recruited to replace AK.</p>	JLR/ HRC
<p>2. Declarations of interest</p> <ul style="list-style-type: none"> • AK declared SFC to be her employer. • AKP declared ENU as his employer. • All three FTOs also declared a conflict of interest in relation to Agenda 12, Paper 8. 	
<p>3. Minutes of meeting of 10 February 2021</p> <p>The minutes of the 10 February meeting were approved.</p>	
<p>4. Minutes of extraordinary meeting of 1 March 2021</p> <p>The minutes of the 1 March meeting were approved.</p>	
<p>5. Action Log</p> <p>JR went through the actions and noted that a few more had been completed since circulation. JR noted the following:</p> <ul style="list-style-type: none"> • The Risk Register would be considered by the FRC and brought to the May Board meeting. DB would add mitigating actions. ACTION: DB/ALL • The development event for Directors would be delayed until the charity had become incorporated – or was very close to incorporation. • JR would follow up on the potential for training through EVOC. ACTION: JR 	DB / ALL JR

<ul style="list-style-type: none"> The Scheme of Delegation would be kicked off by JR and taken to the FRC in April before being signed off by the Board at its May meeting. ACTION: JR / ALL 	JR/ALL
<p>6. Lennox Reports progress log</p> <p>JR drew members' attention to the sections in red indicating the latest progress against the recommendations. She noted that much work had been carried out to improve staff culture.</p> <p>It was agreed that there was a need to continue to improve the admin for the Board, including improved e-storage. Also, a Trustee / Director's Handbook was required.</p> <p>DB noted that work had been slow in relation to policy development; however, this would be a point of focus for the next several weeks.</p>	JLR/DB/HRC
<p>7. Reports from student president/vice-presidents</p> <p>JR thanked the FTOs for providing short reports on their work.</p> <p>HF highlighted the sustainability activities she'd been working on / contributing to, including a sustainability conference. She also announced that the Hedgehog Friendly Campus Award had now been received.</p> <p>AH asked about the 'Reclaiming the Streets' protests and whether ENSA had done anything about this. HF agreed that gender-based violence was a serious issue and noted that she had put it on the agenda for the next day's discussion at SMOG.</p>	
<p>8. Report from CEO</p> <p>DB updated the Board on the elections and also on progress with the Referendum on the Constitution.</p> <p><u>Elections</u></p> <ul style="list-style-type: none"> As of 15 March, three completed candidate forms had been submitted (one for each role) plus one incomplete form (no position stated) There had been 280 page views on the ENSA site in the last seven days since Friday, 12 March. <p><u>Referendum</u></p> <ul style="list-style-type: none"> 861 votes had been cast as of 12pm on Friday, 12 March, which was an increase of 36 votes over two days following further promotion through the ENSA Newsletter (75 clicks) and Facebook ads (33 clicks) There had been 167 page views in last 7 days since Friday, 12 March. DB informed the Board that a plan was in place to target students at the Bainfield accommodation. Bainfield staff had agreed to distribute flyers at the residence. Also, once more sports clubs had resumed training, ENSA staff would highlight the Referendum to participants in person while observing Covid-19 protocols. <p>DB informed members of progress with an ongoing staffing matter.</p>	

<p>DB drew Trustees' attention to the Impact Report which was produced by ENSA staff to support our funding proposal to the University and also demonstrate our value to our members.</p> <p>AKP suggested using social media impact numbers for any future Impact Report.</p> <p>AH suggested sending the Impact Report to June Boyle, Chair of Court. It was also agreed that it would be sent to ULT. DB: ACTION</p> <p>JR pointed out that there would not be an AGM on 30 March as we had not incorporated but it would be good to share Impact Report at the Student Council meeting anyway. DB: ACTION</p>	<p>DB</p> <p>DB</p>
<p>9. Reports from Committee Chairs</p> <p>HRC: [AK provided her update of the HRC at the start of the meeting before departing at 6pm.] AK informed members that at its last meeting, the HRC Terms of Reference had been approved. Also, EH had offered a number of good suggestions regarding Trustee induction and the production of a Handbook for Trustees / Directors.</p> <p>FRC: AM explained that the last FRC meeting had primarily focused on the accounts and was attended by ENSA's auditors (Azets). It had been a straightforward meeting and no concerns were raised. The FRC had also discussed the staff pay review (which was on the Board agenda). The budget will go to the FRC in April to be approved by the Board at its May meeting.</p>	
<p>For discussion / decision:</p>	
<p>10. Report of Court's consideration of ENSA's Constitution and subsequent actions</p> <p>JR explained that after gaining approval from the Student Council / Reps and the University Secretary, ENSA is now proceeding with elections using the roles outlined in the new Constitution (President and two Co-Presidents).</p> <p>JR said she was hopeful that ENSA would be able to return to Court for approval in June. If voting has reached the required 10% by June, ENSA will seek Court's approval of the new Constitution and then immediately begin the process of incorporation and transition to Board of Directors.</p> <p>If the 10% voter turnout has not been achieved by June we will make a special plea to Court noting the extraordinary circumstances presented by Covid-19.</p> <p>JR pointed out that the current Constitution says that to make a change we need the approval of OSCR; however, our lawyers, Turcan Connell, have said that we only need to inform them of the change, not seek approval. This was probably a misinterpretation of OSCR's requirements that was enshrined in the drafting of the Constitution some years ago. OSCR has no form to submit for approving a change to</p>	

<p>the Constitution which doesn't involve a change of objects. This issue will need to be clarified before the June Court meeting.</p>	
<p>11. Trustees' Report and Financial Statements</p> <p>JR thanked AM for preparing papers <i>a</i> and <i>c</i>, noting that they are very accessible.</p> <p>AM explained Trustees' responsibility in relation to the preparation of the accounts and the need to ensure that they are a fair reflection of the performance of ENSA. The auditors assess the accounts to ensure a true account of the financial year.</p> <p>AM said that the auditor's recommendations were not surprising, eg the need to develop further the Risk Register. Trustees were asked to contribute to the Risk Register which would be considered by the FRC and signed off by the Board in May. ALL: ACTION</p> <p>We have made a deficit due to the loss of commercial income brought about by Covid and challenges with the University. AM noted, however, that we have done relatively well this year in spite of the difficulties and were able to save costs by making efficiencies. ENSA has no debts, no loans, nor has it required any government assistance apart from furlough. ENSA is in a relatively strong position and has turned the corner. We are starting to see our reserves and cash balance go up.</p> <p>The pension liability is a concern, she noted; however, it is a long term liability and is not likely to crystallise. This gives us more security and certainty. Many charities / companies have a similar pension liability situation.</p> <p>AM recommended that accounts are approved.</p> <p>AKP pointed out that his name was spelled incorrectly in the accounts. DB: ACTION</p> <p>In relation to the pension liability, AM said it's common practice that we notify OSCR when there is a 'notifiable event' – in this case the significant increase in our pension liability. AM will draft a brief letter to OSCR to accompany the accounts. AM: ACTION</p> <p>AKP asked if we have spoken to anyone formally about the pension liability to which AM responded that the Board has taken professional advice through someone at PWC. Also, JR attended the SUSS AGM and came away with realisation that there really aren't options other than continue to pay it. AM agreed.</p> <p>The Board approved the accounts. JR will sign accounts. JR: ACTION</p> <p>DB was asked to pass on thanks to the Finance Officer for her work on the accounts. DB: ACTION</p>	<p>ALL</p> <p>DB</p> <p>AM</p> <p>JR</p> <p>DB</p>
<p>12. Staff and Officer Pay for 2020-21 and 2021-22</p> <p>DB introduced the paper on staff and Officer pay, pointing out that the NJC pay increase of 2.75% from last April had not been awarded as ENSA was in a difficult financial situation due to both Covid-19 and the lack of strategic funds from the University. DB asked Trustees to consider whether they wished to back date the pay award at this time.</p>	

<p>AH asked about affordability; AM said there was a need to continue to be careful in relation to ENSA's financial position.</p> <p>AKP suggested waiting until September to see how things were going with commercial income generation and then review the situation. It was agreed that this was a good approach. ENSA's financial situation will be clearer come September at which time a pay award might be made dependent upon affordability.</p> <p>DB also pointed out that there was a need to look more closely at the use of the NJC pay scales and decide whether they were the most suitable, noting that the National Joint Council (NJC) was for England, Wales and NI. Scotland has its own SJC pay scales.</p> <p>It was also agreed to undertake a review of staff and Officer pay grades at the next HRC meeting. DB would prepare a paper. DB: ACTION</p>	DB
<p>13. Sustainability Charter</p> <p>HF introduced the Sustainability Charter and explained that in developing it she had consulted with the Sustainability Society. HF emphasised that ENSA should always consider sustainability and the impact on the environment when taking decisions. She noted that other SA/SUs have such charters. ENSA should take a sustainable approach to procurement, energy, water usage and also the ENSA vehicle. ENSA should also be proactive in promoting sustainable ways of living to students and encourage the University to think in terms of sustainability, eg the food sold on campus and also the 'green curriculum'.</p> <p>AKP said he liked the Charter and suggested adding a few points: the people element is missing, eg sustainable employment and how employees are treated; also there could be something about using local companies for procurement.</p> <p>AM agreed that it was a very good paper and suggested that SMART targets be included, perhaps one target under each sub headings.</p> <p>JR thanked everyone for their comments and HF for the paper. HF to bring back in May or June: ACTION</p>	HF
<p>14. Governance Action Plan</p> <p>JR gave an update on the Governance Action Plan. A Register of Interest has now been created. Trustees were asked to fill it in and send to DB so that it could be put on the ENSA website. ALL: ACTION</p>	ALL
Items for information	
<p>15. Report from SUSS pension scheme AGM 16. Minutes of HR Committee held on 24 February 2021 17. Minutes of Finance & Risk Committee held on 3 March 2021</p>	

18. Summary Finance Report to end February 2021	
19. Forward schedule of business	
Date of next meeting: Wednesday 5 May 5.30pm	