

Edinburgh Napier Students' Association

Trustee Board

MINUTES OF MEETING HELD ON 9 December 2020

Some items have been redacted for the purposes of confidentiality. Full disclosure was made to the Board.
(via Microsoft Teams)

Present: Tom Clark (Chair) (TC); Euan Henderson (EH); Heloisa Fyfe (HF); Amanda Kindness (AK); Angela Moodie (AM); Julie Reynolds (JR); Rachael Donovan (RD); Aidan Kremin-Pacey (AKP); Ankit Duggal (AD), arrived 6pm

In attendance: Jenny Rees (JLR); Dee Bird (DB)

Absent: Nikhil Reddem

Apologies: Andy Houghton (non-voting member)

	Actions
<p>1.0 Welcome (membership and attendance)</p> <p>The Chair welcomed everyone to the meeting and asked members to introduce themselves for the benefit of the new Student Lay Trustee Aiden Kremin-Pacey</p> <p>1.1 <u>Declarations of Interest</u></p> <ul style="list-style-type: none"> • JLR declared that she would complete her paid assignment as interim Head of ENSA on Friday 11 December 2020. She expected to take up the volunteer role of Chair of the Board of ENSA from 1 January 2021. • AK declared SFC as her employer. <p>1.2 <u>Appointment of new Trustees</u></p> <ul style="list-style-type: none"> • The Chair sought formal approval for the appointment of two new trustees: an External Lay trustee and Chair of the Board (JLR), and a Student Lay Trustee (AKP). The Board unanimously approved their appointment. Both trustees were recruited through a competitive recruitment process led by the HR Committee. • JLR will serve as Chair for a period of three years as agreed by the HR Committee. • The two new trustees replace the outgoing Student Lay Trustee and Interim Chair (TC) and External Lay Trustee (JR). 	
<p>2.0 Minutes of last meeting</p> <p>As the minutes of the meeting held on 21 October were circulated late, it was agreed that more time would be given to approve these. The Chair would seek approval from voting members outside the meeting.</p>	

<p>Action: TC to circulate minutes and gain approval.</p>	<p>TC</p>
<p>3.0 Updates from FTOs</p> <p><u>HF, VP Representation and Volunteering:</u></p> <ul style="list-style-type: none"> • Rep Forums had been held for each campus and these were proving useful to capture ideas and issues of concern • Student Council was well attended at the ‘Referendum Special’ meeting in November during which members were informed of changes to the Constitution and the importance of the Referendum. The Principal and VP Learning & Teaching were both in attendance and there was an opportunity for students to break into groups to talk about their experiences of university during Covid-19. • The Buddy System project, championed by HF, has received funding as part of the Enhancement Theme work. • Sustainability Charter – HF is drafting this and will present a paper to the Board in February for feedback. • Student Partnership Agreement – work has begun on the SPA with HF/AD/DB liaising with staff from the Department of Enhancement of Learning & Teaching. <p><u>NR and AD circulated FTO updates after the meeting via email (see Appendix)</u></p> <p>Action:</p> <ul style="list-style-type: none"> • HF to share initial draft of Sustainability Charter at Feb Board meeting <p>4.0 CEO Update</p> <ul style="list-style-type: none"> • Progress against Lennox Reports: JLR and DB met with Ann Campbell to discuss the context around the reports and ask for greater clarity esp for report 4 on fraud; policy work was underway as of that morning (9 Dec); staff working in teams with expectation that there will be an initial draft produced for first round of policies (Blitz 1) before Christmas break or early Jan; meeting scheduled with Unison for Monday to discuss their involvement as the policy work will affect Ts&Cs. <ul style="list-style-type: none"> - JLR suggested that the Board should develop a plan of action for Governance Procedures. - It was agreed that TC would ask Lennox for shortened reports to share with the University. - DB will track and report on progress against Lennox recommendations. 	<p>HF</p>

<ul style="list-style-type: none"> • ENU / ENSA relationship: going well; positive meetings with Director of Finance to discuss funding; University and Student Association Forum (USAF): the Principal attended, again positive – sense of working together for students; Advice Team has been making deeper, more formalised connections with university departments; it presented to Wellbeing & Inclusion Team with Director of Student Services present – good way to showcase Advice Team’s range of offer and level of professionalism; plan to do the same for other departments including Fees, International, and Widening Participation Teams. • Referendum – now live; anticipate open for 10 weeks (or more); ENU offered to help support; incentives being offered to engage students <p>[REDACTED]</p> <p>[REDACTED]</p> <p><u>Actions:</u></p> <ul style="list-style-type: none"> • DB to use existing spreadsheet to track progress against Lennox recommendations • Members of the Board should develop a plan of action for Governance Procedures • TC to ask Lennox (Anne Campbell) for abbreviated reports • [REDACTED] 	<p>DB Board TC DB DB, RD</p>
<p>5.0 ENSA – ENU Documents</p> <p><u>5.1 Incorporation Process (JLR) (paper)</u></p> <p>JLR updated members on the status of the Constitution and Schedules, explained the process for incorporation and asked for approval of the Memorandum of Articles of Association.</p>	

JLR made the following points:

- At its meeting in November, Court approved all changes to the draft Constitution with the exception of the requirement to hold a Referendum with 10% of the student body voting. This was, therefore, written back in. Court approved the Code of Practice.
- JLR has carried out further work on the Constitution to tidy the schedules; the document is now much shorter.
- Reference to Sports and Societies is included in the Constitution to ensure responsibilities for these are kept with ENSA.
- If the Referendum, which went live at the beginning of December, achieves its required 10% turnout and there is a majority vote in favour, the fully revised Constitution and Schedules will be presented to Court on 22 February 2021 for its final approval.
- The process of incorporation should be straightforward and can, potentially, be achieved within a couple of weeks after the Constitution is approved by Court.
- Turcan Connell, ENSA's legal advisors, would support the move to incorporation including acting on ENSA's behalf in communicating with OSCR and Companies House.
- Upon incorporation, the Board of Trustees would become the Board of Directors.

HF asked if students will run in elections in 2021 with the new roles (three co-presidents) as the timing of elections and completion of the Constitution approval process may not coincide. JLR replied that the elections in March should use the new roles.

5.2 The Corporate Trustee (JLR) (paper)

JLR introduced The Corporate Trustee paper and explained that the Memorandum of Articles of Association is a relatively standardised document and is required for incorporation.

The Board was asked to approve the Memorandum of Articles of Association; however, after some discussion the decision was taken to delay approval until more members had time to digest the material.

Action: TC would seek approval for the Memorandum of Articles of Association outside the meeting.

TC

5.3 SUSS Pension Liability update (JLR) (paper)

JLR introduced the paper on pension liability and pointed out that ENSA is not in any way unique in carrying a substantial pension liability. She also pointed out that:

- ENSA has five past employees and two current employees enrolled in the scheme
- The aim is to pay it off by 2035
- Were a section 75 to be triggered, ENSA would have to find £1.5m to withdraw from the scheme

<p>JLR plans to attend the Ross Trustee AGM in February in her role as Chair of ENSA.</p> <p>AK asked if there was anything that students could do about this, if they could campaign against the unfairness of the scheme as it disadvantages young people. AM responded that there was nothing to be done but to continue to pay it off and, echoing JLR's earlier comments, noted that other pension schemes were in the same position.</p> <p>AM offered to ask a friend who specialises in this area to look at this for ENSA and either he or AM would report back at the February Board meeting.</p> <p>Actions:</p> <ul style="list-style-type: none"> • JLR to attend Ross Trustee AGM in February • AM to approach friend to find out more information 	<p>JLR AM</p>
<p>6.0 Financial Update</p> <p>Copies of the updated cash flow and budget were circulated in advance.</p> <p>JLR said that she'd been pleased with the funding discussions with ENU and reported that the University had agreed to the following: £460K core, £30K towards JLR and DB's salaries and £80K for 'strategic development funding' to allow ENSA to 'get its house in order'. £20K per quarter would be released as ENSA reports on progress on areas such as strategic planning and policy development. She also reported the following:</p> <ul style="list-style-type: none"> • The revised cash flow projections showed ENSA to be cash neutral by the end of this financial year. • By the end of 2022, ENSA is forecasted to have four months' worth of reserves. • A revised draft Financial Memorandum, which would take effect by early next year, was sent to the VP L&T and the Director of Finance for comment. This contains some numerical KPIs and some activities to be achieved (for example, the production of a multi-year strategic plan). <p>In the light of the improved financial position, DB asked the Board to agree a Christmas bonus of £100 for staff (the usual bonus is £50 cash) in recognition of the difficult working conditions due to Covid-19. AM pointed out that a cash bonus would be taxable. She suggested offering a voucher instead and members agreed. DB and HF were tasked with exploring appropriate vouchers (giving a choice beyond an Amazon voucher).</p> <p>DB also brought to the Board's attention that at least three staff had purchased their own IT equipment to enable them to work from home. DB had had conversations with these staff members some weeks before and it was clear that they did not wish for ENSA to purchase the laptops from them as they were also for personal use. Board members were concerned about the out-of-pocket expenses and agreed that DB would investigate the possibility of ENSA providing</p>	

<p>some compensation (up to £150) for staff who had purchased laptops since lockdown. It was agreed this needed to be handled sensitively as many staff were using their own (pre-Covid) IT equipment for home working and there was a question of fairness in compensating only those staff who had purchased IT recently.</p> <p>Actions:</p> <ul style="list-style-type: none"> • DB and HF to look into voucher choices in lieu of the usual staff bonus. • DB to investigate possibility of reimbursing staff who had purchased IT for home working. 	<p>DB, HF DB</p>
<p>7.0 Developing a Multi-Year Strategic Plan (DB) (paper)</p> <p>DB presented the paper and sought (and gained) the Board’s agreement on the proposed three-year timescale (2021-2024) and timeline for consultation, with final sign off by the Board in April / May 2021.</p> <p>DB pointed out that a significant focus of the strategy would be getting ENSA’s house in order and the NUS Quality Student Union Framework would support this. A_ suggested that we might want to look at other frameworks, for example, LGBT Scotland, and noted that the NUS QSU Framework lacks reference to digital. All agreed that digital was important and needed to be included in the strategy.</p> <p>The Board wanted the opportunity to feed into the strategy prior to the February Board meeting when an initial draft would be presented. JLR, the incoming Chair, said she would be meeting with trustees individually and would seek their views during these conversations in January.</p> <p>AK pointed out that some work had been done earlier in the year on strategic planning and she would share this with DB.</p> <p>Actions:</p> <ul style="list-style-type: none"> • JLR to seek input from trustees in January during 1:1 meetings. • AK to share existing strategy with DB. • DB to provide an initial draft for the February Board meeting. 	<p>JLR AK DB</p>
<p>8.0 Committee Updates</p> <p>8.1 HR Committee</p> <p>AK, Interim Chair of the HR Committee, reported the following:</p> <ul style="list-style-type: none"> • Board induction had been completed • The policy work, as recommended by Lennox, was now underway • There had been one complaint received from a student (mentioned above) 	

<ul style="list-style-type: none"> • The Committee had successfully recruited new trustees, including the new Chair <p><u>8.2 Finance and Risk Committee</u></p> <p>AM, Chair of the FRC, emphasised that now that ENSA was in a cash neutral position, the focus for next year should be on moving into a cash positive situation. She also mentioned that:</p> <ul style="list-style-type: none"> • The statutory accounts were still at draft stage, though nearly ready • Andy Mc Goff had provided a statement to sign off the going concern. <p>AM asked that everyone access the Risk Register on Teams and add to it by 31 December.</p> <p>Also, she pointed out that the FRC needed more members in order to be quorum and asked trustees to consider joining.</p> <p><u>Actions:</u></p> <ul style="list-style-type: none"> • Update / add to the Risk Register by 31 December • Trustees to consider joining the FRC 	<p>All Board members</p>
<p>9.0 Farewells</p> <p>As this was the final meeting for the interim Chair, TC, and external lay trustee, JR, everyone thanked them for their service to ENSA and acknowledged that they had done an excellent job during a very challenging time. It was noted that TC, in particular, had taken on the interim Chair position after a very difficult year for ENSA in 2019, quickly followed by the onset of Covid-19, and the departure of the General Manager. All agreed that he had done an outstanding job and was commended for his efforts.</p> <p>Finally, JLR was thanked for her work as Interim Head of ENSA and members agreed that the organisation was very fortunate to have her as the new Chair starting 1 January.</p>	