

## Edinburgh Napier Students' Association Trustee Board

### BOARD MINUTES

5 May 2021

Trustees present: Jenny Rees, Chair (JR), Ankit Duggal (AD), Heloisa Fyfe (HF), Nikhil Reddem (NR), Angela Moodie (AM), Aiden Kremin-Pacey (AKP); Rachael Donovan (RD)

Apologies: Euan Henderson (EH)

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

<b>Standing items:</b>	<b>Actions</b>
<p><b>1. Welcome and apologies</b></p> <p>The Chair welcomed everyone to the meeting and noted that EH had given his apologies in advance.</p> <p>JR and HF announced the winners of the election: Emily Divine (Co-Pres Sport &amp; Wellbeing), Matthew Akinpelu (Co-Pres Education &amp; Employability) and Heloisa Fyfe (President Societies and Communities). All congratulated HF on her re-election.</p> <p>Trustees were reminded that at its meeting in March, Amanda Kindness had stepped down from the Board. Recruitment for a new External Trustee had begun with a closing date of 6 June.</p>	
<p><b>2. Declarations of interest</b></p> <p>HF declared an interest in relation to paper 11 concerning pay grades.</p>	
<p><b>3. Minutes of previous meeting</b></p> <p>Minutes of the meeting on 15 March were approved.</p>	
<p><b>4. Action Log</b></p> <p>DB and JR went through the Action Log, noting that most actions had been completed, though some were remaining around Trustee / Director induction.</p> <p>JR hoped that the Referendum would achieve the votes required before the next Board meeting and in time for the Constitution to be approved at the 21 June meeting of Court, at which point Trustees would be inducted as Directors of the newly incorporated charity.</p>	
<p><b>5. Lennox Recommendations Log</b></p> <p>Trustees noted that much work had been done and significant progress made, though policy development had been slower than expected. JR stated that there was a need to document our legal obligations.</p> <p>It was agreed to continue with the Lennox Recommendations Log for now and that it should be brought back to the June meeting, after which point Trustees may decide that it was no longer needed. ACTION: DB to bring Lennox Log to June meeting.</p>	DB

<p>JR said that she had attended the March meeting of Student Council and that the Board ought to be visible and engaged in ENSA. As soon as Covid restrictions allowed, Trustees would meet with staff to get to know the organisation better.</p> <p>Trustees hoped to be able to meet face to face for the September Board meeting.</p>	
<p><b>6. Reports from student president/vice-presidents</b></p> <p>FTOs provided a brief update on activities:</p> <p>AD continues to engage students on campus whenever possible to promote the Referendum.</p> <p>NR explained that some recreational sport was now up and running; cricket had good participation and students were asking for more sessions.</p> <p>HF highlighted that an intern from the School of Computing had been recruited to work on the Buddy System, funded through QAA Enhancement Theme funds. HF had also been interviewed by sparqs on student engagement; the interview was circulated on social media.</p>	
<p><b>7. Report from CEO</b></p> <p>Referendum: The Referendum was being promoted through a number of channels to increase engagement, eg through the ENSA and ENU Newsletters. JR wanted to know the likelihood of meeting the required votes in the Referendum; DB replied that it was reasonable to expect to get within 100 votes; currently another 186 votes were required. DB was considering new incentives to increase the number of votes. AH asked how to be sure that students were not voting twice; DB responded that voting was done electronically and students must enter their matric number.</p> <p>External meetings: At the recommendation of sparqs, DB met with GSASA / GSA to talk about improving the SA/institution partnership. DB spoke about the usefulness of USAF in building the relationship and improving communications; she shared the recently developed Student Partnership Agreement.</p> <p>ENU meeting: The Advice Service has scheduled a meeting with the new ENU Safeguarding Officer – a number of ENSA staff are due to attend as safeguarding is important across many areas of the organisation.</p> <p>Trustee recruitment: The External Lay Trustee opportunity advertised via LinkedIn had attracted three applications so far. Closing date set for 6 June.</p> <p>Elections: RD asked if the complaints during the election were anything to be concerned about. DB said ‘no’; these were normal and dealt with easily.</p>	
<p><b>8. Reports from Committee Chairs</b></p>	

<p>HRC: RD said that the main item of the last HRC meeting was on the agenda for discussion.</p> <p>FRC: AM mentioned that we need to re-tender for our auditors. Otherwise, most items from the recent FRC were to be discussed elsewhere on the agenda. ACTION: AM / DB to re-tender for auditors.</p> <p>AKP pointed out that his name had been misspelled in the FRC minute. ACTION: DB to correct.</p>	<p>AM/DB</p> <p>DB</p>
<p><b>For discussion / decision:</b></p>	
<p><b>9. Progress with the Financial Memorandum and University confirmation of funding for 2021/22:</b></p> <p>DB provided an oral update. She reported that she met with the VP L&amp;T and (separately) Director of Finance and that both meetings were very positive. The FM remains with the Finance Director, who was apologetic for not having had time to look at it.</p> <p>The VP L&amp;T (Alyson Tobin (AT)) was generally happy with the funding proposal; DB/AT agreed there was a need to add more around KPIs, where possible, once Board signed off Strategy. AT said it was a bit too early for the University to give final sign off on funding but she was not expecting any problems with the £460K + £80K.</p> <p>JR asked about certainty around funding from Uni. DB said that this was still positive and had been given no reason to feel concerned.</p>	
<p><b>10. Budget and cash flow projection for 2021/22 for approval</b></p> <p>AM introduced the budget highlighting the following: we are forecasting a modest surplus of £9.5K which means that, although ENSA's reserves will increase by £9.5K, we will still not be operating within our reserves policy (4-6 months). The forecasted budget means that we will have about 3.3 months' worth of reserves – approx. £40K short of 4 months. However, given our financial position last year and the impact of Covid restrictions this year, AM felt that the budget and cash flow projections were realistic.</p> <p>All agreed that there is a need to increase income through events as soon as Covid restrictions eased.</p> <p>DB said that the budget included a 1.5% cost of living increase from September, in line with what was agreed by the Board previously.</p> <p>AM recommended approving the 2021-22 budget. Trustees were content with the budget as it was presented and <b>approved</b> it.</p> <p>JR mentioned that she was pleased with the clearer reporting.</p>	

<p><b>11. ENSA Strategic Plan for approval</b></p> <p>DB introduced the Strategy, highlighting some additions since it was last seen by the Board, eg promoting opportunities for students to get involved in the community through volunteering or attending local events.</p> <p>HF suggested removing the words ‘men or women’ under the section on sports and societies; and in the wellbeing section use LGBT+ instead of LGBT.</p> <p>AH asked about support for international students and Global Online; this should be made more explicit in strategy. DB agreed to foreground the support for Global Online.</p> <p>The Board <b>approved</b> the Strategic Plan subject to the suggested additions / changes. ACTION: DB to make changes outlined above.</p> <p>JR said that the Annual Plan would be presented to the Board at its meeting in June. ACTION: DB to bring Annual Plan to June meeting.</p>	<p>DB</p> <p>DB</p>
<p><b>12. Sustainability Charter for approval</b></p> <p>HF explained the process of putting together the Charter and pointed out that targets had been added in red, some internal to ENSA and some external.</p> <p>AKP suggested that the Charter, once ready, should be enhanced through graphic design to share with students.</p> <p>AKP and DB felt that allowing staff to be able to choose which campus to work from would be problematic and that this should be re-worded or removed. AKP also suggested adding a target in relation to the student learning experience / outcomes. RD agreed that there could be more about learning outcomes for students.</p> <p>RD asked if ENSA is a part of the cycle to work scheme. ACTION: DB to investigate.</p> <p>ACTION: HF to make changes based on feedback and bring back to June meeting for final approval.</p> <p>AM asked about monitoring and reporting going forward. HF said could report at Board meetings. JR to put Charter on agenda for at least once a year.</p>	<p>DB</p> <p>HF</p> <p>JR</p>
<p><b>13. Risk Register for approval</b></p> <p>JR introduced the Risk Register and pointed out that ENSA has not had a RR before so it is exciting to have one ready for approval.</p> <p>AM went through development of the RR: there are 29 risks at the moment, the top two are the pension deficit and student engagement – which, AM, said were</p>	

<p>appropriate. ENSA needs to monitor the pension deficit carefully and focus on increasing student engagement. This is a live document and Trustees should expect it to evolve over time. FRC will monitor the RR, adding to it as necessary. It will be a standing item on the FRC agenda and brought to the Board as necessary.</p> <p>AKP asked where will it be stored. AM and DB to consider. It is currently kept in the FRC folder on Teams. ACTION: AM / DB</p> <p>The Board <b>approved</b> the Risk Register.</p>	<p>AM/DB</p>
<p><b>14. Governance Action Plan: Scheme of Delegation for approval</b></p> <p>JR introduced the Scheme of Delegation, explaining why it was needed, tying it back to the Lennox Report: it is part of our internal controls and clarifies what is delegated to the CEO. JR reminded everyone that the Board retains responsibility; authority is delegated.</p> <p>JR highlighted the following from the Scheme of Delegation: Any expenditures over £20K are for the Board to decide; under £20K it is for the CEO. JR revised the first draft to allow for the CEO to approve payroll up to £40K, the usual payroll amount. In terms of staff recruitment, the CEO can recruit to roles with a salary below £35K (still staying within the agreed annual budget); roles above £35K need to go through the Board.</p> <p>AKP asked about the fourth para under the Budget Authority Framework re: dismissal. JR agreed that clarification was needed: dismissal of staff would follow ENSA policy for discipline / dismissal and appeal level would involve Board members. ACTION JR/DB</p> <p>Board <b>approved</b> with the change as above.</p>	<p>DB/JR</p>
<p><b>15. Pay grades of officers and staff for discussion</b></p> <p>HF asked if should leave due to a conflict of interest; however, the Chair decided that this was not necessary as the paper was primarily concerned with career staff.</p> <p>DB went through the background of the paper and explained how ENSA compares with other SAs in terms of pay. Broadly speaking, ENSA's pay is in line with other students' associations across the UK, when London is excluded. She also put forward an argument for ENSA creating its own salary scales based on the NJC scales. DB explained that, from her recent discussions with other CEOs in the sector, most SAs either already have their own salary scales or are in the process of developing them to give more control over pay awards.</p> <p>In relation to salary scales, AH said that while the continued use of the NJC scales would limit administration, he was concerned that cost of living increases negotiated by unions could become unaffordable. DB agreed and pointed out that we were already in this situation which is why the 2020 pay increase had not been awarded.</p>	

<p>AH also pointed out that there was a need to consider fairness in grading jobs and offered to check with colleagues in the HR sector to understand how ENSA might go about evaluating jobs to ensure the pay grades were fair and consistent. ACTION: AH to investigate job-evaluation approaches</p> <p>JR explained that ENSA is not 'adrift' in terms of salaries; most roles appear to be in line with other SA/SUs; however, if we come off of the NJC scales and create our own, we will need to provide a clear explanation for this and demonstrate fairness and consistency across the pay grades.</p> <p>JR supported moving away from the NJC scales and noted the complications involved in moving on to the Scottish Joint Council (SJC) scales; moving from the NJC to the SJC scales would be complicated and we would still be in the same position of being tied to trade union negotiations. JR pointed out that as a SA we are not obliged to negotiate directly with unions. We can justify creating our own salary scales, based on the existing scales; this should not be very difficult if done with care.</p> <p>AD asked about FTO pay and JR explained that this would be a part of a wider review. DB reminded AD of the paper that went to the Board in March re: FTO pay.</p> <p>JR explained that the intended staff structure to support the new strategy would be presented at the June Board meeting. AM asked for the new staffing structure to take into account the agreed Budget. DB agreed.</p> <p>ACTION: DB to present paper on staff structure and include salary grades</p>	<p>AH</p> <p>DB</p>
<p>16. Update on policy development process</p> <p>DB reported that the Family Friendly (Maternity, Partner and Adoption leave) and Annual Leave policies were ready to be presented to the HRC. Also, much work had been carried out on the Financial Policies and Procedures, though it was not ready for final approval. AM offered to review a draft. ACTION: DB to share the financial policies and procedures with AM by mid-May.</p>	<p>DB</p>
<p><b>Items for information</b></p>	
<p>17. Minutes of Finance &amp; Risk Committee held on 22 April 2021</p>	
<p>18. Summary Finance Report to end April 2021</p>	
<p>19. Forward schedule of business</p>	
<p><b>Date of next meeting: Wednesday 9 June 5.30pm</b></p>	