



Minutes of the Turnaround Board meeting held on Wednesday 10th February 2016 in the Boardroom, Paisley Campus at 2pm.

1. Sederunt Present

Jack Douglas	JD	President (Chair)
Simon Cain	SC	Sports President
John Black	JB	Depute President Education and Welfare
Douglas McWhirter	DMcW	Campus President (Hamilton)
Al Powell	AP	Development Consultant NUSUK
Donna McMillan	DMcM	Secretary to Court & Director of Corporate Support

2. In Attendance

Audrey-Clare Burns	ACB	Interim Director
Janine Hunt	JH	Chief Executive
Bryce Hamilton	BH	Finance Manager (for part of the meeting)
Aileen McColl	AMcC	Admin Assistant (minute taker)

Observers

Allan Miller	AM	External Trustee
John Turner	JT	External Trustee
Samantha Robertson	SR	External Trustee
Arlane Fleming	AF	External Trustee
Martyn Cosh	MC	Student Trustee

3. Apologies

None tendered

4. Minutes and Matters Arising

Minutes from the last turnaround board held on 26th October with the addition of referred to by **D.McM** of risk register needed, were accepted.

Noted that Ayr Campus President (Herborg Hansen) has resigned so will no longer be a member of the Board.

5. Items of Business

a. Organisation & Governance – Paper 5a attached

Trustee Recruitment –

5 External Trustees (1 being a Student Trustee) were appointed on 19th January, they were sent out packs with the job description agreed at last TAB, with the Education Act 1994 included. All OSCR forms have been returned and will be held on our premises as SAUWS can be asked to produce these for inspection.

When the new sabbaticals officers take office they will be asked to sign the appropriate form and be invited to training along with the current Trustees.

Draft Risk Register –

This was discussed at previous meetings; **ACB** said she could provide the template being used at Stirling University Students' Association, this is now tailored to our own Association. **JH** and **ACB** have highlighted where there are structures in place to mitigate the risks and matters which will require attention. **ACB** said the template she uses is a simple register being only 9 boxes so you can clearly see the movement in risk status.

DMcM suggested SAUWS could share the risk registers with UWS. It was agreed the Turnaround Board should turn this over to the Board of Trustees and review this at the first full Board meeting.

The meeting noted the draft as a positive step forward and remitted it to the new Board for noting and an action plan to be drafted.

JT (Observer) asked if the amount of high risk areas is inherent of what needs to be fixed. Systems and processes are needed as the organisation is not in a completely stable state. **ACB** replied, SAUWS urgently need to get processes in place. Now Janine is in position she will be able to evaluate this more fully as to most important areas.

NUS Diagnostic Report 2014 –

This is to be given to the new Board for noting as it constitutes the start of the transformation of the charity. Questions were asked about the detail of the report and it was agreed to be shared with the staff group.

ACB noted that many of the comments within the report could be ameliorated if SAUWS were to apply for the NUS Quality Mark. This is a process self-audit. The risk register would sit in tandem with this. Audrey said this would be a good way to go forward in the future.

AP asked if there would be sub committees set up. The NUS diagnostic report was there for information as a benchmark.

JT (Observer) asked for clarification on have staff seen the diagnostic report?

ACTION: Janine to check NUS and University of Northumbria Commercial Report is shared with staff management – Action completed.

b. Sabbatical Review –

There was a new constitution adopted in August 2015; the process involved lots of consultation with members, focus groups, Student Voice and discussions from Campus Presidents. The biggest challenge for changing from Campus Presidents is the new roles need to have specific remits.

It was also recognised that The Educational Officer (depute vice President) currently has a wide ranging remit.

Finance accountability is historically the remit of the President; this should be reviewed next year to ensure it is working efficiently to oversee the development of processes and procedures. The UWS feels there needs to be a senior representative like the 'President role' to be able to meet the constitutional responsibilities in the UWS Court.

D.McM is keen to see more detail in the proposed process for nominations and elections. There will also be paid part time liberation officers for 2016/2017 and the remuneration of these post holders needs to be resolved in the future.

There would be an election for 4 Presidents (President of Education, President of Societies & Citizenship, President of Student Support and President of Sport and Wellbeing).

D.McM was interested within this flat structure, asking what would be the default position if no one wanted to stand for the senior representative position, and asked for the draft election policy. The policy is yet to be discussed and is draft only.

D.McM also noted that there had been ongoing useful dialogue with the President and Chief Executive regarding the proposed sabbatical model and that the University has some issues and comments on this, particularly the role within the university constitution for named single President who also had financial accountability.

D.McM stated that she had observed that while the revised SAUWS constitution included a para (Bye Law 2.3c) on there being a second election after the election of the four sabbaticals for the election of the senior student representative and the second student court rep, there was not clarity on what would happen if none of the four elected sabbaticals agreed to stand for these two roles. It was **DMcM's** understanding that the Turnaround Board was clear in that there must be clarity on the role of the Senior Student Representative taking on the lead responsibility and accountability role. The Board **agreed** the election website T&C and other communications should be amended to include the full detail of the role of the Senior Student Representative and second court rep (explicitly covering the full role and responsibilities currently undertaken by the SAUWS President, including financial accountabilities) and the fact that at least two of the four sabbaticals elected would need to stand for election as the Senior Student Representative and second court rep.

D.McM asked that the SAUWS executive and the trustees assure themselves that the proposed changes to the SAUWS constitution and byelaws had been through the due process outlined in section 15 and 16 in terms of reference and (for the constitutional amendments) and two-thirds majority of either the Board or the Student Voice (for bye-law amendment's). JD assured the Board that the correct process had been followed.

D.McM noted that nominations had opened for the election to the new model but subject to the ratification of the change to the constitution (i.e. from 5 to 4 sabbaticals) and to note the change to the byelaws at the April Court meeting.

ACTION: CEO to send the copy of the draft election policy for the Senior Student Representative for UWS comment.

The meeting **agreed** that there should be a review within a year for 2016/17 of the process of new sabbatical structures.

David Devlin (Membership Manager) acts as a Deputy Returning Officer in the elections and will explain the roles and job descriptions to prospective candidates. All the Sabbaticals will also have a contract of employment in the future stating expectations of the roles and terms of engagement.

It was noted that some candidates may withdraw as they get to understand the full extent of the remits. The University would recommend making explicit now that one or two of these posts have particular senior remits, such as financial accountability is the remit of the current President.

ACB advised Stirling University has School Officers and are paid by the University, they are above Student Reps, and they have found this is a good grounding for getting Sabbatical Officers, as they are well aware of the governance requirements. Direct learning and teaching department interviews them; they have job descriptions and need to adhere to them.

All **agreed** the need to ensure the constitution is workable and how SAUWS would deliver this under the proposed amendments to Section 15 of the constitution.

For colleagues of the University it is recognised this is a challenging model, it may be wise to review this to ensure the roles are being fulfilled effectively at the end of 16/17.

c. Court Report -

The court report was read and accepted; there were no questions or points raised.

d. Finance –

BH, (Finance Manager - Observer) entered the meeting at 14.50 explaining SAUWS had hoped to have the final 14/15 charity accounts to be signed off today, but unfortunately the Board does not yet have them from Ernst & Young. It is now anticipated it will be within a week before the Board will receive final version.

BH explained that SAUWS have had final comments; mainly minor cosmetic changes are required. SAUWS also have the auditor's recommendations presented in draft to the meeting.

JB asked if it normally takes this length of time to get final accounts, it was explained Ernst & Young are traditionally the University auditors and SAUWS have been a small part of their work, although SAUWS pay them separately. The Board have a letter of representation for 14/15 accounts which the meeting noted for discussion in the future.

The recommendations of the auditors are worth reviewing at next meeting, Ernst & Young have been doing our accounts for many years, SAUWS had recent productive conversations with the auditor on the management of projects, and there were a lot of historical accounts which BH was able to close down that had been left open up until the end of July 2015.

It was recommended SAUWS should have "Client Accounts" which would be like private accounts for Clubs & Societies with their own ledger but part of the SAUWS bank account. Until now SAUWS has had a practice of clawing back any money left over at the end of financial year from clubs and societies. This would be a good method to be able to account easily for club's money, how budgets were allocated, and each club should have a nominal code to show sustainability for one year to next. Ernst & Young recommend this is put into practice in the future.

ACB commented that it should encourage student engagement and fund raising.

SC and **D.McW** agreed this would be a better way of doing things. With fundraising going into a private account and budget into ACS account. **JB** said there would be more control of clubs and societies monies this way.

The TAB endorsed this as a recommendation remitted to the Board.

SAUWS have had collaboration with UWS for accounts management, Bryce does the work on the accounts and they are passed to UWS for accruals / management etc. in this process there are potential procedural issues. It is felt SAUWS should be doing our own accounts from 16/17. SAUWS have the skill set in house to do that, the end of July is end of our accounting year, it is proposed SAUWS should take on our own accounts then. The Finance Manager post was only created last year and this development work requires to be fully implemented. This is for the new Board to take forward.

BH was asked how confident SAUWS were at reducing the forecasted commercial loss of £24,297, the meeting noted the Board were confident SAUWS would make up a portion of this with projected increased commercial revenue. Audrey said when commercial interventions happen SAUWS would see them through the figures, from February 2016 onwards SAUWS should be confident that the figures are accurate, and within a year the Board can start to see what is working and what is not.

New cost centres have already been put in place within the financial model and will show this more clearly where expenditure is being undertaken and will show each cost centre with overheads included.

Action: Bryce to implement this work and feedback to Board for a more full discussion in the future.

JH explained the peaks and troughs of our commercial trading compared to the University year. SAUWS also have auditors who do not undertake an in depth audit, so perhaps SAUWS should commission internal audits in the future.

ACB said SAUWS need an analysis of commercial services' expenditure when no students are around in June to August; SAUWS are losing a lot of money in staffing when there is no trading and the Board needs to review this.

It was asked if it would be prudent to establish a Finance & Resource Committee.

TAB agreed to recommend a Finance Resource Committee to the new Board.

e. General – Interim Director's Report

AP explained the diagnostic report and how the last General Manager left in spring 2015 and Audrey was put into the interim director position. The key recommendations refer back to Diagnostics report by NUS. Donna McMillan said she felt the TAB has been a very effective board as an interim measure to support SAUWS in developing its governance structures.

Janine Hunt CEO - update

Janine had a very useful meeting with Susan Mitchell, Chief Operations Officer UWS, there is a series of events where SAUWS is represented and she is waiting to find out if she can attend senior management meetings in UWS. Janine also has a meeting scheduled with Trevor Gabriele, when he returns from annual leave.

Jack has asked the Principal and Depute Principal to have a gathering with senior management team and the Board; this could be part of the new Board's induction process.

There is no formal University representative place on the new Board, but it would be highly recommended that SAUWS ask University staff to sit on the Board of SAUWS as an observer.

ACTION: Jack to progress this matter.

Overview of Commercial Review Northumbria S.U. March 2015

ACB said there were some positive practices within SAUWS which were not reflected in the report from Northumbria University.

SAUWS have started to put structures in place; after this process SAUWS needs to be run as a business. Our shops need to be stocked with more up to date goods. SAUWS are in a prime location, fantastic buildings but our services need to change.

With some thought and research the Paisley building could be a vibrant student centre. The different campuses were at different places in how successful they were running the Students' Association. There needs to be business acumen at each site. Paisley is the biggest Association space to get right and it is recommended it should be the focus of the attention.

The Turnaround Board will recommend to the Board to appoint a Commercial Manager to oversee commercial operations on all Campuses, this process is not yet underway but it would need to be looked at for 16/17 budget development.

The meeting noted this recommendation and the report, and remitted it to the new Board.

6. Official Trustee Board Handover

John Black thanked ACB for the work and time that she has put in with SAUWS and also Donna McMillan from the University.

The new External Trustees thanked the TAB for doing a great job explaining the background; the new Trustees will now take this forward agreeing that the TAB had done exactly what they were created to do in delivering the turnaround governance structure.

AP said NUS will have a day of trustee training in Scotland, giving them an opportunity to create an environment where people ask questions.

ACTION: AI Powell to forward information to SAUWS.

7. A.O.C.B

The meeting discussed developing a potential strategic plan and AI informed the new Board members that it should start with membership data. His advice would be to have as many conversations with as many market research companies as possible. The data should inform the strategy development.

Second element was to map out where you would be and how you would get there?

Action: AP will circulate this information on NUS preferred providers to Janine and Jack. The meeting noted that there should be at timeline for market research, when students are around in University this term.

Jack thanked the members of the TAB from NUS and UWS for all their work and support.

Summary of matters handed to new Board.

- a. Commercial review discussion – note report from Interim Director
- b. Review of NUS diagnostics report 2014
- c. Letter of recommendations from Ernst & Young and letter of representation SAUWS
- d. Review new Sabbatical officer structure in 16/17
- e. Development of a draft risk register.

AGREED:

The Turn Around Board is now stood down and matters remitted to new Board.

The meeting closed at 16.05