

## OPEN UNIVERSITY STUDENTS ASSOCIATION

### Central Executive Committee (CEC)

19 – 21 July 2019

### INCORPORATION

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The C E C is asked to:-

- i) **note** the progress update
- ii) **comment** on what and how we should look to communicate to student members after completion of the project and successful transfer has occurred

#### 1. Introduction

- 1.1 The attached Project Route Map provides an update on progress with incorporation, as per our regular updates to CEC. New updates are shown in bold text against each of the PRM actions.

#### 2. Progress update

- 2.1 The main update is that we are, at time of writing, on course to meet our intended aim of effective transfer on 1 August 2019 to the new Charitable Company Limited by Guarantee (CLG).
- 2.2 Members will note that the new CLG (The Open University Students Association Limited) was formed on 4 June 2019, received approval of charity registration in England and Wales on 11 June 2019 (subject to minor approvals) and held its first Board meeting on 13 June 2019.
- 2.3 We have made considerable progress on all remaining actions, closing a number of actions and nearing completion on all others.

#### 3. Current progress

- 3.1 At the time of writing on 11 July 2019, we are awaiting signature of the Flexible Apportionment Arrangement (FAA) and Deed of Accession with the Universities Superannuation Scheme but have received confirmation that these documents have been fully agreed by USS. We are in the same position with the Paymaster Agreement with the Open University, which allows them to act as our payroll provider. They have approved the

document, we are simply awaiting signature which will likely have occurred by the time of the meeting.

- 3.2 We have notified all suppliers and external relationships of our impending transfer and our intention to novate all contracts and we are receiving confirmations back of acceptance and recognition.
- 3.3 We obtained agreement from the Open University that we may use their name in ours at the point of registration of the Company. Further, we have received agreement from them of the transfer of the Relationship Agreement across to the new CLG.
- 3.4 We are currently running the employee TUPE consultation process and have held two employee Q&A sessions. There are no changes to employee terms and conditions, it is simply a transfer of employer to the CLG. The consultation closes on 29 July 2019.
- 3.5 Finally, our legal advisors are working closely with us to prepare the transfer agreement that will ensure that all assets, liabilities and undertakings are successfully transferred across to the CLG.
- 3.6 We are working to deliver the intended target effective date of 1 August 2019 and we are not aware of any reason at this stage why this should not be met. However, should something arise between now and then we will notify CEC members and set a new transfer date which will be the first date when it is reasonably practicable to make the transfer.
- 3.7 A further verbal update will be provided at the meeting as further progress will have been made.

#### **4. Communications**

- 4.1 We would appreciate CEC members' suggestions on our approach to informing student members of the change on and after the effective date. We have kept our webpage [oustudents.com/incorporation](http://oustudents.com/incorporation) regularly updated throughout the process with the papers and PRM updates plus the latest headlines. We feel it would be appropriate to inform student members that the change has been made at the effective date to close the feedback loop on our delivering an action more than two years in the making and a decision of Conference 2018 to authorise Trustees to incorporate.
- 4.2 Comments would also be appreciated on whether an update at the October CEC meeting to conclude all remaining matters would be helpful for CEC members.
- 4.3 Any other comments/clarifications on any of the detail either here or in the PRM are appreciated.

**Rob Avann**  
Chief Executive

**Alison Lunn**  
Deputy Chief Executive  
(Finance and Resources)

**Tim O'Brien**  
Incorporation  
Project Manager