

OPEN UNIVERSITY STUDENTS ASSOCIATION

Central Executive Committee (CEC)

3 – 5 December 2021

GOVERNANCE REVIEW IMPLEMENTATION - DRAFT CONFERENCE RESOLUTIONS AND SUPPORTING REVISIONS TO THE ARTICLES

The CEC is asked to:-

- i) **Comment** on the proposed Conference resolutions and supporting revisions to the Articles of Association, which are subject to approval by the Board of Trustees at their meeting on 7 December 2021.
- ii) **Provide** constructive feedback on how best we can explain the changes that are proposed to assist Conference delegates with their voting choices.
- iii) **Note** the next steps

1. Background

- 1.1 Central Executive Committee members will recall from the next steps outlined in the Working Group's paper at the previous meeting (paper 10/21/14) that the next stage of the implementation plan required us to generate the draft resolutions for Conference and the supporting revisions to the Association's governing document, the Articles. We, the authors of this paper, were tasked with taking forward this part of the work as part of the overall implementation approach.
- 1.2 This paper presents those draft resolutions and supporting revisions for comment, as will be explained in the next section of this paper.
- 1.3 Work is further underway to revise the Bye-Laws to support these proposed changes and that work will be presented separately once ready for feedback and approval.
- 1.4 We are currently on course with the critical path schedule outlined in the implementation plan. Substantial resource and effort has been put into the work completed to date and the planning for Conference 2022 is very well underway.
- 1.5 The final resolutions and supporting revisions to the Articles agreed by the Board of Trustees will be presented to Conference delegates for approval. These will be supported by the revisions to the Bye-Laws, approved by the CEC and Board of Trustees.

2. Feedback sought

- 2.1 We seek **comment** from CEC members on the text of the draft resolutions and supporting revisions to the Articles. Comments will be passed on to the Board of Trustees, who will be considering the resolutions and supporting revisions at their meeting on 7 December. The final text of the resolutions and supporting revisions agreed by the Board of Trustees will be published to Conference delegates later in December ready for the build up to Conference.
- 2.2 We further seek **constructive feedback** on the communication of the changes proposed. We appreciate that not all CEC members are supportive of the planned changes, and that is understood and recognised. However it would be helpful if we could focus comments and discussion on how we might best explain the changes to student members in the lead up to Conference. A number of activities are already underway on planning communications and debate etc, but feedback and other ideas would be very helpful to make sure we're doing all that we can : how can we bring the changes to life? How can we help people to understand the different facets here and form a view? What role do CEC members seek to have in championing or opposing the change?

3. Draft Conference resolutions

- 3.1 We propose that the Conference resolutions be broken up into several separate parts, rather than an all or nothing vote on a single item encompassing all changes. We would appreciate feedback on this approach.
- 3.2 The list of proposed resolutions on the Governance Review implementation items is presented below for comments please:
- A. Replace the biennial Conference with an Annual General Meeting**
 - B. Implement the recommended changes to the composition and appointment of the Board of Trustees.**
 - C. Replace the Central Executive Committee with a new student leadership and representation structure featuring a Student Leadership Team and a Student Forum.**
 - D. Implement the recommendation of a new Scrutiny Panel to hold the Student Leadership Team to account.**
 - E. Implement a range of minor and consequential changes to the Articles.**
- 3.3 The voting on each would simply be Approve / Do not approve.
- 3.4 Please note that each of these resolutions will be featured in a supporting pack of materials for Conference delegates which will highlight the specific wording and references in the Articles which is proposed to change (the approach taken in 2018) and explains the rationale to Student Members for making the change.
- 3.5 Please note that separate to our work here on the resolutions and supporting revisions to the Articles, there is work ongoing around the communications plan for Conference and arrangements for allowing a platform for debate between advocates and opponents to the recommendations.

4. Supporting revisions to the Articles

- 4.1 The revisions to the Articles can be grouped into a few categories, as we will explain in this section. All of the detail captured is not new: it is the proposals that were discussed at the previous meeting of the CEC, and the decisions taken by the Board of Trustees at their meeting which considered that feedback. To support the consideration of this item, we have then attached two appendices here. **Appendix 1** is the proposed revised version of the articles, with all changes tracked for easy identification. **Appendix 2** is the same detail, but a clean copy with all changes made. Finally we'd like to remind CEC members that the current (approved) Articles which are presently in place are available on our website [here](#).
- 4.2 Firstly, there are the changes regarding the proposed replacement of Conference with an **Annual General Meeting**. These changes are incorporated into Article 15, with an impact also on Article 9 and on minor alterations in the rest of the text of the Articles where Conference is replaced by AGM. We are awaiting feedback from Stone King on how best to set out the specific business that must be transacted at an AGM and whether we need to change anything here to ensure that it is appropriate to the new arrangements. We hope to be able to share this feedback verbally at the meeting.
- 4.3 Secondly, there are changes regarding the proposed alterations to the **composition and appointment of the Board of Trustees**. These are seen in Article 18, and Articles 19-21.
- 4.4 Thirdly, there are the changes associated with the proposal to introduce a **Student Leadership Team** which becomes Article 26.
- 4.5 Fourth, the **Scrutiny Panel** is also introduced at Article 26.
- 4.6 Fifth, there are the changes associated with the proposal to introduce a **Student Forum** which is detailed in Article 27.
- 4.7 Finally, there are a whole array of much more **minor changes** made throughout the Articles. These include matters such as:
- ✓ Removing the reference to the Association 'Limited' throughout, catching up with the change made after incorporation was completed.
 - ✓ Updated list of definitions, to remove some aspects and include the new items.
 - ✓ Updated contents page for the same reason.
 - ✓ We're seeking advice from our legal advisors on whether we may be able to change the power to incur taxable profit, which would assist our trading activity.
 - ✓ Occasional typos corrected.
 - ✓ Consequential wording changes (e.g. updated references swapped in, where terms such as CEC, Conference or External Trustee are no longer relevant and are therefore replaced with their proposed successors).
 - ✓ More inclusive language (e.g. swapping out 'he and she' for they and their. We welcome feedback on this.
 - ✓ Deleting Article 28, which is a duplication of Article 25.4.
 - ✓ This, combined with the insertion of the Article on the Student Forum, triggers a re-numbering of the previous Article 27 which becomes Article 28.

✓ Updated Board of Trustees committee structure.

- 4.8 Please note that we are awaiting feedback on the draft presented here by our legal advisors, Stone King, particularly with regards to ensuring we capture the requirements and business of the AGM properly among other questions we have asked.
- 4.9 We have also worked to revise the Bye-Laws to support these proposed changes to the Articles. Please note, these will be presented to CEC for approval separately in the coming days.

5. Next steps

- 5.1 Feedback from CEC members will be shared with the Board of Trustees at their meeting on 7 December 2021.
- 5.2 The final text of the resolutions and supporting revisions to the Articles following approval by the Board of Trustees will be shared with Conference delegates later in December 2021.
- 5.3 All changes will be subject to the vote by Conference delegates. Following Conference, the changes that have secured approval will move on to full incorporation in the Articles which will then pass on to the Open University's Council for ratification via a correspondence meeting. The Association will then elect to the new structures.

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