

**BOARD OF TRUSTEES (BoT)**  
**22 July 2018****MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 22 July 2018 at Kents Hill as part of the Handover Weekend.

**PRESENT**

Peter Bell, Student Trustee  
Peter Cowan, VP Administration  
Andrew Hulme, External Trustee  
Melanie Philpott, Student Trustee  
Nicola Simpson, President (Chair)

**IN ATTENDANCE**

Rob Avann, Chief Executive  
Wendy Burrell, Deputy Chief Executive  
Sally Kitchingman, Head of Resources  
Caroline Cowan, (Student Trustee Elect, Observer)  
Claire Wallace, (Student Trustee Elect, Observer, part)  
Steph Stubbins, Vice President Community, (Deputy President Elect – observer, part)  
Alison Kingan, Vice President Student Support, (Student Trustee Elect – observer, part)  
Cath Brown, Faculty Representative for STEM (President Elect – observer)

<b>INTRODUCTORY ITEMS</b>
---------------------------

**A. WELCOME**

The President welcomed Trustees to the meeting giving a special welcome to the recently elected Student Trustees Elect and the President elect and Deputy President elect who were present as observers at this meeting held during Handover weekend. For the benefit of the observers, introductions were given by all in attendance.

**B. APOLOGIES FOR ABSENCE**

Julia Davis, Deputy President  
Andrew Cooke, Student Trustee  
Anna Jenkins, Student Trustee  
Mary Oparaocha, Student Trustee  
Annabel Lane, External Trustee

**C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

D.1 The Minutes (BoT 04/18/M) from the meeting in April 2018 were approved.

## ITEMS FOR DISCUSSION AND POSSIBLE DECISION

### 1. INCORPORATION

- 1.1 The Chief Executive provided a brief update to the Trustees. It was noted that the resolution taken to Conference seeking the authority to proceed with incorporation of the organisation had received overwhelming support and a revised date for the transition had been agreed as 1<sup>st</sup> August 2019.
- 1.2 The complication around the USS pension scheme and the means by which all of its current members would be transferred over to the new body had been approved in principle by the USS Policy Committee in May.
- 1.3 A revised timetable was now being drafted by Tim O'Brien, the Incorporation Project Manager who together with the Chief Executive and the Vice President Administration were working on the Articles of Association which will replace the current Constitution.
- 1.4 Trustees were provided with the current draft (version 6) of the Articles and asked to note that further work was still required and an updated version would be provided at the first meeting of the new Board and that draft would include the changes recently agreed by the successful motions at Conference. It was noted that the Project Manager would be at that meeting to talk Trustees through the document.
- 1.5 A Trustee enquired as to at what point the document would be shared more widely and the Chief Executive explained that when the document is considered accurate by both the Association's solicitors and the Open University, then they will be presented to the BoT and the CEC for formal approval. These papers will not be confidential and therefore the Articles could be commented on by the wider student membership.
- 1.6 **ACTION:** Trustees to notify VP Administration of any necessary amendments or comments on the document to date.
- 1.7 Further discussion was had about pensions and it was understood that existing pension liabilities would not change after incorporation.

### 2. OU STUDENTS ASSOCIATION BANK MANDATES

- 2.1 Following recent elections and changes to titles in the Senior Staff team and with the impending retirement of the Head of Resources, current bank mandates and signing authorities needed to be updated.
- 2.2 A trustee commented that all future BoT papers and supporting documentation, should provide a proper explanation to ensure they are understood by Trustees who are unaware of the background.
- 2.3 **RESOLUTION AND ACTION:** The necessary updates were approved. Trustees asked for confirmation that an Acting Head of Resources would have the same powers of signatory as a permanent Head of Resources. The current Head of Resources confirmed she would make that alteration.

- 2.4 Trustees requested development day opportunities to help them better understand the Association's internal financial processes.

### **3 REPORT FROM THE CHIEF EXECUTIVE/SECRETARY**

- 3.3 The Chief Executive introduced this report that collates information on decisions made or items discussed online since the last meeting with any other updates Trustees should be made aware of. He explained to those present that this paper was for the benefit of Trustees and going forward it was up to the new committee to decide on the content of this paper and what they wanted reported to them.
- 3.4 He drew attention to the request from Kate Dungate, the Head of Digital Communications, for their approval to affiliate to Charity Comms, the network for communication professionals working in charities which she felt would be of significant benefit to the team. Annual membership for affiliation is £338 +VAT and proposal is to join for a one year trial. The Chief Executive expressed his support for the proposal and reminded Trustees to note that all affiliations needed to be reported to OU Council and to Conference.
- 3.5 **RESOLUTION AND ACTION:** Trustees approved this proposal was given to affiliate to Charity Comms for a one year trial.
- 3.6 A student Trustee asked for an update on the progress of the documentation regarding the loan to the OU Students shop following the approval from Trustees. The Chief Executive reported that this was being drafted by Head of Operations and would be posted online when completed.
- 3.7 A student Trustee asked for a report on progress following the extraordinary meeting to discuss ongoing conduct issues. VP Admin reported that a change to the Spirit of the Forum was made in the TTYSA (Talk to your Students Association) forum that specified that there should be no public criticism of staff. Moderators had been spoken to and the reasoning behind this explained. A letter from the President was posted to the CEC forum to express the same issues. As current Chair of CAP, (Controller's Advisory Panel) VP Administration agreed that there needed to be an overhaul of the Panel and the disciplinary procedure to make it quite clear what action would be taken if certain behaviours are witnessed. Further work on this is in the pipeline.
- 3.8 It was agreed that the Conference Steering Committee and the staff involved should be formally congratulated on a very successful Conference this year.
- 3.9 **RESOLUTION AND ACTION:** To send formal congratulations from the Board of Trustees.
- 3.10 It was noted that no formal approval had yet been received on the Association's subvention request that includes a bid for funding to support some future growth in 2018/19 but that this had been presented to the University's Council earlier in the week and to date no communication has been forthcoming. However the additional bid had previously received the backing of the University Secretary and there was every reason to be optimistic.

- 3.11 **ACTION:** Chief Executive to chase confirmation (Note: this was received following the meeting)
- 3.12 Trustees were asked for their views on when to reconvene a meeting of the Remuneration Committee to proceed with the next stage of its work to consider the pay policy for senior staff.
- 3.13 **RESOLUTION AND ACTION:** To decide on the Student Trustee member nominee for the Remuneration Committee in August as an early decision of the new Board and to hold its first meeting as soon as possible. It was agreed that considering the future of the lease car should form part of their early discussions noting that the current lease is due to end on 2 November 2018.
- 3.14 The Chief Executive highlighted that he had offered his resignation as the Association's Returning Officer following considerable difficulties and unpleasantness in recent elections and shared his view that an External Returning Officer could mitigate against some behaviour and could also provide an opportunity to re-visit the Association's election process as a whole.
- 3.15 **RESOLUTION AND ACTION:** To support the recruitment of an External Returning Officer. That a member of the current staff team should be appointed to oversee the by-election this autumn but work will take place to recruit for an external service prior to the next by-election window in February 2019.
- 3.16 Current Trustees were reminded to submit their completed effectiveness review questionnaires.

#### 4 EXTERNAL CHAIR

- 4.3 Conference approved a motion to remove the duty on the President to act as the Chair of the Board of Trustees, allowing the Board of Trustees to appoint a Chair with the President serving as Deputy. Any appointment to the role of Chair would require ratification by a majority of the CEC.
- 4.4 It was agreed that the appointment of the Chair was the duty of the incoming Board, however Vice President Administration together with the Chief Executive asked for support for a number of recommendations to steer the next Board and these were: to approve the proposal to recruit an External Chair; to approve a recruitment process to begin immediately; to approve a job description and person specification; to approve affiliation to the Association of Chairs; to consider a role description for a Deputy Chair.
- 4.5 **RESOLUTION:** Affiliation to the Association of Chairs was approved.
- 4.6 There was no consensus reached about the other proposals.
- 4.7 **ACTION:** The papers would be reposted for the new Trustees to consider on their online forums once live.
- 4.8 A conversation was had about when Conference motions take effect on the basis that they are not ratified by the University Council until March of the following year. The Chief Executive and VP Administration explained that Conference decisions are implemented on the first day of the new elected term.

4.9 A Student Trustee suggested seeking legal advice on whether this was appropriate.

## 5 CODE OF CONDUCT

5.3 Vice President Administration presented a draft Code of Conduct for BoT members to draw attention to expectations and obligations of membership of the Board and to supplement the existing Volunteers' Policy and the Duties of a Trustee document.

5.4 It is expected that this document will be discussed at the first meeting of the new board with the expectation that a Code of Conduct will be in place by Feb/March next year.

5.5 A request was made for outgoing Trustees to continue to be involved in the development of this document and the incoming President was in support of that request.

5.6 A Trustee asked that the tone of the paperwork be considered to make ensure that it reflects the values of the Association specifically inclusivity, diversity and welcoming challenging views.

5.7 **ACTION:** This draft Code of Conduct will be presented for further discussion at the first meeting of the new Board.

<b>ITEMS FOR REPORT OR ENDORSEMENT FROM THE CEC</b>
---

## 6 OU STUDENTS ASSOCIATION STRATEGY

6.1 The Strategy document was presented for information. With reference to L9, the Chief Executive explained that this strategic objective had previously been marked red, indicating little progress to date but in recognition of a recent paper to the Vice Chancellor's Executive and the appointment of a senior member of that Executive to co-chair the Student Voice Steering Group alongside the Association's President, it was now amber.

6.2 The President remarked that the organisation's strategy is the responsibility of the Board and there is a need to give it plenty of attention.

## 7 CONSTITUTION

7.3 It was noted that 10 of the 11 motions taken to Conference in June 2018 received support and the revised constitution provided for reference was now amended to reflect the agreed changes.

7.4 **RESOLUTION AND ACTION:** Approved on the basis that Trustees would continue a close reading of the document outside of this meeting and provide the Vice President Administration with any amendments as necessary.

7.5 Post Meeting note: No further comments were received from the BoT therefore the Constitution is taken as approved and will proceed to OU Council for their approval.

## ITEMS FOR INFORMATION

### 8 FINANCE REPORT

- 8.3 An overview of expenditure to date and the proposed budget for 2018-19 was received. It was noted that some general assumptions had to be made around the level of subvention that would be finally received and that this figure is reliant on student numbers.
- 8.4 It was noted that draft budgets had recently been received by the OU Council and that the Association is still waiting to hear if the request for additional funding will be granted.
- 8.5 It was noted that additional budget had been allotted to complete the Incorporation project but that final costs might not take the full amount.
- 8.6 **ACTION:** That the budget for affiliations should now be increased by the amount of the new affiliation agreed by this meeting.
- 8.7 **ACTION:** That new staff titles should be reflected on this document.
- 8.8 **ACTION:** That an expenses budget needs to be considered for the new Deputy Chief Executive (Finance & Resources).
- 8.9 **ACTION:** That re-tendering for HR services requires attention in the new term.
- 8.10 **ACTION:** That it would be beneficial to the Trustees to have previous budgets in order to consider trends.
- 8.11 **ACTION:** That with the changes noted above to approve the proposed budget for 2018/19.

### 9 STAFFING MATTERS

- 9.1 This discussion was of a confidential nature and has therefore been reserved to the confidential section of the minutes. The observers were asked to leave the room for this item.

### 10 ANY OTHER BUSINESS

- 10.1 **Compatibility of Constitution with Byelaws:** A Trustee asked that members remember that byelaws cannot constrain the Constitution but are only the details of how to implement the clauses in the Constitution and the Bye-Laws have to be read and interpreted in that light.
- 10.2 **Quality of Papers and Attention to Detail:** A Trustee asked that papers be made clear in regard to what Trustees are being asked to discuss. Also in respect of incoming Trustees, to ensure that papers provide enough background to offer sufficient information for everyone to take part in discussions.

- 10.3 **CEC and BoT Papers:** A Trustee's comments that a majority of CEC/BoT papers are compiled by staff, and as a student led organisation, asked if those papers should be compiled by students and supported by staff. It was agreed that this is a continuing debate. The Trustee also felt the need for Trustees to take more ownership of the BoT report presented to the CEC. A note of caution was raised by VP Admin and warned against the Board of Trustees getting too involved with the internal matters of the CEC and the need to ensure that they are not being told how to operate.
- 10.4 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes
- 10.5 **ACTION:** There was agreement that Nicci Simpson in her future capacity as Student Trustee would undertake this role.
- 10.6 **Thank You:** The President thanked everyone for their contributions over the last 2 years, particularly to those who would no longer be part of the Board and wished every success to the incoming members.

## 11 DATE OF NEXT MEETING

- 11.1 The next face to face meeting of the BoT will be in the week commencing 8 October. Auditors will be present at this meeting to meet the new Board. A full schedule of meetings will be planned at this time.
- 11.2 **ACTION:** A Doodle Poll to be sent around to confirm the date.
- 11.3 It was noted that Trustee training was taking place during September and October and that future development days would also be considered.