

BOARD OF TRUSTEES (BoT)
27 April 2018**MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 27 April 2018 in the Learning & OD Meeting rooms, OU Campus, Milton Keynes.

PRESENT

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

IN ATTENDANCE

Rob Avann, General Manager
Wendy Burrell, Deputy General Manager
Alan Measures, External Chair of the Remuneration Committee (part)
Tim O'Brien, Incorporation Project Manager (part)
Leanne Quainton, Executive Assistant (minutes)
Steph Stubbins, Vice President Community (CEC observer)
Barbara Tarling, Student OU Council Member (CEC observer)

INTRODUCTORY ITEMS

A. WELCOME

The President welcomed Trustees to the meeting giving a special welcome to the observers, Stephanie Stubbins, Vice President Community and Barbara Tarling, Student OU Council Member. For the benefit of the observers, introductions were given by all in attendance.

B. APOLOGIES FOR ABSENCE

Julia Davis, Deputy President
Andrew Hulme, External Trustee
Anna Jenkins, Student Trustee

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- D.1 The Minutes (BoT 02/18/M) from the meeting in February 2018 were approved.
- D.2 No comments were made on the minutes or matters arising.

ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. INCORPORATION

- 1.1 Tim O'Brien, Incorporation Project Manager was in attendance for this part of the meeting. He and the General Manager updated on the progress of the Incorporation project, highlighting the discussion had at the last BoT meeting and the suggestion to delay implementation to 1 August 2019 due to the possible delays with USS and the Charity Commission. He reported that USS had recently confirmed that the proposal for transfer had not been considered at their February 2018 Policy Committee. It is hoped that this will now happen at their next meeting on 10 May 2018 although even if approved there, the delay compromises the ability to complete some of the other key aspects of incorporation in time for 1 August 2018.
- 1.2 Tim and Rob confirmed that the implementation date would not change the need to seek authority from Conference delegates in June 2018 and this part of the process would still go ahead. It would also not delay the Articles of Association being drafted up and the intention is for these to be available for the new term to handover to the new Trustees that will show the detail of the future Association's structure. This delay would then give the new Trustees a year to adapt to the change of structure and of becoming Company Directors. Tim reassured Trustees that delaying until next year meant that it would also be a more logical timetable due to OU Council needing to ratify the decision at their meeting in March 2019 with implementation then to follow.
- 1.3 A Trustee asked whether there would be financial implications in delaying and it was confirmed that there would not be any implications other than the expense being spread over two years rather than one.
- 1.4 **RESOLUTION:** Trustees approved to delay implementation of Incorporation to 1 August 2019.
- 1.5 The General Manager then went on to report that only one question had been received in relation to the article that had been published in OUStudents magazine. This question will be included when creating the FAQ for the website. He asked Trustees about the type of other information that should be included. Suggestions were made around asking a group of students such as those from the Law Society who are not involved in the project but would have an interest. An observer warned that it may not generate much interest and may be better for those informed to put the piece together.
- 1.6 **ACTION:** To adapt the NUS Pros and Cons of Incorporation into an FAQ.
- 1.7 Trustees then discussed how Incorporation will be presented to Conference delegates. A number of suggestions were made including a musical as a fun way to explain the process. A stand on the Friday night with the FAQ's and bus illustration was proposed and Student Trustees Peter Bell and Melanie Philpott offered to staff it and answer questions from students. The Business Champions, a new volunteer role for this year's Conference could also be briefed so they were equipped to inform delegates as well as a forum or Facebook group created that would allow prior discussions and questions.

1.8 It was agreed that the CEC and BoT would show a united conformity behind the motion of becoming incorporated and a member of both bodies would present the motion and show full support for the benefits it would bring.

1.9 **RESOLUTION & ACTION:** The President and VP Administration to propose the motion and seek a member of the CEC to join her. Melanie Philpott to second the motion. Rob and Tim will meet with the group involved to brief beforehand. The General Manager investigate the practicalities of the suggestions made to bring to Conference in June.

2. REMUNERATION COMMITTEE

2.1 This item 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.

3. REPORT FROM THE GENERAL MANAGER/SECRETARY

3.1 The observers returned to the meeting.

3.2 The General Manager 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.

3.3 He drew Trustees attention to the exam paper business case for a loan to OSL (OUSA Services Limited) and advised that all of the paperwork had been posted into the forum and asked for Trustees to go in and make their comments.

3.4 He advised of the large amount of work the GDPR (General Data Protection Regulations) Team in the office are doing to ensure the Association is compliant by the 25 May national deadline. They are currently in the process of pulling together a large amount of information taken from staff teams' data audits and a home working survey and drafting GDPR policy statements that will come to the BoT for comment. A meeting was held with Stone King who answered a number of queries that included questions around Groups and Societies and ensuring that they are responsible for their own compliance, not the Association. It was noted that templates and further information will be supplied to them to help them carry out the work required themselves.

3.5 At the last BoT meeting, an external DPO (Data Protection Officer) was proposed and the team have been looking into the best way to tender for this process. The General Manager advised that due to a national shortage of qualified people, all of the Association's current service providers do not have any intention of offering the service. Stone King have reassured the project team that 25 May will not be a hard deadline for compliance and that it will take some time for the ICO to carry out any full compliance checks on organisations so the delay in appointing a DPO should not be an cause for concern.

3.6 **ACTION:** A number of Trustees gave some suggestions for a DPO for the General Manager to explore further.

3.7 **ACTION:** General Manager to add the risk of not having a DPO onto the risk register.

- 3.8 The General Manager highlighted that the elections start on Monday 30 April and asked whether any Trustees who would not be standing for a role could be available for advice in any potential contentious situations during this period to which three Trustees volunteered.
- 3.9 An effectiveness Review of the BoT was discussed and how best to approach this that would ask for Trustee feedback in any improvements that could be made for the next term of Trustees. It was thought that a session at Handover weekend would be beneficial. The President highlighted that she has requested a session on strategy at this weekend that would be beneficial to new Trustees.

4. GENERAL MANAGER APPRAISAL & JOB DESCRIPTION

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

ITEMS FOR REPORT OR ENDORSEMENT FROM THE CEC

5. BYE-LAW CHANGES

- 5.1 VP Administration proposed changes to the Bye-Laws that reflected some decisions that had been made earlier on in the term by the CEC/BoT as well as updates that were required that related to Conference and the elections. He noted that the CEC had quite an extensive conversation over these at their last meeting.
- 5.2 **RESOLUTION:** All changes were approved.
- 5.3 Trustees thanked Peter for a great piece of work.

6. OU STUDENTS ASSOCIATION STRATEGY

- 6.1 The Strategy document was presented for information. The General Manager highlighted the discussions had at the previous CEC meeting where he had drawn attention to three of the strategy objectives marked as 'Red' and 'on hold'. These were E4 – To explore an alumni mentoring scheme for new or current students in partnership with the Careers and Employability Service. He advised that the Careers and Employability services priorities had shifted therefore this was no longer seen as a priority for them. E6 – To foster a sector leading culture of student engagement within the Open University. The CEC have concerns over the OU's levels of student engagement so felt that this a long way from being achieved. E11 – To work with the University to develop a much improved community of learning within the Open University. Work had not yet started on this objective although the timescale is 2020 therefore will be picked up and taken forward in the next term.
- 6.2 The President reported that the CEC had held a small workshop on their priorities in the strategy after it coming to the President's attention that the previous Vice Chancellor had been circulating our strategy document amongst some OU departments asking for areas that they could support us. Their areas differed to that

of the CEC's priorities of individual representation and a sector leading culture of student engagement, however they felt that it important we take their support while also concentrating on our own priorities going forward.

ITEMS FOR INFORMATION

7. FINANCE REPORT

- 7.1 The regular budget report was introduced. Student Trustee Melanie Philpott questioned some under and overspends in some of the budget lines. The Digital Communications budget showed a large underspend that the General Manager thought was because of the new website and database expenses that had not yet been charged for. He will seek confirmation from the Head of Digital Communications. Secondly was President's expenses that appeared to look like there would be an overspend. This was confirmed likely due to the additional amount of time the President has been on campus due to the Transformation project and an outstanding backlog of expenses. There was also an overspend in Legal Services which was because of the additional advice needed for the GDPR.
- 7.2 **ACTION:** General Manager to seek confirmation on the Digital Communications underspend as well as ask the Head of Resources to give an explanation of the increase in interest that has been received.
- 7.3 **ACTION:** Incorporation expenses to be added as a budget line and Head of Resources to provide a summary of expenditure on this.
- 7.4 **ACTION:** Additional training on finance and budgeted to form part of the Induction of the new Trustees as well as additional information on the internal procedures of putting the budget together.

8. STAFFING MATTERS

- 8.1 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.

9. ANY OTHER BUSINESS

- 9.1 Melanie asked for consideration on changing the format in how decisions are made on the online forums and suggested having a week's window every month where all proposals were put in so that Trustees knew exactly when they are required. This online meeting format would be an improvement to the ongoing conversations that are currently had online that go on throughout the year.
- 9.2 **ACTION:** To form part of the feedback in the BoT Effectiveness Review.
- 9.3 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.

9.4 As the last full meeting of the BoT, the President thanked everyone for their contributions over the last 2 years. She also thanked the staff for their support. VP Administration extended the thanks advising it had been an incredibly good team to work with.

10. DATE OF NEXT MEETING

The next face to face meeting of the BoT will be held during the Handover weekend on the morning of Sunday 22 July 2018.

Discussions will continue online in the meantime.