

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
12 October 2021**

MINUTES

Minutes of the online meeting of the Board of Trustees (BoT) held on 12 October 2021 at 1pm via Microsoft Teams.

PRESENT

Allan Blake, External Trustee and Chair
Ian Cheyne, Deputy President
John James, Student Trustee
Sarah Jones, President and Deputy Chair
John Paisley, Student Trustee
Matt Porterfield, Vice President Administration
Mark Price, External Trustee
Claire Wallace, Student Trustee

IN ATTENDANCE

Rob Avann, Chief Executive
Gabby Cull, Head of Executive Support & Staff Welfare (minutes)
Mike Farwell, External Auditor from James Cowper Kreston (item 1)
Alison Lunn, Head of Finance and Resources and Company Secretary
Sue Maccabe, Strategic Projects and Change Coordinator
Beth Metcalf, Director of Membership Services
Reiss Miller, Conference and OU 50th Project Manager (item 4)
Dan Moloney, Director of Engagement
Allan Musinguzi, Head of Volunteering and Representation (item 11)

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| <p>SECTION A: INTRODUCTORY ITEMS</p> |
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A. WELCOME

A.1 The Chair welcomed the Trustees to the October BoT meeting.

B. APOLOGIES FOR ABSENCE

B.1 Selina Hanley, Student Trustee, was absent without having submitted apologies.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (07/21/M) from the July meeting were approved with a correction to reflect that Selina Hanley had not submitted any apologies for absence.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. STATUTORY FINANCIAL STATEMENTS

- 1.1 Mike Farwell, the external auditor from James Cowper Kreston presented the 2020-21 Statutory Financial Statements for approval from the Trustees. Mike confirmed that he had met with the Head of Finance and Resources, the Chief Executive and VP Administration for the end of audit meeting and that no major issues were reported.
- 1.2 Mike began by summarising the Trustees report. He then went on to highlight the clean audit report. Mike outlined comparisons with other clients within the charity sector and explained that those charities which rely on high levels of fundraising have been severely affected by the Covid 19 pandemic, but the Association hasn't been affected in this way. He stated that the income streams had held up well and acknowledged that the bulk of the Association's income comes from the subvention which leads to this difference. Expenditure had been down against the budget set at the beginning of the year, which included having had less face to face events and associated expenses as well as staffing changes. This had ultimately led to an increase in reserves.
- 1.3 Furthermore, Mike highlighted the new and revised analysis of expenditure in the accounts which had been developed and proposed by the Head of Finance and Resources. Mike emphasised the importance of being transparent in how the Association spends its funds and he felt that this new analysis made it much clearer for anyone reading the accounts, particularly with regards to the balance of spending between the Association's different areas of activity. A Student Trustee liked the way the analysis was presented and how it splits the funding for each activity. He stated that this method allows Trustees to see the prioritisation within the budget and see where additional resources may be needed. Mike also highlighted the latest change in the USS pensions scheme, that the employer's contribution has increased slightly on the previous year.
- 1.4 Mike shared current experiences other Trustees in the sector have dealt with in the past year or are currently dealing with. These included the Covid 19 pandemic, financial resilience, safeguarding, reputational management, cyber security, issues with staff recruitment and wider societal issues such as environmental concerns and the need to focus on EDI issues.
- 1.5 Overall, the feedback was really positive, and Mike emphasised that there are no internal controls or issues, no adjustments required to the accounts and that they can confidently present a clean audit for this year. He thanked the Finance and Resources team for their hard work in getting the audit ready and maintaining policy and procedures which ensure a positive audit result.
- 1.6 A Student Trustee queried whether the Association's reserves are too high. Mike responded to explain that 3-6 months' worth of operating costs are usually used as a benchmark guide for reserves and he did not feel that the Association's policy was too high at present, but he noted that a further year of underspend against the budget

might trigger questions around the subvention in future years and Trustees should be mindful of that.

- 1.7 An External Trustee focused on the sessions James Cowper Kreston can offer and put a request in for a session on risk. Mike confirmed his company have done training on risk previously, so a session could be arranged.
- 1.8 **ACTION:** Training session on risk to be arranged.
- 1.9 He then went on to recognise the great impact that the pensions provision will have on the Association and its staff. The Chief Executive stated that the difficulty is that the situation is continuing to develop, with an employee consultation underway at present and industrial action likely following the current ballot by UCU. The Chair of the Trustees argued that we need to keep a record of which staff are part of the USS pensions scheme and those that have opted out, emphasising the duty of care the Association has to ensure that they have access to the best possible scheme and withdrawal from the scheme could be something that the Board needs to consider. An External Trustee responded that the current scheme, despite its flaws, was likely the best possible solution for employees.
- 1.10 **RESOLUTION:** Trustees approved the Trustees report, the signing of the letter of representation and the approval of the re-appointment of James Cowper Kreston as the Association's auditors.

2. GOVERNANCE REVIEW IMPLEMENTATION

- 2.1 The Chief Executive introduced this paper on behalf of the Working Group and asked Trustees for their comments on each aspect of the Governance Review proposal. He began with the Student Leadership Team and made Trustees aware of the feedback that the CEC had raised at their meeting on 9 October 2021 which had included:
- Nation representatives not sitting on the Student Leadership team and a proposal that perhaps they could attend as non-voting members, similar to the proposal for the Council Member.
 - The removal of 'VP' before titles of positions and disliking the term 'Officer'
 - The potential high workload for a smaller number of individuals
 - Student Member of Council received mixed views over it being an appointed or elected position
 - This was the least popular proposal with CEC, as demonstrated by a show of hands at the end of their meeting.
- 2.2 VP Admin also raised with the Trustees some of the wider feedback on the Governance Review. He raised that at least one CEC member had accused those on the Working Group of bulldozing this through, and that it was a 'stitch-up' which would lead to a reduction in democracy. This included criticism of the consultation questions and some intentions from some CEC members to actively campaign against the changes. There had been a call for a vote at the Conference on accepting the recommendations from the review, rather than considering the proposals which had been more fully developed. It was felt important for Trustees to be aware of this feedback. Trustees noted the concerns.
- 2.3 The Deputy President emphasised the importance of workload and outlined that it will depend on the support from the Student Forum. He remained optimistic explaining that a trial will have to be done first and then a revision could occur a year later to

investigate any concerns. The President and VP Admin supported this, explaining that there was a misunderstanding amongst the CEC around workload, in that workload will be distributed further amongst the Student Forum. The President further suggested implementing a further proposal from the Governance Review report around having a means to centralise workload from the OU, so that the work requests can be assessed before bombarding individual CEC members with more tasks from the OU.

- 2.4 Discussions continued around the name of the positions. The President and VP Admin argued that having a new name is important as it clearly displays a period of change. They hoped that by changing the names, there would also be a change in perception. The term 'Officer' is common amongst other student unions and was already included in our Articles. Some Student Trustees were also in agreement with a name change. A Student Trustee questioned whether the Working Group could clarify distinct roles to inform Trustees. The Chief Executive explained that exact remits can't be outlined until after Conference, when we know what aspects of the Governance Review have been approved. However, the role titles were outlined in the paper and these were felt to be the right ones for the 2022-24 term should Conference approve the change.
- 2.5 Trustees agreed with the suggested addition in having Nation reps attend the Student Leadership Team as non-voting members for Nation/Area specific issues.
- 2.6 **RESOLUTION:** Trustees agreed the proposals for the Student Leadership team, with the addition of Nation reps being able to attend the Student Leadership Team as non-voting members.
- 2.7 The Chief Executive then explained the proposal for the Student Forum as detailed in the paper and made Trustees aware that this was more popular with the CEC, although some feedback remains. Points raised by the CEC included:
- Whether Faculty reps should be appointed or elected
 - Faculty Reps should include one for Open and Access
 - Lengthy discussions surrounding whether the whole forum should be appointed, and the balance between elected and appointed roles
 - Support for anonymous applications to make the process as fair and equitable as possible
 - Concerns over getting enough people to come forward to take these roles
 - This proposal was the most popular with the CEC, with the vast majority supportive as demonstrated by the show of hands at their meeting.
- 2.8 A Student Trustee raised concerns over the possibility to recruit enough members to sit on the Forum and the Chief Executive acknowledged the challenge here which shouldn't be under-estimated. However, it was hoped that the much more agile nature of the proposal here (and a focus on keeping workload manageable) should allow for as many students as possible to be able to take up these roles. A Student Trustee argued that 30-40 people is too big of a committee, on top of the Student Leadership Team, Scrutiny Panel, SRG and CCRs. He recognised the current difficulties in rep recruitments and expressed concern with trying to recruit an even larger pool of volunteers. The Chief Executive explained that whilst recruitment has been challenging for current positions, it doesn't mean the same situation would occur for these new roles. He emphasised that these new roles may be more attractive to students, particularly as it provides students with the opportunity to get

involved at a lower level. Both the Director of Engagement and a Student Trustee recognised that there has been more uptake of appointed roles rather than elected roles, which seemed to appeal to a wider pool of student members who would not wish to stand for election.

- 2.9 A Student Trustee queried whether the term limits could be changed to 2 years instead of 1 year. The Director of Membership Services suggested that the wording could be tweaked to become a 'maximum of 2 years'. This would then provide flexibility for the volunteers. The President confirmed that we need to offer 1-2 year term limits to offer these appointed positions to students who only have 1 year left of study. It was agreed that a one year initial term, with potential for extension to a second year, was the right balance.
- 2.10 Noting the CEC feedback on elected positions, VP Admin suggested that the Faculty Reps could be elected from within the Student Forum, perhaps by the School Reps. This might be one we needed to trial if the proposal was approved by Conference and develop further as we learn from the experience. Trustees supported this idea and supported the proposal in the paper for a mixture of appointed and elected reps.
- 2.11 **RESOLUTION:** Trustees approved the proposal for a Student Forum, with the addition of an Open and Access FAR and the potential for FARs to be elected from within the Student Forum, potentially by the School Reps. Trustees agreed with the CEC suggestion to utilise anonymous applications where possible.
- 2.12 The next proposal discussed was the Scrutiny Panel. The Chief Executive illustrated that this panel was also more popular amongst CEC and also shared some of their comments, which included:
- The name is not as supportive as it could be, with many saying it is 'too harsh' and 'less inviting'. Assurance Group or something similar had been suggested.
 - Lots of support for limits on cross-over.
 - Varying opinions on the make-up of the Scrutiny Panel and who could be a member, but no favoured proposal of the three options.
- 2.13 Discussions around the name continued amongst the Trustees, with the majority in favour of the name. Trustees understood the CEC feedback but outlined that the term 'scrutiny' tells of its purpose and is clear to understand. It was in use in other SUs and other organisations.
- 2.14 A Student Trustee was pleased to see that an Open University representative could be invited to sit on the panel and noted the benefits of doing so. She was also in favour of having students on the panel who have no other roles within the Association, however stating that while 3 'non-active' students would be great, they might be hard to recruit and so 1 student may be more realistic. VP Admin was also pleased to see a Lay Trustee in this Scrutiny Panel proposal. The Chair suggested that the terms of reference should give maximum flexibility on the membership, with all three options proposed in the paper open to the Scrutiny Panel and that in follow up to the Student Trustee's comments on recruitment challenges, the Scrutiny Panel should maintain the ability to recruit more from the Student Forum or other membership categories if needs be. The Trustees supported this view.
- 2.15 **RESOLUTION:** Trustees supported this part of the proposal, with maximum flexibility for the Scrutiny Panel on membership.

- 2.16 Finally, the proposals around the AGM were considered. The Chief Executive and VP Admin reported that this had received generally good feedback from CEC, albeit with some concerns as noted below:
- There was a pushback on the level of quorum with some members stating that 50 is too low
 - Some concerns at loss of face to face
 - Support for local meet ups and events
 - Events on campus so students can still visit their campus
 - Support for involving all students in being able to vote
 - Support for wider programme beyond business
- 2.14 A Student Trustee liked the idea of an online AGM as the 2020 Conference proved they can be done effectively online. She did however state that OU students must be provided with the opportunity to attend campus and other face to face events. The Chair offered his support for local and regional events, which was highlighted as a possible consideration for the next Association strategy.
- 2.15 A Student Trustee argued that the Association should offer students a commitment that there will be some face-to-face events, and that he felt unable to support the proposal as it stood without having a clear commitment to face to face enshrined within the proposal. A further Student Trustee felt the same. VP Admin suggested that a commitment cannot be made until after Conference and we knew how student members had voted. An External Trustee wondered whether some of the budget savings could be used to implement these face-to-face events. The Chief Executive said that that was what was proposed in the paper and from the Working Group's discussions. He further stated that the next Student Leadership Team (if it was approved) should be the ones to consider what the future should look like and how regional or discipline of study-based events could work for the future of the Association, which also fitted with the development of the next strategy. He felt this was a massive opportunity to do something different but the proposals shouldn't be read as a complete abandonment of face to face any more than we wanted to abandon the positives of recent online engagement.
- 2.16 RESOLUTION:** Two Trustees didn't approve the AGM proposals and stated they would only approve when a firm commitment to face to face is made. The remaining Trustees approved the proposals for the AGM.
- 2.17 RESOLUTION:** Trustees agreed to the quoracy level of 50.
- 2.18 ACTION:** The Chief Executive, Company Secretary and VP Admin would take forward these proposals into revisions of the Articles and Bye-Laws together with draft resolutions for Conference 2022. This next stage of the work will return to CEC for comments on 4-5 December and Trustees for approval on 7 December.

3. BEHAVIOURAL GOVERNANCE CHANGES

- 3.1 The Director of Membership Services and Deputy President introduced this paper and opened the floor for questions. The Trustees thanked the Director of Membership Services and Deputy President for their well written paper. They were happy with the addition of 'kindness and compassion' to the Association's values.

3.2 **RESOLUTION:** Trustees approved the changes to the Bye-laws and the addition of 'kindness and compassion' to the organisational values.

4. CONFERENCE – PLANNING UPDATE

4.1 The Conference and Association 50th Project Manager introduced this paper and called for Trustees to approve the weekend of 21st – 23rd January for Conference 2022.

4.2 **RESOLUTION:** Trustees had no comments or issues with the proposal of the calling of Conference on the weekend of 21-23 January 2022 as an online-only event.

5. REPORT OF THE FINANCE RESOURCES AND RISK WORKING GROUP

5.1 The External Trustee presented this paper explaining that in the previous BoT meeting, the working group were tasked with coming up with the Terms of Reference (ToR) for the new Finance, Resources and Risk Committee. He recognised value in having this Committee and stated that the Working Group should be formally closed, and the Committee start over, providing that the ToR are approved.

5.2 **RESOLUTION:** The group's Terms of Reference were approved.

5.3 **RESOLUTION:** The External Trustee, VP Admin and a Student Trustee were re-appointed to this new committee.

6. VOLUNTEER POLICY

6.1 The Director of Membership Services first made Trustees aware that any questions or queries would be passed on to the Senior Volunteer Training and Wellbeing Officer so that she could respond and make any adjustments. She highlighted that this policy enforces the expectations of behaviours of *all* students and not just volunteers.

6.2 **RESOLUTION:** The Board of Trustees approved this Volunteer Policy.

6.3 **ACTION:** The Board of Trustees are to approve/make comments on the most recent document on the forum which contains amendments recommended by the CEC from their meeting.

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| SECTION C: ITEMS FOR INFORMATION |
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7. STRATEGY PERFORMANCE REPORT

7.1 The Strategic Projects and Change Coordinator began by reporting the highlights from the CEC. She focused on the increased awareness and engagement amongst the student body, particularly the success of the leaflets which were sent out amongst module packs. The 21J Freshers' and the recent increase in engagement with the Hoot were also recognised and appreciated.

7.2 The Trustees were then made aware of areas to 'look at'. The Projects Portfolio contains many projects with an amber status. The Strategic Projects and Change

Coordinator contextualised the amber statuses, outlining that a lot are due to resourcing issues and problems within the OU. These projects are expected to come back to a green status. Issues with communications was also raised. Due to staff working from home and the pandemic, very little new content has been created and subsequently old videos are being reused, which has resulted in a reduced lack of engagement, particularly on YouTube. Staffing issues are also a contributing factor to this, as the Digital Comms team had been stretched thin. Finally, there is a need to look at resourcing in order to initiate Project 10, due to the current vacancy for a Policy and Public Affairs Manager which was proving difficult to recruit.

- 7.3 The Chair of the Trustees praised the Strategic Projects and Change Coordinator for the easy to read format of this paper and the in depth information.

8. CHIEF EXECUTIVE'S REPORT

- 8.1 The Chief Executive opened up the floor immediately to questions from the Trustees. VP Admin queried point 2.8 and wondered if there was a timeline on when the Chief Executive, President and the Chair would be getting together to discuss the Appointments Committee. The Chief Executive responded to explain that they hadn't been able to meet due to various annual leave and lack of availability and so this action has been carried forward.

- 8.2 The External Trustee questioned why the Association's affiliation with Nightline has stopped. The Director of Membership Services explained that the service was costing the Association £20k and there was no evidence to show that OU students were using it, despite several requests to the provider. Following recent meetings, the service had been on placed on pause. She further stated that the OU have a service called 'togetherall' and a new text service called 'SHOUT' has just been launched by the OU, meaning there are plenty of services for students to use instead of nightline.

- 8.3 The Chair of the Trustees queried when the OUSET strategy would be ready. The Chief Executive responded to explain that the OUSET Trustees haven't agreed a finalised strategy yet as the Head of Operations was looking at how we want to move forward. He felt that the end of this year is a realistic timeline.

9. STAFFING REPORT

- 9.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes.

10. FINANCE REPORT

- 10.1 The Head of Finance and Resources introduced this paper and outlined the key highlights from it. From looking at the actual to date against the profiled budget, there is a strong indication of a possible overall underspend for the second year running. She explained that the revised pensions contributions and delays/difficulties in some recruitments have created this underspend. The Head of Finance and Resources informed Trustees she would be flagging this underspend to the Management Team and see what can be done going forward. She stated that while the Association doesn't want to be spending money unnecessarily, she also doesn't want the Association to be increasing the reserves unnecessarily in keeping with the Auditor's comments earlier in the meeting.

- 10.2 The cashflow forecast was acknowledged, with the Head of Finance and Resources explaining that as of 30 September 2021, the total cash at the bank was £1.6m and is expected to reduce to £1.5m by July 2022. The Finance, Resources and Risk Working Group considered a 5-year forecast which indicated that cash levels remain stable throughout, with a reliable income source. She outlined that staff costs affect the cash level.
- 10.3 A Student Trustee suggested that with another underspend forecasted, it would be good to get other schemes in place. He also questioned whether the issues with the societies and their bank accounts had been resolved. The Head of finance and Resources confirmed that this issue is being resolved and explained that the budget allocated to societies is based on grants.
- 10.4 The Head of Finance and Resources left the meeting.

11. APPOINTMENTS COMMITTEE UPDATE

- 11.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes.

12. ANY OTHER BUSINESS

- 12.1 The President asked whether we could re-start the CEC and BoT observers at each other's meetings, to which the Trustees agreed they would be happy for this to happen.
- 12.2 A Student Trustee stated that many students have been asking about returning back to face to face, as the statement on the website is currently outdated.
- 12.3 ACTION:** The President will arrange with the Digital Comms team to have the old statement removed from the website and a new one to be put up.
- 12.4 A Student Trustee raised the issue of alternative formats and the difficulty she's been facing in receiving her papers for the previous three Board of Trustee meetings. Discussions arose to provide alternative ways to ensure the Trustee receives her papers on time. A suggestion was for the Trustee to print the papers herself and then claim back the money. The Head of Executive Support and Staff Welfare explained she would be happy to go into the office and print them for herself and pass on to the post room on the same day. The Student Trustee really appreciated this idea, and it will be trialled for the December BoT meeting.
- 12.5 ACTION:** The Head of Executive Support and Staff Welfare to print a pack of meeting papers on campus and get them posted.

13. DATE OF NEXT MEETING

Tuesday 7 December, 1pm – 4pm via Microsoft Teams.

| Item in the Minutes | Action | Action holder |
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| 1.8 | Head of Finance and Resources and the External Trustee to liaise with Mike Farwell to organise a training session on risk. | Alison Lunn and Mark Price |
| 2.18 | Draft revisions to the Articles and Bye-Laws to be made, together with the draft resolutions for Conference. | Matt Porterfield, Rob Avann and Alison Lunn |
| 6.3 | The Board of Trustees to approve/make comments on the most recent document (volunteer policy) on the forum which contains amendments recommended by CEC from their meeting. | All BoT |
| 12.3 | The President will arrange with the Digital Comms team to have the old statement removed from the website and a new one to be put up. | Sarah Jones |
| 12.5 | The Head of Executive Support and Staff Welfare to print a pack of meeting papers on campus and get them posted. | Gabby Cull |