

**BOARD OF TRUSTEES (BoT)**  
**3 December 2018****MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 3 December 2018 in Hazel Seminar Room, Wilson D, OU Campus.

**PRESENT**

Cath Brown, President (Chair)  
Caroline Cowan, Vice President Administration  
Alison Kingan, Student Trustee  
Kirsty Lamb, Student Trustee  
Stephanie Stubbins, Deputy President  
Claire Wallace, Student Trustee

**IN ATTENDANCE**

Rob Avann, Chief Executive  
Wendy Burrell, Deputy Chief Executive  
Peter Cowan, Vice President Education (Item 1)  
Sue Maccabe, Support Coordinator (minutes)  
Beth Metcalf, Head of Student Volunteering (item 4)

<b>INTRODUCTORY ITEMS</b>
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**A. WELCOME**

The Chair welcomed Kirsty Lamb to first meeting and congratulated Kirsty and Caroline for their recent elections. As part of the welcome, the Chair advised that she had received and accepted a resignation from Student Trustee, Peter Bell.

The Chair confirmed that the meeting would not be quorate in the absence of both external Trustees. However, the papers would be discussed and the decisions required would be taken on the online forum following the meeting.

**B. APOLOGIES FOR ABSENCE**

Taz Gardner, Acting Head of Resources  
Andrew Hulme, External Trustee  
Annabel Lane, External Trustee  
Leanne Quainton, Executive Assistant

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

The Minutes (BoT 10/18/M) from the meeting in October 2018 were approved. A discussion was had with regard to the designation of funds in the event of closure. VP Administration stated that funds had been designated for emergencies.

## ITEMS FOR DISCUSSION AND POSSIBLE DECISION

### 1. INCORPORATION

- 1.1 This paper and appendices were introduced by the Chief Executive (CEO) and VP Education. The Board received the following updates: Stone King feedback had now been received; responses have been sent to everyone that provided feedback and no further feedback had been received from the OU's legal advisers.
- 1.2 Feedback from Stone King was detailed. Cross-references will be checked on the final run-through; proposed wording received to allow future cross-registration – moving from 'Powers' to 'Objects'; no significant changes to Article 16; electronic record copies are acceptable; revised wording provided for Articles 6.3 and 6.4.
- 1.3 The Board also reviewed the detailed comments received from a Trustee, the documents mapping the Articles to the Constitution and the final draft of the Articles of Association (version 12).
- 1.4 A Trustee asked whether there was any indication yet on the winding up costs. The CEO advised that there is no formal estimate yet and that although the Association pays the costs just prior to winding up, a 'shell' may be required for an interim period to cover any on-going costs or contingency. The Association is awaiting legal input on this.
- 1.5 **ACTION:** The next steps are to produce the final version for Trustees' approval and to submit a paper to the OU Council in January 2019.
- 1.6 The Board were unable to formally approve Draft 12 with the revisions agreed due to not being quorate. The Trustees present, however, indicated their approval.
- 1.7 **ACTION:** Approval to be sought formally through the BoT forum.
- 1.8 The Chair expressed her thanks to everyone involved in this piece of work for all of their hard work to date.
- 1.9 Peter Cowan left the meeting.

### 2. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 2.1 The Chief Executive (CEO) 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.
- 2.2 The CEO provided one additional update, which has been reserved to the confidential section of the minutes.

- 2.3 The CEO provided a further update in relation to the USS Pension scheme. He confirmed that the initial changes to employer/employee contributions will take effect in April 2019. It was also possible that the further changes previously proposed to occur in October 2019 and April 2020 may come into effect if a new scheme cannot be agreed by then. He flagged that there may be industrial action in relation to these changes.
- 2.4 The Board discussed paper item 1.3 (Remuneration Committee). It was agreed to delay the nomination of a student Trustee to serve on this sub-committee.
- 2.5 The Board discussed paper item 2.3 (Observers). For CEC observers at BoT meetings, it was felt that observers would not be appropriate at AGMs or at BoT meetings where there are two or more new Trustees for whom it is the first meeting and that there should be a maximum of two observers.
- 2.6 **ACTION:** It was agreed that observers could be sought for the BoT meeting on 8 Feb 2019, but not for the BoT meeting on 10 May 2019. It was also agreed to publish the CEC meeting dates on the BoT forum to allow Trustees to identify suitable dates for CEC observation.
- 2.7 In relation to paper item 2.4 (University Changes), the President advised that these concerns had been raised at the last Council meeting and the OU acknowledged that the partnership working focus should be explicitly referenced in writing in the strategy.
- 2.8 The Board discussed paper item 2.10 (Trustee development Away Day). It was agreed to pend this until after the by-elections.
- 2.9 The Chair suggested that the Trustee role description should be reviewed ahead of the by-election which was agreed by the Board.
- 2.10 **ACTION:** The review will take place via the BoT forum.

### 3. CODE OF CONDUCT

- 3.1 The Chair introduced this paper. Beth Metcalf, Head of Student volunteering joined the meeting. Comments were raised and discussed in relation to the following items in the paper.
- 3.2 It was agreed that the development of the Volunteers' Policy and the BoT Code of Conduct should work hand-in-hand and should cross-refer to each other but also that one should not hold up the other.
- 3.3 The Board agreed that the proposed changes were fair and reasonable. It was also agreed that any Trustee who was likely to be unavailable for longer than five working days due to a planned unavailability (e.g. holiday) should provide notification of this.
- 3.4 **ACTION:** Guidelines to be provided on notification rules (how and who to notify).
- 3.5 It was proposed by one Trustee that a timeline be included for pre-discussions, responses and final decisions of not less than one week – this was agreed. The CEO proposed that this should also include provision to draw out conflicts of interest and

should also include wording with regard to the potential to remove a Trustee if they fail to attend two consecutive Board meetings (per the current Constitution and future Articles). It was agreed that the Code of Conduct should also cover guidelines for Trustees who may repeatedly fail to attend other meetings or repeatedly fail to take part in forum discussions, decision-making and voting.

**3.6 ACTION:** Chair to amend draft Code of Conduct and post updated version to BoT forum for approval.

3.7 The Chair also advised of her intention to share the document with the CEC and advised that a Code of Conduct will be required for the CEC too and that the BoT Code of Conduct will be a useful starting point for those discussions. The CEO advised that the current work on finalising the disciplinary processes will also need to be completed and that the disciplinary processes should be cross-referenced in the Code of Conduct documents.

#### **4. MENTAL HEALTH AND THE ASSOCIATION**

4.1 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.

4.2 Beth Metcalf left the meeting.

#### **5 EXTERNAL CHAIR**

5.1 As an external Trustee has to be formally appointed by the CEC whilst the Board appoints a Chair, the board discussed how to approach the recruitment for the role.

5.2 **ACTION:** It was agreed to seek further legal advice on how to position the situation within the recruitment and person specifications. It was also discussed and agreed that advice would be sought on developing rules around the Chair's casting vote (e.g. can't be against guiding principles/objects if possible). The final proposal would then be posted on the online forum for approval.

<b>ITEMS FOR INFORMATION</b>
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#### **6 FINANCE REPORT**

6.1 VP Administration provided supporting explanations and observations. There were no questions or queries in relation to the Finance report.

#### **7 STAFFING MATTERS**

7.1 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.

## 8. ANY OTHER BUSINESS

8.1 Deputy President and Student Trustee, Alison Kingan provided an update on the recent NCVO Annual Trustees Conference in terms of expo stands they had visited and speaking sessions they had attended (covering topics such as ‘accessibility challenges’, ‘transparency’, ‘legal issues’, ‘balancing governance & managing’ and ‘boards behaving badly’).

8.2 **ACTION:** Relevant information and presentations will be shared via the BoT forum.

## 9. DATE OF NEXT MEETING

9.1 The next meeting of the BoT will be Friday 8<sup>th</sup> February 2019 at 10am.

<b>Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
1.5	Incorporation: The next steps are to produce the final version with Trustees’ approval and to submit a paper to VCE and the OU Council in January and March 2019.	Tim O’Brien/Rob Avann
2.6	Observers: CEC Observers to be sought for the Feb BoT meeting. Post CEC meeting dates on the BoT forum to allow Trustees to identify suitable dates for CEC observation.	Rob Avann
2.10	Trustee Role Description: Review to take place via the BoT forum prio to the February By-Election.	All Trustees
3.4	Code of Conduct: Guidelines to be provided on notification rules (how and who to notify) and final version to be posted onto the forum for approval.	Cath Brown
5.2	External Chair: Seek legal advice on how to position the situation within the recruitment and person specifications as well as developing rules around the Chair’s casting vote (e.g. can’t be against guiding principles/objects).	Rob Avann
8.2	NCVO: Relevant information and presentations shared via the BoT forum	Steph Stubbins/Alison Kingan