

BOARD OF TRUSTEES (BoT)
8 February 2019**MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 8 February 2019 in CMR6, OU Campus.

PRESENT

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

IN ATTENDANCE

Rob Avann, Chief Executive
Wendy Burrell, Deputy Chief Executive (Staff & Student Engagement)
Alison Lunn, Deputy Chief Executive (Finance & Resources)
Leanne Quainton, Executive Assistant (Minutes)

INTRODUCTORY ITEMS

A. WELCOME

The Chair welcomed Trustees to the meeting, giving a special welcome to the new Deputy Chief Executive (Finance and Resources) Alison Lunn.

B. APOLOGIES FOR ABSENCE

Andrew Hulme, External Trustee
Kirsty Lamb, Student Trustee

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- C.1 The Minutes (BoT 12/18/M) from the meeting in December 2018 were approved.
- C.2 The President had not yet asked for expressions of interest from the CEC in attending a future BoT Meeting as an observer. Following the By-election there will be three new Trustees attending their first BoT meeting in May, therefore the dates from September 2019 dates onwards will be advertised.
- C.3 The Chief Executive had not yet progressed the further legal advice regarding recruitment for a third external Trustee and Chair but will bring an update back to the May meeting.

ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 1.1 The Chief Executive (CEO) introduced his report which collates information on decisions made and items discussed online since the last meeting with any other updates that Trustees should be made aware of.
- 1.2 He updated on the positive subvention meeting that had taken place on 5 February. The Association's proposal had included plans to turn the two current temporary staff roles into permanent positions. A positive outcome from the meeting had been that negotiations are to hopefully return to three year agreements in the future rather than one year only annually which will give the Association much more stability in being able to plan ahead. It was felt that PVC Students should have the remit to discuss and agree this with the Association following the development of our new strategy in Autumn 2019. The next Subvention meeting is scheduled for 14 March.
- 1.3 This discussion was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
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- 1.5 The Annual Dinner had been a huge success and the President thanked the Executive Assistant for organising and those involved with the creation of the Achievements video.

2. BoT CODE OF CONDUCT

- 2.1 The President presented the final draft of the BoT Code of Conduct following the CEC giving their feedback at their meeting in January. They had endorsed the content, however they had suggested changes in 4.2 around both parties working together on the strategy. The Chief Executive cautioned Trustees on the careful wording of this change as the Constitution states that the strategy falls under BoT responsibility and this document should reflect this to prevent the Trustees ever being challenged on delegating their duties. Having a principle to consult and work with the CEC was the essence of the points made and clearly it would be ill-advised not to work with the CEC on such matters.
- 2.2 **ACTION:** Wording to be amended to 'The Strategy is the responsibility of the Trustees. Trustees will work jointly with the CEC on projects such as developing the strategy'.
- 2.3 **RESOLUTION:** With the changes made, the BoT Code of Conduct was approved.

3. RELATIONSHIP AGREEMENT

- 3.1 The Chief Executive brought the draft OU/OU Students Association Relationship Agreement for approval before proceeding onto the University's Council for approval

on 5 March 2019. The agreement sets out how the two organisations work together and seek to foster and maintain a culture of partnership. It is reviewed by both parties on an annual basis and was presented to the CEC for feedback at their meeting in January and their comments had been incorporated into the version presented to the BoT.

- 3.2 The two main changes to the agreement this year were the inclusion of student representatives sitting on Governance Committees and Boards of Studies being able to share and comment on committee papers with other student reps. This had been successfully negotiated last term by the previous President and VP Education after continuous difficulties with confidentiality. The other change was that PVC Students will be the Association's executive contact on the VCE, taking over from Director, Academic Services.
- 3.3 The CEC had agreed the list of projects that the OU and the Association will work on jointly next year and amended the title of this section to 'Our Partnership Commitments'. One suggestion made by the CEC had not been possible to include in the draft, which was the addition of a formal commitment from the OU to meet the Association's costs in the event of closure. This was due to a last minute change in responsibility for the agreement from the OU's side, moving it to PVC Students therefore it had not been included however there is a commitment to discuss this proposal in more depth and to look to include it next year.
- 3.4 An External Trustee questioned the process of the OU sharing data with the Association. The Chief Executive explained that work on a data sharing agreement is in progress which sets out how we use and share data. This will be a huge help to the Association as there are issues with the functionality of the OU's data system which is now a number of years old. A Core Systems Replacement project is currently underway to upgrade to a new system which is long awaited.
- 3.5 **RESOLUTION:** The Relationship Agreement was approved, subject to final approval by the University's Council.

4. OU STUDENTS ASSOCIATION STRATEGY

- 4.1 The Chief Executive reported that work is underway in reviewing the Association's Strategy. Workshops carrying out a SWOT analysis were held with the CEC at their January meeting and with the student and External Trustees prior to this meeting. The same workshop is to be held with staff on 13 February. A weekend event dedicated to looking at the results of these workshops and working up the vision and objectives with all CEC, BoT and staff members is scheduled for 2-3 March 2019.

5 DISCRETIONARY FUNDS

- 5.1 The President brought a proposal requesting discretionary funding for the Association to attend three AL Professional Development Events to help raise awareness amongst ALs. A similar stand had been trialled at an equivalent event in Glasgow in November and feedback had been positive. The proposal requested £800 for the costs of volunteer travel expenses, give-aways and the printing of Association leaflets.
- 5.2 Trustees discussed the impact of attending these events and how it will be measured. The aim was for ALs to be better informed of the Association so that they

are able to signpost students to our services, being better equipped to help students and easing the workload on themselves. A suggestion to monitor enquiries afterwards to gauge impact was suggested and adding a box on our enquiry form that asks students where they heard about the Association.

- 5.3 **RESOLUTION:** The BoT agreed the spend of £800 from the discretionary fund.
- 5.4 Trustees had a general discussion about discretionary funding and how this is prioritised. The President felt that a system is needed to ensure funds are allocated in the best way and to guarantee that there is enough available for projects throughout the year. Trustees agreed that a calendar of deadlines would be advantageous and would be beneficial to have an idea of the projects due to come forward so that they are able to prioritise.
- 5.5 **RESOLUTION & ACTION:** A system will be put in place for 2019-20. For the remainder of this year it was agreed staff and CEC members would be asked for all proposals of intent to be made by Easter. A proviso to be included that if the BoT are not informed of projects in the timescales agreed, then funds may not be available.
- 5.6 **RESOLUTION:** It was agreed that any proposals for under £500, could be approved by VP Administration. However there had been no bids yet received at this level of funding therefore this will be kept under review rather than implemented.

ITEMS FOR INFORMATION

6 FINANCE REPORT

- 6.1 VP Administration and the Deputy Chief Executive (Finance & Resources) presented the revised budget for 2018-19. Minor changes had been made which included an overall increase of expenditure of £6,350 which was mainly in respect of salary expenditure taking into account maternity cover and an increase to the employer pension contribution rate. Another amendment was the introduction of a budget for the Area and Faculty Association Representatives for any incidental expenses they occur from attending events and meetings in order to carry out their roles.
- 6.2 The Deputy Chief Executive (Finance & Resources) drew Trustees attention to the reserves, highlighting that £168,650 of free reserves at year-end is projected. This was including the exam paper income from the OU, who agreed to fund the loss of charging for exam papers at a decreasing amount until 2021. The OU pays these funds to the Association rather than OSL and there are complications in transferring these monies to the Company due to the Association's charitable status. Because of the loss of income from exam papers, OSL continue to operate at a loss and the auditors have requested a full business case detailing how they are to become a going concern. The company is looking into reducing its overheads as well as other ways to generate additional income. This year they are supporting the OU's 50th and assisting with different initiatives taking place across they OU. The science kits for Module S111 had also been a success so other opportunities like this will be explored. Trustees were aware that the Association will be unable to continue to support OSL for the longer term while it is operating at a loss.

6.3 The income from the NUS cards were discussed. In the past this income has been donated to OUSET however the last two years it was agreed that it would fund the process of Incorporation. Trustees will need to agree where these funds are designated going forward and it was suggested that this decision should be made on an annual basis based on where funding is most needed.

7 STAFFING MATTERS

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

8. ANY OTHER BUSINESS

8.1 Student Trustee Alison Kingan raised an issue with being able to provide ongoing training to Peer Supporters once they have graduated because as per the Constitution they are no longer members after this point. If elected members graduate part-way through a term it is not an issue for them because the Bye-Laws state that a student must be studying at the time they are elected. Peer Supporters do not have terms like elected officers but this could be explored.

8.2 **ACTION:** The Student Support Team to look into this further and bring a proposal back to a future meeting if necessary.

9. DATE OF NEXT MEETING

9.1 The next meeting of the BoT will be Friday 10 May 2019 at 10am.

Action Log		
Item in the Minutes	Action	Action holder
C.2	Observers: CEC Observers to be sought for the September 2019 onwards BoT meetings.	Cath Brown
C.3	External Chair and Trustee: Seek further legal advice on recruitment and bring update back to the May BoT Meeting.	Rob Avann
2.2	Board of Trustees Code of Conduct: To make changes as advised.	Cath Brown
5.5	Discretionary Funds: Post a call out to staff and CEC members to request any proposal of intent for discretionary funding to be advised by Easter weekend.	Cath Brown
8.2	Peer Supporters: Student Support Team to investigate a proposal around Peer Supporters and membership and bring a proposal back to a future Meeting.	Alison Kingan