

BOARD OF TRUSTEES (BoT)
10 May 2019**MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 10 May 2019 in Hazel, Wilson D, OU Campus.

PRESENT

Cath Brown, President (Chair)
Caroline Cowan, Vice President Administration
Andrew Hulme, External Trustee
Alison Kingan, Student Trustee
Kirsty Lamb, Student Trustee
Annabel Lane, External Trustee
Cinnomen McGuigan, Student Trustee
John Paisley, Student Trustee
Adelaide Ribaud, Student 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, Head of Executive Support & Staff Welfare (Minutes)
Sammi Wright, Projects Officer (Student Support) (part)

INTRODUCTORY ITEMS

A. WELCOME

The Chair welcomed Trustees to the meeting, giving a special welcome to the three newly elected student Trustees, Cinnomen McGuigan, John Paisley and Adelaide Ribaud. This was Andrew Hulme's last BoT meeting after he had confirmed that he will be stepping down at the end of his term on 31 July 2019. The President thanked him for his contribution over the past five years.

B. APOLOGIES FOR ABSENCE

None.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (BoT 2/19/M) from the meeting in February 2019 were approved.

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 The staffing update included the notice that the Head of Student Volunteering had reduced her hours from 37 to 32 per week on a temporary basis for six months. It was queried whether the loss of hours would be covered elsewhere, and the Chief Executive confirmed that it is the intention to cover these hours and he is talking to the Head of Student Volunteering about how this will be managed. The President formally congratulated Leanne Quainton on the regrade of her role to Head of Executive Support & Staff Welfare.
- 1.3 The announcement had been made that Tim Blackman had been appointed as the new Vice Chancellor, due to start on 1 October 2019. This was felt to be a positive appointment as he had always been supportive of the Students Association in his previous role of Pro Vice-Chancellor Research, Scholarship and Quality. The President advised that she had sat on the appointments panel as an observer along with fellow Council members and members of Senate and had been able to fully participate in all discussions. A student panel had also had the opportunity to meet with all of the candidates and their views and feedback had been taken into consideration in the final decision.
- 1.4 The Chief Executive highlighted the Personal Development Staff Appraisal (PDSA) process that is scheduled for October for Association staff. He asked Trustees to start considering how PDSAs should be held for himself, the President and Deputy President. Last year's process included two Trustees leading the appraisals by obtaining feedback from relevant CEC members and OU and Association staff. Ideally these should take place before the rest of the staff PDSAs in October.
- 1.5 **ACTION:** The President asked the Deputy Chief Executive (Staff and Student Engagement) to facilitate discussions amongst the rest of the BoT (excluding the President, and Deputy President for their own processes) about who will be involved in the process and how and when it will take place.
- 1.6 **ACTION:** The Head of Executive Support & Staff Welfare to post CEC meeting dates in the forum for Trustees to express an interest in attending a CEC meeting as an observer.
- 1.7 The Chief Executive updated on the Remuneration Committee (RemCo) advising that due to work pressures, the RemCo Chair, Alan Measures and himself had agreed to delay the intended benchmarking project to report to Trustees at the later date of their 10 September meeting. The next meeting of RemCo is due in July and some options for dates will be sent around for those on the committee. There remains a vacancy for a Student Trustee and expressions of interest were asked of the BoT. It was confirmed that the upcoming work of Remco will concentrate on the benchmarking salary exercise for the Senior Management Team, due to report back

in September 2019 and then from the autumn, it will be looking at the contracts and salary of the President and Deputy President in time for the 2020 elections. There should be no more than three meetings over the rest of the term.

- 1.8 **ACTION:** The CEO to arrange the next meeting of the RemCo with the relevant members. He will ask for expressions of interest on the forum for those Student Trustees interested in filling the vacant position.
- 1.9 The Board discussed the previous proposal of the Trustee away day that would give Trustees an opportunity to meet outside of a meeting as part of their development and team building. It was thought that this should take place with the two new External Trustees that are to be recruited however it was commented by a Student Trustee that this will depend on the timeline to make it worthwhile before the end of the term.
- 1.10 **ACTION:** The CEO to continue discussions online.
- 1.11 There are two external Trustee vacancies to fill following Andrew Hulme's departure at the end of July, with one of those intended to be the Chair of the BoT. The Chief Executive advised his intention to recruit in time for the September meeting if that were possible.
- 1.12 **RESOLUTION & ACTION:** Trustees agreed that a financial background was important when recruiting the External Trustee to continue to provide an external oversight of the organisation's finances alongside the other role being someone with chairing skills. Trustees to advise the Chief Executive of their interest on sitting on the recruitment panel.
- 1.13 There had been a lot of progress on the incorporation process and the Chief Executive updated on the different aspects involved. He highlighted that the USS pension transfer had been approved in principle and the final documents were being finalised. He and the Deputy Chief Executive (Finance & Resources) had met with the OU's Payroll Manager to discuss the TUPE (Transfer of Undertakings (Protection of Employment) of Employees) to the new company and it appeared to be straightforward. A staff consultation will take place over six weeks from mid-June. Employees will see no changes to their working conditions, contracts, pensions, pay grade, titles etc. but a full information session will be arranged to allow them to fully understand the process and ask any questions. Registering the new charitable Company Limited by Guarantee (CLG) with the Scottish Charity Regulator (OSCR) cannot be done concurrently with the Charity Commission for England and Wales, therefore the Charity Commission registration will be made first and once approved we will apply to OSCR. OSCR prefer that a CLG has 'Ltd' in its title therefore the new company may be registered as The Open University Students Association Ltd however the 'ltd' can be removed later down the line if required – the CEO will be discussing this further with Stone King. The Resources team are waiting on confirmation of the banking transfer which will require a new bank mandate once the CLG is formed. The CEO is liaising with Stone King over an error made over some of the wording in the Articles of Association around the definition of Conference. The CEO and Incorporation Project Manager are expressing their concern over this issue as all wording was agreed in conjunction with the solicitors. The CEO will keep the BoT informed. The date for the incorporation transfer continues to be 1 August 2019.

- 1.14 **RESOLUTION:** Trustees confirmed for the record that they were content to form a Charitable CLG and that OUSET and OSL are not included in the transfer.
- 1.15 **ACTION:** The Chief Executive raised that work was now required to the Bye-Laws to keep in line with the new Articles. Stone King have offered a quote to help with this work if required. Trustees were happy to proceed. The Chief Executive will keep VP Administration aware of any proposed changes.
- 1.16 **RESOLUTION:** Once the new company has been formed, the Board will need to meet for the first time as a Board of Directors. This was agreed for Thursday 13 June, 8pm on Skype.

2. NEW GROUPS PROPOSAL

- 2.1 Sammi Wright, Projects Officer (Student Support) was in attendance to present this paper, which had been prepared by Cherry Day, VP Equal Equality and Diversity and Verity Robinson, Head of Student Support.
- 2.2 The OU Students Association currently have two Groups, the DSG (Disabled Students Group) and PLEXUS, the LGBT+ Group. The purpose of these groups is to provide a support network for its members and a channel where their voices can be heard. They are invaluable to the Students Association as they allow engagement with members that it may not otherwise be able to engage with. Work is taking place to encourage the creation of a BAME (Black, Asian and Minority Ethnic) Group.
- 2.3 The paper detailed the current set up of Groups describing how differently they are run, both following different procedures with different committee member roles and independent code of conducts or constitutions. It was proposed that a full review of Association Groups is carried out to bring them in-line and following the same set of guidelines. It was proposed that thorough induction processes are implemented to include training and the understanding of the expectations and requirements of them as well as the support available. Work will also be done around engagement with Group members to ensure that the committees are fully representing and engaging with their membership.
- 2.4 The BoT discussed exerting the same controls on Group committee members as all general Association volunteers through checking for criminal records and the completion of Safeguarding and Prevent training. Additional support in raising awareness for committee members was thought advantageous as Groups are doing lots of good work but are unaware of the appropriate channels or procedures to be able to report back.
- 2.5 Elections was felt an important aspect to bring together to ensure transparency and that uniform and fair procedures are followed.
- 2.6 The Chair of the DSG had very recently resigned so it was felt any changes should be made in time for the next elections that were due in the autumn.
- 2.7 A lengthy discussion was had regarding the budget allocated to Groups. Currently Groups are allocated £3,000 each although after analysing past spend, £2,000 had been allocated in the 2019-20 budget with £1,000 set aside for a new BAME Group. This was felt enough for the day to day expenditure of the Groups. It was agreed that the DSG may require more for additional facilitation requirements. If any additional

funds were required for events or projects, then funds could be bid for. There is an issue with accountability of spend within Groups and the Projects Officer confirmed that will form part of the review to ensure the process is transparent and there is a clear criteria for how funds should be spent.

2.8 **ACTION:** Deputy Chief Executive (Finance & Resources) and the Head of Student Support to look at implementing an additional facilitation budget for the DSG and to draft parameters on some budget criteria.

2.9 **RESOLUTION:** Trustees all agreed that the proposal was a long time coming and gave their full support in proceeding in setting clear minimum standards for Groups.

2.10 Sammi Wright left the meeting.

3. VOLUNTEER POLICY

3.1 The Volunteer Policy was presented by the Deputy President and VP Administration following changes being made introducing more detail about the storage and use of volunteer data, volunteering with a criminal record and closer links to the Grievance and Complaints Procedure. The paper had been discussed at the CEC at their last meeting and amendments made had been incorporated into the version seen by the BoT.

3.2 It was felt that there were several errors and inaccuracies in the document and Trustees recommended that a full redraft was required before any approval could be given. It was suggested improved procedures are put in place to ensure documents were produced in a timely manner to ensure that there was time to be adequately checked for accuracy before coming to the BoT.

3.3 **ACTION:** The Deputy Chief Executive (Student and Staff Engagement) to take forward suggestions of implementing an Editorial Team within the Staff, CEC and BoT.

3.4 **RESOLUTION:** The amendments were not approved but would be taken to the online forum once reviewed.

4. CEC OBSERVERS

4.1 The President brought the revised policy for observers attending CEC meetings that had been amended to give more flexibility in the way observers are invited. The policy had previously been agreed at the CEC and if approved by the BoT it would be amended in the Bye-Laws.

4.2 **RESOLUTION:** The BoT approved the changes to the CEC Observer Policy.

4.3 **ACTION:** VP Administration to make the changes to the Bye-Laws.

5. FINANCE REPORT

5.1 VP Administration and the Deputy Chief Executive (Finance & Resources) presented the Finance Report that detailed the income and expenditure to 31 March 2019. They drew Trustees attention to the reserves figure advising there are amounts retained in this overall figure for: the Association's reserves policy of one month's operating

costs; Conference 2020; growth for 2019/20 that had been agreed during the subvention negotiations would come out of the reserves; possible support for OSL and; the Culture Review Project. This left a balance of £227,000. It was proposed therefore to donate £100,000 to OUSET, the OU Students Educational Trust. This amount had been on average the amount raised from the sale of NUS cards that had been donated to OUSET in the past. It was noted that for the last two years these funds had gone towards funding the process of Incorporation.

- 5.2 Student Trustee Alison Kingan, VP Administration and the Chief Executive declared an interest in this discussion due to all being Trustees on the OUSET Board. It was confirmed that the OUSET Board are discussing ways to better secure itself in the future however with the unknowns around the NUS card funding and whether bequests will continue to be given, future funding of the charity is uncertain.
- 5.3 This proposal also assists with future subvention negotiations as the OU have asked for the Association to reduce the amount it keeps in its reserves. VP Administration confirmed that agreement in principle had recently been received from the OU that that they will cover the Association's cost in the event of closure however until written agreement is received, the Association has ensured the funds are kept in its reserves to cover this cost. When confirmation is received, reserves can be reduced.
- 5.4 OSL are still to produce a business plan detailing how the company will become financially viable in the future. The Auditors have requested that for the Association to be able to support the company long-term that a commercial loan is needed therefore funds have been ringfenced in the reserves for this purpose. This year has been an anomaly for OSL due to the 50th celebration merchandise so it is not yet clear what effect that will have on sales. Currently the intercompany balance of £140,000 is kept in OSL accounts however it was thought it would be more secure to move these funds to the Association account.
- 5.5 **ACTION:** The Deputy Chief Executive (Finance & Resources) to move the £140,000 to the Association's account.
- 5.6 **RESOLUTION:** Trustees agreed the principle of making a donation in line with the Associations charitable objects to OUSET.
- 5.7 **RESOLUTION:** Trustees agreed that the amount to donate to OUSET was £100,000.

6. DRAFT BUDGET 2019-20

- 6.1 VP Administration reported that the outcome from the subvention negotiations had been an increase of £102,000 to support pension increases and inflation, staff pay award and incremental drifts. It had agreed that the remaining areas for growth would be funded out of the Association's reserves. The University's budget will go to Council for final approval in July 2019.
- 6.2 PVC Students had asked that the Association look to try to reduce its overall costs and one area identified had been Conference. Trustees discussed options around this that included tackling the issue of the wasted expenditure of attendance no-shows. Suggestions of paying a deposit or asking attendees for a contribution/donation towards Conference were made. Trustees agreed that adding a cost to Conference for delegates does come with its disadvantages however there continues to be a high attendance drop out rate so something does need to be done

but at the same time not disadvantaging the majority of students who do attend. Trustees agreed that they would be more in favour of a voluntary contribution rather than adding a deposit for all attendees. The President suggested looking at sponsorship of Conference or parts of Conference and approaching businesses. The Deputy Chief Executive (Finance and Resources) had started to investigate the possibility of this but advised there would be lots to navigate through. Further work was underway to consider different options, sponsored by VP Administration.

- 6.3 A lengthy discussion was had around the expenses for CEC members. The paper suggested allocating each CEC member a number of visits to campus per year rather than a monetary amount as it was felt that this would help with some issues around providing equity of access, removing barriers associated with travelling distances and specific needs of the individual. This would be on top of travelling to the CEC and other visits that would be funded by the OU or other departmental budgets where the majority of funds come from. The President raised concern that this would disadvantage those post-holders where their role required coming to campus more often than others. It was felt that keeping the status quo of retaining individual budgets would be preferable so officers can manage and work within their own parameters. It was felt that more education and guidance on budgets would be helpful for the CEC and the opportunity for them to input into the discussions when the budget was being developed.
- 6.4 **RESOLUTION:** The budget to retain individual allocations plus the introduction of a discretionary pot where members can apply for additional funds should they exhaust their own allocation.
- 6.5 The budget for the Area and Faculty Association Representatives was discussed and whether the proposed £6,000 was enough for them to carry out their roles effectively. It was noted that some FARs have better arrangements with their faculties than others in that the faculty fund their visits to attend meetings which should be done across the board for all FARs.
- 6.6 **ACTION:** VP Administration and Deputy Chief Executive (Finance & Resources) to discuss how best to take forward. Updates will be made to the expenses policy and shared with the CEC for comments and a CEC criteria and guidance for budgets will be created.
- 6.7 **RESOLUTION:** The following staffing budgets were agreed:
- a) The two members of staff on fixed term contracts, the Support Coordinator and Volunteer Administrator will be made permanent.
 - b) Recruitment for a new External Affairs Officer will take place at the end of the year.
 - c) Recruitment for a part-time Administrator to join the Executive Support and Staff Welfare Team on a fixed term basis will commence in the autumn.
- 6.8 Concern was raised over reducing the discretionary funds to £15,000. It was explained that this was because the funds required for the External Review of culture had now been proposed to be taken from the reserves budget plus, as it was a Conference year, there would be less staff resources available to take on many new projects. It was proposed that funds could be topped up from the reserves if there were projects that came forward that required it.

- 6.9 **RESOLUTION:** Trustees agreed £15,000 in the discretionary funds on the premise that it can be topped up through the reserves up to the previous years allocation of £40,000 if required.

ITEMS FOR INFORMATION

7. OU STUDENTS ASSOCIATION STRATEGY

- 7.1 The Chief Executive reported on the development of the new Association Strategy. It is intended to bring a draft strategy for approval by Trustees at the September meeting. Five working groups had been set up against each theme; Community, Support, Engaging with students, Engaging with the OU and Campaigning and External Affairs. Each were asked to come up with three objectives for a short, medium and long term delivery. A workshop was held at the April CEC and attendees voted on their priorities. This feedback has been collated and the outcome will be put to the CEC, BoT and wider student population to gauge further opinion. Objectives had fallen into three main themes: Inform and Support; Engaging and Involving; and Influencing and Transforming. Three working groups will be established focussing on these key themes with each working group turning their attention to projects that could be delivered within each to deliver the objectives and a further workshop will likely be held during the July CEC weekend.

8. STAFFING REPORT

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

9. ANY OTHER BUSINESS

- 9.1 **ACTION:** The President asked whether the November BoT could be moved as there was a clash with her diary. Head of Executive Support & Staff Welfare to action.
- 9.2 **ACTION:** Further details on the Volunteer event had been put in the BoT Forum. All Trustees were reminded to ensure they had gone in and voted.

10. DATE OF NEXT MEETING

- 10.1 The next meeting of the BoT was subsequently changed after the meeting, to Monday 14 October 2019 at 10am.

Action Log		
Minute Item	Action	Action holder
1.5	PDSA: The Deputy Chief Executive (Staff and Student Engagement) to facilitate discussions amongst the rest of the BoT about who will be involved in the process of appraisals for the Chief Executive, President and Deputy President and how and when they will take place.	Deputy Chief Executive (Staff and Student Engagement) / BoT
1.6	Observe a CEC Meeting: CEC dates to be posted and BoT to make expressions of interest in observing a CEC meeting.	Head of Executive Support & Staff Welfare
1.8	RemCo: The Chief Executive to arrange the next meeting of the RemCo with the relevant members and ask for expressions of interest from Trustees interested in filling the vacant Student Trustee position.	Chief Executive
1.10	BoT Away Day: Chief Executive to continue discussions online.	Chief Executive
1.15	Incorporation: The Chief Executive will discuss the work required to the Bye-Laws now that the new Articles are in place with VP Administration.	Chief Executive / VP Administration
2.8	Groups Proposal: Deputy Chief Executive (Finance & Resources) and the Head of Student Support to look at implementing an additional facilitation budget for the DSG and to draft parameters on some budget criteria.	Deputy Chief Executive (Finance & Resources) / Head of Student Support
3.3	Volunteer Policy: The Deputy Chief Executive (Student and Staff Engagement) to take forward suggestions of implementing an Editorial Team within the Staff, CEC and BoT.	Deputy Chief Executive (Student and Staff Engagement)
4.3	CEC Observers: VP Administration to make the relevant changes to the Bye-Laws.	VP Administration
6.6	Budget: VP Administration and Deputy Chief Executive (Finance & Resources) to discuss expenses further. To update the expenses policy and draft a CEC criteria and guidance for budgets.	VP Administration and Deputy Chief Executive (Finance & Resources)
9.1	November BoT Meeting: Date to be changed	Head of Executive Support & Staff Welfare
9.2	Volunteer Event: All Trustees to go into the forum and vote on the revised options.	All Trustees