

BOARD OF TRUSTEES (BoT)
11 October 2018**MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 11 October 2018 in Hornbeam Seminar Room, Wilson D, OU Campus.

PRESENT

Peter Bell, Student Trustee
Cath Brown, President (Chair)
Caroline Cowan, Student Trustee
Andrew Hulme, External Trustee
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
Mike Farwell, Auditor, James Cowper Kreston (part)
Taz Gardner, Acting Head of Resources (items 1 - 8)
Leanne Quainton, Executive Assistant (minutes)
Beth Metcalf, Head of Student Volunteering (item 3)
Verity Robinson, Head of Student Support (item 4)

INTRODUCTORY ITEMS

A. WELCOME

The President welcomed Trustees to the first BoT Meeting of the term.

B. APOLOGIES FOR ABSENCE

None recorded.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (BoT 07/18/M) from the meeting in July 2018 were approved.

ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. 2017-18 END OF YEAR ACCOUNTS

- 1.1 Mike Farwell, Partner at James Cowper Kreston, the Association's external auditors, was in attendance to talk the Trustees through the 2017-18 accounts for the OU Students Association and also the trading subsidiary OUSA (Services) Ltd. He gave Trustees a brief overview of the audit process and the role that James Cowper Kreston plays as auditors.
- 1.2 Trustees had been previously been sent the draft accounts for the Association, draft accounts for OUSA (Services) Ltd, audit completion letters for both entities and a draft letter of representation. The intention was for the BoT to comment and approve the documents. Mike ran through each document for the benefit of Trustees and asked for comments accordingly.
- 1.3 Trustees offered a number of minor changes to the draft Trustees report and the presentation of the financial notes. It was also agreed that potential increased costs of pensions contributions should be added to the risk register.
- 1.4 Mike gave an overview of the consolidated statements of financial activities highlighting that income had increased from 2016-17 through the subvention as well as an increase in expenditure due to Conference and an increase in staff numbers. The Association showed a small surplus at the end of the year.
- 1.5 He went onto the Balance Sheet and explained that it detailed the organisations assets and liabilities. He noted the reserves and that it was always advantageous for charities to have a good level of reserves as a contingency for the unforeseen.
- 1.6 A Trustee requested that the cost for Incorporation be clearly added under note 5 in the direct costs to be as transparent as possible with this expenditure.
- 1.7 Mike asked Trustees to consider having an additional line in its Designated Funds for 'in the event of closure' like a lot of charities factor in. It was raised that in the past the OU had made a statement that they would meet any redundancies for the Association in the event of their closure which was the reason why funds had not been allocated before. The Chief Executive advised however that due to the amount of changes in OU staff and the uncertainty of who will be dealing with the subvention negotiations this year, Trustees could not completely rely on this statement being upheld therefore advised that this addition would give Trustees the protection until a formal agreement was received from the OU.
- 1.8 **RESOLUTION:** Trustees agreed to designate £200,000 as a reserve for the costs of winding up in the event of closure.
- 1.9 Mike talked about the accounts of OUSA (Services) Ltd that need separate approval from the OSL Board but are brought to the BoT to monitor how the subsidiary is performing.

- 1.10 He highlighted the balance sheet that showed the company making a loss of £19,287. The company was struggling to overcome the loss of exam paper income. There were a number of options to be considered in taking the company forward but it required a new business plan to overcome the current situation and consider its future. The Head of Operations was revisiting overheads and new potential merchandise in line with the OU's 50th anniversary.
- 1.11 The President raised the value of the unquantifiable aspects of the shop in creating awareness of the Association and the community function it brings. Mike confirmed that this has merit but that it is also important to bring the company back to break even, if not better.
- 1.12 **ACTION:** OSL Board to carry on these discussions and to create a business plan exploring sustainability or alternative options as soon as possible.
- 1.13 Mike concluded that overall it was a smooth audit and the only main issue is the OSL position and its sustainability but thanked Taz and Rob for their assistance throughout.
- 1.14 **RESOLUTION:** Subject to the amendments, Trustees approved the accounts and letter of representation.

2. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 2.1 The Chief Executive 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 He updated on the recruitment for a Deputy Chief Executive (Finance & Resources) advising that two candidates were being interviewed on 12 October. The interview panel would consist of the Chief Executive, the Deputy Chief Executive (Student & Staff Engagement), the President, the previous VP Administration and one of the OU's accountants. Rob also thanked Andrew Hulme for providing notes to assist the shortlisting and confirmed that the BoT would be informed of the outcome as soon as a decision was made.
- 2.3 The Remuneration Committee will be soon arranging their next meeting for November to look at a remuneration policy for the senior management team.
- 2.4 Following the BoT Skype meeting on 24 September to discuss the Chief Executive's lease car, the President had approved the arrangements and the new car is due to be delivered on 2 November.
- 2.5 Incorporation: The draft Articles of Association have been sent to the OU and the Association's legal advisors, Stone King for review and positive feedback had been received. The OU suggested other routes to obtain feedback before the articles go to the VCE for approval in January 2019, including the Nation Directors to ensure it complies against their different arrangements and also the Equality and Diversity and Governance Team. They will go to the CEC for comment at their meeting on 19-21 October and the final set will come to the BoT at their next meeting in December.
- 2.6 The USS Employee Consultation is currently open running alongside the USS Employer consultation. The Chief Executive is meeting with the OU's pension team to

discuss their response and whether it can be shared before we decide whether there is a need to respond separately.

- 2.7 A Student Trustee raised the position of the Immediate Past President (IPP) and the need for this position to be reviewed by the CEC and BoT. Historically the role is to Chair the OUSET Board however this term, the IPP had resigned from all Association duties which left OUSET needing to appoint a temporary Chair. Trustees agreed that making the President a paid role does change the expectations of an IPP therefore this does need to be considered. This would be picked up once the new VP Administrations was in place.

3. ACHIEVEMENTS PROJECT

- 3.1 Beth Metcalf, Head of Student Volunteering was in attendance to present this item. The Deputy President declared a conflict of interest as the project sponsor.
- 3.2 Head of Student Volunteering explained that this project came about following the success of the archiving project, where student volunteers uncovered and compiled 45 years of OU Students Association history. With the OU's 50th Anniversary next year, this project would create the Association's own 'Our Achievements' content that can be included as part of the celebrations, raising the awareness of the Association is, what we do and the impact we've had and can have in the future.
- 3.3 The proposal asked for £8,500 from the discretionary fund for the project that would include the creation of a timeline of achievements video and pop –up banner and volunteer involvement to continue the work in uncovering more of the Association's history.
- 3.4 The President suggested approaching the OU to request some funding towards the project from their own OU at 50 budget, which would be investigated. It was agreed that if they were forthcoming, these funds would be additional to allow for more students to be involved.
- 3.5 **RESOLUTION:** Trustees approved £8,500 from the discretionary fund.
- 3.6 Beth Metcalf left the meeting.

4. DBS CHECKS FOR PEER SUPPORTERS

- 4.1 Verity Robinson, Head of Student Support was in attendance for this item. Student Trustee, Alison Kingan declared an interest due to her role as VP Student Support.
- 4.2 The Peer Supporter service was re-launched in September 2018 and ongoing investigations have taken place into the requirements for DBS checks for all supporters. It was originally thought that it would be a requirement so 'enhanced' checks were explored. Having taken advice from the OU's safeguarding advisor, an external DBS check provider and finally our own legal advisors, it was confirmed that enhanced checks were not required. However, carrying out the basic level check would provide a level of re-assurance and ensure the service was professionally run which would also support the OU making referrals.

- 4.3 A basic DBS check comes at a higher charge than the enhanced, of £29.80 per check and the proposal asked for £800 from discretionary funding to DBS check the 26 Peer Supporters.
- 4.4 Trustees agreed that it would be a positive step forward for the service but requested that they be renewed every 12 months to ensure continued validity.
- 4.5 **RESOLUTION:** Trustees approved £800 from discretionary funding on the premise that it would be budgeted for in the future for annual renewals.

4.6 Verity Robinson left the meeting.

5 BoT EFFECTIVENESS REVIEW

- 5.1 In July 2018 the outgoing Board of Trustees were asked to complete an online effectiveness survey to gain feedback into improvements and other developments that could be made to improve effectiveness. Four responses had been received and the Chief Executive went through the results.
- 5.2 The main outcome had been the need for meetings to keep to timings and make firm decisions in the time allocation of the face to face meetings. Trustees agreed that this was important to ensure this term.
- 5.3 It had been suggested that more time was needed to consider meeting papers prior to the meeting. Trustees talked about the possibility of moving to publication two weeks prior to meetings rather than one week as it currently is. The Chief Executive advised that most Trustee meetings have one week postings and warned that making a change may affect the meeting schedule as adequate time in between CEC and BoT Meetings would be required. Trustees agreed that one week publication was adequate as long as it did not slip any later. Trustees noted the suggestion of a single PDF document providing all the papers and appendices for future meetings.
- 5.4 There was a suggestion of a Forward Plan for Agenda items. The Chief Executive confirmed he will endeavour to include this in his Chief Executive Report where known.
- 5.5 A suggestion had been made of Trustees having a 'staff buddy' in the office. Trustees were not sure of the benefit but liked the idea of observing a staff meeting to hear about the work staff are doing. Trustees will post in the Forum if interested.
- 5.6 Trustees agreed the addition of an action log at the back of the Minutes and to continue to send and receive CEC/BoT observers to each of the respective meetings.
- 5.7 A BoT Away Day had been raised which will be discussed further in the forum or in future meetings.
- 5.8 The Chief Executive raised the use of sub committees following the successfully established Remuneration Committee and whether it was time to establish a Finance/Audit Committee as the Association continues to grow. Trustees would consider this further, possibly at an away day.
- 5.9 Trustees agreed that training from Stone King on legal responsibilities and the auditors on financial responsibilities would be helpful. Trustees also agreed to hold the

effectiveness review annually rather than at the end of their terms.

5.10 **ACTION:** Decisions to be implemented.

ITEMS FOR INFORMATION

6 OU STUDENTS ASSOCIATION STRATEGY

6.1 The strategy updates were presented for information. The President and Chief Executive recommended that the CEC/BoT think about reviewing the strategy now it was three years old and many of the objectives detailed have been completed. The President thought that the Strategy could be the topic of one of the CEC's project workshops scheduled and any interested BoT members could be invited to attend. Further details will be brought back to a future meeting.

7 FINANCE REPORT

7.1 The finance report was reviewed that showed the income and expenditure to end September 2018.

7.2 The underspend in the budget for societies was queried and the President (who had once been Chair of the Societies Committee) explained that changes had been made in the way Societies were given funding and instead of each receiving monies that many did not spend, they were asked to apply for grants. Work is being done to make the requirements for applying less stringent to ensure more societies are encouraged to apply.

7.3 Student Trustee, Alison Kingan asked about the funding allocated to Officers following an experience she had last term as VP Student Support in being told that she had reached her budget limit, stopping her being able to travel to campus to attend meetings. The Chief Executive reassured her that the budget shown is for incidental costs and that most projects/meeting CEC members attend are allocated under budget lines therefore there is never an intention for student representatives to be unable to attend events on campus. He advised that the incoming VP Administration will need to review the expenses policy once in position as it remains an ongoing issue due to the OU's system and the inconsistencies across the board. The President highlighted that she will continue to raise this at her regular meetings as it falls under a Student Voice matter. It was confirmed that a system had been implemented within the OU to enable them to log all students expenses under a new budget code helping them to establish how much is being spent on student representation which they have never been able to do before. This figure is what has been required before discussions can continue into handing the processing of all student expenses over to the Association.

7.4 Taz Gardner left the meeting.

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 **BoT Report to the CEC:** A discussion had been had on the forums about whether the BoT should assist in the collation of the BoT report that goes to each CEC meeting. The Chief Executive had explained that he collates this information on behalf of the Trustees that summarises the minutes of the meeting and any action taken in the forums. Trustees were happy for this to continue and be sent a copy to view the report.

10. CONFIDENTIAL ITEM: RECENT ISSUES

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

11. DATE OF NEXT MEETING

- 11.1 The next meeting of the BoT will be Monday 3rd December 2018 at 10am. .

Action Log		
Item in the Minutes	Action	Action holder
1	Make amendments to the 2017-18 accounts	Mike Farwell/Rob Avann
1	Produce a new OSL Business Plan	Magda Hadrys/OSL Board
5	Implement changes following BoT Effectiveness Review	Rob Avann