

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
11 February 2021**

MINUTES

Minutes of the online meeting of the Board of Trustees (BoT) held on 11 February 2021 at 1pm via Microsoft Teams.

PRESENT

Allan Blake, External Trustee and Chair
Aidan Cameron, Student Trustee
Ian Cheyne, Deputy President
Selina Hanley, Student Trustee
John James, Student Trustee
Sarah Jones, President and Deputy Chair
Annabel Lane, External Trustee
Matt Porterfield, Vice President Administration
Mark Price, External Trustee
Claire Wallace, Student Trustee

IN ATTENDANCE

Rob Avann, Chief Executive
Wendy Burrell, Deputy Chief Executive (Student & Staff Engagement)
Magda Hadrys, Head of Operations (item 3)
Sue Maccabe, Strategic Projects and Change Coordinator (item 2)
Beth Metcalf, Head of Volunteering & Representation (item 5)
Dan Moloney, Policy & Public Affairs Manager (item 6)
Leanne Quainton, Head of Executive Support & Staff Welfare (minutes)
Verity Robinson, Head of Student Support (item 7)

<p>SECTION A: INTRODUCTORY ITEMS</p>

A. WELCOME

A.1 The Chair welcomed the Trustees to the February BoT meeting, giving a special welcome to Student Trustee, Selina Hanley who was attending her first Trustee meeting since being elected in the By-Election.

B. APOLOGIES FOR ABSENCE

B.1 Alison Lunn, Deputy Chief Executive (Finance & Resources) and Company Secretary
John Paisley, Student Trustee

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- C.1 The Minutes (BoT 10/20/M) from the meeting in October 2020 were approved.
- C.2 The Minutes (BoT 11/20/M) from the meeting in November 2020 were approved.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION
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1. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 1.1 The Chief Executive presented his regular report, explaining that this was a standard item on the Agenda that detailed all the matters that Trustees had approved online since the last meeting, any other matters to report and updates from the Company Secretary.
- 1.2 Interviews had been held on 5 March for maternity cover for the Head of Executive Support & Staff Welfare role. Gabby Cull had been successfully appointed and will start in her new position on 1 March for a handover period with Leanne.
- 1.3 Freshers week had again been very successful, generating a lot of student engagement over a number of well-attended, positive events. There had been an incident at one of the online events involving a student that had required to be removed from the session. The staff and student volunteer leading the session handled the situation quickly and calmly and Trustees gave their appreciation for handling it so professionally. The Community team are talking to the OU's Information Security team to see whether the individual can be identified and to explore ways to improve our practice. Updated guidance for online meetings had also been circulated.
- 1.4 All actions from the previous two meetings had been completed apart from three that will be carried over.
- 1.5 **ACTION:** Actions to carry over: C.2 The Risk Register; 1.11 Process for the Appointments Committee – consideration to be given to what improvements can be made to the support for those subject to complaints which is underway but not yet completed and; 3.8 Succession Planning.
- 1.6 The Chief Executive asked Trustees to consider changes to the Contingency Leave procedure for staff given the ongoing COVID-19 restrictions and current lockdown. The Association wants to continue to be able to support staff with childcare and caring arrangements during this lockdown period, whilst also balancing annual leave amounts to ensure that by taking contingency leave, staff are not building up large amounts of annual leave that they are unable to take. The OU has introduced a policy where any staff member with more than half of their year's leave allocation (as at Feb 1) must use this in the first instance before requesting contingency leave. The Chief Executive had taken advice on this from our external HR consultants and proposed that we should adopt the same approach. Further to this, the Chief Executive sought approval to use his discretion on a case by case basis to

accommodate one-off or extraordinary contingency leave requests for those who continue to have difficulties with caring or childcare arrangements during this time.

- 1.7 **RESOLUTION:** Trustees approved both recommendations.
- 1.8 An action from the last meeting had been to bring forward a proposal for a donation from the Association to OUSET. The Chief Executive and VP Administration declared an interest as they are both Trustees of OUSET and took no further part in the discussion of this proposal. The Deputy Chief Executive (Finance & Resources) had made a recommendation in the paper for an interim measure for a donation of £34,000 - the balance of the TOTUM commission. Trustees agreed the importance of supporting OUSET and continuing the current Trustee policy of making donations. OUSET's strategy and plan for allocating funds in the future is in the process of being reviewed by the OUSET Board. The Trustees agreed to defer a decision on a donation until this review has been completed and reported back to the Board.
- 1.9 **ACTION & RESOLUTION:** The Chair to write to the Chair of the OUSET Board stating that the Association continues to be fully supportive of OUSET's aims and objectives but required a clear strategy for the future before funds are donated. The strategy to be considered by Trustees at their next available meeting.
- 1.10 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 1.11 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 1.12 A Student Trustee highlighted the increase of student numbers detailed in the paper and whether that had yet impacted the Association. The Chief Executive advised that the University had seen a huge increase in student recruitment in both the Autumn and New Year intakes and it was clear that the pressure of this was being felt in frontline services where investment and capacity was now lagging behind the student numbers. This is a key immediate issue for the Association and its representatives to be aware of and raise with the University at all the forums where the Association has representation. It was likely that the effects on the Association will be seen in the future and there may be a need to revisit the level of the subvention from the University in future years. The President is aware of the student increase and will continue to monitor student-facing issues that arise from this.
- 1.13 Trustees discussed the IHRA definition on anti-Semitism. It was agreed that the topic warranted a significant consultative discussion on what the Association's stance should be. The President highlighted that she is discussing with PVC Students and seeking assurances over the structure of the proposed University student consultation and how the OU are taking it forward before the next Senate Meeting in April. There was discussion over concerns raised by the Association's appointed members of Senate and the tensions experienced in the recent pre- Senate meeting on this subject attended by the Chair and Chief Executive.
- 1.14 **ACTION:** The BoT to meet for a special BoT meeting prior to the April Senate Meeting to discuss further, with discussion to also take place with the CEC and the Senate Six. The Chair, President and Chief Executive to take this away and look at scheduling options for these meetings to fit around the OU's internal timetable and consultation.

2. STRATEGY PERFORMANCE REPORT

- 2.1 Sue Maccabe, Strategic Projects and Change Coordinator was in attendance for this item to present the strategy performance report. The report was structured into three sections, the KPI and metrics analysis, an update on strategy projects and an update on staff team business plans. She highlighted the key highlights being the positive movement in increasing awareness, engagement and impact through events such as Freshers Week, Student Voice Week and Black History Month. With all Association activities now being held online it had also meant that greater numbers of students could be involved and attend which they couldn't necessarily have done before. The question in the Annual Membership Survey around students recommending the Association's services had also seen a high percentage which was a real positive. Progress was being seen in areas such as implementing individual representation, the momentum in the work around policy and public affairs and the EDI agenda. The challenges continue to be the fact that we try to engage the whole student body and participation in the elections and the Annual Membership Survey continue to be low, which reflects that there is still a way to go. Capacity and workloads also continue to be a challenge, especially with staff and student reps currently juggling other factors such as home-schooling, resulting in difficulties in getting some projects off the ground. The team are looking at what quick wins can be achieved in the meantime.
- 2.2 An External Trustee advised that it was good to start seeing the trends in the report and felt that it was time to start setting targets and to ascertain what the Association was aiming for which should then help prioritise projects. The Strategic Projects and Change Coordinator agreed and stated that she will be looking at other Student Unions to compare their levels of engagement to assist in setting targets. The relationship with Athabasca could help with this too in giving a much more appropriate comparator due to being a distance learning institution. It was agreed that this approach had a lot of merits and was an exciting development in the right direction.
- 2.3 A Student Trustee asked a query around the slight deterioration in the number of visitors to the website as they would have assumed that this figure would have increased with people being at home more. It was confirmed that this had been explored in some depth and no one single factor had been found to account for the decrease in numbers so this will be monitored in future figures for any underlying trends that we're not aware of yet. It was suggested that students may be more likely to visit the website from their mobile devices, especially if they had been on the screens all day so any new website should factor this into the priorities.
- 2.4 The Strategic Projects and Change Coordinator confirmed that work around profiling was taking place for our volunteers, for the student elections, and for participation in the Annual Membership Survey but more detailed work on profiling and segmentation across all areas of engagement had not yet been introduced. It was hoped that this initial work would demonstrate the areas of growth in engagement and the demographics which would in turn help to assist future work and improvements.
- 2.5 **RESOLUTION:** Trustees approved the recommendation, previously endorsed by the CEC, to pause strategy project 9 in order to rescope the project.
- 2.6 The Strategic Projects and Change Coordinator left the meeting.

3. OU STUDENT SHOP GOVERNANCE

- 3.1 Magda Hadrys, Head of Operations joined the meeting for this item. She reported that following the closure of OUSA Services Limited on 31 July 2020, a business need arose to implement a new governance structure to support the trading activities now run under the OU Students Association. A Working Group was established which first met in January where it drafted its Terms of Reference which summarised the Group's roles and responsibilities as well as authorising limited delegated powers to the Head of Operations and the Operations Team. The draft was brought to Trustees for approval.
- 3.2 The Chair highlighted the current Governance Review taking place and that shop governance could be an area that might emerge through that process, therefore it was recommended that Trustees approve this as an interim measure until the review is completed.
- 3.3 **RESOLUTION:** Trustees approved the Terms of Reference.
- 3.4 **ACTION:** The Trustee meeting was running behind time slightly at this stage and the Chair asked the Head of Operations not to deliver to Trustees the pre-planned presentation on the OU Students Shop. Instead, it was proposed and agreed that the Head of Operations should film this and circulate it with the slides for Trustees to review after the meeting.
- 3.5 The Head of Operations left the meeting.

4. FINANCE REPORT

- 4.1 VP Administration introduced the report in the absence of the Deputy Chief Executive (Finance & Resources). The Income and Expenditure Report detailed a £293,000 surplus at year end. There was £50,000 yet to be allocated from the discretionary funds although this had been earmarked for the new website and for One Team projects.
- 4.2 A separate report had been produced showing the OU Students Shop P&L now that trading came under the Association.
- 4.3 He highlighted the current reserves and investment policy which Trustees had agreed to review over the course of 2020-21, taking into account decreasing bank interest rates, increasing reserves, the reserves policy and principle risks and uncertainties. It was recommended that Trustees should establish a working group to draft a revised investment policy and decide on the balance of risk and rewards that the investment policy should articulate.
- 4.4 The Chair highlighted that as a charity, we wouldn't want to take high risk for our investments but need to agree on the level we would want whilst protecting what we are doing.
- 4.5 A Student Trustee made a further suggestion to earmark funds from the surplus for any pension liability that might arise.
- 4.6 **RESOLUTION & ACTION:** External Trustee, Mark Price, Student Trustee John James and VP Administration to be on the working group and to bring a draft policy

back to Trustees at a future meeting. Mark Price was happy to lead this work and would work closely with Alison Lunn, John James and Matt Porterfield on this. Student Trustee Selina Hanley expressed interest and willingness to assist if necessary.

5. APPOINTMENTS COMMITTEE QUARTERLY REPORT

- 5.1 Beth Metcalf, Head of Volunteering and Representation joined the meeting for this item. This was the first report from the Appointments Committee following agreement at the last meeting and she was keen for Trustees views on whether it covered the information that they required. This report had been put together with Cinnomen McGuigan, the Chair of the Appointments Committee.
- 5.2 A question was asked on whether the team tracks diversity and geography of its members. The Head of Volunteering and Representation explained that as part of the SRG Terms of Reference, members were allocated some positions based on their locations and the team try to also get a good mix on the other Committees. SRG also reports on the gender split. Work is underway in terms of diversity. There are KPIs in the strategy based on segmentation therefore the way data is collected from student representatives has been changed to be able to collect this. In the next recruitment cycle, they will be able to report on diversity and other factors.
- 5.3 Student Trustee Claire Wallace, a member of the Appointments Committee, offered to read the through the report prior to it coming to the BoT in the future if helpful.
- 5.4 A Student Trustee noted the few vacancies and asked whether students get offered other positions if they are not successful in the one they applied for. It was clarified that many positions have strict criteria so many roles are not eligible for all students however unsuccessful students do always get signposted to other volunteer roles as well as the new Representative Pathway, a training course for those who haven't been involved in student voice and the committee structure before.
- 5.5 Trustees welcomed the report.

Head of Volunteering and Representation left the meeting.

6. CREATING A PARTNERSHIP WITH ATHABASCA

- 6.1 Dan Moloney, Policy & Public Affairs Manager joined the meeting. The paper updated Trustees on the discussions that had taken place with Athabasca University Students Union. A proposed Memorandum of Understanding (MoU) had been developed through discussions with the student leaders and staff from Athabasca University Students' Union and Athabasca University Graduate Students' Union.
- 6.2 The Memorandum of Understanding was agreed to be mutually beneficial for both parties involved to establish a working partnership agreement on how the relationship can benefit students' representatives and a provide a framework moving forward for a network of student organisations from distance learning institutions. The MoU was endorsed for approval at the January CEC meeting and had received strong enthusiasm from CEC members.
- 6.3 Trustees agreed that this was an excellent initiative and gave their full support. The Chair and the President went on to congratulate the Policy & Public Affairs Manager

on all the work around policy and public affairs that had been done to date.

6.4 **RESOLUTION:** The BoT approved the Memorandum of Understanding.

6.5 The Policy & Public Affairs manager left the meeting.

7 **EQUALITY, DIVERSITY & INCLUSION (EDI) WORKING GROUP**

7.1 Verity Robinson, Head of Student Support, introduced the paper that gave an update on the work undertaken by the EDI Working Group to date and asked Trustees to approve the request to become a Committee.

7.2 A Student Trustee queried the structure and whether the intention was to be a sub committee of the BoT or CEC. They requested that a full Terms of Reference return to the Trustees before a decision could be made. The Chair agreed with this and further noted that the governance review was in progress which created a question over whether the time was right to form a new sub-committee or wait for the review to conclude and make recommendations.

7.3 The Chief Executive apologised for the omission of the Terms of Reference but highlighted that EDI was a core part of the Association's strategy and had a key impact on the improvements desired on engagement, reach and impact. He cautioned against pausing the EDI Working Group's work for any period of time, which would cause us to lose momentum on necessary changes. The President supported this view.

7.4 **ACTION:** The ToR for the Committee to return to the EDI Working Group for further consideration before being considered by Trustees. The EDI Working Group will continue to do the great work that they have started in the meantime.

7.5 The Head of Student Support left the meeting.

8 **RELATIONSHIP AGREEMENT**

8.1 The Chief Executive highlighted the changes made to the OU/OU Students Association Relationship Agreement that had already gone through consultation with the CEC who had approved the changes. It had been recommended that reviews take place every 2 years following these changes rather than annually.

8.2 **RESOLUTION:** Trustees approved the Relationship Agreement.

SECTION C: ITEMS FOR INFORMATION

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. **ANY OTHER BUSINESS**

- 10.1 A Student Trustee raised the idea of using some of the Association’s surplus funds to create something similar to the OU’s Hardship Funds for its volunteers in helping them with a grant or providing IT equipment if they required it for their roles. The Chief Executive confirmed that the Deputy Chief Executive (Finance & Resources) was helping a particular individual together with the OU around some difficulties they were experiencing. He stated that it was difficult because the Association has limited financial and administrative resources and it does try to support as much as possible. OUSET should be the first port of call if there were any study-related issues.
- 10.2 **ACTION:** The Chief Executive to take this away and look into this suggestion further.
- 10.3 An update was requested on last year’s issues around module delivery and assessments. The President advised that she was already seeing issues this year and students have been raising concerns around the assessment process that has been communicated to them. A petition was underway with 1,700 signatures to date. She confirmed that the OU had made improvements from last year – those modules with heavily standardised assessments have had their exams changed which should be an improvement. Each module is making sure they communicate with students around exactly what will happen and there’s a lot more information in the Help Centre than previously. The President continues to pass through all concerns and issues from students to the OU as they come through and will continue to monitor how things progress.
- 10.4 The Chair recognised that this was the Deputy Chief Executive (Student & Staff Engagement)’s last Trustee Meeting before she retires after 22 years of working with the Association, at the end of February. Trustees recognised the great service Wendy had made to the Association and how respected and loved she was by everyone. They wished her well for her retirement.

11. DATE OF NEXT MEETING

Thursday 6 May 2021, 1pm – 4pm via Microsoft Teams.

Discussions will continue online in the meantime.

Action Log		
Item in the Minutes	Action	Action holder
C.2 (Oct 2020)	Association Risk Register to be updated and new sub-committee to be formed	Rob Avann and Alison Lunn
1.11 (Nov 2020)	Process for the Appointments Committee – Consideration to be given to what improvements can be made to the support for those subject to complaints	Head of Volunteering & Representation
3.8 (Nov 2020)	Succession Planning	Rob Avann
1.9	The Chair to write to the OUSET Board stating that the Association continues to be fully supportive of OUSET’s aims and objectives but required a clear strategy for the future before funds are donated. The strategy to be considered by Trustees at the next available meeting	Allan Blake / Magda Hadrys

1.14	A special BoT meeting to be arranged to discuss the IHRA definition prior to the April Senate.	Rob Avann, Allan Blake and Sarah Jones
3.4	Head of Operations to film and circulate her presentation with the slides for Trustees to review after the meeting	Magda Hadrys
4.6	Investment working group to be formed and report back at the next available meeting	Mark Price, Alison Lunn, John James, Matt Porterfield
7.3	The ToR for the EDI Committee to return to the EDI Working Group for further consideration before being considered by Trustees.	Verity Robinson
10.2	Investigate suggestion of an Association grant or hardship fund for volunteers with IT equipment issues	Rob Avann and Alison Lunn