

**OPEN UNIVERSITY STUDENTS ASSOCIATION  
BOARD OF TRUSTEES (BoT)  
15 October 2020**

**MINUTES**

Minutes of the online meeting of the Board of Trustees (BoT) held on 15 October 2020 at 1pm via Microsoft Teams.

**PRESENT**

Allan Blake, External Trustee and Chair  
Aidan Cameron, Student Trustee  
Ian Cheyne – Deputy President  
John James, Student Trustee  
Sarah Jones, President and Deputy Chair  
John Paisley, Student Trustee  
Matt Porterfield, Vice President Administration (except item 7)  
Mark Price, External Trustee  
Barbara Tarling, Student Trustee (and Joint Lead Student Representative, QER Review for item 2) (except item 7)  
Claire Wallace, Student Trustee (except item 7)

**IN ATTENDANCE**

Rob Avann, Chief Executive  
Wendy Burrell, Deputy Chief Executive (Student & Staff Engagement)  
Mike Farwell, External Auditor, James Kowper Creston (item 1)  
Alison Lunn, Deputy Chief Executive (Finance & Resources) and Company Secretary  
Sue Maccabe, Strategic Projects and Change Coordinator (item 3)  
Leanne Quanton, Head of Executive Support & Staff Welfare (minutes)  
Sandra Summers, Joint Lead Student Representative, QER Review (item 2)

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

**A. WELCOME**

A.1 The Chair welcomed the Trustees to the first meeting of the 2020-22 term. He gave a special welcome to the new Trustees attending their first meeting.

**B. APOLOGIES FOR ABSENCE**

B.1 Annabel Lane, External Trustee

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

C.1 The Minutes (BoT 07/20/M) from the meeting in July 2020 were approved.

- C.2 ACTION:** Student Trustee John James reminded the Board of the action to update the Association's Risk Register and form a sub-committee focused on audit and risk matters.
- C.3 Student Trustee, Claire Wallace asked about a student expenses allowance for any additional expenses occurred while working from home and attending meetings online. The Deputy Chief Executive (Finance and Resources) confirmed that an allowance would not be available but if students are occurring out of pocket expenses then they can be claimed through the usual expenses' procedure.

## SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

### 1. 2019-20 END OF YEAR ACCOUNTS

- 1.1 Mike Fawell, External Auditor from James Cowper Kreston was in attendance to present the financial statements and provide an overview of their content and the Association's financial position at the reporting date. He ran through each section of the report advising that the organisation was still a going concern and the outcome of the audit showed no weaknesses in controls.
- 1.2 One area that will require an adjustment in the accounts was for pension liability. Following the March 2018 valuation of the USS pension scheme that concluded in August 2019, employers participating in the scheme were required to recognise a liability for the contributions payable that had arisen from the agreement to fund the scheme (to the extent that they relate to the deficit) and the resulting expenses in the Statement of Financial Activity (SOFA). From October 2019, 2% of the 21.1% employer contributions was contributing to the recovery of the pension deficit. When the employer contribution increases to 23.7% from 1 October 2021, 6% of this will be contributing towards the recovery of the deficit. On this basis, using a USS modeller, the Association's provision at 31 July 2020 was £427,000. This provides for deficit recovery contributions to 31 March 2028, the date by which the recovery should be complete, according to the March 2018 valuation. Of this, approx. £18,000 is due in the next 12 months. A prior year adjustment to the accounts is also required to account for the pension deficit recovery provision at 31 July 2019 and the notes to the accounts will also be updated to explain the provisions. The Deputy Chief Executive (Finance and Resources) said this would not have the cash impact on the reserves suggested by the accounting entries as it is part of the pension contributions we are already paying and not in addition. It is the reporting requirement that has changed so that the extent of the potential a liability is visible to readers of the accounts. External Trustee, Mark Price requested for the reasons for the adjustments to be made clear in the accounts to enable those reading them to understand the changes. It was also noted that the figures reported in the reserves policy will need to be updated in light of these changes.
- 1.3 **ACTION:** Pension liability to be incorporated and explained. The revised report will be put on the forum for Trustees approval before finalising.

- 1.4 **ACTION:** Student Trustee, Barbara Tarling's name on the Administrative details to be changed to B. Tarling for consistency.
- 1.5 Income showed similar to that in 2018-19. Net Income from the year showed a significant surplus over the previous year due to the implications of COVID-19 and the move to online events, which had saved a considerable sum on the budget with the majority of this delivered by the move to an online Conference.
- 1.6 Mike highlighted that no donation to OUSET had been made in 2019-20 and asked Trustees whether funds should be designated in the accounts to signal at this stage a possible donation in the current year.
- 1.7 **RESOLUTION & ACTION:** Trustees were in favour of considering a donation in principle but agreed that a fuller discussion was needed to enable them to make a more considered decision. Item to be brought back as a fuller paper to the next meeting in February 2021.
- 1.8 **RESOLUTION:** Subject to Trustees approving the additional changes noted on the forum after the meeting, the BoT approved the Association's status as a going concern, the Association's public benefit and the Financial Statements and Letter of Representation.
- 1.9 The Chair thanked the external auditors and the Finance and Resource team for a thorough and successful audit.
- 1.10 Mike Farwell left the meeting.

## **2 QUALITY ENHANCEMENT REVIEW**

- 2.1 Sandra Summers, Joint Lead Student Representative on the QER Review, joined the meeting to present the Student Submission to the Quality Enhancement Review (QER) along with Student Trustee Barbara Tarling, the other Joint Lead Student Representative.
- 2.2 Barbara explained the background of the review, highlighting that under the conditions of registration for the OfS (Office for Students), the OU is committed to a full scale review of quality and standards. Due to the differences in the OU's mode of delivery it was agreed that the most appropriate method for the review by the Quality Assurance Agency (QAA) would be the Quality Enhancement Review process (QER) which is designed for Welsh providers but in our case actually satisfies all 4 Nations' requirements. The University is required to produce a self-evaluation document and change report showing all changes and enhancements since the last QAA review in 2015. Alongside this, student engagement is met through the Association having the opportunity to feed into the University's self-evaluation document and the production of a student-led submission.. Sandra and Barbara were appointed by the Association as the Joint Lead Student Representatives to coordinate the production of the submission. It needed to follow the three themes of the OU's submission of Open Access, Student Success and Student Voice. The submission presented to Trustees was arrived at through a collaborative process and accurately represents the views and experiences of students at the OU. The Joint Student Lead Representatives had convened a small working group which had helped with commenting on the drafting and supplying information and knowledge into the process and this included further student representatives including the President and VP Education and two members

of staff. The submission had been put out to consultation with the Central Executive Committee (CEC) and student Central Committee Representatives and Senate Reference Group members before a final draft was presented to the CEC for endorsement. The submission presented to Trustees had previously been approved by the CEC before being presented to Trustees. A substantial amount of work had been put in by all involved but most notably by the Joint Student Lead Representatives to get to this stage. They also remained in contact with the Open University's own process in producing their submission and this draft had been shared with the OU leads too.

- 2.3 The Chair queried whether an executive summary was required to give extra emphasis on the priorities and the focus of the Association. Following discussion it was agreed that we should not make the document longer but that the short paragraph on the new academic year would be amended to highlight our current priorities and concerns, namely the issues around module results and module materials.
- 2.4 **ACTION:** QER Working group to make the changes.
- 2.5 Trustees thanked Sandra and Barbara and everyone else involved for a brilliant piece of work.
- 2.6 **RESOLUTION:** Subject to the changes advised, the QER submission was approved.
- 2.7 Sandra Summers left the meeting.

### **3 STRATEGY PERFORMANCE REPORT**

- 3.1 Sue Maccabe, Strategic Projects and Change Coordinator was in attendance for this item to present the first live 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.
- 3.2 As this was the first report, many of the KPIs were first time figures therefore future reports will show more movement. Sue highlighted the annual membership survey soft launch for the pilot and although responses were below target this was down to a number of factors and it was hoped that the full annual membership survey, due to go out mid-November 2020, will reach the 3% target response rate. Website traffic showed good improvement although these figures will be monitored as the time period was during Conference where numbers would be increased. Elections participation figures remain low and so this was an area to investigate further for improvement. The Association's elections provider, Civica, had provided an insight report and analysis into the voting figures which will be a useful tool for the elections review which VP Admin would be convening soon.
- 3.3 Four projects are currently in progress. There was an underlying theme of resourcing challenges, both within the staff team during a Conference year and within the CEC due to a large number of unfilled roles. This will change following the by-elections.
- 3.4 The team Business Plans also showed the common theme in terms of the impact of the move for staff working from home although there have been big positives seen in terms of engagement at Conference and within the clubs, societies and online events held.

3.5 A comment was made around awareness and the importance of promotion of the Association especially to new students. Awareness was confirmed as a strategic project including working with the OU to offer greater support and promotion of our services.

3.6 The BoT thanked Sue for a comprehensive report.

#### **4 REPORT FROM THE CHIEF EXECUTIVE/SECRETARY**

4.1 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.

4.2 Sandra Carter, Student Community Assistant had celebrated 25 years with the Association this month. The team had held a celebration and gave her a gift. The Chief Executive advised that Sandra was a very reliable and caring member of the team and this was a huge milestone to reach.

4.3 **ACTION:** The Chair offered to contact Sandra to express thanks on behalf of the Trustees

4.4 The Chief Executive gave an update on the work around recovery planning taking place both within the Association and across the OU. The University Secretary is looking at how campus can accommodate staff working socially distanced with the nature of the entrances, exits and shared communal facilities. A piece of work was underway within the OU to capture the lessons learned from the first lockdown and a second longer-term piece of work will begin to examine and explore what the University's approach may be to campus in the future looking at the operational issues as well as sustainability and green benefits from remote working. Within the Association, our Coronavirus Contingency Group were consulting staff on what the immediate future will look like for any potential return in the New Year and had put forward a number of proposals for feedback as detailed within the report. The Group will be reviewing the survey responses when they next meet. A lot of work continues to go into wellbeing and supporting each other through a number of social initiatives. The Chief Executive asked the BoT to consider the nature of student events over the medium term, stating that our current stance is no face to face events for 2020 but as we reach closer, should we mirror the OU's policy and extend that until July 2021 to give students a longer term view to help with the planning of scheduled events. This had been raised by the CEC, particularly from VP Community who was beginning to receive a number of questions from students on what the New Year might look like.

4.5 **RESOLUTION & ACTION:** The BoT agreed to update this policy for no face to face events until the end of July 2021 in line with the OU's own approach but with a view that this can be looked at if any drastic changes are made. The statement on the website would be updated and communicated.

4.5 The implementation of the Individual Representation pilot was proposed to be delayed until Spring 2021 due to capacity within the staff team given recent changes.

4.6 **RESOLUTION:** Trustees agreed the reschedule of dates subject to ensuring this would not affect the funding received from the OU.

- 4.7 Two big events that had been hugely successful for the Association were highlighted; Freshers and Black History Month. Freshers had seen a big turnout of students and it was hoped that this will be translated into engagement. Congratulations went to the Student Community Team, namely Lara Munday, Projects Officer (Student Community) and Anca Seaton, VP Community. Black History Month is currently underway during October which sees a big programme of joint OU and Association initiatives. Myles Smyth-Thompson, Projects Officer (Student Support) and Patrice Belton, VP Equality, Diversity and Inclusion had done a great amount of work in pulling this month together working with colleagues in the University too.
- 4.8 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 4.9 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 4.10 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 4.11 Student Trustee, Barbara Tarling empathised with the increased workload currently experienced by the CEC, stating that the OU's appetite to engage has increased so much that it is making it unmanageable for representatives in some cases. The President confirmed that we owe a duty of care to our volunteers and would be assessing representatives' workloads.
- 4.12 Student Trustee, Barbara Tarling congratulated the Policy and Public Affairs Manager on all the good work that was being progressed in that area.
- 4.13 Student Trustee, Claire Wallace questioned whether any changes for lessons learned had been implemented into the By-elections following the main elections in April. It was confirmed that there had been no time for a full review, but this will take place after the By-elections and will also form part of the Governance Review.

## **5 FINANCE REPORT**

- 5.1 The Deputy Chief Executive (Finance & Resources) presented the income and expenditure report to 30 September 2020. She outlined that 18% of the budgeted income had been received with 13% of the expenditure budget being spent, both not of particular concern.
- 5.2 She asked Trustees to approve the write-off of surplus Graduation T-shirts. £882 of t-shirts had already been written off in the accounts. The Operations Team are exploring the possibilities of what to do with the shirts which was difficult as they had student names on. They are contacting the ceremony organisers to investigate whether there is a way of contacting students to offer them at a discounted price.
- 5.3 RESOLUTION:** Trustees approved the write-off of Graduation T-shirts.
- 5.4 Trustees discussed the future governance of the trading operations now that the subsidiary had ceased, and operations transferred to the charity. It was confirmed that the Operations Teams would continue to be responsible for day to day activity,

but governance will be required for oversight and strategic direction.

- 5.5 **ACTION:** The Deputy Chief Executive (Finance & Resource) and the Head of Operations to put proposals into the forum to continue discussion.
- 5.6 **ACTION:** Finance Report to contain short summary of trading operations showing admin costs, profit and loss.
- 5.7 A query was made regarding the exploration of investment opportunities which the Deputy Chief Executive (Finance & Resources) will be picking up again to prioritise.

## SECTION C: ITEMS FOR INFORMATION

### 6 STAFFING REPORT

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

### 7. APPOINTMENTS COMMITTEE

- 7.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes. Trustees with a conflict of interest on this item left the meeting.

### 8. ANY OTHER BUSINESS

- 8.1 None recorded.

### 9. DATE OF NEXT MEETING

Additional meeting: Tuesday, 3 November 2020, 2pm – 5pm via Microsoft Teams.

Discussions will continue online in the meantime.

Action Log		
Item in the Minutes	Action	Action holder
C.2	Association Risk Register to be updated and new sub-committee to be formed	Rob Avann and Alison Lunn
1.3	Pension liability to be incorporated and explained into the final accounts. Barbara Tarling's name to be amended. The revised report to be put on the forum for Trustees approval before finalising.	Alison Lunn
1.7	Full proposal on the OUSET donation to be brought to the next meeting in February 2021	Alison Lunn and Magda Hadrys
2.4	Proposed changes to be made to the QER Review Submission.	Barbara Tarling

4.3	The Chair to contact Sandra Carter following her 25-year anniversary with the Association.	Allan Blake
4.5	Face to face events statement to be updated and posted onto the website following the agreed extension to end July 2020.	Rob Avann, Sarah Jones and Allan Blake
5.5	Governance of the trading operations to be discussed in the forum.	Alison Lunn and Magda Hadrys
5.6	Finance report to include summary of trading operations	Alison Lunn