

**OPEN UNIVERSITY STUDENTS ASSOCIATION LIMITED
BOARD OF TRUSTEES (BoT)
6 December 2019**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 6 December 2019 at 10am in CMR1, OU Campus.

PRESENT

Cath Brown, President (Chair)
Caroline Cowan, Vice President Administration
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 (via Conference Call)
Claire Wallace, Student Trustee

IN ATTENDANCE

Rob Avann, Chief Executive
Allan Blake, Potential External Trustee and candidate for Chair of the BoT, observing
Wendy Burrell, Deputy Chief Executive (Student & Staff Engagement)
Alison Lunn, Deputy Chief Executive (Finance & Resources)
Beth Metcalf, Head of Volunteering (Item 2)
Matt Porterfield, CEC Observer
Leanne Quainton, Head of Executive Support & Staff Welfare (Minutes)
Fanni Zombor, CEC Observer

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

A. WELCOME

A.1 The Chair welcomed the Trustees to the meeting, giving a special welcome to the two CEC observers in attendance and to Allan Blake who had been interviewed and offered the External Trustee and potential Chair of the BoT position, subject to CEC approval and Board ratification, who was also observing the meeting. Introductions were given.

B. APOLOGIES FOR ABSENCE

B.1 Mark Cameron, CEC observer.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (BoT 10/19/M) from the meeting in October 2019 were approved.

<h3>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</h3>
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1. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 1.1 The Chief Executive presented his regular report.
- 1.2 Dan Moloney had started in the role of Policy & Public Affairs Manager on 2 December. Interviews for the Projects Officer (Student Community) were scheduled for 10 December, with a view to getting the staff team back at full strength again.
- 1.3 Allan Blake had been offered the role of External Trustee and potential Chair of the BoT and was observing the BoT before the appointment was formally ratified by Trustees and the CEC. Disappointingly, the second External Trustee position with financial background had not been filled. The advert will be re-opened to the end of January 2020. Allan advised that people with financial backgrounds in the charity sector are hard to come by and offered recommendations for websites to place the advert to assist this process.
- 1.4 **ACTION:** The CEO to liaise with Allan and to place the link to the advert on the forums for VP Administration and VP Media and Campaigns to help circulate.
- 1.5 The Remuneration Committee is due to meet in January 2020 where it will be making recommendations for the remuneration of the President and Deputy President for the 2020-22 term. RSM, our HR advisor, is carrying out a benchmarking exercise and the CEO will be writing to the current and immediate past postholders and CEC in due course requesting feedback to assist the Committee. The Committee's recommendations will be discussed at the February BoT meeting with a view to final decisions being made far enough in advance of the elections process which is due to start in March (TBC by elections review).
- 1.6 Industrial action in the form of strikes had now concluded although action short of a strike continues. Discussions between UCU and USS continue at a national level and the CEO will keep Trustees updated as they progress.
- 1.7 A paper on the new strategy will be coming to the February meeting with more details around the work on implementation of the strategy, including details of performance management and strategic KPIs which are currently being discussed by the Strategy Steering Group.
- 1.8 The Association's Annual Report went to OU Council in November and was very positively received with credit given in the feedback on our approach to working with the University and on our financial management.
- 1.9 Work is beginning on the plans for Conference 2020. The staff attended a Conference Workshop on 5 December to look at ideas and confirm the staff conference teams. The Conference Steering Committee is being established. There

are changes this year around the introduction of refundable deposits to help reduce drop-out rates as well as looking into sponsorship opportunities, which were both discussed and agreed by CEC. Discussions are being held with Endsleigh and TOTUM regarding possible sponsorship.

- 1.10 The CEC Dinner is scheduled for the evening of Friday 24 January 2020 and invitations will be circulated to the BoT and other guests shortly.
- 1.11 Discussions continue with the OU around the outstanding legal agreements required as part of tying up the incorporation process and progress is slow. Feedback is awaited on the Licence to Occupy and Shared Services Agreement as well as the Student Data Sharing Agreement and meetings are ongoing

2. SAFEGUARDING & DISCLOSURE AND BARRING SERVICE (DBS) CHECKS

- 2.1 Beth Metcalf, Head of Volunteering, joined the meeting for this item.
- 2.2 Following discussions at the last BoT meeting, further legal advice had been requested around whether DBS checks for DSG committee members who act as admins on Facebook should be requested as the online guidance around whether Facebook administration is regarded as regulated activity was not clear. The second was whether there was flexibility in the restrictions which would be placed on CEC members following the decision to ask the CEC to sign the Charity Commission Declaration. This had affected the Trustees ability to make the decisions around whether current CEC members should be checked.
- 2.3 Advice from Stone King regarding DBS checks for Facebook Admins was that anyone who exercises an admin function, whether on online forums or Facebook, and has contact with vulnerable people should be checked. It would be left to the DSG Committee to look at whether they wished for the whole Committee to be DBS checked or those with just admin or moderation responsibility. It was noted that there had been some miscommunication made to the DSG regarding the changes to be made that had caused some upset but that had been rectified and the DSG Chair was happy with the advice received.
- 2.4 **RESOLUTION:** Trustees approved the recommendation for all Association volunteers working specifically with vulnerable groups who administer or moderate any Association online spaces should be subject to DBS Checks. This currently includes the DSG Committee members with admin and moderating responsibility and will extend to any roles in the future with these responsibilities.
- 2.5 Advice from Stone King around the liability criteria had stated that although CEC roles are semi-fiduciary, they are not Trustees positions therefore was some flexibility around the declaration. The Safeguarding Team had suggested that the CEC be asked to complete the declaration and if there were eligibility factors, the Safeguarding Panel would make the decision and have the discretionary over whether they could continue/stand for the role and whether there could be certain factors that could be overlooked e.g. when someone is bankrupt but would hold a CEC position with no financial responsibility.
- 2.6 **RESOLUTION:** External Trustee Annabel Lane to join the Safeguarding panel.

- 2.7 **ACTION:** A query was made regarding under 18's and the Young Persons Facebook Group and whether checks would be needed. Head of Volunteering to take forward.
- 2.8 Trustees were relatively happy with the advice given in terms of eligibility checking and implementing for the next round of elections by requesting each candidate complete the declaration prior to their nomination being processed. Discussions continued around whether current CEC members should be checked bearing in mind procedures would not be in place until March 2020 and the end of the current term being 31 July 2020. Opinion was divided about implementing checks this late on into the term that could cause upset amongst members. Others felt that the priority was ensuring risk was managed and ensuring all students are properly supported. A suggestion was made to only ask those roles that require the full Standard DBS checks (President, Deputy President, VP Student Support, VP Administration and VP Equality & Diversity) due to the nature of their roles and to roll out the rest of the procedural changes for the elections next year.
- 2.9 **RESOLUTION:** Trustees approved that all CEC candidates will be asked to complete the declaration form at the time of nomination. The Safeguarding Panel will have a succinct term of reference and standard procedure to make an informed decision about the suitability of an individual given any declaration and duties of the role they are applying to.
- 2.10 **RESOLUTION:** Trustees approved that DBS checks be carried out for the five roles identified and to not request completion of the declaration for the rest of the current CEC.
- 2.11 Trustees agreed the importance of ensuring the changes are well communicated with the student body. The Head of Volunteering will create a statement that will come to the BoT for approval that gives a clear explanation of what the changes mean. The Safeguarding Panel will work on a Terms of Reference that will come to the next meeting and necessary changes will be made to the Bye-Laws going to the CEC in January.
- 3. SERVICES AGREEMENTS BETWEEN THE ASSOCIATION & OUSA (SERVICES) LTD; AND BETWEEN THE ASSOCIATION & OUSET**
- 3.1 The Deputy Chief Executive (Finance & Resources) introduced the paper.
- 3.2 Rob Avann, Steph Stubbins, Caroline Cowan and Alison Kingan declared an interest. Rob Avann, Caroline Cowan and Alison Kingan are all Trustees of OUSET, with Alison Kingan serving as Deputy Chair. Steph Stubbins, Caroline Cowan and Rob Avann are all Directors of OSL with Steph Stubbins serving as Chair.
- 3.2 The Association provides staffing services and resources for both its trading subsidiary, OUSA Services Ltd (OSL) and its connected charity, OUSET, which is recompensed through an annual management charge paid by both bodies back to the Association. The incorporation process had identified the need for formal agreements documenting the arrangements and provision of services with both entities.
- 3.3 The Deputy Chief Executive (Finance & Resources) went through both draft agreements prepared by Stone King highlighting the only differences were the schedules and fees at the back of the documents.

- 3.4 The OUSET schedule had seen changes made to percentages of the recharged salary costs of the staff members involved to keep the figure at around £48,000.
- 3.5 A CEC observer questioned why the management charge for OUSET was significantly higher than the amount charged to OSL. It was confirmed that OUSET was more intensive than OSL and the amount that OSL helps with the Association's charitable objectives is recognised and taken into account as a contribution against the level of work involved in supporting its administration.
- 3.4 **ACTION:** Amendments necessary to both agreements were identified. The Deputy Chief Executive (Finance & Resources) to make the changes and post the final draft into the forum for approval. Once approved the agreements will then go to the retrospective OUSET/OSL Boards for approval.

4. **OU STUDENTS ASSOCIATION LTD BANK MANDATES**

- 4.1 The Deputy Chief Executive (Finance & Resources) introduced the paper.
- 4.2 It was requested to add three additional staff managers to the bank mandate to be able to sign bacs payments up to the amount of £5,000. It was clarified that all payments are then dual signed before any payments are made.
- 4.3 **RESOLUTION:** It was agreed that the Head of Executive Support & Staff Welfare, the Strategic Projects and Change Coordinator and the Policy & Public Affairs Manager be added to the mandate.

SECTION C: ITEMS FOR INFORMATION

5. **FINANCE REPORT**

- 5.1 The Deputy Chief Executive (Finance & Resources) presented the report.
- 5.2 Upon incorporation of the new legal entity on 4 June, the Company was automatically allocated an accounting reference date. Because the Company lay dormant between 4 June – 31 July when the transfer process took place, these accounts had no financial activities or financial position to report, however for the sake of auditing purposes, were required to be approved by the Trustees.
- 5.3 **RESOLUTION:** Trustees approved the first accounts of the Association Limited for the period of 4 June 2019 to 31 July 2019.
- 5.3 The Income and Expenditure for the period of 1 August 2019 to 31 October 2019 was discussed. The current forecast anticipates an in-year deficit of £41k which was confirmed as still a strong position in a Conference year. If figures were adjusted to take into account the reserves figure for growth and funding for the Culture Project and to exclude the NUS and Exam Paper income as unreliable sources, the forecast shows a break-even amount.

- 5.4 Variances have been made in the accounts around the NUS commission due to TOTUM changing its commission model and reducing its rates by approximately two thirds to 12.5%. The Association was given very little notice and no consultation regarding these changes, so we have worked to negotiate a phased reduction. The Operations team is also looking into how sales of the TOTUM card can be increased.
- 5.5 Another movement was the increase in professional fees which was connected to arranging the legal agreements with the OU. There is a risk that this could increase further depending on how much longer this work takes in terms of re-drafting.
- 5.6 The Deputy Chief Executive (Finance & Resources) reported that the OU had advised that the Association will not be able to use the University's DPO (Data Protection Officer) free of charge as first advised and therefore we will need to procure our own at an additional cost to the Association. Investigations continue into this with the help of VP Administration and Student Trustee, John Paisley, with the intention to get a tender out in January 2020. We will be adding the costs of this into our subvention request for 2020-21.
- 5.7 It was reported that there was £10,000 left unallocated in the discretionary fund. A bid will be coming to a future meeting for Management Training. A budget review will be taking place in the new year. The Deputy Chief Executive (Finance & Resources) also expressed a desire to re-visit the organisation of our accounts and codes which she will be handling with VP Administration. She invited further support on looking into this and Claire Wallace expressed an interest in supporting this. In addition, Cinnomen McGuigan expressed an interest in being involved in a review of work around supporting the Societies with their accounts and financial implications to improve this. The President was also happy to support this element.
- 5.8 **RESOLUTION:** Student Trustee, Claire Wallace to be part of the budget review work.
- 5.9 **RESOLUTION:** The President and Student Trustee, Cinnomen Mcguigan to be part of the work around the Societies accounts to work on mutually beneficial improvements.
- 5.10 The Deputy Chief Executive (Finance & Resources) highlighted the Balance Sheet as at 31 October 2019 which predicted a cumulative reserve at 31 July 2020 at approximately £699,000.
- 5.11 The OSL Inter Company balance was reported as gradually being brought back into the Association funds and it is being kept under review. A loan for the balance was previously being investigated but the consensus was that after the interest charged from the loan, it would not benefit either entity therefore after negotiating reduced warehouse costs and OSL looking at other cost reduction measures and potential income generation routes, OSL is looking more financially viable going forward but we will be monitoring performance against the targets which have been set in the revised business plan which has been agreed with our external consultant and the auditors.

6. STAFFING REPORT

- 6.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes. The CEC observers left the room for this item.

7. ANY OTHER BUSINESS

- 7.1 A Student Trustee asked about the impact of the resignation of VP Education on the CEC. The President confirmed that work had been picked up by herself, the Deputy President and the Council Member which was working well. Further discussions were due with the CEC that will be brought to the BoT Forum as well.

8. DATE OF NEXT MEETING

7 February 2020, 10:00am

Discussions will continue online in the meantime.