

**OPEN UNIVERSITY STUDENTS ASSOCIATION LIMITED
BOARD OF TRUSTEES (BoT)
7 February 2020**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 7 February 2020 at 10am in the Library Seminar Room 3, OU Campus.

PRESENT

Allan Blake, External Trustee (and BoT Chair from Item C onwards)
Cath Brown, President and Deputy Chair (Acting Chair for Items A-C)
Alison Kingan, Student Trustee
Kirsty Lamb, Student Trustee
Annabel Lane, External Trustee (via Conference Call)
Cinnomen McGuigan, Student Trustee
John Paisley, Student Trustee
Adelaide Ribaud, Student Trustee (via Conference Call)
Claire Wallace, Student Trustee

IN ATTENDANCE

Rob Avann, Chief Executive
Wendy Burrell, Deputy Chief Executive (Student & Staff Engagement)
Sarah Jones, CEC Observer (Item 2 onwards, except item 7)
Andy Loveless, Pecan Partnership (Item 2)
Alison Lunn, Deputy Chief Executive (Finance & Resources)
Sue Maccabe, Strategic Projects & Change Coordinator (Items 2-3)
Alan Measures, Chair of the Remuneration Committee (Item 1 – via Conference Call)
Leanne Quainton, Head of Executive Support & Staff Welfare (Minutes)
Lucy Richardson, CEC Observer (Item 2 onwards, except item 7)
Kathy Richardson, Carer (Item 2 onwards, except item 7)

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

A. WELCOME

A.1 Cath Brown welcomed the Trustees to the meeting, giving a special welcome to the two CEC observers who were attending for the non-confidential items of the meeting.

B. APOLOGIES FOR ABSENCE

B.1 Caroline Cowan, Vice President Administration
Stephanie Stubbins, Deputy President

C. FORMAL APPOINTMENT – ALLAN BLAKE AS CHAIR OF THE BoT

C1. RESOLUTION: The Trustees formally appointed Allan Blake as Chair of the BoT. Allan took over chairing the meeting from this point. Allan noted his thanks to Cath Brown for opening the meeting and for her hard work as Acting Chair over recent months.

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (BoT 12/19/M) from the meeting in December 2019 were approved.

D.2 Item 3.4: The Deputy Chief Executive (Finance & Resources) was awaiting final approval from an External Trustee on the shared services agreements before being able to finalise. She will liaise with the Chair outside of the meeting.

D.3 Item 7.1: Student Trustee, Alison Kingan informed Trustees of further CEC members having to temporarily step away from their roles due to various reasons, which had resulted in other members picking up aspects of their roles. This had resulted in a significant increase in workload and capacity being stretched of some members of the CEC in attempting to fill the gaps. She felt that additional consideration was needed in looking at CEC workloads to ensure that members were coping and not taking on too much. The President agreed and had discussed the matter with the Chief Executive and they would be jointly bringing forward a paper to the April CEC meeting around the ability to co-opt members to cover short-term absences and other possible routes of support. The Chair thanked Alison for bringing the issue to the attention of Trustees and the matter would be monitored.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. REMUNERATION COMMITTEE REPORT

1.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes. The CEC observers were not present for this item.

2. CULTURE REVIEW

2.1 The CEC observers joined the meeting

2.2 Andy Loveless, Consultant at Pecan Partnerships, was in attendance to present the findings and recommendations that had come out of the Culture Review carried out by Pecan Partnerships from October to December 2019. The BoT had been sent the findings prior to the meeting following their discussion at the recent CEC meeting and therefore Andy started discussions with the priority steps that the Association should focus on for the endorsement of Trustees. These were:

1. Build consistent collaboration: relationship with OU, between Staff and Reps teams.
2. Living the values: recognise and celebrate/ zero tolerance of inconsistent behaviour, leadership role modeling.
3. Increase visibility and access: positioned on OU website, secure access to student database

4. Develop wider representation: increase number of students engaging, demonstrate engagement with the whole student population, develop volunteer team closer to current student profile.
 5. Governance review: roles and responsibilities, integrity and efficiency of decision
- 2.3 Discussions took place on implementing zero-tolerance as soon as possible - a new way of working for the Association. The President highlighted the need to re-train Forum Moderators to fully empower them to be able to implement new rules and behaviours. It was noted that recruitment for new Moderators was imminent; therefore this was a good time to bring in new training. It was raised that Facebook Administrators would also require a greater moderator status to enable them to oversee zero tolerance on the various Facebook groups. The Deputy Chief Executive (Students and Staff Engagement) highlighted that initial changes to the rules, paperwork and zero tolerance consequences will be implemented and tested during the upcoming elections process. Work had already started on updating the complaints and appeals procedure which will also reflect the new zero-tolerance stance.
- 2.4 The relationship between the staff team and student representatives showed grey areas around expectations and decision lines. Trustees agreed that work around applying the 'One Team' recommendation was a key priority to start as soon as possible. The Deputy Chief Executive (Student & Staff Engagement) agreed that this aligns with trust and kindness as a value and that all staff, CEC and BoT members will have a part to play in ensuring the Association works better together.
- 2.5 Andy congratulated the CEC on the quick response to the review findings around improved communication by publishing an article about the January CEC Meeting. The President noted her thanks to the OU Council Member for putting this together. It was agreed that the BoT do the same to help with the transparency of meetings and that future updates should be published soon after the meeting.
- 2.6 **ACTION:** The Chief Executive to take forward.
- 2.7 The Chair asked the Deputy Chief Executive (Student and Staff Engagement) and the Strategic Projects and Change Coordinator to work together to ensure that recommendations 2, 3 and 4 of the report were folded into the key relevant strands of the Strategy work where there was significant cross-over. The culture working group should therefore focus their attention on progressing recommendations 1 and 5 around the 'one team' approach and an external governance review. Trustees would look forward to further updates on progress and recommendations.
- 2.8 **RESOLUTION:** The BoT endorsed the report and tasked the project group with moving the recommendations forward.

3. OU STUDENTS ASSOCIATION STRATEGY

- 3.1 Sue Maccabe, Strategic Projects and Change Coordinator, updated the progress of the strategy advising that through a series of workshops carried out with the CEC, Strategy Steering Group and the staff Management Team, a number of key performance indicators (KPI's) and associated tracking metrics had been developed. 20 KPIs had been set and these were detailed in the appendix.

- 3.2 It was highlighted that some of the KPIs were already being measured but this would require a new way of working. Measuring reach means introducing profiling of student engagement and the Strategic Projects and Change Coordinator was meeting with Steph Lay in the OU's Research Team to look at how the Association can profile student data efficiently without creating too much additional burden on workloads.
- 3.3 The Chair cautioned about the overall number of KPIs, advising that fewer may be more advantageous in terms of focus so that they reflect what the Association was doing rather than driving the strategy. The Strategic Projects and Change Coordinator replied that as this was the first venture into KPIs across the Association's work, all aspects have been covered but she envisaged that as work progressed they would be streamlined. She highlighted that not all KPIs may need to be as high level as they currently stand so this would be looked at further as work on implementation progressed.
- 3.4 The Chair asked how the budget for the strategy is being integrated into financial planning. It was confirmed that there was a clear picture for the rest of this financial year and the Management Team are commencing a business planning process for 2020-21 that will look at direct costs for next year. It will also look at the 'business as usual' work that may need to be deferred or abandoned to focus on the new strategic projects. The Deputy Chief Executive (Finance & Resources) confirmed that a draft 2020-21 budget will be coming to the BoT in May for comments.
- 3.5 **RESOLUTION:** The BoT approved the KPIs but asked the Strategic Projects and Change Coordinator to incorporate KPIs for the Culture Review and also look at reducing the overall total as work progresses.
- 3.6 **RESOLUTION:** The BoT approved the recommended performance management process that will deliver a quarterly strategy performance report to the CEC and BoT.
- 3.7 The ten strategy projects had been grouped into three overall programmes: Service Improvement and Innovation Programme; Awareness and Reach Improvement Programme; and Impact Improvement Programme. Project teams will be co-led by CEC and staff members but will be opened out for wider membership from other student representatives such as CCRs, Groups and other student volunteers as well as offering 'associate membership' on projects to allow people to get involved in a less-intensive capacity and/or utilising their expertise in certain facets of the wider project. Project timelines had been reviewed to take into account the current workload of staff and CEC, particularly in reflection of current absences and the impact of elections and conference. Timescales had been pushed back to reflect this. Three projects had needed to commence immediately due to their impact on other areas which were dependent on their outcomes. These were the Membership Research, Stakeholder Analysis and Individual representation projects which were all underway. Other projects will start in July following Conference.
- 3.8 **RESOLUTION:** The BoT welcomed the revision of timelines and approved the strategy projects initiation plan.

4. SAFEGUARDING PANEL TERMS OF REFERENCE

- 4.1 The Chief Executive reported that the Safeguarding panel met on 17 January to discuss and draft the Terms of Reference which were now being presented to the

BoT for final approval. It was proposed that the Safeguarding panel be a sub-committee of the BoT and given delegated authority to make decisions on Trustees' behalf. It was proposed to consist of five members; a member of the staff Senior Management Team (which would rotate depending on availability), an External Trustee, currently Annabel Lane, a Student Trustee, currently Cinnomen McGuigan, an Officer Trustee, currently the Deputy President and a member of the OU's SISE (Students in Secure Environments) Team who have worked very closely with the panel and the Head of Student Volunteering on the work involved in Safeguarding to date. The Head of Student Volunteering would serve as secretary to the panel.

- 4.2 The ToR stated that the panel would nominate its own Chair and, following discussion, the Trustees agreed. The scenario of a panel member standing for election was raised as a conflict of interest. Cinnomen clarified that they would want the process to be as transparent as possible and rules would need to be explicit regarding a panel member withdrawing from that particular discussion if that would be the case.
- 4.3 The CEC Observer, AAR Wales, highlighted concern around the ToR stating quorum as 3 members of the panel which meant that a decision could feasibly be made without a student present. Trustees agreed to change the quorum to ensure that a Student or Officer Trustee must be part of the decision in order to rectify this.
- 4.4 The President questioned whether there was a contingency plan for the possibility of the Deputy President's long-term sickness absence continuing. This scenario was felt important as any substitute would need to be fully trained before being able to stand in. The President advised that she would be happy to stand in if circumstances required and this was accepted by the Board.
- 4.5 An issue was raised around whether information from the panel could be shared with the President if she needed to send a representative to a meeting/event in her place that could have safeguarding implications.
- 4.6 **ACTION:** The President to think about where this circumstance would arise and provide some examples to the Panel to help work through the ramifications..
- 4.7 **RESOLUTION:** With the amendment agreed around quorum, the Trustees approved the ToR.

SECTION C: ITEMS FOR INFORMATION

5. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 5.1 The Chief Executive presented his regular report.
- 5.2 Student Trustee, Alison Kingan, highlighted her surprise and disappointment that the OU had stated there would be no negotiation meetings with the OU as part of the subvention process this year. The Chief Executive said that the OU had confirmed that all departments would have the same approach and that no increases above inflation will be given for 2020-21. However, the Association will put a case forward

with inflationary increases as well as including a bid for growth to deliver the strategic objectives and would request a meeting to discuss the proposal face to face.

- 5.3 A query was made regarding the budget implications to the recent staffing restructure to the Student Voice Team. The Deputy Chief Executive (Finance and Resources) confirmed that the moves were cost-neutral with the salary remaining in the budget. The Chief Executive confirmed that this was a management move which allowed for time to review current operations to support student voice and consider the best way to support this area of work in the future.
- 5.4 The Chief Executive highlighted the ongoing issues and delay with the OU around agreeing the Licence to Occupy and Shared Services agreement and the differences of opinion from the legal advisors on either side. The Shared Services Agreement had stalled while the OU seeks more advice around data protection whilst the Licence to Occupy had stalled over a disagreement on the period of the licence, with the Association seeking an indefinite term to support the current status quo arrangement. If an agreement cannot be reached, he will be requesting the assistance of PVC (Students) to assist to get this finalised as currently both parties are incurring substantial legal costs. The Student Data Sharing Agreement was completed and signed.
- 5.5 Six applications were received for the External Trustee recruitment. For consistency, the same interview panel will be used for this round of interviews plus the Chair. The panel would be shortlisting over the next couple of weeks and then set an interview date.
- 5.6 UCU had confirmed that four weeks of industrial action would take place from 20 February – 10 March. The President had met with the Chair of UCU and will be publishing an updated statement in due course.

6. FINANCE REPORT

- 6.1 The Deputy Chief Executive (Finance & Resources) presented the report.
- 6.2 Income to date is broadly on track with 41.18% of the budget achieved in the 5 months to 31 December 2019.
- 6.3 The balance sheet showed high cumulative reserves at £715,000. Trustees agreed for the Deputy Chief Executive (Finance & Resources) to explore investment options and bring a paper to the next meeting.
- 5.3 Intercompany balance was £93,000 between the Association and OSL which had reduced from £140,000 over the last year. This is being kept under review to ensure that OSL has enough funds to spend, whilst also ensuring the balance is paid back.
- 5.4 The revised budget 2019-20 was presented following meetings with the staff budget holders. Overall the forecast was predicting a deficit of £25,000. One of the main reasons for this was the change in the commission model of the Totum card, together with declining sales due to the increase of other free discount cards now on the market. Because of the uncertainty around the card, the Deputy Chief Executive (Finance & Resources) will be proposing to not set a budget for this income next year.

- 5.5 Other movements were around Conference following the increase to the budget made last year. Proposed increases to the CEC and BoT budgets due to the costs of the external trustee recruitment, additional costs for the January CEC and the proposed changes to the format of the Handover and Induction weekend. CEC members' budgets had also reduced due to position vacancies and budgets being used from elsewhere.
- 5.6 Additional costs that had been added to the budget were funds for the Annual Membership Survey, although it was noted that if the OU mailing system was used, these funds would not be needed. Additional funds for consultations; RSM due to the consultation that was required on behalf of the Remuneration Committee and the Overtime Review as part of the staff handbook project; provision for legal advice for individual representation and cost for a Data Protection Officer service.
- 5.7 The Discretionary Funds currently showed £4.5k left from the Culture Review project although it was proposed that this would be used to implement some of the recommendations. £10,000 remained unallocated but the budget assumes that this will be spent. It was likely that the governance review would use a significant portion of this remaining funding.
- 5.8 **RESOLUTION:** The BoT approved the revised budget 2019-20.

7. STAFFING REPORT

- 7.1 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.

8. ANY OTHER BUSINESS

- 8.1 The Deputy Chief Executive (Finance & Resources) will be posting revised Privacy Policies into the Forum for BoT comment and approval.

9. DATE OF NEXT MEETING

22 May 2020, 10:00am

Discussions will continue online in the meantime.