

**OPEN UNIVERSITY STUDENTS ASSOCIATION LIMITED
BOARD OF TRUSTEES (BoT)
14 Oct 2019**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 14 Oct 2019 at 11am in Library Seminar Room 3, OU Campus.

PRESENT

Cath Brown, President (Chair)
Caroline Cowan, Vice President Administration
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
Stephanie Stubbins, Deputy President
Claire Wallace, Student Trustee

IN ATTENDANCE

Rob Avann, Chief Executive (part)
Wendy Burrell, Deputy Chief Executive (Student & Staff Engagement) (part)
Alison Lunn, Deputy Chief Executive (Finance & Resources) (part)
Beth Metcalf, Head of Volunteering (observing, except items 1 and 6)
Sue Maccabe, Strategic Projects & Change Coordinator (Minutes)
Alan Measures, Chair of the Remuneration Committee (part)

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

A. WELCOME

A.1 The Chair welcomed Trustees to the meeting, and thanked Alan Measures for being in attendance for item 1.

B. APOLOGIES FOR ABSENCE

B.1 None.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (BoT 06/19/M) from the meeting in June 2019 were approved.

C.2 The Minutes (BoT 07/19/M) from the meeting in July 2019 were approved.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. REMUNERATION COMMITTEE RECOMENDATIONS

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

2. REPORT FROM THE CHIEF EXECUTIVE/SECRETARY

- 2.1 The Chief Executive presented his report.
- 2.2 The Board discussed item 2.4, challenges around the members of the Central Executive Committee (CEC) who have not completed mandatory training. The Board agreed the requirement for the completion of mandatory training and discussed courses of action to address the non-completed training. The Board agreed: to set a deadline of 31/10/19 for completion of all mandatory training; to offer assistance with training completion to CEC members during the October CEC weekend; and to use the disciplinary process to address any continuing non-completion thereafter.
- 2.3 **ACTION:** Head of Volunteering to draft communication to CEC members.
- 2.4 In relation to item 2.7, the Vice-President Administration requested clarification on whether the Open University are continuing to take pension contributions from salary whilst there is still a dispute underway with the potential for industrial action. The Chief Executive confirmed that contributions are still being taken.
- 2.5 A Student Trustee requested clarification on the information provided in item 2.6. The Chief Executive provided clarification on the advice we have received from Stone King with regard to the regulations which is that due to the remit of the Association we would likely be exempt. The Chief Executive advised that the Open University would be undertaking the changes on their websites and confirmed that the Association would be carrying out an assessment to understand the requirements and likely impact of the regulations on our own website. A Student Trustee flagged that the assessment would need to look across all Association websites, e.g. to include the DSG website and the webstore.

3. SAFEGUARDING AND DBS CHECKS

- 3.1 The Head of Volunteering presented a summary of the paper.
- 3.2 **RESOLUTION:** The Board considered the questions presented in the paper and approved the following:
- 3.2.1 The Board approved for DBS checks to be carried out for DSG committee members (basic or standard), to commence after the next committee elections.
- 3.2.2 The Board approved for DBS checks to be carried out for the CEC roles listed in item 2.6 b) in the paper (basic or standard). The Board approved to add Vice-President Administration to the list of roles requiring a DBS check.

3.2.3 The Board agreed that all CEC roles will include a requirement to sign the declaration.

3.2.4 The Board approved for DBS checks to be carried out for staff members in the roles listed in item 2.6 c) in the paper (basic or standard).

3.3 RESOLUTION & ACTION: The Board approved the creation of the panel proposed in item 3 in the paper and approved the panel membership structure. Terms of Reference for the panel will need to be developed. Trustees were asked to submit expressions of interest in joining the panel to the Head of Volunteering.

3.4 The Board discussed the pros and cons of retrospectively implementing the requirements approved in section 3.1 of the paper. It was agreed that further advice from Stone King in relation to the Charity Commission declaration should be sought and shared with Trustees prior to a decision being made.

3.5 ACTION: The Head of Volunteering and Chief Executive to obtain further legal advice and share with Trustees via the online forum.

3.6 The Board agreed that the announcement about implementation of these approved requirements needs to be very clear about the reasons for the requirements, about confidentiality and privacy rights and about which offences would make individuals ineligible.

4. INCORPORATION

4.1 The Board reviewed the paper and discussed next steps.

4.2 A Student Trustee asked whether there was any specific staff or union feedback or issues to be noted from the TUPE process. The Chief Executive advised that there was nothing to be noted.

4.3 RESOLUTION: The Board agreed to work towards a dissolution date of Summer 2020 for the unincorporated Association.

4.4 RESOLUTION: The Board agreed to action a name change for the incorporated Association, to remove 'Limited', after the unincorporated Association has been dissolved.

4.5 The Chair extended congratulations to everyone involved in the incorporation process.

SECTION C: ITEMS FOR INFORMATION

5. FINANCE REPORT

5.1 The Deputy Chief Executive (Finance & Resources) presented the report.

5.2 The Deputy Chief Executive (Finance & Resources) noted the potential for additional costs in relation to incorporation project management.

- 5.3 It was noted that drafts of the new agreements in relation to the management fees for OUSA (Services) Ltd and OUSET would be submitted for the December Board of Trustees meeting.
- 5.4 The Deputy Chief Executive (Finance & Resources) updated the Board on the discussion currently under way with the Association's Account Manager at Totum. The current proposal is for the current commission arrangements to remain in place for June and July 2019, then to run at 20% from August 2019 to June 2020. Negotiations are still in progress to agree the commission levels for July 2020 onwards. One Voice Digital, the provider of Totum are currently working with the Operations and Communications teams. The Chair suggested the inclusion of the Open University's Marketing and Communications team.

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. ANY OTHER BUSINESS

None noted.

8. DATE OF NEXT MEETING

6th December 2019, 10:00am