

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
30 April 2024**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 30 April 2024 at 9:30am, online via Microsoft Teams.

PRESENT

Michael Bryan, Vice President Administration
Johnathan Doran, Student Trustee
Margaret Greenaway, President, and Deputy Chair
Fanni Nicoll, Student Trustee
Mark Price, Chair
Claire Stibbon, External Trustee
Mark Walker, Deputy President
Claire Wallace, Student Trustee

IN ATTENDANCE

Beth Metcalf, Chief Executive
Leanne Quanton, Head of Executive Support and Staff Welfare (minutes)
Jess Smith, Associate Director, Services & Projects

APOLOGIES FOR ABSENCE

Allan Measures, External Trustee
Charles Phua, Student Trustee

NON-ATTENDANCE

Anca Seaton – Student Trustee

<p>BUSINESS ITEMS</p>

A. WELCOME

A.1 The Chair welcomed Trustees to the April meeting of the Board, giving a special welcome to the new Association Trustees, Claire Stibbon who had recently been recruited as an External Trustee and Mark Walker who had been co-opted Deputy President following the resignation of Gareth Jones. Unfortunately, Allan Measures, the third new Trustee had a prior engagement so was unable to attend.

B. APOLOGIES FOR ABSENCE

B.1 Allan Measures, External Trustee
Charles Phua, Student Trustee

C. CONFLICTS OF INTEREST

C.1 None

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (04/24/M) were approved.

E. OFFICER TRUSTEE UPDATE

The President, Deputy President and VP Administration reported on the progress of the current elections and plans for Conference as well as the importance of the handover and onboarding for the new team over the next few months.

<p>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</p>

1. SPECIAL RESOLUTIONS TO CONFERENCE

- 1.1 Following the BoT in January, three final Special Resolutions for changes to the Association's Articles of Association were brought to Trustees for approval. These resolutions will be put to a vote at Conference and will require a minimum approval of 75% from the participating student members to be adopted. In accordance with company law regulations, a 75% majority from Trustees was also necessary to advance the resolutions to Conference. The fourth resolution (Resolution D) was discussed separately in item two. Trustees discussed and voted accordingly.
- 1.2 Resolution A: Approve an official change to the name of our elected student team from Central Executive Committee to Student Leadership Team
- 1.3 **RESOLUTION:** Trustees approved the resolution.
- 1.4 Resolution B: Amend Article 26 to introduce an additional 3-5 Equity, Diversity and Inclusion (EDI) Representative positions on the elected team to provide better representation for the active groups of the Association.
- 1.5 **RESOLUTION:** Trustees approved the resolution.
- 1.6 Resolution C: Implement a change to Article 20 to allow Student Leadership Team elections and Student Trustee Elections to run in alternate years.
- 1.7 **RESOLUTION:** Trustees approved the resolution.
- 1.8 The CEO further informed that the SLT had created a dedicated page on the website for student members to submit their own policy suggestions, which could be upvoted or downvoted by their student peers. The SLT had reviewed the results at their prior SLT weekend and had approved an additional two resolutions for policy changes to be presented at Conference. These would require a majority vote at Conference, giving an indication of the preferences of the student body of what our collective priorities should be.

- 1.9 The first was to approve a motion to support the Students Association to campaign for the university to better support diagnosis of neurodivergent conditions such as ADHD, where students are seeking a diagnosis to support their studies.
- 1.10 The second was to approve a motion for representatives of the OU Students Association to campaign for the University to not reduce the existing curriculum, even when making financial cuts but rather to find ways of preserving and, where possible, extending the curriculum.
- 1.11 **RESOLUTION:** Trustees approved the motions

2. UNION VS ASSOCIATION DEBATE

- 2.1 The fourth special resolution was around the change of name from Association to Union. The SLT had instigated a project to consult students on whether changing the name of the Association to be more clearly identifiable as a Students' Union would help us to overcome longstanding issues around awareness and engagement. This was a topic covered in the recent student consultation, where around 90 students gave their views. The CEO highlighted that although this was a low cross section of students, consultation attendees could be considered representative as they came from across the nations and regions, plus others attending online, and had both experienced and new students in attendance. Consultation responses showed in favour of renaming to a student Union.
- 2.2 The paper outlined three options to consider following legal advice which the SLT had previously discussed at the weekend's SLT Meeting. The SLT had voted to rebrand as a Union, therefore not imposing costs from a full legal change. They also recommended that the motion be put to Conference for a more indicative vote.
- 2.3 Trustees deliberated on the various options, broadly agreeing that renaming from 'Association' to 'Students Union' would alleviate confusion among new students. They acknowledged concerns regarding the connotations of the term "union" and emphasised the distinctiveness of the Association. Despite apprehensions about rebranding costs, it was noted that the expenses were a lot lower than a full legal name would be. Furthermore, it was agreed that a brand refresh would be necessary in the near future, making it feasible to undertake both initiatives simultaneously therefore reducing the cost impact.
- 2.4 **RESOLUTION:** Trustees voted in favour of Conference 2024 voting on the principle of changing the brand of the organisation to be clearly identifiable as a Student Union.
- 2.5 **RESOLUTION:** Trustees tweaked the wording of the resolution to ensure a neutral tone and agreed the wording as: Students are asked to vote on a motion to rebrand the OU Students Association to be identifiable as a Student Union, known at 'OpenSU'.
- 2.6 **ACTION:** CEO to share the SLT report to Conference in the Teams space for Trustees information.

3. CONFIDENTIAL ITEM

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

4. FINANCE REPORT

- 4.1 Due to the temporary suspension of the FRRC (Finance, Resources & Risk Committee) due to membership changes, the CEO presented the accounts to the BoT to review. She highlighted that the Association remained in a healthy position with a surplus predicted against the revised budget of £159,742, which was mainly down to staff turnover savings.
- 4.2 A number of assumptions remained regarding the forecast budget for Conference as many expenses remained pending. There had been a higher spend on speakers than initially projected, due to securing two headline speakers over the predicted one, but both with healthy discounts achieved. The face-to-face costs remain unknown at this point while attendance is still being confirmed, but it is predicted that total costs may slightly exceed the £50k budget. Nonetheless, this represents a significant reduction from the previous Conference costs of £200k.
- 4.3 Turnover for the OU Students Shop was currently forecast to exceed £80,000 again this year which exceeds HMRC's small trading tax exemption limit. Consequently, it may be necessary to shut the shop prematurely to avoid incurring corporation tax liabilities. Discussions are ongoing regarding future strategies to address this recurring issue.
- 4.5 The CEO confirmed that despite the Association's currently healthy position, the reduction in subvention over the next three years will gradually deplete the existing reserves. The reserves policy states to maintain six months of reserves, which the Association currently exceeds.
- 4.4 **RESOLUTION:** The proposed changes to the OU Students Shop Working Group terms of Reference were approved.
- 4.5 **RESOLUTION:** The continuation of the OUSA-OUSET Service Level Agreement was approved.
- 4.6 **ACTION:** The Chair asked for the FRRC to reconvene next term, once the new Associate Director, Finance and Compliance and the newly elected Trustees were in place.

5. RISK REGISTER

- 5.1 The Associate Director, Services & Projects reported on the significant review undertaken to the Association's risk register which involved an improved structure based on the NCVO's template and work undertaken with the entire staffing team to update the risks. The Management Team had been assigned owners of each risk and will update the report quarterly, while coming to the BoT/FRRC to review twice a year.
- 5.2 Trustees were asked to discuss the risks that were deemed either 'critical' or 'severe' following measures put in place and whether any further actions were required.
- 5.3 **Reliance on OU systems.** Although in some circumstances, the OU providing the Association's IT hardware and infrastructure was advantageous e.g., the HR and

payroll system, there remained significant barriers for any introduction of new software e.g., the Student App and finance software. The most significant was the cumbersome process of accessing student data, that required repeated requests to the OU each time we need to engage with our membership. Staff are currently reviewing the data sharing agreement in place with the OU and a working group has been established to ascertain what can be done. It was stated that the OU does recognise the significant challenge this poses for the Association.

- 5.4 **Poor financial management misleading decision making.** This was due to the departure of the Associate Director, Finance and Compliance which had left a skills and experience gap. This has been mitigated through a comprehensive handover to the CEO and recruitment to fill the position being a priority.
- 5.5 **Difficulty recruiting/engaging/retaining board members.** The onboarding process has been reviewed so that for the 2024-2026 term, Student Trustees will follow a different programme to ensure it is tailored to these roles. The Association is also considering if there are any incentives, that can be offered e.g., module fee waiver to those studying with the OU. The Chair added that using Peridot to assist with the recruitment for the External Trustees this time around was a very impressive process which generated some high calibre candidates.
- 5.6 **High turnover of volunteers and/or high levels of volunteer absences affecting service delivery and impeding decision making.** The cost-of-living crisis has put even more of a strain on our volunteers, for whom 'time' is a privilege. Students have a lot of demands on their time, and it is often found that students drop out of roles and from the OU for a number of reasons but letting us know is not always a priority. Again, incentives such as staff fee waivers after a year in office are being investigated as well as ensuring volunteers are well supported.
- 5.7 Trustees were happy with the mitigation actions in place and the Chair commented on the improved new style of the report and thanked everyone involved.

STANDING ITEMS

6. CHIEF EXECUTIVE REPORT

- 6.1 The report was received.
- 6.2 The Chair expressed disappointment regarding the limited participation on MS Teams, with items for approval receiving only 6-7 votes. The Chair urged Trustees to continue to monitor the Teams space to ensure that we capture the full spectrum of views on items, particularly when discussions are not held in person.

7. EDI & GROUPS REPORT

- 7.1 The report was received.

8. APPOINTMENTS COMMITTEE REPORT

- 8.1 The report was received.

9. STRATEGY REPORT

- 9.1 The report was received.
- 9.2. A comment was received about the improved condensed one-page strategy update, although requested movement indications/commentary to help 'at a glance' understanding.

10. STAFFING REPORT

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

UPDATES & DISCUSSION ITEMS

11. TRUSTEE BUDDY SCHEME

- 11.1 VP Administration had suggested a buddy scheme for incoming Trustees to facilitate their transition into their new roles. The scheme would pair them with experienced Trustees to provide guidance, answer questions and familiarise themselves with meeting papers prior to meetings. Trustees agreed that this would be beneficial and would serve as a valuable resource to the incoming team.
- 11.2 **ACTION:** CEO and VP Administration to meet to assess how this would work.

12. CHIEF EXECUTIVE & CHAIR APPRAISALS

- 12.1 The Chair and CEO left the meeting for this item.
- 12.2 The President led the discussions in initialising a formal appraisal process for the Chair and Chief Executive. There had never been a process for the Chair of the BoT and the CEO has always been carried out by the Chair. It was agreed that more formal processes for both roles are required.
- 12.3 Trustees agreed that a 360 approach for both would be pragmatic with the CEO also following the staff format and completing the same paperwork as the rest of the staff team. Panels would then be convened for both to review the feedback and appraisal meetings.
- 12.4 **RESOLUTION:** Appraisal panel were agreed for each role. The Chair: Claire Stibbon, Fanni Nicoll, Johnathan Doran. Appraisal panel for the CEO: Mark Price (lead), Claire Stibbon, Claire Wallace.
- 12.5 **ACTION:** Head of Executive Support & Staff Welfare to draft 360 appraisals for sign-off by the Trustees and to get process underway.

13. ANY OTHER BUSINESS

- 13.1 Conference – Any Trustees who hadn't yet responded to the invitation to attend Conference were asked to do so by the end of the day to secure their place.

14. DATE OF NEXT MEETING

Tuesday 23 July 2024, 9:30am – Hybrid, on Campus and online via Teams

Action Log		
Item in the Minutes	Action	Action holder
2.6	Association vs Union debate – SLT report to Conference to be shared once finalised.	Beth Metcalf
4.6	Finance Report: To reconvene the FRRC next term, once the new Associate Director, Finance and Compliance and the newly elected Trustees were in place.	Beth Metcalf
6.2	Chief Executive Report – Trustees to ensure they continually monitor the Teams space to ensure that we capture the full spectrum of views on items, particularly when discussions are not help in person.	All
11.2	Trustee buddy scheme Beth and Michael to meet to assess how this would work	Beth Metcalf Michael Bryan