MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 19 February 2018 in CMR11, OU Campus, Milton Keynes.

PRESENT
Peter Bell, Student Trustee
Andrew Cooke, Student Trustee
Peter Cowan, VP Administration
Julia Davis, Deputy President
Andrew Hulme, External Trustee
Melanie Philpott, Student Trustee
Nicola Simpson, President (Chair)

IN ATTENDANCE
Rob Avann, General Manager
Cath Brown, STEM Faculty Association Representative (CEC observer)
Sally Kitchingman, Head of Resources
Annabel Lane, External Trustee Candidate (observer)
Tim O’Brien, Incorporation Project Manager (part)
Leanne Quainton, Executive Assistant (minutes)
Verity Robinson, Head of Student Support (part)
Claire Smith, Wales Area Association Representation (CEC observer)

INTRODUCTORY ITEMS

A. WELCOME

The President welcomed Trustees to the meeting giving a special welcome to the observers, Annabel Lane the external Trustee candidate, Cath Brown, STEM Faculty Association Representative and Claire Smith, Wales Area Association Representative, observers from the CEC. For the benefit of the observers, introductions were given by all in attendance.

B. INCORPORATION

B.1 Tim O’Brien, Incorporation Project Manager joined the meeting. He and the General Manager updated on the progress of the Incorporation project, highlighting the updated Route Map that had also gone to the CEC for comment at their last meeting in January.
B.2 CEC members, Cath Brown and Steph Stubbins had volunteered to assist with the informative article which would be published in the March edition of OU Students magazine. The draft article was tabled at the meeting for Trustees’ comments. Tim added that the intention is to create a cartoon to run alongside the article that will assist in explaining the process by helping visualise the changes. The STEM FAR asked to ensure that there are links to more detailed information on the process in the article for those students who would want to read more. A Student Trustee requested that the last sentence be reworded to encourage any questions from students and these then being used to form a FAQ to publish afterwards. VP Administration asked to rephrase ‘Members’ when describing Trustees in the new incorporated vehicle as this will cause confusion when also referring to the wider membership. ‘Guarantors’ was felt to be preferable.

B.3 ACTION: Incorporation Project Manager and the General Manager to make amendments.

B.4 The General Manager highlighted the possible delays that could hold up the process explaining that we continue to wait for feedback from the USS policy team on whether our Flexible Apportionment Arrangement (FAA) was presented to the committee on 14 February. The pensions legal advisors have warned that other clients have been left waiting before being able to progress so this could end up delaying the process. In addition, the Charity Commission have delays at present in processing new charity registrations. He reiterated that the ultimate deadline remains Conference due to the need for Conference approval. If approved, the date for transition was intended for 1 August 2018 to align with the new financial year. If USS delays do hold up the process, Trustees suggested delaying transition until the start of the next financial year, 1 August 2019 to ensure transition doesn't take place part way through a year which would then also remove the pressure of the short timescale between Conference and implementation. It was advised that this would also give the newly elected Trustees who would start their term on 1 August 2018, the chance to bed into their roles before the transition took place.

B.5 ACTION: It was agreed that this decision would be taken at the next BoT meeting in April when there would be a clearer idea if delays were likely. In the meantime, Tim O’Brien will look into any implications with the Scottish Charity Regulator (OSCR).

C. APOLOGIES FOR ABSENCE

Wendy Burrell, Deputy General Manager
Anna Jenkins, Student Trustee
Mary Oparaocha, Student Trustee

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (BoT 11/17/M) from the meeting in November 2017 were approved.

D.2 No comments were made on the minutes or matters arising.

1. REPORT FROM THE GENERAL MANAGER/SECRETARY

1.1 The General Manager introduced this report that collates information on decisions made or items discussed online since the last meeting with any other updates
Trustees should be made aware of.

1.2 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes.

ITEMS FOR REPORT OR ENDORSEMENT FROM THE CEC

2. CONSTITUTIONAL CHANGES

2.1 VP Administration brought the proposed changes to the Constitution which will be put to Conference delegates for resolution in June 2018. Proposals had been drafted following the Rules Revision Weekend in November 2017 and discussions had taken place at the last CEC Meeting in January. VP Administration went through each proposed change.

2.2 Clause 37 - Trustees asked whether the wording was subjective and whether further clarity around conduct is needed. A code of conduct would be useful to be clear of the expectation of a Trustee.

2.3 Clause 60 – To change to ‘The Quorum for Trustees decisions’ rather than referring to just meetings to cover those decisions that are made online.

2.4 Clause 61 – The Chair of the BoT generated a lengthy discussion and difference of opinion amongst Trustees. The CEC had approved the change of ‘The President shall not be the Chair of the Board of Trustees but shall be appointed as Deputy Chair to support and advise the Chair’ but had preferred the subsidiary vote to be for the BoT to appoint/elect a Chair, leaving the Trustees to decide who would be most suitable.

2.5 Discussions were had over the importance of the role of the Chair, that extends to much further than just chairing meetings, it is the support in-between the meetings to both the General Manager and the President which the General Manager confirmed has been missing this year which had been very difficult at times. A Chair requires a specific set of skills and the suggestion of an appointed external Chair was raised as a better solution to ensure the role holder had these distinct skills and the adequate time commitment to be able to fully carry out the duties of the Chair.

2.6 It became clear that the role of Chair needs to be clearly defined to know what the responsibilities are and it was agreed that before any decisions can be made, a role description is needed.

2.7 ACTION: VP Administration and General Manager to draft the role description of the Chair of the Board of Trustees.

2.8 Clause 66 - To replace ‘unanimous’ with ‘majority’. Concern was raised over the legality of this change especially if moving to incorporation.

2.9 ACTION: The General Manager to check the wording with Stone King.
2.10 Clause 70 - It was thought that the Constitution shouldn’t restrict to ‘four’ faculties as this number could change in the future. Comments were made over whether the Association would always want to fall in line with the University structure of faculties. The term ‘Officers’ was also raised as a concern by an observer as she felt that having this separate team creates a 2-tier structure and hierarchy which should be removed from the CEC configuration.

2.11 **ACTION:** Motion to be re-worded.

2.12 Discussions were had over whether students should be prevented from seeking election to both the CEC and BoT. This was agreed as a conversation for a later date and can be continued online.

2.13 **RESOLUTION:** All other motions were agreed

3. **CEC REMITS**

3.1 The President highlighted that due to the delay in publishing this paper, neither the BoT nor the CEC had adequate opportunity to review the proposals so discussions would continue online.

3.2 She pointed out the main changes proposed to Officer Titles that had been amended to better reflect the roles: VP Media and Campaigns to replace VP Communications; VP Equality and Diversity instead of Equal Opportunities and VP Student Voice would replace VP Representation & Research. The CEC had agreed to reduce the number of England Area Association Representatives to one and to remove the Open Programme Faculty Association Representative role. The remits paper also went into detail showing the overview of the role, what the Association expects from the post holder and what the holder can expect from the Association in their term.

3.2 **ACTION:** Discussions to continue online.

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**ITEMS FOR DISCUSSION AND POSSIBLE DECISION**

4. **GENERAL DATA PROTECTION REGULATIONS (GDPR)**

4.1 The General Manager introduced the paper that gave an overview of the implications of the new GDPR regulation that comes into effect on 25 May 2018 and the work being done by the Association to prepare for that implementation.

4.2 A draft statement had been prepared to let students know what work the Association is carrying out in preparation for GDPR that will be published on the website. This was approved subject to amendments that were raised by Trustees.

4.3 The General Manager drew Trustees attention to the proposal of a Data Protection Officer to ensure compliance with the regulations. A Data Protection Officer is mandatory in some organisations and although it is not a legal requirement for the Association, the Project Group had made the recommendation as an advantageous, transparent approach due to the large membership of the Association and the amount of student data held. The consensus from the project group was to appoint
an external Data Protection Officer, taking a very similar form to our current HR service, RSM.

4.4 A Student Trustee thought that looking to existing staff in the office to take on this role should be explored initially to ascertain whether anyone would like the opportunity to expand their skills and current role. She thought a staff member would bring additional benefits of greater knowledge of the organisation and the type of data kept. The General Manager indicated that there were considerations to be made in such an approach, as the DPO could not have a conflict of interest.

4.5 The General Manager advised of the large amount of the work that the OU are having to take on to meet the regulations and that they will need to be much clearer in the future with how and who they are sharing student data with.

4.6 A student trustee raised emails as a big consideration in data retention and should be added to the data flow chart as a significant data source. Societies were also raised as they are responsible for their own data so the importance of the GDPR needs to be made known to them.

4.7 **ACTION:** The General Manager to add an expanded explanation of GDPR to the risk register. The General Manager will take the comments regarding the DPO service, societies and emails back to the Project Group.

5. **RISK REGISTER**

5.1 The General Manager introduced the regular paper. He highlighted that Conference 2018 is being used as a trial for staff to consider risk and to gain a wider understanding of incorporating risk into all projects. A Student Trustee pointed out the importance of risk in the upcoming handover process for new Trustees which should be factored into the induction process. The process of how risk is identified was then raised as improvements are needed to ensure that no risks are caught retrospectively.

5.2 This minute was of a confidential nature and has therefore been reserved to the confidential section of the minutes.

6. **GENERAL MANAGER JOB DESCRIPTION**

6.1 This item was withdrawn from the Agenda due to the delay in undertaking the formal appraisal process.

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**ITEMS FOR INFORMATION**

7. **OU STUDENT ASSOCIATION STRATEGY**

7.1 Due to time constraints this item was discussed online post the meeting. No further comments were made.
8. **STAFFING MATTERS**

8.1 This discussion was of a confidential nature and has therefore been reserved to the confidential section of the minutes.

9. **FINANCE REPORT**

9.1 Due to time constraints this item was discussed online post the meeting. No further comments were made.

10. **ANY OTHER BUSINESS**

10.1 None raised

11. **DATE OF NEXT MEETING**

The next face to face meeting of the BoT will be held on Friday 27 April 2018 at 10am.

Discussions will continue online in the meantime.