**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
7 December 2021**

MINUTES

Minutes of the online meeting of the Board of Trustees (BoT) held on 7 December 2021 at 1pm via Microsoft Teams.

PRESENT
Allan Blake, External Trustee and Chair
Ian Cheyne, Deputy President
John James, Student Trustee
Sarah Jones, President and Deputy Chair
John Paisley, Student Trustee
Matt Porterfield, Vice President Administration
Mark Price, External Trustee
Claire Wallace, Student Trustee

IN ATTENDANCE
Rob Avann, Chief Executive
Alison Lunn, Head of Finance and Resources and Company Secretary
Liz Marr, PVC Students (item 5)
Beth Metcalf, Director of Membership Services
Reiss Miller, Conference and OU 50th Project Manager (item 8)
Dan Moloney, Director of Engagement

SECTION A: INTRODUCTORY ITEMS

A.   WELCOME

A.1   The Chair welcomed the Trustees to the October BoT meeting. The Chair noted that Selina Hanley, Student Trustee was absent and confirmed that he had not received her apologies.

B.   APOLOGIES FOR ABSENCE

B.1   None received.

C.   MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1   The Minutes (10/21/M) from the October meeting were approved.

1. GOVERNANCE REVIEW: DRAFT CONFERENCE RESOLUTIONS AND SUPPORTING REVISIONS TO THE ARTICLES

1.1   The Chief Executive introduced this paper and asked for comments from the Trustees. A Student Trustee highlighted that 26.14 in the revised articles stated that 'term limits will apply to the Student Leadership Team' and that 'Individual student members will be able to serve a maximum of two consecutive two-year terms in any one role and a maximum of three consecutive two-year terms in total on the Student Leadership Team'. However, he then outlined that in 27.3 it states the same term limits but for the Student Forum. The Student Trustee outlined that by the way these are worded in two separate articles, students might interpret these wrong and assume they can carry out one role for 6 years and then move on to a different role on the Student Forum for a consecutive 6 years. The Student Trustee proposed either having this item as a separate article, and perhaps a separate resolution, or otherwise making the current wording much more clear that term limits applied across the structure which included both the Student Leadership Team and Student Forum. The Chief Executive and VP Admin agreed with this point and resolved to take the latter approach, strengthening the current wording. They thanked the Student Trustee for highlighting this.

1.2   **RESOLUTION:** Chief Executive and VP Admin to amend the wording as agreed.

1.3   A number of Trustees were pleased that article 26.4 had been strengthened to help with clarity. The Chief Executive confirmed that Stone King had advised a change in the first paragraph to state that the Student Leadership team is accountable to the Board of Trustees.

1.4   The Chief Executive next ran through the feedback document which highlighted to Trustees all the feedback received from the consultation on the draft revised Articles, including the feedback from the Open University, from the Central Executive Committee and from the Association's legal advisors, Stone King.

1.5   Regarding the Open University's feedback, the Chief Executive asked Trustees for their decisions on the two questions the feedback had highlighted. The first was to consider extending Lay Trustees terms to 4 years instead of the current proposal of 3 years. An External Trustee expressed concern over extending term limits, stating that it might be harder to recruit people with such a commitment. A Student Trustee supported this, arguing that people are more inclined to sign up for three years initially and then extend their term by another three years, rather than committing to what would be eight years.

1.6   **RESOLUTION:** The Trustees agreed to keep the proposed Lay Trustees term at 3 years.

1.7   Next, the Trustees considered the second aspect of the Open University's feedback, which was to consider removing the requirement for the Student Leadership Team to ratify the appointment of the Chair of the Board of Trustees. Trustees agreed with the Chief Executive's suggestion to retain this in place.

1.8 **RESOLUTION:** Trustees agreed to keep the requirement for the proposed Student Leadership Team to ratify the appointment of the Chair of the Board of Trustees.

1.9 The Chief Executive moved the Board on to the Central Executive Committee's feedback. The CEC had discussed the current voting threshold of 75% for passing changes to the Articles, and a majority view was that this was too high a threshold. Several different suggestions had been made, with some preferences expressed around lowering this to 60%. He further confirmed that Stone King had also asked whether we wished to address this issue in the Articles, as 75% seemed to be a high bar. The Chair recognised that 75% is normal in Company Law. VP Admin outlined that at the CEC meeting, it was suggested for this to be lowered to 55 or 60% to make the threshold more attainable but it wasn't unanimous. He stated that his personal preference would be 60%. A Student Trustee suggested that it should be higher, and proposed 66% (two-thirds) as a sufficiently high bar albeit lower than the current 75%.

1.10 **RESOLUTION:** Following lengthy discussions surrounding the voting percentage, with various opinions in the mix, the Trustees took a vote for either 60%, 66% or 75%. The majority of Trustees voted for 66% as the voting threshold. The Chief Executive and VP Admin would add this change to the Articles as part of the AGM resolution.

1.11 The next area of CEC feedback was around the maximum duration between AGMs. The proposal from the CEC, a majority view, was that 18 months would be a better maximum than the current proposal of 15 months. The Chief Executive then asked Trustees what time periods they deemed to be appropriate between each AGM. A Student Trustee queried whether the length of time between each AGM would affect the Head of Finance and Resources in reporting the accounts. She confirmed that she wouldn't experience many issues either way.

1.12 The President relayed a convincing argument that was put forward at CEC by a CEC member. She explained that they had argued for 18 months in order to have maximum flexibility, should any issues such as the Covid pandemic or other unforeseen event interrupt our plans, and it would also allow us to try different times of the year to find the right fit for student availability. Trustees were convinced by this suggestion.

1.13 **RESOLUTION:** Trustees agreed to an 18-month maximum gap between each AGM.

1.14 The final piece of CEC feedback was put forth by the Chief Executive. This concerned permission from the Trustees for the Chief Executive to share this full feedback received document with the CEC. The Board agreed the Chief Executive could do so.

1.15 The Chief Executive moved on to the final area of feedback, which was from the Association's legal advisors Stone King. They had suggested that the Board consider changing the title 'Annual General Meeting' to 'Annual Meeting' instead to avoid any confusion with the concept of 'General Meeting' under Company Law. The Chief Executive stated that he had concerns with doing this, because he felt that explaining it to student members would be made more complicated by this shift whereas AGM is a more widely known concept. Instead, he proposed that the Board retain the name

AGM but include text in the Articles which clarifies that it is not a Company Law meeting, just as the current Conference is not a Company Law meeting.

1.16   The Deputy President raised concerns over the reaction from students due to the removal of Conference to be replaced with an AGM, but then another change causing the AGM to become an Annual Meeting. He suggested it could result in difficulties getting the proposal through and he therefore agreed with the suggested alternative. VP Admin supported this claim, arguing that if we change from AGM, then we are at risk of confusing students.

1.17   **RESOLUTION:** Trustees agreed to keep the name as Annual General Meeting, but to build in the suggested clarification to the articles that it is not a Company Law Meeting. The Chief Executive would action this change.

1.18   The Chief Executive then moved on to a further point from Stone King, where they had queried how we would define the quorum in the AGM. In the proposed revised articles, the quorum is 50 students but clarification was needed on who will count as part of the 50 and who won't. He sought advice from the Trustees on whether the 50 should be student members who hold no elected roles in the Association, or whether those who hold elected roles can count towards the 50 for the quorum. A Student Trustee raised concerns over the quoracy level not being met if students in elected positions aren't included and so expressed caution over doing this. The President outlined that reaching quoracy depends on how exciting we can make the AGM and we should be aiming high to involve as many student members as possible in line with the proposals. She recognised a need to engage students by informing students of the debates that will be had, the great speakers that will be in attendance, ultimately creating interest around it.

1.19   VP Admin and a Student Trustee argued for elected members to not be included in the quorum as those in the Student Leadership Team and Trustees would have already had a first vote, therefore, it should be taken to the rest of the student body to vote. The President also supported this. Other Student Trustees argued against this opinion.

1.20   **RESOLUTION:** Trustees voted on whether elected members should or should not be included in the quorum. 5 Trustees voted in favour of elected members not being included in the quorum, with 2 Trustees voting in favour of elected members being included. The Articles would therefore be amended to include a reference that Officer Trustees, Student Trustees and Student Leadership Team members would not count towards the quorum.

1.21   Finally, Stone King had recommended an insertion of a new paragraph at the top of article 26.1 which stated that the Student Leadership Team is accountable to the Board of Trustees, to help with clarity for the governance structure.

1.22   **RESOLUTION:**. Trustees agreed to this addition.

1.23   The Chief Executive then moved on to the five draft Conference resolutions. He fed back to Trustees that these were widely supported at CEC with no major pushbacks. CEC appreciated the approach of splitting the items up, rather than having one single resolution covering all areas and felt that this approach struck the right balance. The Trustees were asked whether they were content with the wording of the five resolutions.

1.24   **RESOLUTION**: Trustees approved the wording of the five Conference resolutions.

2.   REPORT OF THE FINANCE RESOURCES AND RISK COMMITTEE

2.1   The Head of Finance and Resources introduced the paper and began by asking Trustees to receive a recommendation and approve the appointment of external auditors to serve from August 2022, subject to ratification by Conference. She explained that 15 audit firms were contacted, 11 were invited to tender and 7 submissions were then received. 3 firms were then shortlisted to interview and presented their proposal to the selected panel. Haysmacintyre was the favoured firm out of those that were interviewed, although their costs were higher and some of this was due to a misunderstanding of the level of risk involved in OUSET's operations. Following the panel's deliberations, Haysmacintyre were offered a follow up meeting to allow them to probe their areas of concern with a view to submitting a revised cost proposal. Following this process, they had reduced their price and the panel had been impressed with their diligence and enthusiasm to work with us.

2.2   **RESOLUTION:** Trustees agreed to appoint Haysmacintyreas the Association's auditors as of August 2022, subject to ratification by Conference.

2.3   Trustees were then asked to discuss the proposal to appoint Alan Measures as a non-Trustee member of the Finance, Resources and Risk Committee. The Head of Finance and Resources explained that the previous Remuneration Committee was chaired by Alan Measures who has a lot of experience, particularly in the rewards and remuneration area. Alan was recently invited to the Committee meeting and made an excellent contribution. She further outlined that Alan is keen to support the full remit of the Committee and brings important independent insight.

2.4   The Chair queried how long Alan would be in position for. Whilst this was undetermined, the Head of Finance and Resources suggested this would likely be for 1 year and then renewed following evaluation.

2.5   **RESOLUTION:** Trustees agreed to appoint Alan Measures as a non-Trustee member of the Finance, Resources and Risk Committee.

2.6   The Head of Finance and Resources asked Trustees to note the proposed process for the review of key management personnel remuneration policies. She pointed them to appendix B which sets out further detail of discussions that happened at the meeting. She explained that the proposal is to conduct the consideration of remuneration for the Senior Management Team in alternate years to the review of the President and Deputy President. These will take place ahead of the 2023/2024 academic year.

2.7   **RESOLUTION**: Trustees were happy with the proposal and approved it.

2.8   The Head of Finance and Resources updated Trustees on the financial position which is indicating an underspend against the budget set. Budget holders and CEC have been considering where to allocate this underspend and a list is being formed of all the ideas. She also pointed to an underspend against the staff budget, which has meant that there are potential opportunities to increase capacity in the staff team, such as increasing working hours for part time staff which the senior management team were considering and discussing with team managers. Trustees were also

reminded of their discretionary fund which is budgeted at £30k. The Head of Finance and Resources questioned whether Trustees have any thoughts for where best to allocate this fund.

2.9   The President outlined that some suggestions had come from CEC, which included student-led projects and a greater budget for the 50th to increase opportunities and events surrounding the celebration. A Student Trustee queried whether some funds could be used to better equip staff both in the office and at home, as well as suggesting putting more funds in to OUSET. VP Admin confirmed that there is a separate budget for equipment and so discretionary funds shouldn't be used for this purpose. He further explained that OUSET is currently sitting on some funds and there was an existing action for the strategy to be finalised and brought here before Trustees would consider putting more funding in.

2.10   The Chair expressed that he doesn't like the concept of searching for new ways to spend the surplus funds. The Head of Finance and Resources confirmed that we are not searching, but instead are looking for where we can add value. She stated that the Association does not want to significantly add to the surplus as we should be spending within our budget and a further underspend adds to reserves which in turn can affect our negotiations with the OU for the subvention allocation.

2.11   **RESOLUTION & ACTION:** Trustees agreed for proposals for where to spend the funds to be shared and discussed in the forum.

3.   BOT EFFECTIVENESS REVIEW ANALYSIS

3.1   The Chair passed on his thanks to Rebecca Coster and Gabby Cull, who were both unable to attend the meeting, for this paper. He ran through the recommendations listed in this paper and asked for comments from Trustees. First, he pointed to 3.1 which stated that Trustees feel training is beneficial. The Chief Executive explained that it would be great if Trustees could flag areas of training that they would like the Association to look into. The Chair questioned whether Trustees would be happy to undertake an individual needs analysis to see where there are gaps or where Trustees would like help. Whilst a couple of Trustees were not keen on this idea due to their busy schedules, other Trustees were happy with the idea.

3.2   The Director of Membership Services explained that undertaking a training needs analysis was listed as a recommendation in the Governance Review. Alongside the Director of Membership Services, the Head of Executive Support and Staff Welfare and Senior Volunteer Wellbeing and Training Officer are due to meet soon to discuss how to approach this. She suggested it would be useful to have a Trustee feed into this.

3.3   The Chair was pleased with this idea and stated it would be good to have Trustee's feedback following the analysis and help identify the most urgent areas for training. VP Admin queried whether the Senior Wellbeing and Training Officer could assist with the needs analysis through 1-2-1s, as were completed for CEC members.

3.4   **ACTION:** The Chief Executive to speak with the Senior Wellbeing and Training Officer to arrange these 1-2-1s. Common themes to then be identified and acted upon, potentially at an away day.

3.5 The second recommendation discussed was the paper length. The analysis suggested introducing a maximum paper length. Whilst the majority of Trustees were happy with the papers and particularly commended the covering papers, some Trustees did outline that some papers can be very appendix heavy, making it very time consuming.

3.6 Trustees expressed their appreciation of the combined BoT papers pack that the Head of Executive Support and Staff Welfare puts together. The President did question however if there is a way to just skip from paper to paper, rather than having to click through every individual page.

3.7 **ACTION:** The Chief Executive to speak with the Head of Executive Support and Staff Welfare to see if there is a setting in Adobe to click from paper to paper with ease.

3.8 The Chair outlined another recommendation which was for decisions to be made clearer. Upon further discussions, it became apparent that it is decisions in the forums which are unclear, rather than decisions made in the meetings. The majority of Trustees expressed concern over using the forums to make decisions as discussions are hard to follow and can be slow. VP Admin suggested that if topics break out into lots of discussion, they should be moved to the meeting instead and discussed face to face.

3.9 **RESOLUTION:** Trustees agreed that key decisions need to be made in live meetings wherever possible.

3.10 **RESOLUTION:** With regards to point 3.15, Trustees agreed they are happy with how papers or decision items coming to the Board are reviewed before presentation.

4. ZERO TOLERANCE: RISK APPETITE IN LIGHT TOUCH SOCIAL SPACES

4.1 The Director of Membership Services updated Trustees on the ongoing issues with different groups, societies and individuals. Discussions were thorough and Trustees were in agreement that change is needed. Trustees recognised the reputational risk to the Association of the current spate of issues and the pressure and complexity that those involved with managing such matters and handling complaints were dealing with day to day. Trustees agreed that seeing the appendix that been instructive.

4.2 **RESOLUTION**: The Director of Membership Services will review the clubs with help from other staff members. They will continue to seek legal action where required and will ensure the Association is following best practice. A fuller discussion around risk appetite and the issues of managing reputational risk would take place around the revised risk register at a forthcoming meeting.

SECTION C: ITEMS FOR INFORMATION

---

5. REPORT OF THE CHIEF EXECUTIVE

5.1 Before the Chief Executive introduced the rest of his paper, the Trustees welcomed Liz Marr, PVC Students, who gave an update on the University's approach to student face to face activity. She recognised that no situation is going to be ideal for every

student but that the current model the University is working towards is a hybrid model. Currently, the University is in a 'test and learn' phase, asking all units to try different ways of working and decide individually what works best for them. With regards to governance meetings, it was decided that all would remain online until the end of the calendar year, with a reconsideration at some point after. A statement has been drafted by the PVC Students, which has since been approved by the University Secretary, which outlines that wherever possible, meetings will continue online. There has been encouragement to Committees and Chairs to think about the benefits that accrue from continuing online and they want people to think about their carbon footprint also, as the University moves towards its sustainability goals. PVC Students recognised the benefits of running meetings online such as them becoming more egalitarian and removing hierarchy. Overall, the University's position was clarified as a preference for all meetings to stay online but where committees decide they want to conduct a meeting on campus, there must be the correct equipment available to facilitate a hybrid format. It was also accepted that the need to try different approaches and make unit by unit decisions means that there will be inconsistency for a while across the University community.

5.2   Liz Marr, PVC Students, left the meeting.

5.3   The Chief Executive reiterated that the University's position has been left to units to decide for themselves individually which causes discrepancies amongst different teams. He emphasised that he felt that it was the right approach overall to decentralise and take this approach, but clearly it made for some issues for the Association, not least for student volunteers such as CCRs who were seeing different approaches in governance across the structure, both horizontally and vertically.

5.4   The President and Chief Executive had proposed to Trustees that the Association's position should be no student face to face activities until the end of February 2022 at the earliest.

5.4   **RESOLUTION:** Trustees agreed to maintain the current situation at present, with no return to student face to face activity until at least the end of February 2022.

5.5   Due to the restricted time allocated for this paper, the Chief Executive agreed to bring the discussions surrounding Board shadowing to a future Trustees meeting. He asked for any comments in the meantime to be sent to him via email.

5.6   **ACTION**: The Chief Executive to raise concept of Board shadowing at next Trustee meeting and any comments in the meantime to be sent to him via email.

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.   APPOINTMENTS COMMITTEE UPDATE

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

8.   CONFERENCE UPDATE

8.1   The Conference and Association's 50th Project Manager joined the meeting to present her paper. She provided a quick update on the progress of the organisation

of Conference and specifically asked for the Board's approval to waive the rules around geographical allocations, in order to allow the remaining delegate places to be allocated to geographical areas which had been oversubscribed which would mean that any student who wanted to attend Conference would be able to do so.

8.2   She outlined that currently, according to the Bye-Laws, student places to Conference are split up by geographical area. The number of places allocated to each area is proportionate to the number of registrations. England was currently under-subscribed, whilst the Rest of the World had been oversubscribed. She asked Trustees for approval to allocate the remaining places to areas which are over-subscribed.

8.3   **RESOLUTION:** Trustees were very happy to approve this change and looked forward to welcoming and engaging a more diverse student body.

10.   ANY OTHER BUSINESS

10.1   The Director of Engagement updated Trustees on the proposed campaign structure to enable a For and an Against student-led campaign to debate the Conference Governance Reform resolutions which had been agreed in this meeting. Trustees welcomed the plan and thanked all those involved in creating and supporting this opportunity.

13.   DATE OF NEXT MEETING

Thursday 3 February, 1pm – 4pm via Microsoft Teams.

Action Log		
Item in the Minutes	**Action**	**Action holder**
2.11	Proposals for where to spend funds to be shared with Trustees in the forum.	Alison Lunn
3.4	The Chief Executive to speak with the senior Wellbeing and Training Officer to arrange these 1-2-1s. Common themes to then be identified and acted upon, potentially at an away day.	Rob Avann and Nicky Powell
3.7	The Chief Executive to speak with the Head of Executive Support and Staff Welfare to see if there is a setting in Adobe to click from paper to paper with ease.	Rob Avann and Gabby Cull
5.6	The Chief Executive to raise concept of Board shadowing at next Trustee meeting and any comments in the meantime to be sent to him via email.	Rob Avann / All Trustees