OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
3 February 2022

MINUTES

Minutes of the online meeting of the Board of Trustees (BoT) held on 3 February 2022 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
Gabby Cull, Head of Executive Support and Staff Welfare (minutes)
Alison Lunn, Head of Finance and Resources and Company Secretary
Sue Maccabe, Head of Strategy and Insight
Beth Metcalf, Director of Membership Services

SECTION A: INTRODUCTORY ITEMS

A. WELCOME

A.1 The Chair welcomed the Trustees to the first Board of Trustees meeting of the year. The Chair noted that Selina Hanley, Student Trustee was absent again and confirmed that no apologies had been received.

B. APOLOGIES FOR ABSENCE

B.1 None received.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (12/21/M) from the October meeting were approved.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. CONFERENCE OUTCOMES

1.1 The Chief Executive introduced this paper and outlined the results from the Conference business voting. He highlighted the two discussion points for Trustees from this paper; firstly to approve the amended articles based on the Conference voting outcomes and secondly to agree next steps in terms of the Governance Review recommendations.

1.2 **RESOLUTION:** Trustees had no questions regarding the Articles and subsequently approved the proposed revised set of articles for onward submission to the Open University's Council for ratification.

1.3 The Chief Executive then moved on to the next discussion point of this paper which was for Trustees to agree on how to move on with the Governance Review, taking into account the Conference voting outcome. He referred Trustees to the proposals suggested in 4.7. The Chief Executive recognised the results of the voting at Conference were what they were, and none of the four key proposals had met the 75% threshold to pass. However it was noted that there was a majority of members that had voted for change, particularly on the resolutions concerning student leadership and representation structures and the scrutiny panel. The paper therefore suggested that a group should come together to review what changes could be made, outside of the Articles, to develop proposals for further consideration by CEC and Trustees. There were areas of the original recommendations that did not require changes to the Articles, and were instead about ways of working and improving representation and the balance of voices.

1.4 The Chair thanked the Chief Executive and other paper authors for creating an excellent summary of the Conference voting situation and putting forward some good proposals for Trustees to consider. He opened the floor for questions from the Trustees.

1.5 A Student Trustee first outlined the importance of analysing why there was such a poor take up of attendance and voting at Conference and low levels of participation, given all the important changes that were being voted on. He expressed his disappointment that only 240 students registered for Conference, and of those, only 170 actually attended as 70 students did not vote in order to secure their place. The Head of Strategy and Insight confirmed that a survey was being sent out to students who didn't vote, and this analysis would come to a future BoT meeting. VP Admin and a further Trustee further emphasised the need to look closely into why only a small number of delegates signed up and voted.

1.6 The Student Trustee then expressed caution around progressing with the proposals as he stated that the Association should be prioritising working out why a consensus wasn't reached in the first instance. He further suggested that the working group should involve members of the against campaign, to understand their concerns over the changes, before progressing with any of the proposals. Following this, the Student Trustee recommended that further work on the governance review should wait for the new cohort of CEC and BoT members following elections in May who

would have a new elected mandate to take forward or not progress any changes. A second Student Trustee supported this idea and stated that she does not agree that because a majority was reached other changes should be made. She argued for the against voters to be engaged so a greater understanding can be reached on why they didn't vote in favour of the recommendations.

1.7 The President explained the high levels and depth of engagement that happened with students in the run up to Conference, as well as engagement with the against campaign. She expressed her disappointment at the lack of leadership in some quarters in arguing for the changes, highlighting that only two Trustees had been active members of the 'for' campaign and had spoken up for the changes which had all been voted on by the Board prior to their submission to Conference. She felt that this lack of support from Trustees was incredibly disappointing and had left the burden upon other student leaders. She also argued against the suggestion that the Association should wait until the next elected Trustees and CEC members to take anything forward, emphasising that there is still six months left of the current term and there were now two external reviews which had made the case for change, which also had support from the University. The President explained that the recommendations from both the culture review and Governance review cannot be ignored and need to be acted upon. She also made Trustees aware of the University's immense concerns – they are wanting to hear different voices and see greater representation. The Chief Executive re-iterated this point and argued that it was only due to our excellent relationship and the University's desire to maintain our independence that they may not have intervened to this stage but we shouldn't expect that to hold forever...

1.8 The Deputy President voiced that the emotions over the proposals to replace Conference with an AGM caused a knock-on effect on other aspects of the voting. He went on to emphasise that it was only a minority of students who voted against the proposals, with a substantial majority voting in favour of the proposals and for this reason, the Association should progress forward with some changes whilst respecting the voting outcome on the key matters within the Articles. A Student Trustee highlighted that he felt that the lack of a face to face Conference, with Trustees front and centre arguing for the proposals, had been the key reason for the failure to secure the approval of delegates.

1.9 The Chief Executive explained that it may be helpful to test and learn from some new approaches, which would help refine proposals and help members to see things in action as a pilot to help inform future voting on whether they wanted to retain this or not, rather than asking delegates to vote for theoretical ideas which had not been tested and tried before the vote.

1.10 A Student Trustee accused the Chief Executive of failing to take people with him and stated that this was the key reason for failure of the proposals. The Chief Executive responded that these comments were unfair and inappropriate, as the recommendations were those which had emerged from an independent external review and he had been charged with delivering those changes which had been agreed by Trustees at the outset and at every subsequent stage. It had been a collective decision to progress them.

1.11 After lengthy discussions, the Chair rounded up the debates and stated that we can take forward the behavioural changes, but further reflection and adaptations are needed on the structural changes.

1.12 Trustees were then asked to vote on whether they are in favour of 4.9 and 4.10 – for a working group to come together and report at the next Board meeting on some potential changes that could be implemented.

1.13 Three Student Trustees asked for this working group to involve students who were in the Against campaign so a wider view of students can be taken. Other members of the board were not happy with this amendment, so it went to a vote.

1.14 **RESOLUTION:** Three Trustees voted in favour of including some against campaigners in the working group, whilst four Trustees voted against them being included. The working group will therefore stay comprised of CEC, BoT and staff members.

1.15 **RESOLUTION & ACTION:** Trustees voted on 4.9 and 4.10 with four Trustees in favour and three against. The Board of Trustees will therefore convene a working group to start work on possible proposals for further consideration at the next meeting.

2. REMUNERATION POLICY REVIEW

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

3. ELECTIONS 2022

3.1 The Director of Membership Services introduced this paper, explaining that the proposed dates in the elections timeline had been discussed with the University and VP Education and have been checked against other student events to ensure there are no major clashes. A Student Trustee was delighted to see the removal of mandatory videos.

3.2 **RESOLUTION:** Trustees approved the dates for the 2022 elections.

4. FINANCE RESOURCES AND RISK COMMITTEE REPORT

4.1 The Head of Finance and Resources presented this paper and first pointed to the management accounts. She outlined that they are continuing to point to a likely underspend against the budget plan overall. There has also been no call to use the BoT discretionary fund, which means there is a possibility for an increase in the reserves.

4.2 The Chair queried when the OUSET strategy would be completed so additional funds could be allocated to the charity. The Chief Executive confirmed it is yet to be finalised but the Head of Operations is working on it at present. A student Trustee recognised that OUSET had a large amount of funds and that he would like more students to use it. He stated that the Association should encourage students to reach out if they need financial help. In response to this, the Director of Membership Services confirmed that OUSET recently reviewed their criteria to allow more students to get access to grants more easily.

4.3 The Head of Finance and Resources reported that the Committee has started work on reviewing the risk register. She asked the Chair if this could be discussed in detail

at the next BoT meeting, to which he said it would be welcomed. She further made Trustees aware that VP Admin and the external Trustee have been looking at the charity self-assessment focusing on the internal controls.

4.4 The Chair thanked the FRRC for all their work on this.

5. STRATEGY PERFORMANCE REPORT

5.1 The Head of Strategy and Insight joined for this part of the meeting and presented this report. The Chair was quick to acknowledge the progress and positive achievements made in the last quarter and offered his congratulations.

5.2 Both the Head of Strategy and Insight and the President had pulled out key areas they wanted to highlight to the Trustees. She acknowledged that all metrics are going ahead and lots of them have green status. This strategy was launched in October 2019 and just four months later, the Covid pandemic hit. The Head of Strategy and Insight emphasised that the achievements made with the strategy and metrics are even more impressive, considering all the work on this had to be done online due to the pandemic's restrictions.

5.3 A Student Trustee queried whether there should be concern over the red status on project 9. The Head of Strategy and Insight explained there is no real concern yet for this project and contextualised the red status, outlining that it is due to many inter-dependencies within the Open University. They have recently had a new Head of Governance so a pause is needed before work can resume with the Governance department in the OU. Despite this, she did however suggest that project 9 could be re-purposed so the Association can progress without having to rely on the OU.

5.4 The Chair highlighted the positive work that is evidenced in the CEC Quarterly Impact Reports. The Head of Strategy and Insight agreed and suggested that these reports could be turned into hoot blogs to help raise awareness of all the achievements being made. The President was really pleased to see new students writing articles for the Hoot and praised the work the Digital Communications team were doing on this. She asked whether Trustees or other committee members such as CCRs could be encouraged to write a Hoot article about their roles in an attempt to increase engagement further. She emphasised the use of #loveoustudents on social media posts, as it is part of the February comms campaign.

SECTION C: ITEMS FOR INFORMATION

6. REPORT OF THE CHIEF EXECUTIVE

6.1 The Chief Executive introduced this standard paper and opened up the floor for questions from the Trustees. VP Admin questioned whether the Association should be putting out an announcement to volunteers, on its perspective on face to face working as the last update said further decisions would be made at the February BoT meeting. The Chief Executive responded to say that a working group will be formed to discuss this, and a proposal has been put forward in the report to form this group which will be made up of staff, CEC and BoT. VP Admin raised concern over the timings for this, arguing there would not be enough time to get a group together, make a decision and publish the announcement. A Student Trustee supported this

concern over the lack of time to get a working group together. She suggested that the Board should lead by example, and this could be a simpler way of moving things forward. The President outlined that the Association needs to receive the University's confirmed position on face-to-face activity before making an announcement of what our position will be going forward. She further stated there is enough time to get a working group together.

6.2 The Chief Executive reiterated the situation for staff. The Staff Covid Recovery Working Group are currently consulting staff again to get feedback on the blended working trial and what they would like the next steps to be. He stated that staff are likely to have the office re-opened as a potential place to work within the next few weeks, but remote working was also here to stay. The Chair asked whether the next Board meeting in May could be in person. The Chief Executive confirmed this would be possible, if this is what the Trustees would like.

6.3 Some Trustees commented on the success of the individual representation service and their anticipation for it to be continued following the pilot.

7. STAFFING REPORT

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

8. APPOINTMENTS COMMITTEE UPDATE

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

9. ANY OTHER BUSINESS

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

10. DATE OF NEXT MEETING

Tuesday 3 May, 1pm – 4pm via Microsoft Teams.

Action Log		
Item in the Minutes	**Action**	**Action holder**
5.6 c/f	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
1.14	The Board of Trustees will convene a working group to discuss the Governance review recommendations and next steps, with a view to preparing proposals.	President and Chief Executive