

**OPEN UNIVERSITY STUDENTS ASSOCIATION  
BOARD OF TRUSTEES (BoT)  
19 July 2022**

**MINUTES**

Minutes of the meeting of the Board of Trustees (BoT) held on 19 July 2022 at 1pm online via Microsoft Teams.

**PRESENT**

Mark Price, External Trustee and Acting Chair  
Ian Cheyne, Deputy President  
John James, Student Trustee  
Sarah Jones, President and Deputy Chair  
John Paisley, Student Trustee

**IN ATTENDANCE**

Michael Bryan, Vice President Administration Elect  
Nichola Connolly, Wells Faculty Association Representative (observer, non-confidential items)  
Gabby Cull, Head of Executive Support and Staff Welfare  
Johnathan Doran, Student Trustee Elect  
Gemma Dorrity, Head of Operations (item 7)  
Subby Duttaroy, Head of Commercial Change Project, BDU (item 1)  
Margaret Greenaway, President and Deputy Chair Elect  
Gareth Jones, Deputy President Elect  
Alison Lunn, Head of Finance and Resources  
Beth Metcalf, Interim Chief Executive (excluding Item 6)  
Dan Moloney, Interim Chief Operating Officer (excluding Item 6)  
Leanne Quainton, Head of Executive Support and Staff Welfare (minutes)  
Anca Seaton, Student Trustee Elect  
Jess Smith, Interim Director of Membership Services  
Amy Undrell, Head of Strategy and Insight (Item 8)

<p><b>SECTION A: INTRODUCTORY ITEMS</b></p>
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**A. WELCOME**

A.1 The Acting Chair welcomed the Trustees to the last Board of Trustees meeting of the 2020-22 term. He welcomed members of the incoming board who were in attendance observing the meeting before they start their terms on 1 August 2022. Nicola Connolly, WELS Faculty Association Representative was also in attendance from the CEC, observing the non-confidential items.

## **B. APOLOGIES FOR ABSENCE**

- B.1 Matt Porterfield, Vice President Administration  
Claire Wallace, Student Trustee

## **C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

- C.1 The Minutes (05/22/M) were approved.

<b>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</b>
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### **1. POTENTIAL AQUISION OF THE OPEN COLLEGE OF THE ARTS**

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

### **2. DRAFT BUDGET 2022-23**

- 2.1 The Head of Finance and Resources firstly updated on the Finance Report that had been posted into the forum up to the end May 2022, noting the movements since. Underspend had been forecast at circa £74k at the end May 2022, this was now predicted to have increased further to £111k. The three reasons for this were the decision to not undertake the Elections Insights Report from Civica; the delay imposed by our webstore provider to update the online shop to be more in line with the new website, which was now scheduled for September, and releasing £12k from the contingency budget back into the forecast due to it no longer being required. This will create a deficit in next year's budget, but the overall cumulative position should be on track with the forecasts overall.
- 2.2 The final update from the Finance report was the suggestion that the Shop Governance Working Group, set up to oversee the shop governance once it came under the Association, was no longer required due to duplication with the new Finance, Resources and Risk Committee (FRRC) who also have an oversight of the operation. Strong points were made in the forum regarding student involvement in the working group and the importance of having a student voice there, therefore it was recommended that the working group carry on until the Autumn and the team will have a rethink and bring a new proposal back to the Board.
- 2.3 **RESOLUTION:** Trustees agreed.
- 2.4 The Head of Finance and Resources then reported on the draft budget for 2022-23 and highlighted a couple of changes since circulation. The Individual Representation budget had been based on the annual funding received in 2021 with an inflationary increase, although discussions are ongoing with the OU as they have asked units to cut budgets by 0.75% so we are awaiting confirmation on this. This would equate to a £10k reduction which would not make a significant impact on the budget but there remains uncertainty around this figure until confirmation is received. The second area was the student app and the implication spend of £12k that will move from last year's forecast to this year's budget. This would show an in-year deficit of £10,400.

- 2.5 Key inclusions in the budget were staff pay awards, however this figure was not yet finalised, and the cost of extending three fixed term staff roles to 30 April 2023 which Trustees had received business cases for. The roles were linked to maternity cover and will provide additional capacity while returning staff settle back into roles as well as providing additional support during the senior management changes. Costs of this would be circa £50k for both roles. Long term the Association could consider making a bid to the OU to make these roles permanent or we will need to look at our allocation of core subvention to see where changes for any growth can be made. Other areas of note were the 'business as usual' budget heads were set to pre-pandemic level of spend in relation to events and meetings, and a provision of £12k to change the finance system due to it being longer fit for purpose now working remotely.
- 2.6 The paper included an initial projection into the following year which took forward the budget for 2023 plus inflammatory increases and Conference 2024 being held as per pre-pandemic, to give an indication about whether the budget plan was sustainable. It showed that core funding would not support this in the short to medium term and funds would be needed from contingency or reserves to cover the spend. This would mean that the Association would either need to bid for an increase from the OU or to change the way we do things to save some money elsewhere.
- 2.7 A Student Trustee agreed that they would need to take a view on Conference and if it were to continue in the same way how that money would be budgeted. The Chair commented that unless a separate decision was made, the Conference would be taking place as before and so the budget must remain flexible with and choices to be made in the future.
- 2.8 **RESOLUTION:** Trustees approved the 2022-23 budget.
- 2.9 Head of Finance and Resources referred to the policies that had been posted onto the forum to finalise the proposed changes. Trustees had voted on the forum.
- 2.10 **RESOLUTION:** The Investments Policy and the Reserves Policy was approved.
- 2.11 **RESOLUTION & ACTION:** The changes in the Expenditure Policy were approved apart from two areas. The provision of preferred supplies e.g., legal services and HR provider, benchmarked every 5 years. The Head of Finance & Resources advised that this was due to take place in the autumn however with the changes to the Senior Management Team, she proposed to delay this to keep some consistency. The 5-year clause will be reviewed to ensure it is appropriate and brought back to Trustees. The other proposed change that would not be added was to change the threshold of the tendering exercise from £10k to £12.
- 2.12 **RESOLUTION & ACTION:** The Travel and Subsistence Policy changes were approved apart from the proposal to cap travel expenses at £400 following strong concern from Trustees, therefore will not be incorporated. More thought will be had around this and whether a parameter will assist in managing resources.
- 3. GDPR WORKING GROUP TERMS OF REFERENCE**
- 3.1 The Interim Chief Operating Officer brought the proposed Terms of Reference of the GDPR working Group to Trustees for approval. For the benefit of the observers, he explained that the working group was comprised of a member from each staff team

to ensure data protection regulations are being met. The Association also has an external Data Protect Officer in Hope and May who give expert advice and helps deliver training to the staff team. The working group report to the BoT on an annual basis.

3.2 **RESOLUTION:** The Terms of Reference were approved.

3.3 **ACTION:** The Chief Executive to produce a rolling timetable of all Association policies that require review to enable the BoT to plan ahead and ensure all up to date.

#### 4. **SAFEGUARDING POLICY UPDATE**

4.1 The paper asked Trustees to approve updates made to the Safeguarding Policy.

4.2 **RESOLUTION:** The Safeguarding Policy was approved.

#### 5. **TUTOR AWARDS 2022**

5.1 The Deputy President Elect presented the outcomes of the first OU Students Association Tutor Awards. There were a higher-than-expected number of nominations with 175 received for 136 different tutors. 94 of those who nominated have also shown interest in becoming more involved with volunteering at the Association, an unexpected bonus. Awards will be given out at an event during Freshers' week in September/October 2023.

5.2 The Chief Executive wanted to recognise the huge amount of work undertaken by the Deputy President Elect and congratulated him on a brilliant student led project. It is intended that more staffing support will be given for future awards to help alleviate some of the pressure on volunteers.

5.3 The Chair checked the financial support needed for next year. The Deputy President Elect advised the budget was £2,000 to cover advertising materials, allowing the tutor to attend in person to collect their award and the award itself. It was clarified that the funds would come from the 'projects' budget in 2023, but the proposal was for it to become 'business as usual' from 2024 and would be looked at where best fits within the team.

5.4 **RESOLUTION:** Trustees noted the report with no objections to the winners and runners up. £2,000 was approved to hold again in 2023.

#### 6. **SENIOR MANAGEMENT TEAM REMUNERATION AND BENEFITS REVIEW**

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

#### 7. **BID FOR OU STUDENTS EDUCATIONAL TRUST (Ouset) DONATION**

7.1 The President declared a conflict of interest due to being a Ouset Trustee next term.

7.2 Gemma Dorrity, Head of Operations joined the meeting to present the paper that was seeking a £163k donation to Ouset based on the amount received from TOTUM

sales since the last donation from the Association back in 2018-19. The Operations Team had now developed a strategy for OUSET, and the 5-year strategic plan has been approved by OUSET Trustees. As part of this, OUSET has started working on a fundraising strategy to help ensure future financial sustainability for OUSET and have also reviewed the grant criteria. This funding would further support OUSET's ongoing financial sustainability.

- 7.3 A Student Trustee questioned OUSET's financial position and the high balances the charity continues to have, with it currently standing at £900k. The number of grants awarded was shown to be decreasing over the years. He reiterated that he supported OUSET's objectives however requested that the charity demonstrates that the funding was going towards helping students rather than sitting in its reserves. He suggested that more measurable outcomes for funding are needed and annual targets for grants given should be set.
- 7.4 The Head of Operations and Head of Finance and Resources discussed the difficulties for OUSET to plan due to the unreliability of funding. Having an injection of cash will allow them to plan investments around the reserves policy to fund in-year activity. OUSET have never advertised its services due to the unpredictability of donations but more stability in income would mean they can plan more and promote the service which would result in more grants being given.
- 7.5 The Chair stated that he would have like to have seen more details in the paper about exactly where the money would be spent, advising it was quite vague and would be difficult for Trustees to give such a large quantity without further detail. The Head of Operations clarified that funds would boost the reserves to ensure OUSET can deliver support for students in financial hardship during the implementation of the strategic plan, whilst preserving reserves to support longer term planning. Trustees agreed and supported this aim although felt that the request for funding should be linked to measurable outcomes so that Trustees are assured it is being spent wisely and in line with the Association's objects.
- 7.6 Trustees supported the desire to donate to the charity but requested more detail in the paper in exactly where the money was going to be spent i.e., how much on grants, how much put towards the fundraising strategy and promotion. Trustees wanted a linked objective such as increased applications or grants given because of money given in order to satisfy their concerns.
- 7.7 **ACTION:** The Head of Operations to add measurable detail and more narrative into where the money will be spent into the paper and post in the forum for a decision from Trustees.
- 7.8 **ACTION:** In the meantime, Trustees supported a proposal to match fund the collective amount received from each facility for the Associations 50<sup>th</sup> anniversary. £20k to be donated as non-restricted income – as the BoT was non-quorate for this part of the meeting, this proposal to be taken to the forum to be voted on.

## SECTION C: ITEMS FOR INFORMATION

## **8. STRATEGY PERFORMANCE REPORT**

- 8.1 The Head of Strategy and Insight joined the meeting. She highlighted the positive trends being seen across new membership in clubs and societies. Two years' worth of KPI data has now been collected, so reports will be produced to review and compare progress and help the work for the new strategy development. All strategy projects, bar one, were shown as either completed or in progress, which the CEC had been pleased had been achieved in their term.
- 8.2 The Chair commented that it was good to see improvements being made in engagement and the election turn out, however felt that comparative data was needed to know how well we were performing compared to other distance universities. The Head of Strategy and Insights confirmed that this is on the agenda for the next 12 months.
- 6.2 A Student Trustee raised the issue with the data set sent by the University in the elections. The total number of students figure, includes all students who have studied within the last two years, meaning that a portion of that number will not be currently studying therefore not engaged. A secondary metric could be beneficial showing those currently studying at the time of elections, therefore more likely to engage and vote, showing a more accurate voter turnout percentage. The Chief Executive confirmed that those two years do impact the Association's reporting, but this is how the university reports.

**6.3 RESOLUTION:** Trustees received the Strategy report.

## **9. REPORT OF THE CHIEF EXECUTIVE**

9.1 The Chief Executive summarised her report highlighting the high number of staff changes over the quarter. She highlighted that no complaints had been received which was very positive. The Data Protection Officer was consulted with following a GDPR issue although it did not need to be reported any higher. All actions from the previous meeting had been completed.

**9.2 RESOLUTION:** With no further questions, the CEO Report was received.

## **10. STAFFING REPORT**

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

## **11. ANY OTHER BUSINESS**

11.1 The Head of Finance and Resources asked Trustees who had attended the CEC Dinner to get their expense claims in promptly due to year-end approaching.

11.2 The Chair thanked the Board for the last two-year term and all the input they have made. He hoped that they will still stay involved with the Association one way or another and wished everyone the best for the future,

## **10. DATE OF NEXT MEETING**

To be advised.

<b>Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
2	Incorporate all changes into the Travel and Subsistence Policy, Expenditure Policy, Reserves Policy and Investments policy	Alison Lunn
3.3	The Chief Executive to produce a rolling timetable of all Association policies that need to be reviewed to enable the BoT to plan ahead.	Beth Metcalf
7.7	The Head of Operations to add measurable detail and more narrative into where OUSET donation would be spent into the paper and post on the forum for a decision from Trustees.	Gemma Dorrity/Alison Lunn