

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

**MINUTES**

Minutes of the online meeting of the Board of Trustees (BoT) held on 3 May 2022 at 1pm at the Library, Walton Hall and via Microsoft Teams.

**PRESENT**

Mark Price, External Trustee and Acting Chair  
Ian Cheyne, Deputy President  
John James, Student Trustee (online)  
Sarah Jones, President and Deputy Chair  
John Paisley, Student Trustee (online)  
Matt Porterfield, Vice President Administration  
Claire Wallace, Student Trustee

**IN ATTENDANCE**

Rob Avann, Chief Executive  
Gabby Cull, Head of Executive Support and Staff Welfare (minutes)  
Georgia Demopoulou (part) (online)  
Alison Lunn, Head of Finance and Resources (online)  
Sue Maccabe, Head of Strategy and Insight (online)  
Dan Moloney, Director of Engagement  
Beth Metcalf, Director of Membership Services  
Jess Smith, Head of Student Community (part) (online)  
Kate Wells, Observer (part) (online)

**SECTION A: INTRODUCTORY ITEMS**

**A. WELCOME**

A.1 The Acting Chair welcomed the Trustees to the penultimate Board of Trustees meeting of the term and confirmed that Allan Blake, External Chair, had resigned from his position on the Board with effect from 4 April 2022. Mark had agreed to step up as Acting Chair on an interim basis pending external recruitment to the position. The President and Deputy Chair thanked Mark for agreeing to take on this responsibility. The Acting Chair then gave special recognition to the Head of Strategy and Insight and the Chief Executive as this would be their last Board meeting, before they would each be leaving the Association.

**B. APOLOGIES FOR ABSENCE**

B.1 None received.

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

- C.1 The Minutes (04/22/M) are soon to be approved on the forums. There had been a delay in getting these published before the May meeting due to the tight turnaround following the additional April Board meeting.

<h3><b>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</b></h3>
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#### **1. MECHANISMS OF CEC SCRUTINY**

- 1.1 The Director of Engagement presented this paper, outlining that following the previous additional Board of Trustees meeting on 4 April 2022, there was in depth discussions surrounding the lack of mechanisms to deal with the behaviour of CEC members and other volunteers. He proposed that automatic triggers are introduced, so that the process becomes less personal and that there are mechanisms in place for the individual to meet with the Deputy President and President. This proposal will ensure support is given to the individual at an early stage before any other serious action is taken. The Director of Engagement emphasised the crucial nature of the timing, with these mechanisms required to be in place before the 2022-24 CEC start their terms.
- 1.2 VP Admin expressed concern that this new mechanism could deter some students from volunteering at the Association as it comes across as a 'heavy' process. The Director of Engagement assured VP Admin that this new mechanism would be presented in a cautious way during the handover and induction weekend. The new CEC will be welcomed and the support element of this mechanism will be reinforced, but there was a need for mechanisms to deal with the behaviours previously discussed and identified in both the Culture and Governance reviews. A Student Trustee supported VP Admin's worries as she also stated that the mechanism comes across in a potentially deterrent fashion. She further identified issues with the wording and pointed specifically to the use of the word 'triggers'. She stated that these students are all volunteers, giving up their time to help the Association and the mechanism should therefore be presented with caution. She suggested that the support from staff needs to be emphasised to the new cohort of volunteers to ensure it is less one-sided. The Deputy President was in agreement, illustrating that there is a fine line between encouragement and discouragement.
- 1.3 Another Student Trustee recognised the vital need of this mechanism but queried what the process is for the President and Deputy President, should they behave badly. The Director of Engagement explained that as these two roles are paid roles, there are already existing policies in place for paid members of staff that they must follow.
- 1.4 The Acting Chair liked the mechanism proposal and was pleased to see it would reduce personal attacks. He proposed that some of the wording is altered but appreciated the mechanism and the way it should halt problems before they arise. A Student Trustee wanted the wording in tier 1 also changed due to the strong and harsh language used.

- 1.5 The Director of Membership Services stated that various documents will need updating to reflect these new mechanisms, including the CEC Code of Conduct, Bye-laws and the Volunteer Policy.
- 1.6 A Student Trustee suggested that it might be appropriate to review this after a year, and subsequently a paper could come back to the Trustees to analyse the effectiveness of the mechanism. The Director of Engagement supported this idea and stated that a record will be kept of all the actions undertaken, which will then be fed back to Trustees.
- 1.7 **RESOLUTION:** With the changes outlined, Trustees approved the introduction of the new mechanisms to be put in place to address and tackle bad behaviour.

## **2. COMPLAINT PANEL SUBMISSION TO THE BOARD OF TRUSTEES**

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

## **3. TRUSTEE NON-ATTENDANCE**

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

## **4. RISK REGISTER**

- 4.1 The Acting Chair, who is also the Chair of the FRRRC Committee, introduced the updated and revised risk register outlining that this comprehensive piece of work had been undertaken by the Head of Finance and Resources and the Committee. It will be reviewed every six months at the FRRRC. He asked the Board if they are happy with the process of how the risk register had been put together and if there are any risks missing.
- 4.2 A Student Trustee queried the importance of risks which had been highlighted in red. The Head of Finance and Resources stated that gaps in Board vacancies is a very important risk and one which should be worked on imminently. He emphasised the difficulty in recruiting Trustees, particularly External Trustees and outlined that help from external agencies may be required. The Chair also explained that he didn't see any great risks with regard to financial sustainability. The Chief Executive highlighted that while the Association is in good financial health, the Board should not get complacent that this would always be the case especially given the OU's recruitment and income challenges. In addition, the OU's Council had stated at their most recent meeting that they expect the Association to make changes to its governance and reach and representation of the whole student body, as had been noted in the Chief Executive's report to this meeting. That should be acknowledged and taken seriously in future discussions.

## **5. FINANCE RESOURCES AND RISK COMMITTEE REPORT**

- 5.1 The Head of Finance and Resources asked Trustees whether the FRRRC should be looking at full cost recovery. The FRRRC agreed to stick with the existing agreement but then look into the time spent to inform the next review.

- 5.2 **RESOLUTION:** Trustees approved.
- 5.2 Trustees were then asked to review the agreement between the University and the Association for the provision of warehousing and distribution services. The Head of Finance and Resources explained that there is no changes proposed to the service or fee and the cost will remain at £20,000 per year.
- 5.3 **RESOLUTION:** Trustees approved the agreement between the University and the Association for the provision of warehousing and distribution services.
- 5.4 The Head of Finance and Resources outlined that at the next meeting, the FRRRC will be bringing the Senior Management Remuneration consideration outcomes and the budget for Trustees to review and agree. She wanted to make the Board aware of the next pieces of work.
- 5.5 A Student Trustee acknowledged that the subvention is going up by 2%. He asked whether there was an update on this, due to the current rising level of inflation. The Head of Finance and Resources explained that there is not likely to be any more information on this until the Budget is brought forward in July, as discussions were ongoing within the OU.

## **6. STRATEGY PERFORMANCE REPORT**

- 6.1 The Head of Strategy and Insight immediately opened the floor up to questions from the Trustees. The Acting Chair commented on the continuing progress the Association is making. He queried the Head of Strategy and Insight on what her reflections are on how the Association is doing and if there is anything the BoT could do to help. She responded to state that the progress made since the Strategy was set up in 2019 has been amazing. We have seen vast progress on awareness, use of resources and have made good progress against the strategy projects. Overall, she stated the foundations are there that can be built on going forward. She would like to see a greater increase in voting numbers and more of our achievements shared with the wider student body. She also identified a greater awareness for CEC and BoT. Finally, she would like overall transparency and visibility to improve, for our impact to be shared more widely, and benchmarking to be put in place.
- 6.2 A Student Trustee commented how he liked the new initiative of the 'elections tree' which had been put in place to encourage more students to vote. He was keen to see if this new initiative had had a greater impact on voting numbers.
- 6.3 There were no other questions from the Board so the Chair took the opportunity to thank the Head of Strategy and Insight for all her efforts and hard work she has put into her role and wished her well for her early retirement. The Board applauded the Head of Strategy and Insight before she then left the meeting.

## **7. PROPOSAL FOR RETURN TO FACE TO FACE STUDENT ACTIVITIES**

- 7.1 The Director of Engagement presented this paper, explaining that the Covid Recovery Group has been meeting regularly to look at the safe ways to progress back to face to face activity, where there is value in doing so. He stated the need to look at accessibility and creating inclusive environments, such as in meet ups. He further reiterated that we have no control over decisions the OU makes regarding their committee meetings or campus locations.

- 7.2 The Chief Executive confirmed that a document providing guidance for face to face activities will be ready shortly and then shared. This document will be used as guidance for groups of students intending to return or run a face to face activity and will offer them general advice around the safety of doing so, whether it's necessary etc.
- 7.3 VP Admin queried why there are no student representatives on the Covid Recovery Group. The Chief Executive responded to explain that this group was an operational staff group which started off looking at staff issues for our ways of working during the pandemic. In the absence of any other suitable group, it had been agreed with the President for this group to initiate the work on developing student face-to-face activities guidance and the plan was to consult the President, CEC and Trustees before it would be issued. He re-assured VP Admin that staff were undertaking the work on developing it, not deciding all that it should contain.
- 7.4 **RESOLUTION:** Trustees approved the new approach to managing the post-Covid 19 return to face to face activities.

## 8. CLUBS REVIEW

- 8.1 The Head of Student Community, Jess Smith, introduced herself to the Board and presented this paper. The Projects Officer in the team conducted the clubs review, which had been long overdue. The Head of Student Community presented the recommendations to the Board and explained that these have already been shared with the CEC, with one small caveat from VP EDI with regard to clubs with protected characteristics. She iterated the importance of clubs as they offer mutual community support to students who may find it difficult to feel the sense of belonging.
- 8.2 The Student Community Team will be creating a new process for dealing with issues with the clubs, to help avoid some of the issues that have been raised recently. The Head of Community also outlined that VP EDI will be invited to sit on the Clubs appeal panel when assessing any clubs with a protected characteristic.
- 8.3 Other key recommendations that came out of the clubs review were:
- a) Making club leads and second leads officially recognised volunteers.
  - b) Require a personalised collection of principles for each club that is an official club on application.
  - c) Complete an annual check of Personal Identifier numbers to check club leads are still members of the Association.
  - d) Remove a club from the Association website if there has been no response from them in an entire academic year.
- 8.4 The Head of Student Community recognised that some recommendations will take longer to action due to the admin involved in doing so, but others can be facilitated immediately, following approval from the Board.
- 8.5 A Student Trustee liked this paper and agreed it should have been done a while ago.
- 8.6 The Head of Student Community outlined the next steps – that the Community team will now move forward with the implementation of the recommendations and following

approval from the Board, the process of accepting new clubs and societies will recommence.

- 8.6 **RESOLUTION:** Trustees approved the recommencement of accepting new clubs and societies.

## SECTION C: ITEMS FOR INFORMATION

### 9. REPORT OF THE CHIEF EXECUTIVE

- 9.1 Before the Chief Executive opened the floor for questions from the Board, the Chair took this opportunity to thank him for all the work he has put into the Association over the last 10 years and that he will be greatly missed. The Chief Executive is due to leave the Association on the 13<sup>th</sup> July 2022.
- 9.2 The Board then had the opportunity to ask the Chief Executive any questions regarding the information in his report. A Student Trustee highlighted that the Head of Finance and Resources had stepped down as Company Secretary and so queried who will be taking over. The Chief Executive explained that having a Company Secretary is not a legal requirement but that filling this role might be something for the Board look into. The Acting Chair outlined there are currently a lot of vacancies to recruit for. He is meeting with the external HR consultant imminently to agree a process for all the recruitments. He outlined that a working group will be needed to execute the process and conducting interviews etc.
- 9.3 **ACTION:** The Acting Chair will take further information about the recruitment process and timelines to the forums for further discussion.
- 9.4 A Student Trustee questioned whether the Chair of the Board has to be external. The Chief Executive confirmed that whilst the Articles don't state that the Chair has to be external, the Bye-Laws state that this will normally be the case and it was the intention behind the changes made in 2018 which also made the President the ex-officio Deputy Chair. The Board appoints the Chair, and the CEC has a ratification role of that appointment.. Discussions around how to take this recruitment forward need to happen within the Board.
- 9.5 VP Admin queried whether a plan needs to be put in place for someone else to take over the Governance Review and drive it, as the Chief Executive was a vital part of leading the Governance Review. The Chief Executive reminded Trustees that he brought a paper to the February BoT meeting which outlined some actions that could still be taken forward outside the Articles. He suggested that a working group could still be set up so some of the actions he recommended could be taken forward. The Acting Chair was in support, recognising that a working group seems the logical way forward. He asked Trustees if they agree a working group is the most appropriate next step, in order to work out a plan of action. A Student Trustee had concerns over the working group being a small group, but still consisting of four staff members. He requested for wider representation.
- 9.6 **ACTION:** The Director of Membership Services and the Chair to get together to work out the composition of this working group.

9.7 **ACTION:** Following the decision regarding the composition of the working group, the Acting Chair will seek interest in the forum for who else wants to be involved. He will then create a draft Terms of Reference for the group.

## 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 A Student Trustee had concerns over the Mobile Device Management (MDM) software which was being rolled out soon. She explained that she uses her laptop for her work as well as studies, and consequently doesn't want to download the software. She raised that her concern may be one shared amongst many other students. The Acting Chair said they will keep an eye on this and see if it causes noise amongst students.

## 10. DATE OF NEXT MEETING

Tuesday 19 July, 1pm – 4pm via Microsoft Teams.

<b>Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
9.3	The Acting Chair will take further information about the recruitment process and timelines to the forums for further discussion.	Mark Price
9.6	The Director of Membership Services and the Chair to get together to work out the composition of this working group.	Mark Price and Beth Metcalf
9.7	Following the decision regarding the composition of the working group, the Acting Chair will seek interest in the forum for who else wants to be involved. He will then create a draft Terms of Reference for the group.	Mark Price