



**OPEN UNIVERSITY STUDENTS ASSOCIATION  
BOARD OF TRUSTEES (BoT)  
29 January 2025**

**MINUTES**

Minutes of the hybrid meeting of the Board of Trustees (BoT) held on 29 January 2025 at 9am, online via Microsoft Teams and in-person in the Library Seminar Room 1/2 on OU Campus, Milton Keynes.

**PRESENT**

Natalie Baker, President  
Kelly Coker, Student Trustee  
Lily Joale, Student Trustee (part)  
Gearoid O'Bravender, Student Trustee  
Allan Measures, External Trustee  
Matt Porterfield, Student Trustee  
Mark Price, Chair  
Adelaide Ribaud, Student Trustee  
Claire Wallace, Student Trustee  
Andrew Wilson, Deputy President

**IN ATTENDANCE**

Heather Bloomer, Deputy Director of Communications & Marketing  
Remi Gruszka, One Company (item 5)  
Dan Moloney, Director of Strategy & Democracy  
Taina Nicolicin, Director of Finance & People  
Beth Pacey, Chief Executive  
Leanne Quainton, Head of People (minutes)  
Sam Smeraglia, Executive Officer (observer)  
Jess Smith, Director of Projects & Services

**APOLOGIES**

Claire Stibbon, External Trustee

## **BUSINESS ITEMS**

### **A. WELCOME**

- A.1 The Chair welcomed Trustees to the meeting, giving a special welcome to staff members attending their first BoT meetings; Heather Bloomer, Deputy Director of Communications & Marketing and Sam Smeraglia, Executive Officer.

### **B. APOLOGIES FOR ABSENCE**

- B.1 Claire Stibbon.

### **C. CONFLICTS OF INTEREST**

- C.1 None.

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

- D.1 The October minutes were approved.

## **SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION**

### **1. OFFICER TRUSTEE UPDATE**

- 1.1 The President provided an update on the engagement of SLT members, noting that most members were actively participating. However, one member, the England Rep, had been disengaged for nearly six months, raising questions about the necessity of the role. The President also discussed the formation of the project teams to manage the SLT's priority areas for the term who were setting clear short-, medium-, and long-term goals.
- 1.2 Upcoming student consultations were planned for April, with the President noting that specific topics had yet to be finalised. Questions or topic areas would be developed and submitted to SLT in February.
- 1.3 A concern was raised regarding the report mentioning SLT members ignoring basic information requests. The President clarified that while members were fulfilling their work obligations, engagement with SLT

communication and deadlines was lacking. Suggestions were made to better define role expectations during election processes.

## **2. FINANCE REPORT**

- 2.1 The Director of Finance and People presented the financial report.
- 2.2 There had been positive developments to the Association's request to the OU in receiving the subvention grant in a lump sum rather than having to draw down periodically. Benefits of this would reduce organisational risk and administrative burden and give greater opportunity to invest. Discussions also included amending the annual inflationary uplift calculation for the subvention grant. The proposed approach was to base it 80% on staff costs uplift and 20% on non-staff inflation. This approach is intended to better reflect the actual cost structure and secure the financial future of the organisation.
- 2.3 There will be a need to absorb the upcoming national insurance (NI) contribution increase this year with the 2025-26 subvention being reflective of the increase.
- 2.4 Merchandise sales showed £59,000 at end of December 2024 therefore likely that sales will exceed the £80,000 threshold by year end. The Director of Finance & People assured Trustees that advice received had been that merchandise sales could be treated as exempt therefore not a concern. She confirmed that the commercial review will include a full review of the shop and the way it operates.
- 2.5 Trustees discussed the absence of monthly financial reviews without a VP Admin in place and the need of convening the Finance Resource and Commercial Committee (FRCC) to continue to review the upcoming schedule of works and discuss any financial matters.
- 2.6 **RESOLUTION & ACTION:** It was agreed that the FRRC should reconvene as a supportive discussion group while the review is underway. Director of Finance & People to progress with support from the Chief Executive in the interim.

## **3. FINANCE SYSTEM REVIEW**

- 3.1 Director of Finance & People informed Trustees of the challenges with the financial system, implicit and highlighted her concerns around the unnecessary complexities of the system, including confusing variances and department structures.

- 3.2 The need for a system more appropriate for the organisation's size and complexity was highlighted. Trustees explored options for moving to Xero based on previous experience with the system, its user-friendly features, open API, and widespread use in the sector.
- 3.3 Concerns were raised regarding the need to ensure lessons were learned from the selection and implementation of the previous financial system, Iplicit. Trustees emphasised the importance of documenting and understanding why Iplicit had failed to meet the organisation's needs to avoid repeating similar mistakes. One contributing factor identified was the potential over-complication of system requirements during the initial procurement process, which resulted in the selection of a complex and expensive solution more suited to a larger organisation. Trustees noted that Iplicit had failed to deliver promised functionalities, such as a user-friendly reporting dashboard.
- 3.4 Reassurance was made that Xero would be implemented with careful consideration of the organisation's actual needs and the importance of maintaining functionalities that worked well in Iplicit such as the ability to interrogate financial data.
- 3.5 Director of Finance & People highlighted that to ensure a new financial system was in place for the next financial year, transition would be needed to start immediately, therefore sought Trustees approval to move to Xero.
- 3.6 RESOLUTION:** Trustees approved proceeding with the transition to Xero with the aim of implementation by 1 August 2025. FRRC to monitor the process.
- 3.7 ACTION:** Lessons learnt to be documented to guide future procurement processes, including maintaining an audit trail for tender decisions.

#### **4. REBRANDING APPROVAL**

- 4.1 Director of Strategy & Democracy and Deputy Director Communications and Marketing presented the proposed rebranding to "Open SU." The new brand had been developed through extensive student consultation and featured a refined logo that Trustees commented had similar connotations to the Association's 50<sup>th</sup> anniversary logo.
- 4.2 It was confirmed that there would be minimal costs for the rebrand, emphasising in-house implementation for website and social media updates. Brand guidelines were being finalised with the designers, and

consideration was being given to the launch and roll out to avoid any potential overlapping with by-elections and student consultations.

4.3 **RESOLUTION:** Trustees approved the rebrand to Open SU ('trading as'), along with the new branding.

## 5. LEVERAGING AI AND AUTOMATION FOR EFFICIENCY AND STRATEGIC ALIGNMENT

5.1 Remi Gruszka from One Company was invited to join the BoT meeting to start the discussions around AI and the Association's commitment to being a future facing organisation for its students. Remi shared insights on potential approaches for the Association to adopt AI and automation. He highlighted inefficiencies in current processes, such as redundant manual data entry tasks and data duplication issues due to siloed data systems and how automation would centralise data and utilise digital solutions to streamline operations.

5.2 The example of volunteer onboarding was used, and automating processes would allow staff to focus on more meaningful engagement and strategic tasks rather than repetitive data entry. A centralised data system would reduce errors, improve data security, and facilitate better decision-making with real-time information.

5.3 Trustees expressed an interest in how AI could enhance the student experience, such as offering real-time access to information and automated responses to common queries. Remi also discussed the potential of personalised communications and AI-assisted support for complex student cases.

5.4 A concern was raised around training AI systems to ensure accurate and meaningful responses. Remi explained the importance of first organising and sanitising data before training AI models and emphasised that AI should complement, not replace, human interaction.

5.5 Trustees agreed that automation and AI was the future and that the OU were already going in this direction. Further exploration would be required around engaging with the OU regarding data sharing agreements and single sign on access, as well as reviewing environmental and ethical considerations when selecting AI technologies. It was clear that automation and AI should be considered separately and the importance of phased implementation. Discussions will continue.

5.6 Remi left the meeting.

## STANDING ITEMS

### **6. CHIEF EXECUTIVE REPORT**

- 6.1 The Chief Executive updated on the status of the complaint involving Friends of Palestine, discussing the importance of balancing risk management with maintaining positive relationships. Trustees acknowledged the need for careful communication and monitoring and will seek further legal advice where necessary to navigate complaints and mitigate reputational risks.
- 6.2 The Chief Executive outlined the progress of the organisational restructure. Many staff had transitioned smoothly, with some still completing handovers. External coaching and support were provided to staff members facing challenges. Recruitment for key roles, including positions in the finance and commercial teams, was ongoing. Regular staff engagement will continue to monitor staff wellbeing and adjustment. Trustees commended the Senior Management Team for managing the restructure compassionately and thoughtfully, recognising the importance of staff goodwill during transitions.

### **7. APPOINTMENTS COMMITTEE REPORT**

- 7.1 The report was received.
- 7.2 **RESOLUTION:** With a slight amendment to wording, the Appointments Committee Terms of Reference was approved.
- 7.3 **RESOLUTION:** Trustees approved the proposal to stop sending appointed Student Representatives to Faculty Assemblies.

### **8. STRATEGY REPORT**

- 8.1 The report was received.

### **9. SAFEGUARDING PANEL TOR AND MEMBERSHIP**

- 9.1 The Terms of Reference was noted.

### **10. SOCIETIES COMMITTEE TOR**

- 10.1 The Terms of Reference was noted.

## 11. HEALTH & SAFETY POLICY

11.1 **RESOLUTION:** The updated policy was approved.

## 12. SCHEME OF DELEGATION UPDATES

12.1 With additional updates suggested, the paper was noted.

## 13. STAFFING REPORT

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

<b>UPDATES &amp; DISCUSSION ITEMS</b>
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## 14. ANY OTHER BUSINESS

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

## 15. DATE OF NEXT MEETING

Tuesday 29 April 2025, 9:30am – Hybrid, on Campus and online via Teams

<b>Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
2.6	<u>Finance Report:</u> FRRC to reconvene as a supportive discussions group while the commercial review is underway. Director of Finance & People to progress with support from the Chief Executive in the interim.	Taina Nicolicin/ Beth Metcalf
3.7	<u>Finance System Review:</u> Lessons learnt to be documented to guide future procurement processes, including maintaining an audit trail for tender decisions.	Taina Nicolicin/ Beth Metcalf