

**OPEN UNIVERSITY STUDENTS UNION  
BOARD OF TRUSTEES (BoT)  
28 January 2026**

**MINUTES**

Minutes of the hybrid meeting of the Board of Trustees (BoT) held on 28 January 2026 at 9.30am, online via Microsoft Teams and in-person in the Library Presentation Room at the OU Campus, Milton Keynes.

**PRESENT**

Natalie Baker, President/Deputy Chair  
Kelly Coker, Student Trustee  
Kimberley Kennedy, VP Administration  
Alan Measures, External Trustee  
Gearoid O'Bravender, Student Trustee  
Matt Porterfield, Student Trustee  
Mark Price, Chair  
Adelaide Ribaud, Student Trustee  
Claire Stibbon, External Trustee  
Claire Wallace, Student Trustee  
Andrew Wilson, Deputy President

**IN ATTENDANCE**

Heather Bloomer, Deputy Director of Marketing & Communications  
Andrew Dawson, Oast House Consulting and Angus Fok, Management Accountant (item 3, Finance Report)  
Beth Pacey, Chief Executive  
Verity Robinson, Head of EDI & Belonging (items 2 and 6)  
Samantha Smeraglia, Executive Officer (minutes)  
Phil Benton, Counter-Culture (item 4)

**APOLOGIES**

Dan Maloney, Director of Strategy & Democracy  
Chris Roach, FRRC external member, (observer)  
Lily Joale, Student Trustee — absent none received

## BUSINESS ITEMS

### A. WELCOME

A.1 The Chair welcomed Trustees to the meeting.

### B. APOLOGIES FOR ABSENCE

B.1 Dan Maloney, Director of Strategy & Democracy  
Chris Roach, FRRRC external member, (observer)  
Lily Joale, Student Trustee - absent

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

C.1 The October 2025 minutes were approved via MS Teams.

## SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

### 1. SLT OFFICER TRUSTEE UPDATE

- 1.1 Best Practice Guides and Senate Engagement:** the President reported that the team has developed best practice guides based on student feedback and position statements for reps, which have been soft-launched in faculties and received positive feedback. Vice Chancellor Dave Phoenix, has expressed interest in more student input on the Senate agenda, with plans to present these guides at upcoming Senate and possibly Council meetings.
- 1.2 Complaint and Communication Issues:** A confidential matter relating to a complaint was shared. the President explained that a complaint was received regarding a SLT member's conduct, specifically related to bylaw and SLT structure changes. The team is addressing the issue informally but may escalate to a formal process if necessary. The President noted some ongoing confusion about communications, with information sometimes missed or misunderstood. It was suggested that involving the SLT Liaison as an observer could improve clarity.
- 1.3 Role Clarity and Governance:** Discussion on ways to improve clarity emphasised the need for clearer role definitions, responsibilities, and governance structures. Suggestions included creating a more user-

friendly schedule of delegation, standardising induction and training materials, and reinforcing the importance of understanding confidentiality and decision-making processes.

- 1.4 Proposed Solutions for Communication:** Trustees supported the idea of involving the SLT Liaison as a communication bridge, and suggested incorporating concepts like circles of control and influence into Rep training. Also discussed was setting up a standard monthly email to remind volunteers of their duties and responsibilities, including a summary of key activities, and ensure it is sent to their primary OU email for confidentiality.
- 1.5 ACTION:** SLT President to confirm with the SLT Liaison whether they have the capacity and willingness to act as a communication bridge between the SLT and the team, and if not, explore alternative options for this role.
- 1.6 ACTION:** SLT President to develop a training plan and induction resource for reps, including prompts for ongoing reference, as part of legacy work for future SLT members.
- 1.7 ACTION:** Governance team to produce a user-friendly Schedule of Delegation.

## **2. SOCIETIES REVIEW**

- 2.1 Current State and Risks:** The current Societies and Clubs model creates blurred boundaries and added risk (covering insurance, governance and Charity Commission issues). The review highlighted the need for clearer legal independence, risk management, and membership verification.
- 2.2 Proposed Models for Societies:** The Society options presented and discussed were:
  - making Societies fully independent with formal affiliation agreements;
  - integrating Societies in-house with full oversight;
  - or adopting a hybrid model, with both integrated and affiliated Societies.
- 2.3 Legal, Financial, and Branding Considerations:** Trustees discussed the implications of each model, including the need for legal agreements, insurance requirements, and the use of OpenSU branding. Questions

were raised about grant eligibility for independent societies, and the importance of very clear criteria to avoid liability and confusion.

- 2.4 Trustee Risk Appetite and Decision-Making:** A Mentimeter poll and chat-based questions were used to gauge trustees' risk appetite regarding governance responsibility, reputational risk, student-led requirements, and resource investment. The majority expressed a preference for low risk and prioritised reducing legal and reputational risk, with a willingness to explore both independent and hybrid models.
- 2.5 Next Steps and Interim Actions:** Given the complexity and need for further discussion, Trustees agreed to begin implementing the independent model (given that is what Societies have been told they currently are), while continuing to explore the hybrid option. The Head of EDI proposed increasing the current 0.6 FTE Student Belonging Officer to full-time to support the work needed. Trustees agreed to look at the resource as part of the Individual Rep business case (item 6).
- 2.6** The 'Hybrid' model requires 12–18 months lead time and the CEO and Head of EDI will work offline to develop a plan and bring a proposal to the next meeting, with interim guidance to be provided to those waiting to start new societies.
- 2.7 ACTION:** The CEO and Head of EDI & Belonging will begin implementing the independent Societies model by working with solicitors on the affiliation agreement, branding, and related processes, while also developing a timeline and plan for exploring a hybrid model to present at the next meeting.
- 2.8 ACTION:** The Head of EDI will clarify and communicate the expected timeframe for when new Societies can be opened for applications under the new model to interested parties and SLT members.
- 2.9 ACTION:** The CEO and Head of EDI will take the Societies model discussion offline, collate views, and develop a plan (including whether a working group is needed) to bring back to Trustees for a decision.

### **3. FINANCE REPORT**

- 3.1 Quarter One Financial Performance:** Q1 income and expenditure is broadly favourable; with a notable underspend due to staffing gaps and some delayed spending. P5 figures remain consistent with earlier trends. April reporting will clarify any available headroom for future investment.

- 3.2 Audit Tender Process:** An Audit tender will be issued this week; with a new auditor to be appointed by the end of March 2026. The process follows best practice for regular rotation, and the current auditor, HaysMac, has completed three audits.
- 3.3 Reporting Improvements and Clarifications:** Trustees praised the improved clarity of the finance appendices but requested clearer column headings in future reports. The Management Accountant agreed to implement these changes for better transparency. The Head of Finance clarified that some consultancy spending was funded by salary savings, not overspend.
- 3.4 Use of Reserves:** The CEO and Head of Finance noted that the approved deficit budget anticipated using reserves for roles such as the commercial manager, but current savings mean reserves may not be needed. April reporting will provide a clearer picture of year-end forecasts and reserve utilisation.
- 3.5 ACTION:** Finance team to improve report headers, issue Audit tender, and prepare six-month forecast for April.

#### **4. COMMERCIAL TRADING SUBSIDIARY** (*Moved ahead of Elections Review*)

- 4.1 Legal and Compliance Steps:** Phil Benton of Counter-Culture, outlined the legal process for establishing a trading subsidiary, including the need for legal support to draught memorandum and articles, registration with Companies House, and setting up governance structures such as a board of directors. The process also involves ensuring proper financial systems, HMRC registrations, and potentially forming a VAT group.
- 4.2 Financial and Operational Considerations:** Phil outlined the financial implications, including the need for working capital, the importance of clear cost recharging between the charity and the subsidiary, and the benefit of housing non-primary purpose trading activities in the subsidiary to avoid corporation tax risks. The CEO highlighted that the organisation had already exceeded the trading cap and that future income streams would likely be taxable if not separated.

- 4.3 Resource and Workload Impact:** The Head of Finance raised concerns about the additional workload on the Finance and staff teams, noting that the current team is much smaller than when a previous trading subsidiary was operated. There will be a need for resource modelling to determine the impact and requirements for successful implementation.
- 4.4 Governance and Next Steps:** Trustees discussed the operational oversight of the subsidiary, seeking clarity on roles and responsibilities. It was agreed that a working group would be formed to address outstanding questions, and the board voted to approve the subsidiary's setup, conditional on the Head of Finance's assessment of resource and cost implications.
- 4.5 Accounting and Audit Processes:** Phil explained that the subsidiary would require separate accounting ledgers and a simpler audit process compared to the charity, with lower associated costs. The Head of Finance noted that the upcoming audit tender would need to include the new company if established in the next financial year.
- 4.6 ACTION:** The Head of Finance will validate the viability/timing of setting up a trading subsidiary.
- 4.7 ACTION:** The CEO and Head of Finance Begin will take preparatory steps for set up of a subsidiary.

## 5 ELECTIONS REVIEW

- 5.3 Role Description and Processes:** SLT role descriptions have been updated to reflect SLT role combinations and new responsibilities. Nominations will open 10 March 2026, with a long voting period to allow student voters to dip in and out. Election results will be shared on the 8 May.
- 5.4** Live hustings are planned for the roles of President and Deputy President. The shortlisting of the President and Deputy roles has been postponed this round due to timelines and the rest of the changes already due to be implemented.
- 5.5 Feedback and Concerns:** The President reported that changes to the bylaws and eligibility criteria for election roles had received sufficient support from the Senior Leadership Team (SLT). Only informal concerns

about eligibility criteria, with no formal objections. Kelly and Andrew raised the issue of the 'VPBO' acronym, which was acknowledged as potentially problematic, and the group agreed to consider alternative names.

- 5.6 International Student Eligibility:** The President and CEO discussed the need to review eligibility for international students, agreeing to consult with affected students in the future to assess potential barriers.
- 5.7 ACTION:** The Head of Student Voice category, the President and the Voice team Director of Strategy will finalise SLT role descriptions.
- 5.8 ACTION:** The Director of Strategy Head of Strategy will review international student eligibility for future elections.
- 5.9 ACTION:** The Director of Strategy Head of Strategy will resolve the naming of the VP BO role.

## **6 INDIVIDUAL REPRESENTATION TEAM BUSINESS CASE**

- 6.1 Rationale for Additional Staffing:** The Individual Representation team, which supports students with complaints, appeals, and academic misconduct, has seen increased demand without active promotion. The proposal included upgrading the current advisor to a senior role, recruiting an additional part-time advisor, and increasing admin support.
- 6.2 Financial Feasibility:** The CEO and Head of Finance confirmed that the costs for the proposed staffing increases could be covered in the current year through contingency funds and salary underspend, with the option to review for long-term inclusion in the next budget cycle.
- 6.3 Contracts and Succession Planning:** Trustees discussed whether new roles should be temporary or permanent, with concerns about succession planning and the risk of losing key expertise if the current advisor leaves. Trustees agreed unanimously to proceed with temporary contracts, subject to annual review, to maintain flexibility.
- 6.4** The consensus was to fund the equivalent of two full-time roles for the EDI team, to improve student-facing resources. This means:

- uplifts for current staff (the Student Advisor to HG6 with line management responsibilities, and the Student Belonging Officer from 0.6 FTE to full-time);
- plus the recruitment of one new Student Advisor at 0.6 FTE 12-months fixed term to start with, based on current budget re-allocation.

**6.5** The Head of Finance confirmed that there is delegated authority for the CEO/Finance to recruit temporary staff and build permanent funding into the future budget.

**6.6 ACTION:** The Head of EDI will work with the People Team to recruit a new part-time adviser and to increase service admin support/admin resource, on a temporary basis.

**6.7 ACTION:** The Head of EDI/People Team will issue a new contract to uplift the current part-time Adviser to grade 6, with line management responsibility for the service admin and the new Adviser.

**6.8 ACTION:** The Head of EDI/People Team will work together to agree timelines for any staff move and a new contract to increase the current part-time Student Belonging Officer to full-time hours.

**6.9 ACTION:** The CEO and Head of Finance will add permanent resourcing to the next budget, under delegated authority.

## **7. CHIEF EXECUTIVE REPORT** *(was moved up the Agenda)*

**7.1** Recruitment of the last two vacancies under the restructure are ongoing (for a Volunteer Admin, and a Head of Commercial Operations).

**7.2** Given no new evidence on appeal, the recent complaint has been closed with Open SU but may be submitted to the Open University.

**7.3** A recent spike in staff sickness levels is thought to be seasonal rather than a concern. This will continue to be monitored. Staff morale is being measured via quarterly “Pulse surveys” which are then analysed.

**7.4** The People Team will work to embed a Coaching approach and a new People Plan will be brought to April BoT.

**7.5 ACTION:** The People Team (PT) will produce a People Plan for April 2026 approval by BoT.

**ACTION:** The CEO/PT will monitor staff sickness levels and morale.

**7.6**

## **FRRC UPDATE**

- 7.7** The CEO reported that Chris Roach, has been appointed as new chair of the Finance, Risk and Resources Committee (FRRC) and will support a risk workshop in April to review and enhance the risk register.
- 7.8** The proposal for the President and Deputy Salary was approved by Trustees via Teams for 2026-28 Election of President and Deputy President at spinal point 18. Currently this equates to £28,031 per annum (37 hours pw).
- 7.9 ACTION:** The CEO and FRRC Chair will deliver an April Risk Workshop.

<b>STANDING ITEMS</b>
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### **9. EDI POLICY (New)**

- 9.1 **ACTION:** The policy was approved on Teams.

### **10. EDI UPDATE and GROUPS REPORT**

- 10.1 The report was noted on Teams.

### **11. VOLUNTEER AGREEMENT & GUIDANCE**

- 11.1 **ACTION:** The policy was approved on Teams.

### **12) APPOINTMENTS COMMITTEE REPORT10**

- 12.1 The report was noted on Teams.

### **113)1STRATEGY UPDATE11**

- 13.1 The report was noted on Teams.

### **14) STAFFING REPORT**

This item was noted under the HR & Confidential channel on Teams.

## UPDATES & DISCUSSION ITEMS

### 115) ANY OTHER BUSINESS

- 15.1 **Culture Playbook Implementation:** The Head of Finance and People explained that the culture Pulse survey is part of efforts to embed the Open SUs previously developed Culture Playbook.
- 15.2 **People Plan and Culture Survey:** A people plan is under development to align with the six focus areas of the Culture Playbook. Distinct from a full people strategy, will be brought to the board in April for review and discussion.
- 15.3 A joint BoT/Senate lunch will follow this meeting, to give volunteers the opportunity to share experiences, as well as meet with some staff and the Vice-Chancellor, Dave Phoenix.
- 15.4 **FRRC/Risk Review Workshop** (afternoon of April's meeting)  
12.30 – 1.25pm, joint lunch, Mulberry Suite (in Hub)  
1.30 – 4pm, Christodolou, CMR 15 & foyer.
- 15.5 **BoT/Strategic Workshop** (afternoon of July's meeting)  
22 July 2026, 1.30 – 4pm.

### 1516) DATE OF NEXT MEETING

Tuesday, 28 April 2026,  
9:30am – 12.30pm, Christodoulou, CMR11.

Discussions will continue online in the meantime and there will be Minutes of this meeting for ALL to approve on MS Teams.

<b>Non-Confidential Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
1.5	<b>SLT Officer Update:</b> SLT President to confirm with the SLT Liaison whether they have the capacity and willingness to act as a communication bridge between the SLT and the team, and if not, explore alternative options for this role.	Natalie Baker
1.6	SLT President to develop a training plan and induction resource for reps, including prompts for ongoing reference, as part of legacy work for future SLT members.	Natalie Baker
1.7	Governance team to produce a user-friendly Schedule of Delegation.	Dan Moloney
2.7	<b>Societies Review:</b> The CEO and Head of EDI & Belonging will begin implementing the independent Societies model by working with solicitors on the affiliation agreement, branding, and related processes, while also developing a timeline and plan for exploring a hybrid model to present at the next meeting.	Verity Robinson Beth Pacey
2.8	The Head of EDI will clarify and communicate the expected timeframe for when new Societies can be opened for applications under the new model to interested parties and SLT members.	Verity Robinson
2.9	The CEO and Head of EDI will take the Societies model discussion offline, collate views, and develop a plan (including whether a working group is needed) to bring back to Trustees for a decision.	Verity Robinson Beth Pacey
3.5	<b>Finance Report:</b> Finance team to improve report headers, issue Audit tender, and prepare six-month forecast for April.	Angus Fok Andrew Dawson
3.10	EDI team to develop with staff clearer documentation and risk management expectations for student groups.	EDI team
4.6	<b>Commercial Trading Subsidiary:</b> The Head of Finance will validate the viability/timing of setting up a trading subsidiary.	Taina Nicolicin
4.7	The CEO and Head of Finance Begin will take preparatory steps for set up of a subsidiary.	Taina Nicolicin Beth Pacey

5.7	<b>Elections Review:</b> The Head of Student Voice and the Director of Strategy will finalise SLT role descriptions. The Head of Strategy, the President and the Voice team will finalise SLT role descriptions.	Dan Moloney Natalie Baker Gareth Jones
4.7	Consider adding an external member to the committee for impartiality.	Gareth Jones
5.8	The Head Director of Strategy will review international student eligibility for future elections.	Dan Moloney
5.9	The Director Head of Strategy will resolve the naming of the VP BO role.	Dan Moloney
6.6	<b>Individual Representation Team Business Case:</b> The Head of EDI will work with the People Team to recruit a new part-time adviser to increase service support/admin resource, on a temporary basis. The Head of EDI will work with the People Team to recruit a new part-time adviser and increase admin support, on a temporary basis.	Verity Robinson  Gabriella Cull
6.7	The Head of EDI/People Team will issue a new contract to uplift the current part-time Adviser to grade 6, with line management responsibility for the service admin and the new Adviser. The Head of EDI/People Team will issue a new contract to uplift the current part-time adviser to grade 6, with line management responsibility for the service admin and review contracted hours.	Verity Robinson  Gabriella Cull
6.8	The Head of EDI/People Team will work together to agree timelines for any staff move and a new contract to increase the current part-time Student Belonging Officer to full-time hours. The Head of EDI/People Team will issue a new contract to increase the current part-time Student Belonging Officer to full-time hours.	Verity Robinson  Gabriella Cull
6.9	The CEO and Head of Finance will add permanent resourcing to the next budget, under delegated authority.	Taina Nicolicin  Beth Pacey
7.5	<b>Chief Executive Report:</b> The People Team (PT) will produce a People Plan for April 2026 approval by BoT.	Leanne Quinton Gabriella Cull
7.6	The CEO/PT will monitor staff sickness levels and morale.	Leanne Quinton

		Beth Pacey
7.9	<b>FRRC Update:</b> The CEO and FRRC Chair will deliver an April Risk Workshop.	Beth Pacey Chris Roach