

**OPEN UNIVERSITY STUDENTS ASSOCIATION  
BOARD OF TRUSTEES (BoT)  
23 July 2025**

**MINUTES**

Minutes of the hybrid meeting of the Board of Trustees (BoT) held on 23 July 2025 at 9.30am, online via Microsoft Teams and in-person in Library Seminar Room 7 at the OU Campus, Milton Keynes.

**PRESENT**

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

**IN ATTENDANCE**

Heather Bloomer, Deputy Director of Marketing & Communications  
Mark Green, Semco Style UK (Governance observer)  
Remi Gruszka from One Company (item 1)  
Andrew Kalapo, Student Member of Council & Senate (SLT observer)  
Barry McNeill, Semco Style UK (Governance observer)  
Dan Moloney, Director of Strategy & Democracy  
Taina Nicolicin, Director of Finance & People  
Beth Pacey, Chief Executive  
Samantha Smeraglia, Executive Officer (minutes)

**APOLOGIES**

Gearoid O'Bravender, Student Trustee  
Claire Wallace, Student Trustee

## **BUSINESS ITEMS**

### **A. WELCOME**

A.1 The Chair welcomed Trustees to the meeting, giving a special welcome to the newly elected Kimberley Kennedy, VP Admin and observer Andrew Kalapo, SLT member: Student Member of OU Council, as well as Remi Gruszka from One Company (item 1) and two Governance Review observers from Semco Style UK:

- Barry McNeill
- Mark Green

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

B.1 Gearoid O'Bravender, Student Trustee  
Claire Wallace, Student Trustee.

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

C.1 The April 2025 minutes were approved.

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

### **1. EXPENSE CLAIMS TRAINING**

1.1 Trustees were trained online by Remi in use of the Moss app and website.

1.2 The Moss system will replace iPlicit for the submission of Trustee/student/staff expenses and should improve the speed of reimbursement with digital approvals and payment to bank accounts from Moss direct.

1.3 The system also offers the option of two digital debit cards:

- A project card that works as an advance and allows for multiple purchases up to a set amount and for a time-limited period e.g. travel and accommodation for Trustee or SLT events.
- Or a single purchase card, that can be used for one-off expenses e.g. where only a hotel booking at one location is required.

- 1.4 It was agreed that pre-authorisation of a higher-limit card for the duration of a Trustee or SLT member's 2-year term carried too many financial risks and therefore, trustees were asked to apply for a card before each meeting.
- 1.4 The Xero system will replace iPlicit for financial reporting, with the option to use two types of report:
- The "Business snapshot" uses live information to provide a short-term overview, including breakdowns of Assets, Liabilities and Equity.
  - The "Short-term cash flow projection" is a more in-depth overview of invoices and bills, plus a projected breakdown of forecast income etc.
- 1.5 ACTION:** It was agreed that the Finance department would run a short webinar to demonstrate each report c2-3 months, once the system is released and has been run long enough for teething problems to be managed. There is also the option to call Remi's team for systems support.

## **2. SLT OFFICER TRUSTEE UPDATE**

- 2.1 The SLT meeting the weekend of 19-20 July was productive in terms of strategy, examining what being a student leader means, and the progress of priority projects and near completion of the Menopause Hub, student resource.
- 2.2 Issues with the retention of the VP Community & Engagement and the STEM Rep mean that a decision on whether to co-opt or absorb the duties into the Deputy President role will be made in next 2 weeks.
- 2.3 The OU Council congratulated the President and team on raising the visibility of SLT and Open SU. There have also been special mentions for the work of the Ireland area and WELS Reps.
- 2.4 Useful SLT discussions were held around communication and better use of the Teams space, so as not to overwhelm. It was also agreed that a timely BoT update would be provided to SLT circa 3 weeks after the BoT minutes are produced, with a decision taken on what is relevant to share.
- 2.5 At this half-way point through SLT terms, the focus is on project wrap-up or getting them to the stage that they can be handed over to the next

SLT. SLT will also be focused on development of clear position statements to support our other student representatives.

- 2.6 ACTION:** The President and CEO will provide a BoT update to SLT circa 3 weeks after the BoT minutes are produced.

### **3. ELECTIONS**

- 3.1 Improved Elections communications have seen larger numbers of SLT applicants but no higher turnout for election votes.
- 3.2 It was discussed that 30 candidates for one role is too many to ask potential voters to go through & engage with. BoT was asked to consider piloting a shortlist approach with the President and Deputy President roles for spring 2026.
- 3.3 ACTION:** It was unanimously approved that the Director of Engagement will work on a proposal to present at October's BoT mtg, ready to roll-out any decision for Mar-May 2026. If pilot is successful, this will then be rolled out in 2028 for all SLT roles/elections.
- 3.4 A discussion was started on what principles Open SU should use to determine eligibility to stand in SLT elections, to ensure any shortlist process is fair and transparent. It was also raised that we need to make it simpler for people to deselect themselves, wherever they are in the process.
- 3.5 Civica can use other democratic models to automatically shortlist candidates but there are criteria concerns – any process needs to rationalise rather than exclude those not meeting a threshold. As well as question ranking, scenario-based questions can be used to assess attitudes based on Open SU values rather than necessarily experience.
- 3.6 ACTION:** In the interest of time it was agreed that a discussion on this work should be taken to the teams space for BOT input.
- 3.7 BoT discussed the removal of VP Admin involvement in election planning, as operational rather than strategic and to avoid any risk of conflict of interest. BoT already provide external Trustee oversight of any strategic election decisions and the staff team are trusted to use their elections experience to build in improvements to candidate quality and retention.

**3.8 ACTION:** It was unanimously agreed that future VP Admin involvement could be removed from operational election planning.

#### **4. SHOP/COMMERCIAL REVIEW**

4.1 With the Open SU shop itself operating at a loss when accounting for full staff time allocation, BoT discussed the advantages of added income that could support breakeven or profit for the shop, generated via sponsorship/partnership with organisations that also benefit our student member e.g. Totem.

**4.2 ACTION:** In line with FRRC discussions, it was unanimously approved that Open SU staff team should seek partnerships with organisations which fit with our values and will benefit our members.

**4.3 ACTION:** It was unanimously agreed to approve delegation of the task of developing a Partnerships/Sponsorship Policy to FRRC, which the Director of Finance can then present back to BoT for approval.

4.4 Trustees were asked to confirm whether they want staff to bring a business case for ticketed student events. It was discussed whether charging would provide more commitment to attend or restrict engagement to only those that could afford it.

4.5 As part of the Societies review, they could be consulted on what type of events they charge for and how much.

4.6 It was discussed that any ticketed student events would only be priced to breakeven and would depend on the activity i.e. well-known speaker or accreditation events. Not a high-earning income stream and location a key issue, so identified as a low priority

**4.7 ACTION:** This was unanimously approved as a long-term action for the staff team, after the rest of the commercial activity has been put in place.

4.8 BoT discussed that the cost of past exam paper downloads was no longer funded by the OU and had not been in years. Charging had made the shop profitable in previous years, counting for c85% of shop transactions and approx. 100k downloads per annum.

4.9 Some Maths modules provide direct links to past exam papers and encourage student downloads from the shop. From August, the Deputy Director of Communications has past exam paper availability included in the OU's automated "Community" welcome email that will be sent to all students at the year start (and their point of highest engagement).

- 4.10 It was agreed that changing past exam paper downloads to an opt-out £1 charge would not exclude students from opting out of payment altogether. Enabling a “pay-it-forward” option would be a positive and allow those students that choose to, to pay for papers for someone else to download for free. The online statement about payment going to fund OUSET could also be given more prominence.
- 4.11 ACTION:** It was unanimously agreed that the Comms/Marketing team could change past exam paper fees to opt out instead of opt in online, with a suggested lower cost of £1 per paper.
- 4.12 BoT discussed the options of a “Warehouse” model for the shop’s commercial activity, versus “Print on demand”. The CEO also raised that while there are some benefits to community and engagement, the model of selling hoodies to students is difficult to defend to the Charity Commission.
- 4.13 FRRC discussed “Print on demand” as a lower financial risk to Open SU. Print on demand would also allow for student customisation and greater flexibility in the case of any OU rebrand.
- 4.14 The Warehouse model would require a Commercial manager, with specific stock expertise. With print there is the option to hire a temporary marketing specialist to work within Marcomms team. They could be recruited at a lower grade and the marketing skills could be shared to upskill the team and used across Open SU projects.
- 4.15 Graduation stalls could be run differently and make better use of volunteers to engage with student members on the day. There would be flexibility to not have to treat all graduations the same, with some stalls acting as an order point rather than stock only.
- 4.16 The shop and graduations will need to run as is for this cycle, but in future students could be encouraged to book their graduation and hoodies/merchandise at the same time. Discounts for graduation orders could defray delivery fees.
- 4.17 Concerns were raised around returns and supplier operations and this would require due diligence to be undertaken with any potential new suppliers. The returns process should be improved with shorter lead times for students and less time out of circulation for returned stock.
- 4.18 RESOLUTION:** It was unanimously approved that the staff team could pursue the “Print on demand” model, provided that the financial details

do not make it too costly an option.

- 4.19 ACTION:** CEO to set up steering group and ensure trustees are kept updated with work in this area, returning for further approval should the costs be significantly increased compared to the iterative model presented.

## **5. FINANCE REPORT**

### **5.1 Subvention payment**

The Director of Finance and People confirmed that despite a clear argument for earlier payment the OU are reluctant to pay Open SU's subvention at the start of the financial year due to their loss of interest.

There are ongoing meetings with operational and senior University staff to discuss further. Despite OU objections, a change would be beneficial to the Charity and so we will continue to ask for this change.

- 5.2 ACTION:** Negotiations will continue and the Director will update the Board post-meetings.

### **5.3 Finance systems**

Despite background challenges due to vendor inexperience and team transitions the new system launch is still on track, with back-end finance systems due in place by the end of September 2025. First quarter reports will look very different and should support trustee assurance.

- 5.4 ACTION:** The Director of Finance will seek feedback on what has been included in the reports and what else might be included.

### **5.5 OU update**

More cuts are expected but the OU is predicting to break-even this year, and return to surplus next year, This would put the OU finances ahead of many organisations in a tough HE sector.

<b>STANDING ITEMS</b>
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## **6. FINANCE REPORT**

- 6.1** Policy updates reflect the new systems, staffing, and autonomy levels.

**6.2 ACTION:** Trustees were reminded to review and approve on FFRC standing items on Teams, in order to reach quorum.

6.3 It was agreed to maintain the current Mileage Rate at 41p/mile. This aligns with the OU and not the HMRC's 45p/mile rate.

## **7. CHIEF EXECUTIVE REPORT**

7.1 The report was noted.

## **8. APPOINTMENTS COMMITTEE REPORT**

8.1 There is a planned review to streamline the appointments process and reduce the volunteer burden. The aim is to shift the Committee's role from gatekeeping to an inclusive approval model.

**8.2 ACTION:** The full proposal will be presented at the October meeting by the President/Head of Student Voice.

## **9. STRATEGY REPORT**

9.1 The report was noted.

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

10.1 The report was noted.

## **11. STAFFING REPORT**

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

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

### **12.1 BoT Effectiveness survey**

The 2-year surveys for the "Board Annual Effectiveness Review" and whole "Board Training" will be combined and sent out for responses over summer 2025.



**12.2 ACTION:** All Trustees to complete the survey, so that the results can be discussed at the BoT meeting in October 2025.

**12.3 ACTION:** Confidential Item, reserved to the confidential minutes.

### **13. DATE OF NEXT MEETING**

13.1 Tuesday, 21 October 2025,  
9:30am – 12.30pm, Library Seminar Rooms 1/2

Discussions will continue online in the meantime and there will be Minutes of this meeting to approve.

<b>Non-Confidential Action Log</b>		
<b>Item in the Minutes</b>	<b>Action</b>	<b>Action holder</b>
1.5	The Finance department will run a 30 minute webinar for BoT on the two Xero report types to demo what each is and isn't, in c.2-3 months.	Taina Nicolicin/ Angus Fok
2.6	The President and CEO will provide a BoT update summary to SLT c.3 weeks after the BoT minutes are produced.	Natalie Baker/ Beth Pacey
3.3	The Director of Engagement will present a proposal at October's BoT mtg, ready to roll-out any decision for Mar-May 2026.	Dan Moloney
3.6	A separate staff/Reps sub-committee will work on the President/Deputy shortlist criteria for BOT approval via Teams online.	Dan Moloney/ Natalie Baker
3.8	VP Admin involvement will be removed from operational election planning.	Dan Moloney
4.2	Open SU staff team will seek partnerships with organisations which fit with our values and will benefit our members e.g. Totem.	Beth Pacey/ Heather Bloomer
4.3	Development of a Partnerships/Sponsorship Policy is delegated to FRRC, for BoT approval.	Beth Pacey
4.7	A plan for ticketed student events is a low-priority/long-term action, after the rest of the commercial activity has been put in place.	Beth Pacey (delegated to appropriate team)

4.19	CEO to set up steering group and ensure trustees are kept updated with work in this area, returning for further approval should the costs be significantly increased compared to the iterative model presented.	Beth Pacey
5.2	Director of Finance will update the Board post-meetings, on OU subvention negotiations.	Taina Nicolicin
5.4	Director of Finance will seek BoT feedback on new-style quarterly finance reports, after next quarter.	Taina Nicolicin
6.2	Trustees will review and approve each FFRC standing item on Teams, in order to reach quorum.	All Trustees
8.3	The Appointments Committee review will be presented at the October BoT meeting.	Natalie Baker
11.1	Action for the Confidential minutes.	Leanne Quainton
12.2	All Trustees to complete the Board Effectiveness & Training survey, so results can be discussed at October's BoT meeting.	All Trustees
12.3	Action for the Confidential minutes.	Beth Pacey/ Sam Smeraglia