BoT 07/26/M

OPEN UNIVERSITY STUDENTS UNION
BOARD OF TRUSTEES (BoT)
22 July 2026

MINUTES

Minutes of the hybrid meeting of the Board of Trustees (BoT) held on 22 July 2026 at 9.30am, online via Microsoft Teams and in-person on the OU Campus, Milton Keynes.

PRESENT
Natalie Baker, SLT President
Kelly Coker, Student Trustee
Lily Joales, Student Trustee
Alan Measures, External Trustee
Gearoid O'Bravender, Student Trustee
Matt Porterfield, Student Trustee
Mark Price, Chair
Adelaide Ribaud, Student Trustee
Claire Stibbons, External Trustee
Claire Wallace, Student Trustee
Andrew Wilson, SLT Deputy President

(INCOMING TRUSTEES, Elect)
Danielle Armstrong, Student Trustee
Chris Burdet, Student Trustee
Frank Castle, Student Trustee
Leah Clarke-Dyer, Student Trustee
Scarlet James, SLT President
Kirsten Munro, SLT Deputy
Nicolette Langendam, Student Trustee

IN ATTENDANCE
Heather Bloomer, Director of Commercial Operations, Marketing & Comms
Yash Chawla, Volunteer Admin Assistant
Kate Dungate, Student Policy and Insights Officer
Dan Moloney, Director Strategy & Democracy
Taina Nicolicin, Director People & Finance
Beth Pacey, CEO, Open SU (items 8 and 9 only)

BUSINESS ITEMS

A. WELCOME

The Chair welcomed all Trustees to the meeting, outgoing and incoming.

B. APOLOGIES FOR ABSENCE

Chris Roach, FRRC Chair
Kimberley Kennedy, VP Administration (none received)

C. CONFLICTS OF INTEREST

SLT President – item 5, Approval of Final Budget.

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

The Confidential Minutes from April 2026 were not quorate and received unanimous approval, via a show of hands in July’s meeting.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. **SLT OFFICER TRUSTEE UPDATE**
   An update on the Student Leadership Team's (SLT) work, highlighting progress with the Open University (OU).

1.1 **What We Believe In Hub:** A significant legacy project and student resource, which will be integrated into the new Pro-Vice Chancellor's student learning, teaching, and experience plan, and will help shape future improvements for the student experience at the OU.

1.2 **Support for International Students:** Highlighted the International Rep’s three-year effort and a major achievement to improve Student Support team (SST) contact and availability for the OU’s international students.

1.3 **Government Policy Risks:** Discussed potential challenges arising from government discussions on minimum entry requirements for Higher Education (HE) funding, and the requirement for GCSEs in Maths or English. Ongoing efforts to ensure consideration for the OU’s Open Entry system to minimise impact on OU students.

1.4 **Maintenance Loans and Fraud Cases:** The team noted that OU students outside of Wales currently lack access to maintenance loans. Although a longstanding request, the impact of fraud cases in the sector complicate the situation and pose risks for OU students.

1.5 **Leadership and Culture:** The SLT President and Deputy reflected on the collaborative culture developed between staff and student leaders, the importance of frameworks for continuity, and the contributions of Open SU's CEO and Trustee student volunteers in supporting the SLT's achievements.

2. APPROVE ARTICLE RESOLUTION PROPOSALS FOR CONFERENCE

Open SU's Director of Strategy & Democracy summarised the process for rules revision, including article and bylaw changes, with trustees voting to approve amendments.

2.1 **Deputy President Succession Amendment:** Trustees voted to allow the SLT Deputy President to fill the President's role until the end of term if the President steps away, to streamline succession and ensure continuity.

2.2 **Co-option Procedures:** Amendments were approved to make co-options easier for SLT trustees, allowing immediate co-option after elections or by-elections, with discussion on the democratic implications and Board approval requirements.

2.3 **ACTION:** The Director of Strategy will review and clarify the process and criteria for co-opting student trustees, including who triggers and approves the process, and report back to the board with recommendations.

2.4 **Conference Steering Committee Updates:** Operational changes were discussed for the Conference Steering Committee, including updating responsibilities and composition to reflect new bylaw changes, with further review pending for clubs and societies bylaws.

2.5 **ACTION:** The Director of Strategy will check with the Head of EDI and Belonging to confirm whether the composition of the conference steering committee needs updating in light of the new bylaw changes, and report back to the board.

2.6 **Removal of England Rep Role from Student Leadership Team:** Trustees and SLT members had agreed at previous Boards that the England rep role is redundant, given its functions are covered by other SLT members, and feedback from current and past England reps confirmed the lack of substantive duties.

2.7 Legal advisers Stone King advised that the England rep role could be removed either by redefining 'nations' in the bylaws or by amending the articles, with the former not requiring a conference vote.

2.8 The Board debated the method for removing the England rep role from the SLT, weighing administrative effort, legal advice, reputational risks, and potential sensitivity around changes if perceived to be without rationale or appropriate consultation.

2.9 A vote was held, with the majority (5 to 3) favouring bylaw changes to remove the role, ensuring the change takes effect after the current rep's term, and emphasising the need for clear communication about the reasons.

2.10 **ACTION:** The Director of Strategy will implement the board's decision to remove the England rep role via bylaw changes and ensure sensitive communication of the rationale to stakeholders.

2.11 **Correction of Europe/International Rep Wording:** The Board addressed a discrepancy between the articles and bylaws regarding the wording of Europe/international rep, agreeing to submit an article change to Conference to clarify the role as 'international', following legal advice from Stone King.

2.12 **ACTION:** The Director of Strategy will prepare and submit the article change to conference to update the wording from 'Europe rep' to 'International rep' in line with current practice.

3. FINANCE REPORT

The Board noted the financial position, reserves, grant confirmation and audit preparations.

3.1 **Year-End Financial Performance:** Director of Finance & People reported a forecasted year-end deficit of £84,000, significantly better than the amended budgeted loss of £259,000, with most departments showing favourable variances due to staff vacancies.

3.2 **Payroll and Operating Costs:** Payroll remains the largest cost at £1.582 million, representing 75% of operating costs, with savings from vacancies also reducing non-staff budgets and impacting project delivery.

3.3 **Gross Margin and Audit:** Questions were raised about unplanned online store gross margin improvements, attributed to consuming existing stock rather than purchasing new. The Director confirmed that audit have already been asked to scrutinise the cost of sales, but agreed to double-check.

3.4 **Reserves Position:** Reserves have been revised to £1.888 million, sitting between the minimum and target levels, with policy requiring six to nine months of operating costs.

3.5 **Subvention Grant Confirmation and Future Funding:** The Open University (OU) confirmed the 26-27 subvention grant at £1.828 million to be paid up front, with discussions ongoing for a three-year rolling funding agreement and a proposed increase to restore pre-pandemic purchasing power, supported by positive engagement with OU leadership.

3.6 **Audit Process and Findings:** The audit fieldwork is scheduled for September 2026, with interim reviews indicating no red flags with new systems and controls. The final audit report is expected to include recommendations for further improvement.

3.7 **ACTION:** The Director of Finance will double-check the cause of the gross margin improvement in the financial report, including confirmation from Angus, and report findings to the board.

3.8 **ACTION:** The Executive Officer will raise a complaint with the OU's IT department regarding premature closure of Teams and email access for outgoing trustees and seek to ensure access remains until the agreed date in future cycles.

3.9 **ACTION:** The Director of Finance will ensure that future financial reports are presented in a clear and accessible format, with appropriate use of the terms "surplus and deficit" rather than profit/loss.

3.10 **ACTION:** The Chair requested an update from FRRC added to future agendas, with a possible presentation by the Chair of FRRC. There was also a request for Trustees to volunteer to join the interesting work involved in FRRC, so that any meeting would be more than quorate.

4. PEOPLE UPDATE

The Board approved the revised Family Leave and Sickness Absence Policies for implementation from 1 August 2026.

4.1 **Family Leave Policy Consolidation:** The new Family Leave policy consolidates maternity, adoption, new parent, shared parental, parental, neonatal, and fertility leave into a single, more accessible document. The policy now provides 26 weeks of occupational full pay for maternity and adoption leave, and removes the requirement to return to work for three months to retain enhanced pay.

4.2 **Legislative and Enhanced Benefits:** The main enhancements i.e. increased maternity pay and removal of the three-month return requirement — are above statutory requirements, while other changes reflect recent legislation, including day-one rights and flexible leave for partners.

4.3 **Benchmarking and Future Review:** The enhancements align with sector benchmarking, referencing Royal Holloway and other student unions, and it was confirmed that a comprehensive review of rewards and benefits is planned for the following year, with input from HR consultants.

4.4 **Sickness Absence Policy Changes:** The Sickness Absence policy now provides clearer treatment of disability and pregnancy-related sickness, introduces paid disability leave for preventative treatment, and clarifies procedures for both short- and long-term absence. The policy also shifts from automatic to discretionary triggering of absence processes, with Manager oversight from the People team and the Senior Management Team (SMT).

4.5 **Communication and Implementation:** The importance of clear communication to staff about the changes was discussed, to ensure that all employees understand both the statutory and enhanced elements, and that the policies are implemented with sensitivity to staff needs. Also discussed was the importance of widening any benchmark to Charity sector as whole.

4.6 The policy schedule attached to the paper shows which policies will be put forward for October and December Board approvals. It was noted that some types of leave were still listed separately and confirmed this is due to the complications around the use of paid vs unpaid leave.

4.7 The Board unanimously approved all statutory and enhanced changes for both policies.

4.8 **ACTION:** The People Director will share the benchmarking information on enhanced maternity leave benefits with trustees, subject the HR consultant's permission.

4.9 ACTION: The People Director will prepare and distribute communications to staff highlighting where policy benefit uplifts have occurred, ensuring clarity on who is affected.

5. APPROVE ANNUAL BUDGET

The Board approved the annual budget and noted future consideration of donation arrangements.

5.1 Deficit and Income Changes: It was reported that the planned deficit increased from £241k to £257k, mainly due to the removal of £24k in forecast advertising income after a contract change with Totem. Director of Commercial Operations explained that the payment model reverted to a flat fee due to tracking issues, but the long-term income is still uncertain.

5.2 Donations to OUSET and Future Considerations: The Board discussed whether to maintain the annual £25,000 donation to the charity, OUSET. The Chair proposed that the decision be deferred to the incoming trustees for further review, given the changing financial context.

5.3 Staff Cost Allocations and Transparency: Staff costs should be stabilised with internal reallocations of staff costs across teams better reflect actual work distribution, aiming for greater transparency and comparability in future years.

5.4 Reserves Policy and Financial Strategy: The reserves policy remains unchanged, with the projected closing reserve for the next year at £1.63 million—comfortably above the minimum but below the target. The planned use of reserves is justified as a controlled investment in student services and organisational development.

5.5 ACTION: Finance Director/ Exec Officer to add the discussion on the £25,000 donation to OUSET to the agenda for the next trustees' meeting. This should include a presentation on OUSET's activities and impact for those such as Students in Secure Environments (SISE).

6. RISK REGISTER REVIEW UPDATE

The Board approved the Strategic Risk Register, scoring methodology and Risk Appetite Framework.

6.1 Development of the new Strategic Risk Register: The CEO explained development of the new Risk Register via workshops with trustees and staff, consolidating risks identified across the organisation and sector.

6.2 Approval of Risk Documents: The Board approved the risk register, scoring methodology, and risk appetite framework, with the CEO clarifying the meanings of different risk appetite levels and how these will guide future decision-making.

6.3 Mentimeter Risk Appetite Exercise: Trustees (incoming and outgoing) participated in a live Mentimeter poll to express their risk appetite across areas such as: financial; operational; regulatory; governance; and external risks. Discussion highlighted the need for balance between “caution” and “openness”, especially regarding regulatory compliance, cyber security, and reputational risks.

6.4 Application and Next Steps: The risk appetite results will inform future board discussions and FRRC reviews, with the framework providing guidance for prioritising and managing risks, and for adjusting organisational strategy as needed.

6.5 ACTION: The CEO will present the framework at October’s Board meeting.

STANDING ITEMS
Taken on Teams

7. CHIEF EXECUTIVE REPORT* **BoT 07/26/7**

The Board noted staffing, complaints, appeals activity and leadership transition updates.

7.1 Staff Changes and Leadership Transition: The CEO confirmed that a new Executive Officer will support Trustees from 1 August, with thanks to the outgoing officer. The CEO also welcomed incoming trustees, noting the importance of continuity and leadership transition.

7.2 Complaints and Appeals Process: A high volume of complaints was reported, together with subject access requests due to an ongoing dispute, which has required significant staff and Trustee time, including the use of external investigators and the need for impartial panel members for appeals.

As a small Student Union it was noted that the considerable time and resource needed for such complaints takes away from student projects.

7.3 **ACTION:** Volunteers were requested from trustees who have not yet been involved in a previous complaint to serve on the next appeal panel, if required. The CEO will then follow up with the Chair and one of the external Trustees who agreed to take part in the latest appeals panel.

7.4 **Confidentiality and Communication:** It was clarified that information about complaint outcomes is shared on a need-to-know basis, especially when trustees' terms end.

7.5 **ACTION:** The CEO will obtain legal advice on what information regarding member exclusions can be shared with meetup hosts and event organisers, balancing confidentiality and operational needs.

7.6 **Acknowledgement of Trustee Support:** The CEO and SLT President expressed thanks to outgoing trustees for their support and contributions, emphasising the positive culture, "critical friend" role and collaborative approach within the board.

8. APPOINTMENTS COMMITTEE

As a member of the Committee, the SLT President noted that recent changes have streamlined processes and reduced the burden on volunteers. This has made all recent decisions straightforward and appropriate.

9. OUTGOING TRUSTEES

The Chair thanked all outgoing Student Trustees for their valuable input, discussions and feedback over the 2024-26 term.

Additional thanks were given to recognise the contributions of Claire Wallace and Matt Porterfield, who were both awarded Honorary Life Membership at the recent SLT/Staff Awards. As two of our longest serving volunteers (9 and 13+ years respectively), they have volunteered in various roles and served on committees, including: SLT; Appointments Committee; CDC; the student member of OU Council; Senate; FRRC, and as Trustee.

10. DATE OF NEXT MEETING

Wednesday, 7 October 2026,
9:30am – 12.30pm (hybrid), room tbc.

ACTION LOG

Ref	Action	Owner
2.3	**APPROVE ARTICLE RESOLUTION PROPOSALS FOR CONFERENCE:** The Director of Strategy will review and clarify the process and criteria for co-opting student trustees, including who triggers and approves the process, and report back to the board with recommendations.	Dan Moloney
2.5	The Director of Strategy will check with the Head of EDI and Belonging to confirm whether the composition of the conference steering committee needs updating in light of the new bylaw changes, and report back to the board.	Dan Moloney Verity Robinson
2.10	**Removal of England Rep Role from Student Leadership Team:** The Director of Strategy will remove the England rep role via bylaw changes and ensure sensitive communication of the rationale.	Dan Moloney
2.12	The Director of Strategy will prepare the article change for conference to update the wording from 'Europe rep' and submit the International Rep article amendment.	Dan Moloney
3.7	**FINANCE REPORT** The Director of Finance will verify the gross margin improvement reported.	Taina Nicolicin
3.8	The Executive Officer will raise a complaint with the OU's IT department to address trustee access issues and early closure of accounts.	Samantha Smeraglia
3.9	The Director of Finance will ensure that future financial reports are in a clear and accessible format, with appropriate use of the terms "surplus and deficit".	Taina Nicolicin / Yash Chawla
3.10	The Chair requested an update from FRRC added to future agendas. Trustees are asked to volunteer to join FRRC, and ensure that meetings are quorate.	Yash Chawla All Trustees

4.8	**PEOPLE UPDATE** The People Director will share the benchmarking information on enhanced maternity leave benefits.	Taina Nicolicin
4.9	The People Director will prepare communications to staff where policy benefit uplifts have occurred, ensuring clarity on who is impacted.	Taina Nicolicin
5.5	**APPROVE ANNUAL BUDGET** Add OUSET £25k donation discussion to next BoT agenda, including the impact for SISE.	Taina Nicolicin / Yash Chawla
6.5	**RISK REGISTER REVIEW UPDATE** The CEO will present the risk appetite framework at October's Board meeting.	Beth Pacey/ Yash Chawla
7.3	**Complaints and Appeals Process** The CEO will follow up with the Chair and external Trustee who agreed to take part in the latest appeals panel.	Beth Pacey
7.5	The CEO will obtain legal guidance on what information regarding member exclusions can be shared with meetup hosts and event organisers.	Beth Pacey