

**OPEN UNIVERSITY STUDENTS UNION  
BOARD OF TRUSTEES (BoT)  
21 October 2025**

**MINUTES**

Minutes of the hybrid meeting of the Board of Trustees (BoT) held on 21 October 2025 at 9.30am, online via Microsoft Teams and in-person in Library Seminar Rooms 1/2 at the OU Campus, Milton Keynes.

**PRESENT**

Natalie Baker, President/Deputy Chair  
Kelly Coker, Student Trustee  
Lily Joale, Student Trustee (part-meeting)  
Matt Porterfield, Student Trustee  
Mark Price, Chair  
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 (items 1 and 6, Finance Update)  
Mark Green & Barry McNeil, Semco, (item 5, Governance Review)  
Gareth Jones, Head of Student Voice (item 4, Appointments)  
Andrew Kalapo, Student Member of Council & Senate (observer)  
Barry McNeill, Semco Style UK  
Dan Moloney, Director of Strategy & Democracy  
Beth Pacey, Chief Executive  
Chris Roach, FRRC external member, (observer)  
Jamie Robinson, Organised Fun (item 3, Soc Review)  
Samantha Smeraglia, Executive Officer (minutes)  
Richard Weaver, HaysMac (item 1, Audited Accounts)

**APOLOGIES**

Alan Measures, External Trustee  
Gearoid O'Bravender, Student Trustee  
Adelaide Ribaud, Student Trustee

Verity Robinson, Head of EDI & Belonging  
Claire Stibbon, External Trustee  
Kimberley Kennedy, VP Administration – absent

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| <b>BUSINESS ITEMS</b> |
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**A. WELCOME**

A.1 The Chair welcomed Trustees to the meeting, giving a special welcome to observers and guest speakers.

**B. APOLOGIES FOR ABSENCE**

B.1 Alan Measures, External Trustee  
Gearoid O’Bravender, Student Trustee  
Adelaide Ribaud, Student Trustee  
Claire Stibbon, External Trustee  
Kimberley Kennedy, VP Administration – absent

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

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

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| <b>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</b> |
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**1. ANNUAL AUDITED ACCOUNTS**

- 1.1 Audit successfully completed with HaysMac. Two days of on-site audit work, positive communication, and no major issues reported.
- 1.2 The additional contributions of staff members in preparing the Audit were noted and thanked: Taz Gardner; Paul Holmes; and Beth Pacey.
- 1.3 One adjusted misstatement related to VAT on staff recharges, with the VAT on staff recharges now being applied correctly. Clean audit opinion issued.
- 1.4 Recommendations included better documentation of subvention income arrangements, clarity on PAYE reference usage, and improved payroll reconciliation processes.

- 1.5 **ACTION:** HaysMac to present formal findings and recommendations in the next session.
- 1.6 **ACTION:** The Management Accountant will ensure any minor points from the audit are addressed and documented.
- 1.7 **ACTION:** Trustees will review the audit report and raise any concerns before the next meeting.
- 1.8 **ACTION:** The Management Accountant will coordinate with the OU to clarify subvention and payroll arrangements.
- 1.9 **ACTION:** Staff will respond to advisory points on staff contracts and payroll reconciliation.
- 1.10 **ACTION:** The Chair and President will sign the Auditor Letter of Representation, on behalf of BoT, once the correction from 6 to 9 months is made.

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

- 2.1 Highlights included the launch of the Neurodivergent Student Support Hub, successful Welcome Week events, and updates on student representation.
- 2.2 Three SLT vacancies were mentioned and upcoming co-options, with a decision not to recruit to VP roles until the outcome of the Governance review is agreed.
- 2.2 Concerns were raised about government policy changes affecting OU students, including the Lifelong Learning Entitlement (LLE) and potential fee increases. Risks to OU funding and student access were discussed.

## **7. CHIEF EXECUTIVE REPORT** *(was moved up the Agenda in-between Items 2 and 3, due to Fire Alarm interruption of BoT meeting and the need to save time)*

- 7.1 The report was noted. It has been clarified what affiliation does and does not mean for Clubs/Societies.
- 7.2 A full Risk audit is planned for a summer staff/SLT Away Day workshop, led by the CEO and External member of FRRC.
- 7.3 FRRC will make recommendations on the remuneration for the President and Deputy. The 3-year tender process for the Auditor appointment will start soon.

- 7.4 The contribution of the Marketing and Communications team to a successful rebrand and engaging, and well attended Welcome Week was noted. Reflected in improved student voice at the OU.

### 3. SOCIETIES REVIEW

- 1.11 A framework review of “student opportunities” has been conducted, which includes Clubs, Societies, the Hoot and student volunteer opportunities.
- 1.12 Key challenges identified include:
- the unclear legal status of Clubs/Societies;
  - a lack of clarity on group membership;
  - and insufficient risk management, including expected behaviours and social media use.
- 1.13 Recommendations include:
- clarifying legal structures;
  - improving documentation
  - and reviewing risk and governance processes.
- 3.8 **ACTION:** The EDI and Belonging team will finalise the review report and share with the Board.
- 3.9 **ACTION:** EDI team to develop with staff clearer documentation and risk management expectations for student groups.

### 4. APPOINTMENTS COMMITTEE REVIEW

- 4.1 The Review identified workload, duplication and fairness concerns in the appointments process.
- 4.2 Recommendations included changing the Committee's role to a scrutiny function, reducing committee size, and moving reporting to every six months.
- 4.3 The Board approved the change to a scrutiny-focused committee, but for quarterly reporting to remain, even if a nil report.
- 4.4 **ACTION:** The Head of Student Voice will revise the Appointments Committee terms of reference (ToR) to reflect the new scrutiny role and share with BoT in the MS Teams channel.

- 4.5 **ACTION:** Appointments team to implement a sampling approach for application review, so members do not have to review all applications and to reduce duplication.
- 4.6 **ACTION:** Consider adding an external member to the committee for impartiality.

## 5. GOVERNANCE REVIEW

- 5.1 The Review concluded that the current SLT structure is too large and ineffective.
- 5.2 The three key themes against which Governance effectiveness was assessed were:
- 1) the power to decide;
  - 2) ability to act;
  - 3) and delivery of impact.
- 5.3 The Review recommendations were to:
- pilot a smaller officer team (4–6 roles);
  - clarify roles and responsibilities;
  - and improve induction and decision-making processes.
- 5.4 The Board approved Option 3 (pilot and evaluate).
- 5.5 **ACTION:** Director of Policy & Democracy will implement a pilot structure for SLT with clear officer and representative roles.
- 5.6 **ACTION:** Acting CEO/Director and President will develop a SLT decision-making matrix and role descriptions.
- 5.7 **ACTION:** Acting CEO/Director and President will monitor and evaluate pilot with feedback from SLT and trustees.
- 5.8 **ACTION:** Acting CEO/Director will prepare bylaw amendments for future approval if pilot is successful.

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| <b>STANDING ITEMS</b> |
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**6. FINANCE UPDATE**

- 6.1 The financial position was reported for the start of FY 2025–26. Income: £392,000; Expenses: £368,000.
- 6.2 Positive feedback on the new finance systems (Moss and Xero). Budget holders now receive regular updates, with improved, drill-down reporting and financial controls in place.
- 6.3 **ACTION:** The Finance Update paper was posted separately to the combined meeting papers, so a thread will be reposted and trustees will go in to approve the report on Teams.
- 6.4 **ACTION:** Finance will continue training for budget holders on the new finance systems.
- 6.5 **ACTION:** Finance will maintain regular financial reporting and variance analysis.
- 6.6 **ACTION:** Finance will monitor implementation of professional services budget adjustments.

**7. CHIEF EXECUTIVE REPORT** (*moved up Agenda, after Items 2 and 3*)**8. APPOINTMENTS COMMITTEE REPORT**

- 8.1 Noted on Teams.

**9. STRATEGY REPORT**

- 9.1 The report was noted on Teams.

**10. EDI UPDATE and GROUPS REPORT**

- 10.1 The report was noted on Teams.

**11. STAFFING REPORT**

- 11.1 The report was noted on Teams.

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

### **12.1 BoT Effectiveness & Training survey**

**12.2 ACTION:** Will include in Confidential Minutes.

### **12.3 BoT – Policy Approvals**

There were 6 papers to approve for this meeting but the volume of papers this time made it difficult to navigate. Given this and sickness/absence meaning lower attendee numbers, the decision was made to request approvals from those missing.

**12.4 ACTION:** CEO and Exec. Officer will post a separate thread on Teams to request specific trustee approvals.

### **12.5 SLT Communication**

Concerns were raised about SLT two-way communication and Club events visibility.

**12.6 ACTION:** CEO and Chair will hold a joint listening session with concerned SLT members and trustees.

### **12.7 BoT Away Day**

Trustees agreed that two sessions would be preferred, in the afternoon after BoT meetings in Spring and Summer, to review the Risk Register and Strategy.

**12.8 ACTION:** CEO/Exec Officer will invite staff and SLT to join sessions with the existing BoT, with the 28 April workshop to cover the Risk Register.

**12.9 ACTION:** CEO/Exec Officer will invite staff and SLT to join sessions with existing Trustees for the July 2026 Strategy workshop. The incoming SLT President and Deputy will be offered the option to join as observers.

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

**13.1** Wednesday, 28 January 2026,  
9:30am – 12.30pm, Library Seminar Rooms 1/2

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

| <b>Non-Confidential Action Log</b> |                                                                                                                                                                        |                              |
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| <b>Item in the Minutes</b>         | <b>Action</b>                                                                                                                                                          | <b>Action holder</b>         |
| 1.5                                | HaysMac to present formal findings and recommendations in the next session.                                                                                            | Richard Weaver               |
| 1.6                                | The Management Accountant will ensure any minor points from the audit are addressed and documented.                                                                    | Angus Foy/<br>Andrew         |
| 1.7                                | Trustees will review the audit report and raise any concerns before the next meeting.                                                                                  | All BoT                      |
| 1.8                                | The Management Accountant will coordinate with the OU to clarify subvention and payroll arrangements.                                                                  | Angus Foy/<br>Andrew         |
| 1.9                                | Staff will respond to advisory points on staff contracts and payroll reconciliation.                                                                                   | People Team,<br>Mgmt team    |
| 1.10                               | The Chair and President will sign the Auditor Letter of Representation, on behalf of BoT, once the correction from 6 to 9 months is made.                              | Mark Price,<br>Natalie Baker |
| 3.8                                | The EDI and Belonging team will finalise the review report and share with the Board.                                                                                   | Verity<br>Robinson           |
| 3.9                                | EDI team to develop with staff clearer documentation and risk management expectations for student groups.                                                              | EDI team                     |
| 4.4                                | The Head of Student Voice will revise the Appointments Committee terms of reference (ToR) to reflect the new scrutiny role and share with BoT in the MS Teams channel. | Gareth Jones                 |
| 4.5                                | Appointments team to implement a sampling approach for application review, so members do not have to review all applications and to reduce duplication.                | Gareth Jones                 |
| 4.6                                | Consider adding an external member to the Appointments committee for impartiality.                                                                                     | Gareth Jones                 |
| 5.5                                | Director of Policy & Democracy will implement a pilot structure for SLT with clear officer and representative roles.                                                   | Dan Moloney                  |



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| 5.6  | Acting CEO/Director and President will develop a SLT decision-making matrix and role descriptions.                                                                                                             | Dan Moloney<br>Natalie Baker            |
| 5.7  | Acting CEO/Director and President will monitor and evaluate pilot with feedback from SLT and trustees.                                                                                                         | Dan Moloney<br>Natalie Baker            |
| 5.8  | Acting CEO/Director will prepare bylaw amendments for future approval if pilot is successful.                                                                                                                  | Dan Moloney                             |
| 6.3  | The Finance Update paper was posted separately to the combined meeting papers, so trustees will go in to approve the report on Teams.                                                                          | Beth Pacey<br>All Trustees              |
| 6.4  | Finance will continue training for budget holders on the new finance systems.                                                                                                                                  | Angus Foy<br>Andrew                     |
| 6.5  | Finance will maintain regular financial reporting and variance analysis.                                                                                                                                       | Angus Foy<br>Andrew                     |
| 6.6  | Finance will monitor implementation of professional services budget adjustments.                                                                                                                               | Angus Foy<br>Andrew                     |
| 12.2 | Will include in the Confidential Minutes.                                                                                                                                                                      | Confidential<br>Minutes.                |
| 12.4 | CEO/Exec. Officer will post a separate thread on Teams to request specific trustee approvals.                                                                                                                  | Beth Pacey<br>Samantha<br>Smeraglia     |
| 12.6 | CEO and Chair will hold a joint listening session with concerned SLT members and trustees                                                                                                                      | Beth Pacey<br>Mark Price                |
| 12.8 | CEO/Exec Officer will invite staff and SLT to join an “Away” session with the existing BoT, with the 28 April workshop to cover the Risk Register.                                                             | Beth Pacey<br><br>Samantha<br>Smeraglia |
| 12.9 | CEO/Exec Officer will invite staff and SLT to join sessions with existing Trustees for the July 2026 Strategy workshop. The incoming SLT President and Deputy will be offered the option to join as observers. | Beth Pacey<br><br>Samantha<br>Smeraglia |