

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
6 February 2024**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 6 February 2024 at 9:30am, online via Microsoft Teams.

PRESENT

Michael Bryan, Vice President Administration
Margaret Greenaway, President, and Deputy Chair
Fanni Nicoll, Student Trustee
Mark Price, Chair
Charles Phua, Student Trustee (part)
Anca Seaton, Student Trustee
Claire Wallace, Student Trustee

IN ATTENDANCE

Alison Lunn, Associate Director, Finance & Compliance
Beth Metcalf, Chief Executive
Leanne Quainton, Head of Executive Support and Staff Welfare (minutes)
Jess Smith, Associate Director, Services & Projects

NON-ATTENDANCE

Johnathan Doran, Student Trustee

<p>BUSINESS ITEMS</p>

A. WELCOME

A.1 The Chair welcomed Trustees to the February meeting of the Board. He began by thanking Richard Dobek for his valuable contributions throughout the year. Regrettably, Richard had tendered his resignation from the role of External Trustee.

B. APOLOGIES FOR ABSENCE

B.1 Gareth Jones, Deputy President
Dan Moloney, Director of Engagement
Charles Phua (part)

C. CONFLICTS OF INTEREST

C.1 None

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (10/23/M, 12/23M) were approved.

<h3>SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION</h3>

1. OFFICER TRUSTEE UPDATE

1.1 The paper highlighted the main headlines and issues currently faced by the SLT. Trustees noted the update.

2. BYE-LAW CHANGES

2.1 The proposed amendments to the Bye-Laws were presented to the Trustees, with the first changes pertaining to revisions previously approved at the December Extraordinary Meeting regarding Conference.

2.2 Following trials implemented in July 2023, proposed changes to the composition of the SLT were introduced. The introduction of VP Student Welfare and the split of responsibilities had been a welcome change for the individuals in the roles from a workload viewpoint.

2.3 It was proposed to not continue with the trial for a Postgraduate Research (PGR) representative due to the absence of nominations and feedback from the PGR Team suggesting that, given the workload of PGR students and the lack of remuneration, the role would be impractical.

2.4 It had also been voted to explore the removal of the England Rep role however after a more thorough look through the articles, it became apparent that removing the England rep would not be possible without a change to the articles. Therefore, work has been done to look at the role and identify ways to refine it, ensuring postholders have a clear purpose and direction.

2.5 Two roles that were proposed to be added were a Black, Asian and Minority Ethnic (BAME) Representative and a Sustainability Representative. These posts were deemed most beneficial to the Association's current circumstances for the strategy and the gaps in representation, also alleviating some other remits workload.

2.6 Queries were asked around the role of the VP EDI with the introduction of a BAME Representative and how they would work together. It was advised that the current VP EDI role is one of the larger remits so the BAME Representative would alleviate some of that area and was hoped that they would work collaboratively to support each other. The intention long-term is to explore Liberation Officers representing different protected characteristics to enable the Association to fully reflect its diverse membership. Trustees discussed this further in item 3.

2.7 There was some concern raised about the splitting of VP Engagement and what that would mean on the workload of the role. It was confirmed that the introduction of the Sustainability role plus the changes to the Area Rep remits would help alleviate this.

- 2.8 The Chief Executive clarified that all changes would be going to the Student Leadership Team the coming weekend for approval and discussion before final approval was made.
- 2.9 **RESOLUTION:** Trustees voted and approved the proposed amendments to the SLT composition in the Bye-Laws.
- 2.10 Proposals were made to streamline support for Societies concerning the accounting requirements for maintaining affiliation. Changes would maintain a robust process that safeguards the Association but also making allowances to support those smaller societies in the documents they were required to submit annually.
- 2.11 The second proposed change aimed to expand on the procedures for disaffiliating a Society by introducing a tiered process designed to support Societies encountering difficulties. This adjustment aligns with the existing operational practices, ensuring that the process outlined in the Bye-Laws accurately reflects the current procedures in place.
- 2.12 **RESOLUTION:** Trustees approved both proposals to changes in the Bye-Laws around Societies.

3. CONFERENCE RESOLUTIONS

- 3.1 Conference 2024 will be an opportunity to present resolutions to delegates to vote on potential changes to the Articles of Association. The Chief Executive wanted to initiate these discussions to gauge Trustees views regarding areas identified for further exploration during the Governance Review in 2022. If approved, more comprehensive proposals for final resolution will be brought back to Trustees in April.
- 3.2 A significant area revolved around capacity issues within the SLT and disengagement among team members, resulting in several volunteers stepping down from their roles. Efforts have been made to address this by exploring ways to distribute workload across a larger team without creating undue complexity. Two potential SLT structures were proposed. Both reintroduced a tiered approach with an "Officer Team" comprising of the Vice Presidents with the Faculty, Nations, and other Reps, although still members of the SLT, sitting outside of that. The intention is to prevent overwhelm by allowing individuals to focus on their specific responsibilities and projects, while still being part of the Ensuring no hierarchical structures exist, but rather different roles with distinct mandates and autonomy, would be crucial to addressing past issues. This reorganisation seeks to alleviate volunteer workload and foster a more manageable environment.
- 3.3 One structure introduced three Liberation Officers and removed the VP EDI role. Trustees deliberated this and the role of a VP EDI in light of the Liberation Officers but concluded that retaining VP EDI as a high-level position that sits on the EDI Committee and addresses broader gaps in protected characteristics would be beneficial. A VP EDI would also assist should there be any vacancies within the Liberation Officers/Reps.
- 3.4 **RESOLUTION:** BoT approved further exploration of both structures, taking in account any feedback from the SLT Groups.

- 3.5 **RESOLUTION:** The BoT approved the resolution to change the name of the Central Executive Committee to the Student Leadership Team formally in the Articles.
- 3.6 The third proposal was to amend Article 20 to permit Student Trustees to be appointed for a term of 'up to' two years, rather than a fixed two-year term. This will allow the Association to stagger the terms of Trustees and SLT members, facilitating annual elections with a more focused process on each of the positions. The Chief Executive emphasised that separating the elections would streamline the process potentially increasing engagement by reducing the number of roles and enabling greater emphasis on communication efforts for either the SLT or Board of Trustees.
- 3.7 **RESOLUTION:** The BoT approved the motion for the wording change to allow for SLT/BoT elections to be held in alternative years.
- 3.8 Proposal four was for a motion regarding whether the Association should rebrand its name from "Association" to "Union". It was noted that implementing this change would require significant effort and resources. Comments from Trustees indicated consensus that "Student Union" better describes what we are and would likely help awareness among students.
- 3.9 **RESOLUTION:** The BoT approved the motion of the name change to Student Union, although more work required on the specifics and what would be required.
- 3.10 Proposal five addressed the issue with the vacancy of Council member that had been seen this term, and the significant issues of deputies being unable to attend Council Meetings in their place. The Chief Executive proposed a solution by allowing co-option if the position becomes vacant mid-term, ensuring continuity and representation at meetings. Trustees agreed that this approach was sensible and pragmatic.
- 3.11 **RESOLUTION:** The BoT approved the motion to change the Bye-Law to allow the Council member to be co-opted should the position become vacant mid-term.
- 3.12 **ACTION:** The Chief Executive will work up the final motions following discussion with the SLT and bring back to the April meeting.
- 4. REMMUNERATION POLICY REVIEW**
- 4.1 This item was of a confidential nature and has therefore been reserved to the confidential section of the minutes.
- 5. PARENT LEAVE**
- 5.1 Due to time restraints, this item was taken online.
- 6. SUSTAINABILITY POLICY**
- 6.1 The Associate Director of Projects and Services presented the proposed Sustainability Policy created by the Association's Environmental and Sustainability Working Group. The Environmental and Sustainability Action Plan was adopted in January 2023 and since then the group have been working within the four strands of activity: Impact, Engagement, Policy, and the University. Workshop sessions with the Working Group

along with consultation from student and staff have contributed to the contents of the policy which highlighted the Association's commitment to sustainability.

6.2 RESOLUTION: Trustees approved the policy.

STANDING ITEMS

7. CHIEF EXECUTIVE REPORT

7.1 The report was received.

7.2 The Chief Executive updated on the External Trustee recruitment currently underway. Six applications had been received with a possible one more to come. Shortlisting is scheduled for 12 February with interviews 28/29 February. A recommendation will come to Board for ratification prior to a decision being made.

7.3 The Chief Executive will be reaching out to the SLT asking for interest in taking on the Deputy President role for the remaining four months of the term, with the aim of potentially co-opting someone to fill the position.

8. FINANCE, RESOURCES & RISK COMMITTEE REPORT

8.1 The report was received.

8.2 RESOLUTION: Trustees agreed that following the resignation of Richard Dobek and the Associate Director Finance and Resources due to leave the Association in April, that all FRRRC business will be brought to the BoT for the remaining two meetings of the term while Trustee and staff positions are filled.

9. EDI & GROUPS REPORT

9.1 The report was received.

10. STRATEGY REPORT

10.1 The report was received.

11. STAFFING REPORT

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

UPDATES & DISCUSSION ITEMS

12. ANY OTHER BUSINESS

12.1 Deputy President – The Deputy President was absent from the meeting as he was representing the Association at Parliament, but the Chair expressed gratitude and

acknowledgment for his contributions to the Association throughout the term and previously. Gareth will be joining the staff team from March on a fixed-term contract as Volunteering and Representation Officer.

12.2 Associate Director Finance and Resources – This would be Alison’s final BoT meeting before leaving the Association in April. The Chair thanked her for her invaluable contributions to the Association over the years stating she had been a tremendous support for both students and staff and her departure will be a significant loss to the Association.

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

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13. DATE OF NEXT MEETING

Tuesday 30 April 2024, 9:30am – Hybrid, on Campus and online via Teams

Action Log		
Item in the Minutes	Action	Action holder
3.13	Conference Resolutions: Final motions following discussion with the SLT to be brought back to the April BoT meeting.	Beth Metcalf