

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
31 January 2023**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 31 January 2023 at 9:30am at OU Campus and online via Microsoft Teams.

PRESENT

Michael Bryan, Vice President Administration (part)
Laura Charles, External Trustee
Richard Dobek, External Trustee
Johnathan Doran, Student Trustee
Margaret Greenaway, President, and Deputy Chair
Gareth Jones, Deputy President (excluding item 2)
Sarah Pickersgill, Student Trustee
Mark Price, External Trustee and Acting Chair (excluding item 14)
Anca Seaton, Student Trustee
Claire Wallace, Student Trustee
Fanni Zombor, Student Trustee

IN ATTENDANCE

Gemma Church, Head of Operations (item 6)
Nichola Connolly, WELS FAR – Observer (excluding Item 4, 5)
Alison Lunn, Head of Finance and Resources (excluding Item 5)
Sarah Jones, OUSET Chair (item 6)
Beth Metcalf, Interim Chief Executive (excluding Item 4, 5)
Dan Moloney, Interim Chief Operating Officer (excluding Item 4, 5)
Leanne Quainton, Head of Executive Support and Staff Welfare (minutes)
Lou Robinson, Vice President Engagement – Observer (excluding Item 4, 5)
Jess Smith, Interim Director of Membership Services (excluding Item 4, 5)
Verity Robinson, Head of EDI (items 2,3)

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| BUSINESS ITEMS |
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A. WELCOME

- A.1 The Acting Chair welcomed Trustees to the January BoT Meeting, giving a special welcome to Sarah Pickersgill attending her first meeting as a Trustee since being elected in the By-elections in November. Lou Robinson, VP Engagement and Nichola Connolly, WELS Representative, were also in attendance observing from the Student Leadership Team.

B. APOLOGIES FOR ABSENCE

B.1 Charles Phua, Student Trustee

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (10/22/M) were approved.

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| SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION |
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1. GOVERNANCE REVIEW UPDATE

- 1.1 The interim Chief Executive updated on the progress of the work taking place following the Governance Review in 2021. The proposed changes to the Articles of Association did not reach the 75% threshold at Conference in January 2022, however a lot of the recommendations in the report from Almond Tree included general improvements to our governance and the way the Association is run that could be implemented outside of the Articles. The paper detailed the improvements that have either been implemented or are underway, and highlighted areas where Trustees thoughts and approval were sought before further work was undertaken.
- 1.2 *Recommendation: Student Leadership Team (SLT) to recruit and select deputies for elected representatives whose workloads are unmanageable.* The interim Chief Executive explained that there was already a provision within the Byelaws to allow this and work was underway. Some SLT workloads are proving unmanageable which is resulting in members taking on too much, and in some cases resigning or needing to take a step back. The SLT have been asked whether they would like a deputy to assist them in reducing their workload and a number of members have come forward to request this. This will be a trial initially to assess the outcome.
- 1.3 A Student Trustee raised concern that this may be seen as going against the resolution at Conference and appearing to implement a system despite students rejecting it. It was confirmed that delegation was different to the 2-tier proposal that went to the Conference vote, and it is an alternative temporary resolution to solve the workload issue within the SLT. It was agreed that communications will be important on the perception point of this.
- 1.4 **ACTION:** Interim Chief Executive to consult with Claire regarding communications around this.
- 1.5 *Recommendation: Implement changes to bring expertise into the team, spread workload and support the Deputy President remit to remain part time.* The Deputy President Remit part of this recommendation was discussed in item 3 on the agenda. The second part of the proposal was to investigate introducing new roles on the SLT to alleviate pressure on some of the larger remit roles.
- 1.6 **RESOLUTION:** Trustees approved the recommendation to explore the development of the roles.

- 1.7 *Recommendation: Split the Trustee and SLT elections, to allow them to happen in alternative years.* The interim Chief Executive explained that the proposal was to explore this further with Stone King, the Association's legal provider, to assess the viability and how/if holding elections in alternative years could be viable. This would simplify and make the elections smaller with less roles to vote on at each election, which would in turn, hopefully lead to greater voter turnout while enable a more focused election on the Trustee positions.
- 1.8 **RESOLUTION:** Trustees approved the exploration of the recommendation.
- 1.9 *Recommendation: Recommend Council Member is appointed from within the elected team.* There have been issues with students fully understanding the importance and commitment of this role and has seen postholders resign on recent occasions because they had not been able to fulfil the requirements.
- 1.10 Trustees agreed that this role was vital on the SLT and agreed that experience was helpful to be able to meet the obligations. Concern was raised around the feasibility of an SLT member taking on this remit on top of the role they had been elected for, considering the current workload pressures. A suggestion was made of appointing the Council member instead but there were concerns over the desirability of moving from direct elections.
- 1.11 **RESOLUTION & ACTION:** Trustees approved the exploration of this recommendation with Stone King but to widen the options available to the Association.
- 1.12 **ACTION:** Trustees to let the interim Chief Executive know if they would like to join the Governance Review Group.

2. DEPUTY PRESIDENT CONTRACT

- 2.1 The Deputy President left the meeting for this item.
- 2.2 The Finance, Risk and Resources Committee (FRRC) had considered a paper from the interim Chief Executive at their last meeting around the Deputy President's contract and current workload. Due to the high workload of the Deputy President, the proposal was to temporarily increase the Deputy President's contract from part time, 3 days to full time, 5 days a week to end July 2023. In that time, work would be undertaken to reduce the workload of this role and bring it down to 0.6 FTE. It was also proposed to backdate the increase in salary to October 2022 in recognition of the additional work that the Deputy President has done to date.
- 2.3 Lengthy discussions were had around the role and the workload involved. Questions were asked around whether it remained a part-time role as these issues have been seen by the last few post-holders who had also struggled with workload in a 0.6 FTE position. It was confirmed that the role had increased in workload due to several reasons. Firstly, having volunteering and postgraduate research in its remit which has, and continues to grow significantly. Plus, the vacancies and gaps in the SLT has meant that the Deputy President has felt that he has needed to step up to cover these as he has the integrity and passion to assist as well as the time to do so even though this has meant taking on additional work outside of his remit.

- 2.4 The interim Chief Executive confirmed that the proposals in the Governance Review to introduce new roles to the SLT will help take some of the workload out of the Deputy President's remit. In the months to July, a full review on the Deputy President's remit will be undertaken to reduce it down to the part-time hours and it was hoped that the recommendations to introduce deputies and new roles will all help this. A Student Trustee, pointed out that this may not have the desired effect since the Deputy is currently stating he hasn't the time to commit to these areas anyway. It is the intention to keep the role as part-time to ensure it is kept accessible to students although this will be evaluated as part of the review.
- 2.5 A Student Trustee proposed backdating payment further to August 2022, when the Deputy President started the role. It was felt that Trustees were recognising the full-time hours and work that has been undertaken in that period, therefore the Deputy President should be fully compensated for that. Our HR Trustee pointed out that backdating would have an impact on terms and conditions, for example annual leave, and that the individual has not been asked to work full time. Therefore, a one off payment in recognition of work may be better placed as a gesture of good will.
- 2.6 **RESOLUTION:** Trustees approved to increase the hours to full-time to end July 2023 while work is done to make the workload sustainable for a part-time role from August 2023, and to backdate the payment to 1 August 2022.
- 2.7 **ACTION:** The interim Chief Executive and Head of Finance & Resource to check contract change implications in making the role full-time for the period.
- 2.8 **ACTION:** Interim Chief Executive to work with the Deputy President and others to review the role and make recommendations about the hours from July 2023.

3. INDIVIDUAL REPRESENTATION BUSINESS CASE

- 3.1 The interim Director of Membership Services gave an update on the achievements of the pilot of the Individual Representation service to date, highlighting the real impact it has made in helping those students that have used the service.
- 3.2 The OU have indicated that due to the University's current financial situation, they are unlikely to be able to fund the service for the next academic year. The business case asked Trustees to approve £43,300 from the reserves to fund the continuation of the service until 2023-24 should the university not be able to fund or only part-fund the project. This funding will give more security to the service and allow the team to grow and better promote the support available to students.
- 3.3 Trustees all agreed of the importance of this service and the continuation of it is vital in offering that support.
- 3.4 **RESOLUTION:** The BoT approved the funding from the reserves to enable the continuation of the Individual Representation Service for the next financial year, 2023-24.

4. SENIOR MANAGEMENT REMMUNERATION REVIEW

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

4.2 The observers, interim Chief Executive, interim Chief Operating Officer, and interim Director of Membership Services left the meeting for this item.

5. CHIEF EXECUTIVE APPOINTMENT PANEL REPORT

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

4.2 The observers, interim Chief Executive, interim Chief Operating Officer, interim Director of Membership Services and Head of Finance & Resources left the meeting for this item.

6. BID FOR OUSET DONATION

6.1 Gemma Church, Head of Operations and Sarah Jones, OUSET Chair joined the meeting for this item.

6.2 VP Administration and the interim Chief Executive declared a conflict of interest due to being OUSET Trustees.

6.3 OUSET had requested a donation from the Association at the July 2022 BoT meeting but had been tasked by Trustees to come back with an improved, more detailed plan of where the money will be spent with measurable outcomes before a donation could be considered. Since then, OUSET have tightened criteria of awarding grants and created a fundraising strategy that will work towards OUSET's financial sustainability.

6.4 The proposal asked the Association for a donation of £100k to support the delivery of its strategic objectives in 2023-24 and implementing the recommendations from the fundraising strategy of, building a CRM (Customer Relationship Management) system, developing OUSET specific messages, and investing in fundraising. This would involve either employing a fixed term Senior Fundraising Officer or using a consultant to conduct the work. The second request was to agree an annual donation from the Association, based on the TOTUM card sales.

6.5 A Trustee raised a query regarding the amount of reserves kept by OUSET and the typical cycle of receiving legacy donations. The Head of Finance and Resources confirmed that income from legacies was unpredictable so it could not be used to forecast what future income might be. The OUSET Chair highlighted that as the student population gets younger, the amount of legacy donations received is likely to reduce for the foreseeable . OUSET continues to keep a level of reserves because it remains financially unstable due to having no dependable income. This cash injection to carry out the fundraising strategy would stabilise income coming in and enable the reserves to be used to promote the service and support more students.

6.6 A query was asked regarding the Association being able to use the resource of a fundraising manager. OUSET Chair felt that as the Association had no current fundraising strategy, it would not be appropriate although the success of the post will be measured, and data will be shared with the Association that will be beneficial if/when the Association investigates fundraising.

6.7 Head of Operations reiterated the KPI's that will be measured as part of the strategy included awareness, reach, number of grants and funding raised. It was thought that

a return from the fundraising manager would be seen after their first 18-24 months in post, and consultants confirmed this timescale.

- 6.8 Trustees were happy that there was now a plan for OUSET going forward and felt that supporting the charity was in line with their charitable aims.
- 6.9 **RESOLUTION:** Trustees approved the £100k donation to OUSET.
- 6.10 **RESOLUTION:** The Board agreed in principle to donate the commission earned from the sale of TOTUM cards to OUSET, starting with the current year 2022-23. This will be reviewed, and a decision made annually as part of the budget setting process.

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| STANDING ITEMS |
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7. CHIEF EXECUTIVE REPORT

7.1 The report was received.

8. SOCIETIES COMMITTEE REPORT & TERMS OF REFERENCE

8.1 The report was received.

8.2 **RESOLUTION:** The Terms of Reference was approved, and the committee will now report to the SLT rather than BoT.

9. FINANCE, RESOURCES & RISK COMMITTEE REPORT

9.1 The report was received

9.2 **RESOLUTION:** Trustees approved the finance software contract awarded to Iplicit.

10. STRATEGY UPDATE

10.1 The report was received

11. EDI & GROUPS REPORT

11.1 The report was received

12. STAFFING REPORT

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

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| UPDATES & DISCUSSION ITEMS |
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13. OFFICER TRUSTEE UPDATE

- 13.1 The President, Deputy President and VP Administration gave an update on the last quarter within the Student Leadership Team (SLT). SLT member engagement was the big issue with a number of the team struggling to engage and commit to the roles resulting in the workload falling on the rest of the team. It was hoped that the proposals in the Governance paper would help this, plus looking at procedures and policies regarding SLT members taking a break and removing members that were not engaging. Longer term it was agreed that communication for the role descriptions needs to be more balanced and honest around detailing the true factors of the role, including the not so appealing areas.
- 13.2 The OU's budget cuts were also raised and the impacts this will have on the Associations budget. The interim Chair confirmed that he and the Chief Executive will be meeting with PVC students to gain more details about the extent of the cuts and will let the SLT know as soon as any details have been given.

14. CHAIR APPOINTMENT

- 14.1 The Acting Chair left the meeting for this item.
- 14.2 **RESOLUTION:** Trustees voted in favour of Mark Price becoming the permanent Chair of the Board of Trustees.

15. ANY OTHER BUSINESS

- 15.1 Conference Working Group – Due to the OU's finance implications, it will be likely that changes will be required to how Conference 2024 is delivered therefore a request was made for Conference to be discussed earlier than the scheduled Autumn, to be able to give the group sufficient time to fully look at options.
RESOLUTION: This was agreed to be started in the Spring, initial proposals to be explored by Senior Management Team. Johnathan Doran expressed an interest in being involved.

ACTION: Interim Chief Executive to begin seeking Trustee's views on Conference to bring discussion paper to Spring Board meeting.

- 15.2 Advance payments to students – The OU's new finance software no longer allows the OU to make advance payment to students to allow them to attend meetings. Alternative options have been tested to get around the issue, but it has not been sufficient and has meant that many students have not been able to attend committee meetings. Claire Wallace and the Chief Executive are continuing discussions with the University.

16. DATE OF NEXT MEETING

Tuesday 25 April 2023, 9:30am – Hybrid, on campus and online via Teams

| Action Log | | |
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| Item in the Minutes | Action | Action holder |
| 1.4 | Governance Review - Acting Chief Executive to consult with Claire on any communications | Beth Metcalf/Claire Wallace |

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| 1.11 | Governance Review – Widen the scope of the review into the Council Member | Beth Metcalf |
| 1.12 | Governance Review – Trustees to let the interim Chief Executive know if they would like to join the Governance Review Group. | All Trustees |
| 2.7 | Deputy President Contract: Check implications to DP's contract in making it full time. | Beth Metcalf/Alison Lunn |
| 2.8 | Interim Chief Executive to work with the Deputy President and others to review the role and make recommendations about the hours from July 2023. | Beth Metcalf/Gareth Jones |
| 15.1 | Interim Chief Executive to begin seeking Trustee's views on Conference to bring discussion paper to Spring Board meeting. | Beth Metcalf/ All Trustees |