

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
18 October 2022**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 18 October 2022 at 9:30am at OU Campus and online via Microsoft Teams.

PRESENT

Michael Bryan, Vice President Administration
Johnathan Doran, Student Trustee
Margaret Greenaway, President and Deputy Chair
Gareth Jones, Deputy President
Mark Price, External Trustee and Acting Chair
Anca Seaton, Student Trustee
Claire Wallace, Student Trustee
Fanni Zombor, Student Trustee

IN ATTENDANCE

Luke Ashby, Civica (Item 2)
Laura Charles, Observer (excluding Item 15)
Richard Dobeck, Observer (excluding Item 15)
Ben Halton, Civica (Item 2)
Alison Lunn, Head of Finance and Resources (excluding Item 14)
Beth Metcalf, Interim Chief Executive (excluding Item 14)
Dan Moloney, Interim Chief Operating Officer (excluding Item 14)
Darren O'Connor, James Cowper Kreston (Item 1)
Leanne Quainton, Head of Executive Support and Staff Welfare (minutes)
Jess Smith, Interim Director of Membership Services (excluding Item 14)

<p>BUSINESS ITEMS</p>

A. WELCOME

A.1 The Acting Chair welcomed Trustees to the first meeting of the 2022-24 term. Richard Dobeck and Laura Charles were in attendance observing the meeting as incoming External Trustees following a recruitment exercise. Their positions were due to be officially ratified at the end of the meeting.

B. APOLOGIES FOR ABSENCE

B.1 Charles Phua, Student Trustee.

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (07/22/M) were approved.

SECTION B: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

1. 2021-22 END OF YEAR ACCOUNTS & FINANCIAL STATEMENTS

- 1.1 Darren O'Connor, Partner at James Cowper Kreston, the Association's auditor was in attendance online to present the end of year accounts and financial statements for Trustees approval.
- 1.2 The audit, carried out in August-September 2022 had gone well with no major issues raised. Trustees received a summary of the financial results for the year.
- 1.3 The reserves currently held by the Association were highlighted as showed lower than previous years due to the large pensions liability which was explained in the accounts as a liability due to be repaid over 16 years. Taking this liability out however, left a high level of reserves and Darren suggested that a short explanation of the reasons behind why would be a helpful addition for the reader, as well as for Trustees to consider whether this level of reserves was required. The Head of Finance and Resources clarified that reserves were higher than usual due to the reduction in expenditure during Covid. She warned that reducing it would result in a negative balance sheet position. A query was made as to whether the pensions offset funds needed to be readily available or if a sum could be put into a long-term high interest savings account. Darren confirmed that the pensions liability should be kept separate and that the pensions overflow should be planned for in the accounts, however Trustees may decide it beneficial to put some of the reserves into a longer-term deposit. The Chair agreed that it was timely to look at the reserves and investments policies and to bring it back to a future meeting.
- 1.4 The 'Other Trading Activities' figure was highlighted which showed the OU Students Association Shop trading at circa £79k - just under the £80k ceiling of corporate taxable events within a charity. Darren warned that this should be monitored carefully to ensure it remained under that threshold otherwise to ensure that the appropriate tax liabilities were in place. The Head of Finance and Resources confirmed that this was closely monitored as it would not be feasible for the Association to offset the cost of corporation tax unless a substantially higher revenue was received from the shop.
- 1.5 Darren summarised the rest of the accounts and audit letter for Trustees information.
- 1.6 **RESOLUTION:** Trustees approved the Trustees Report and Financial statements for the year ended 31 July 2020 and the signing of the letter of Representation.

2. CANDIDATE ADVISOR APP

- 2.1 Luke Ashby and Ben Halton were in attendance from Civica to present a proposal for a Candidate Advisor App to be used for Association elections. The proposal was as investment opportunity to help develop the app that would in-turn save money and increase voter turn-out in the future. Luke highlighted that the main issue with any elections was engagement and voter turnout, and this app would help in presenting

candidate information in a way that's accessible and easy to engage with, ultimately helping to increase voter participation.

- 2.2 Luke and Ben ran through a demo of the app and the functionality the app would offer. The investment from the Association would be £10k which would give 2 years' worth of use of the app followed by £10k annual per year operating fee.
- 2.3 Questions were asked around reassurances that this app would build engagement, expectation of the increase in voters, app accessibility, and the research undertaken.
- 2.4 Luke and Ben left the meeting.
- 2.5 Discussions were had in the room with a general uncertainty around the benefits that this investment would result in. Trustees agreed that concrete financial proposals were required with details of cost and exactly what the investment would include. Trustees would want to see more focussed research around a disengaged electorate and how much this app would help.
- 2.6 **RESOLUTION & ACTION:** Trustees voted in favour of looking into this further with Civica and to request more detail to enable them to make an informed decision. The interim CEO to take forward.

3. FINANCE, RESOURCES & RISK COMMITTEE (FRR) REVIEW

- 3.1 The Head of Finance & Resources brought the groups Terms of Reference for review and approval and gave an update on the business brought forward from the 2020-22 term.
- 3.2 **RESOLUTION:** Trustees approved the change to quoracy, to include the one non-Trustee (n.b this decision was made following the decisions to increase the BoT membership onto the FRR to 5 members and the scheme of delegation in item 4). The amendments to the schedule of works were also approved.
- 3.3 **RESOLUTION:** Charles Phua, Fanni Zombor and Laura Charles to join the Committees membership.
- 3.4 The Head of Finance and Resources updated on the projects ongoing reminding Trustees to comment on the options regarding the evaluation of Senior Management roles that had been put online. She also asked for expressions of interest from the Board in being part of the project team for implementing a new cloud hosted finance software or whether they were happy with a fully delegated staff team.
- 3.5 **RESOLUTION:** Anca Seaton to join the project team.

4. SCHEME OF DELEGATION

- 4.1 The Interim Chief Executive reported that a recommendation that came out of the 2021 external governance review was to create a scheme of delegation to formally record the authority the Board have delegated to each subcommittee or individual carrying out duties on their behalf. A Scheme of Delegation was presented that suggested some changes to authority for Trustees to discuss and approve.

- 4.1 **RESOLUTION:** Good Governance & Democracy: The FRRRC to approve the annual review of finance policies and procedures where no material changes have occurred. The Safeguarding Panel to approve the Safeguarding Policy Annual Review where no material changes have occurred.
- 4.2 **RESOLUTION:** Human Resources Management: The Chief Executive to make staffing changes below departmental management level within the allocated staffing budget. Chief Executive to approve small scale redundancies of up to 5% of overall staffing team.
- 4.3 **RESOLUTION:** Financial Management: Clarification that only spends of over £10k outside of already allocated budgets were required for approval by the Board. Reports to be received by the Board annually from all subsidiary's (Ouset).
- 4.4 **RESOLUTION:** Equality, Diversity & Inclusion: A quarterly report to come to the Board as a standing item.
- 4.5 **RESOLUTION:** Societies, Clubs and Groups: The Societies Committee to report to the Trustees as a standing item and further work to be completed around processes and a term of reference to be produced and brought to the Board.
- 4.6 A discussion was had around the requirement for a Company Secretary following Alison Lunn standing down. It was clarified that all administrative work was being covered by a range of staff and overseen by the Chief Executive. Trustees agreed that having one individual would be preferable however the conflicts of interest in the Company Secretary role acting as an advisor to the Board did cause issues. Assurances were made that the administrative functions were assigned and if advisor support was needed, it could be appointed from outside through our legal, HR or financial advisors.
- 4.7 **RESOLUTION & ACTION:** To continue with current approach and anything to note regarding the Company Secretary duties to be added to the Chief Executive report for Trustees information.
- 4.8 **RESOLUTION:** The rest of the Scheme of Delegation was approved without discussion.

5. SCHEDULE OF WORK

- 5.1 The Interim Chief Executive presented the schedule of work, created to support the Board to ensure they are meeting all requirements for reporting, compliance, oversight and understanding of the Association and business carried out on their behalf. It will help ensure good governance, identify risks and opportunity, and provide support where required, allowing the BoT to focus its attention on continuous improvement of the Association Charity.
- 5.2 **ACTION:** Conference planning to be added in Autumn 2023. Behaviours and Values Policy to be brought forward to Summer 2023.
- 5.3 **RESOLUTION:** The Schedule of Works was approved.

STANDING ITEMS

6. CHIEF EXECUTIVE REPORT

- 6.1 The Chief Executive updated on the Governance Review recommendations, stating that although none of the resolutions met the 75% threshold at Conference, there were some improvements that were non-constitutional that have been applied to working processes. These included the introduction of the FRRRC, the Central Executive Committee now being referred as the Student Leadership Team, the complaints process had been improved and the Appointments Committee have made changes to their internal process. A small group has met with Julian from Almond Tree looking at further areas of priority and a proposal will be brought back in January 2023.

7. SOCIETIES REPORT

- 7.1 The report was received.

8. GDPR WORKING GROUP UPDATE

- 8.1 The report was received

9. APPOINTMENTS COMMITTEE REPORT

- 9.1 The report was received

10. APPOINTMENTS COMMITTEE TERMS OF REFERENCE

- 10.1 **RESOLUTION:** With minor amendments stated in the Teams discussion, the Terms of Reference was approved.

11. STRATEGY UPDATE

- 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.

UPDATES & DISCUSSION ITEMS

13. OFFICER TRUSTEE UPDATE

- 13.1 The Officer Trustees on the Board (President, Deputy President and VP Administration) gave an update on current issues faced by the Student Leadership Team, workload and vacancies within the team, and works and projects currently taking place.

13.2 A Trustee congratulated the new style reports for the CEC meetings which were vastly improved.

13.3 The Chair asked the Officer Trustees to let the Board know when extra support was required of the BoT.

14. CEO DISCUSSION

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

15. CO-OPTION OF TRUSTEES

15.1 Richard Dobeck and Laura Charles left the meeting for this item.

15.2 **RESOLUTION:** Trustees approved the Co-option of Richard Dobeck and Laura Charles as External Trustees on the Board.

16. ANY OTHER BUSINESS

16.1 2022-24 Meeting Dates: Proposed dates were posted in Teams. If there are no further comments, they would be confirmed.

16.2 Strategy Away Day and Christmas Party: Taking place 2–3 December. Trustees are all invited and to confirm attendance ASAP if not already done so.

16.3 Teams: Trustee Information is being posted in Teams and Trustees are to make sure they are going in and keeping up to date. Request to mark with a 'thumbs up' if read. **ACTION:** Teams is a new, evolving space so please let the staff team know of any improvements to the way of working. Leanne to add a 'For Action' tab.

17. DATE OF NEXT MEETING

31 January 2023, 9:30am – Hybrid, on campus and online via Teams

Action Log		
Item in the Minutes	Action	Action holder
2.6	Candidate Advisor App – Obtain more detail from Civica around investment proposals and focused research.	Beth Metcalf
4.8	Scheme of Delegation: Include any items relating to Company Secretary tasks to the CEO Report	Beth Metcalf
5.2	Schedule of works – Suggested changes to be made	Beth Metcalf
16.3	Continue to improve the Teams space as a way of working. Add an 'For Action' tab	Leanne Quainton