

**OPEN UNIVERSITY STUDENTS ASSOCIATION
BOARD OF TRUSTEES (BoT)
10 October 2023**

MINUTES

Minutes of the meeting of the Board of Trustees (BoT) held on 10 October 2023 at 9:30am, on OU Campus, Milton Keynes and online via Microsoft Teams.

PRESENT

Michael Bryan, Vice President Administration
Richard Dobek, External Trustee
Johnathan Doran, Student Trustee
Margaret Greenaway, President, and Deputy Chair
Gareth Jones, Deputy President
Fanni Nicoll, Student Trustee
Sarah Pickersgill, Student Trustee
Mark Price, Chair
Charles Phua, Student Trustee
Anca Seaton, Student Trustee
Claire Wallace, Student Trustee

IN ATTENDANCE

Siobhan Holmes, Partner, Haysmacintyre (item 2)
Alison Lunn, Associate Director, Finance & Compliance
Beth Metcalf, Chief Executive
Tom Mitchell, Project Manager (item 14)
Tom Murdoch, Stone King (item 5 & 14)
Leanne Quainton, Head of Executive Support and Staff Welfare (minutes)
Jess Smith, Associate Director, Services & Projects
Amy Undrell, Head of Strategy & Insight (item 3)

<p>BUSINESS ITEMS</p>

A. WELCOME

A.1 The Chair welcomed Trustees to the October meeting of the Board.

B. APOLOGIES FOR ABSENCE

B.1 None recorded.

C. CONFLICTS OF INTEREST

C.1 Johnathan Doran – Item 5

D. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

D.1 The Minutes (07/23/M) were approved.

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

1. OFFICER TRUSTEE UPDATE

- 1.1 The Deputy President highlighted the headline issues currently faced by the SLT, focussing on the Societies and the suspension of the Space Society due to non-compliance. This action was following the submission of their 2021-22 accounts showing inaccuracies and the later discovery that their bank account had been locked. Despite the substantial support provided by the Associate Director, Finance and Compliance to address the issues, suspension was deemed the only recourse in accordance with the Byelaws. Challenges related to banking and reporting do arise within Societies when key members resign, prompting the Deputy President to encourage a review into the financial requirements placed on Societies as well as the level of control and support provided. Given that the Byelaws have been in place for many years, it may be that a standardised approach no longer works. The Associate Director, Finance & Compliance will be meeting with the Chair of the Space Society next week to discuss next steps and VP Administration has reached out to the Chair of the Societies Committee to discuss whether a review is required to ensure the process is robust enough to prevent this happening again.
- 1.2 **ACTION:** Review of the bye-laws/procedures linked to Societies to be reviewed and any recommended changes brought to the next meeting.

2. STATUTORY FINANCIAL STATEMENTS 2022-2023

- 2.1 Siobhan Holmes, from Haysmacintyre joined the meeting to present the financial statements and end of years accounts. This was the first year of the new auditors and Siobhan praised the team for the effort and work required into producing such a thorough set of accounts. She advised that Haysmacintyre will be issuing an unqualified opinion on the financial statements, subject to the confirmation on the cash balances from Natwest, and the signing of letter of representation, financial statements and completion of the post balance review, all of which are imminent.
- 2.2 During the audit planning stage, the key risks that were identified included revenue recognition, management override and opening balances, but there were no issues requiring attention to be brought back to the Trustees. Siobhan highlighted the areas around key accounting and estimates, stating that there had been no concerns identified around these areas either, however it was important for Trustees to be aware of the areas involving judgement. These were listed as depreciation of tangible fixed assets, donated services and pension liabilities.
- 2.3 Trading income was highlighted, and the proximity to the £80,000 threshold, which would render the Association liable for corporation tax. It was noted that measures have been implemented to prevent surpassing this threshold however this must

remain to be monitored, and if required, exploration into establishing a separate subsidiary if required and viable.

- 2.4 Siobhan provided an overview of the audit's examination of IT controls, mainly in relation to accounting software. Haysmacintyre were pleased to report that there were no control weaknesses to bring to Trustees attention. The utilisation of data analytics software was also highlighted, which further contributed to a robust audit, assuring Trustees of the thoroughness and reliability.
- 2.5 A query was asked around the pension liability. Siobhan gave an illustrative example of a client exiting their scheme, going from a liability position to an asset position. It was acknowledged that this would not be straightforward for the Association due to the contract with the USS, and the exit amount would be notably substantial. This matter to be kept on Trustees radar for ongoing consideration. The level of the Associations reserves were also raised and Siobhan confirmed that the Association has a robust reserves policy in place, ensuring current compliance.
- 2.6 **RESOLUTION:** Trustees approved the Trustees Report and Financial Statements to the year-end July 2023.
- 2.7 **RESOLUTION:** The forecast income and expenditure statement to 31 July 2024 and cashflow forecast to 30 November 2024 was reviewed as part of the Association's going concern assessment.
- 2.8 **RESOLUTION:** Trustees approved the Letter of Representation.
- 2.9 **RESOLUTION:** Trustees noted the Audit Findings Report
- 2.10 Siobhan left the meeting.

3. STRATEGY PERFORMANCE REPORT

- 3.1 The Head of Strategy and Insight joined the meeting and presented on the key highlights from the previous strategy (2019-2023). Over the last four years, there has been a notable increase in engagement with service and resources, including support groups, website & The Hoot. A significant achievement during this period was the development and implementation of the Individual Representation service. Listening and understanding student needs formed part of the Association's medium-term objective in the inform and support strand. The introduction of the Annual Membership Survey further facilitated gathering views and opinions from the wider student body. As part of the Influence and Transform strand, relationships were established with OU's Government & External Affairs Team and with policy teams in the UK nations offices, manifestos have been produced for parliamentary elections in Scotland, Wales & Northern Ireland, and the development of manifesto for life-long learning.
- 3.2 Moving forward to the new strategy, 16 ideas for KPI's were proposed. Trustees were asked to share their thoughts on the proposals and additionally, on the suggestion of including specific targets on some of the KPI's.
- 3.3 Trustees welcomed the idea of a dashboard to help with positioning. There was consensus that the introduction of targets and goals would be beneficial, particularly in areas such as elections where sufficient baseline information was available.

3.4 A request was made for inclusion of a concise summary of matters for the Board's attention in the Board papers – to mirror the verbal review given in the actual meeting.

3.5 The Head of Strategy and Insight will keep Trustees updated in the Teams space.

4. BOT ANNUAL EFFECTIVENESS REVIEW

4.1 The Chair initiated the discussions, emphasising the importance of ongoing measurement and exploration of areas of improvement. A specific concern was the lack of involvement in the Teams space at times, posing challenges in reaching quoracy for approval and impacting the overall levels of engagement.

4.2 Trustees had a full discussion regarding the use of Teams, highlighting challenges associated with having multiple log-ins, causing access issues to the Association space. A suggestion of emailing Trustees whenever there was content for approval or comment and designating days when staff would post, so Trustees knew the days when their attention would be needed.

4.3 **ACTION:** Those Trustees having access issues with Teams to contact Alison, who will look into with IT.

4.4 **ACTION:** Beth/Leanne to enquire about preferences of engagement, i.e., email, text, personal email. Ascertain whether issues are with Teams or whether additional training is required for Trustees to assist with engagement.

5.5 A Trustee raised the lack of discussions within the BoT and questioned whether this might be from Trustees not being as well-informed as they could be, or due to constraints on time and space for thorough discussions. Other comments were that items tend to come to the Trustees after undergoing rigorous discussions and work in other committees and groups, therefore indicating trust in the work done by others, makes it challenging for Trustees to pick up on any potential issues.

5.6 **ACTION:** Trustees to continue the discussions in the Teams space.

5. TRANS INTERSEX & NON-BINARY INCLUSION STATEMENT & PLANNED ACTIONS

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

STANDING ITEMS

6. CHIEF EXECUTIVE REPORT

6.1 The report was received.

6.2 **ACTION:** Trustees to go into Teams and approve/comment all outstanding items.

7. FINANCE, RESOURCES & RISK COMMITTEE REPORT

7.1 **RESOLUTION:** The Terms of Reference was approved.

7.2 **RESOLUTION:** Gareth, Richard and Claire to sit on the working group looking at a review of risk management.

8. **VOLUNTERR POLICY**

8.1 **RESOLUTION:** The updated policy was approved.

9. **SCHEDULE OF WORKS & SCHEME OF DELEGATION**

9.1 **RESOLUTION:** The updated documents were approved.

10. **VALUES & BEHAVIOUR POLICY**

10.1 **RESOLUTION:** The updated policy was approved.

11. **APPOINTMENTS COMMITTEE REPORT**

11.1 The report was received.

11.2 A Student Trustee raised concern over the Appointments Committee and the lack of communication, increased workload on volunteers and how the Committee was generally not working as well as it had in previous years. The high number of vacancies was also highlighted and whether rolling recruitments would help fill vacancies quicker with the possibility of staff taking on a bigger role in what is essentially, an operational process. The CEO agreed that a review into workload, process and the technology used, was required.

11.3 **ACTION:** Claire to speak to Beth further to agree a timescale for a full review of Appointments Committee.

12. **EDI & GROUPS REPORT**

12.1 The report was received.

13. **STAFFING REPORT**

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

UPDATES & DISCUSSION ITEMS

14. **CONFERENCE 2024**

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

15. **ANY OTHER BUSINESS**

15.1 Student Trustee Resignation – Sarah Pickersgill had notified the Chair that she will be resigning from her position on the BoT due to work and study commitments. Trustees extended their thanks for her time and input into the Board and wished her well for the future.

15.2 **RESOLUTION:** Due to the length of time remaining in the current term; potential cost, and the remaining complement of Student Trustees, the Trustees decided against holding an election to fill the vacancy. This will be brought back for discussion if circumstances change.

16. DATE OF NEXT MEETING

Tuesday 6 February 2024, 9:30am – Hybrid, on Campus and online via Teams

Action Log		
Item in the Minutes	Action	Action holder
1.2	Officers Update - Review of the bye-laws/procedures linked to Societies to be reviewed and any recommended changes brought to the next meeting	Michael Bryan/Alison (to disseminate to Pete Turner and Nigel Patterson)
4.3	BoT Annual Effectiveness Review - Trustees having access issues with Teams to contact Alison, who will look into with IT.	BoT/Alison
4.4	BoT Annual Effectiveness Review - Beth/Leanne to enquire about preferences of engagement, i.e., email, text, personal email. Ascertain whether issues are with Teams or whether addition training is required for Trustees to assist with engagement.	Beth/Leanne
6.2	Chief Executive Report - Trustees to go into Teams and approve/comment all outstanding items.	BoT
11.3	Appointments Committee Report – Beth/Claire to liaise regarding review for the Appointments Committee	Beth/Claire