



ALMOND TREE
STRATEGIC CONSULTING

OPEN UNIVERSITY STUDENTS ASSOCIATION

GOVERNANCE REVIEW FINAL REPORT

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Executive summary

The Open University Students Association (the Association) is genuinely unique as a charity, with both distinctive governance requirements arising from its status and role as a students' union and from the characteristics of the OU and its student body.

While the focus of this report is necessarily on areas for improvement, we find key strengths in the Association's governance, in particular in: levels of commitment; many experienced and skilled individuals in student roles, on the Board of Trustees and amongst the staff; effective practices (with room for improvement), good foundations for further improvement in equality, diversity and inclusion and effective safeguarding practice. While the Association's bicameral governance structure introduces complexity, we believe this is justified and, if run effectively in practice, will add significant value, although there are other aspects of the Association's governance that we consider unnecessarily complex.

In our view, a critical failing in the Association's governance lies in poor behaviours (in particular by a number of students), which are not being consistently or effectively challenged. We believe this is fundamentally undermining the good governance of the Association and constitutes the most significant barrier to equality, diversity and inclusion (EDI) in the Association's governance. The result is that the Association's governance is not modelling its own values, which erodes trust eroded and damages relationships.

In addition to addressing behavioural governance and EDI issues in governance, we have identified opportunities to improve governance structures and processes to improve effectiveness overall. This includes a wide-ranging restructure and refocusing of student leadership and representation, electoral reforms, improvements to the makeup and conduct of the Board of Trustees, developing an effective committee structure and the introduction of AGMs to replace the business element of the biennial conference. Our primary recommendations are summarised in the five sections below and an outline implementation programme is provided at Appendix 3.

Behavioural Governance

We propose a four-layered approach to addressing behavioural governance comprising:

- A. **Establishing clear expectations (page 11)**, in particular through more effective codes of conduct and policies, effective disciplinary and complaints procedures that incorporate informal resolution mechanisms and clear schemes of delegation.
- B. **Nurturing effective behaviours (page 12)**, in particular through consistent and effective leadership, team building, reinforcing effective behaviours and transparency and openness.
- C. **A zero-tolerance approach (page 12)**, including early and supportive intervention/challenge, open-mindedness, removal of unacceptable material from online forums and robust sanctions for persistent and deliberate poor behaviour.
- D. **Regular support and review (page 13)**, including independent expert advice and training/coaching.

Equality, Diversity and Inclusion

There is an important and synergistic relationship between the imperative of improving EDI and behavioural governance. Breaking this cycle is, therefore, a critical requirement for addressing EDI in the Association's governance. To support improvement of EDI in the Association's governance we recommend:

- E. **Busting the "myth" of experience (page 15)**, emphasising the need for students to have the right skills and experience for the role, wherever that derives from, rather than requiring experience in roles within the Association or the OU.
- F. **Promoting engagement to underrepresented groups (page 16)** alongside general promotion of roles to students, including emphasising the support available to student officers and representatives.
- G. **Redesigning roles to reduce workload (page 16)** and managing OU expectations and requirements.

- H. **Developing and promoting progression pathways (page 16)** with support for students to build their engagement from entry-level roles to more senior positions.
- I. **Reforming electoral processes (page 16)**
- J. **Deep listening (page 16)** with students to understand and respond to barriers to participation.

Student Leadership and Representation

While the Association is genuinely unique, there is also much to be learned from other students' unions on how to structure effective student leadership and representation. We believe there is scope for a wide-ranging restructuring and redesign of processes to support more effective and agile governance and our key recommendations are as follows:

- K. **Restructure (page 17)** to a two-tier structure of a Student Leadership Committee of elected officers and a wider Student Representation Forum of elected and appointed student representatives to spread the workload, with a central mechanism to allocate representational roles more equitably.
- L. **Limit Terms (page 19)** to 6 consecutive years (4 in any one role) for a range of student leadership and representational roles (potentially linked to the development with other Students' Associations of a network of experienced student leaders and representatives who coach, mentor and support the organisational development of different bodies and have an active mandate to share and exchange good governance practice).
- M. **Refocus (page 19)** agendas more sharply on student matters, such as policy positions and campaigns, with more active agenda planning and follow-up of actions.
- N. **Reform elections and appointments (page 20)** including independent scrutiny of both election rules and conduct of elections, review/design of roles, maximum transparency in appointments, increased support for candidates, addressing barriers such as videos, lengthy voter information and hostile hustings and separating elections from conference/AGM.
- O. **Enhancing transparency and accountability (page 21)** through enhancements to communications and the introduction of regular effectiveness reviews.
- P. **Optimising support (page 22)** through more interactive and role specific induction and training with a stronger emphasis on on-going team building (which will be critical to the future success of the Association).

Board of Trustees

We have not identified any critical failings in the Board of Trustees but there is room for improving its effectiveness, in particular to reduce disruptive turnover of Trustees and refocus the Board's work programme. Our key recommendations are:

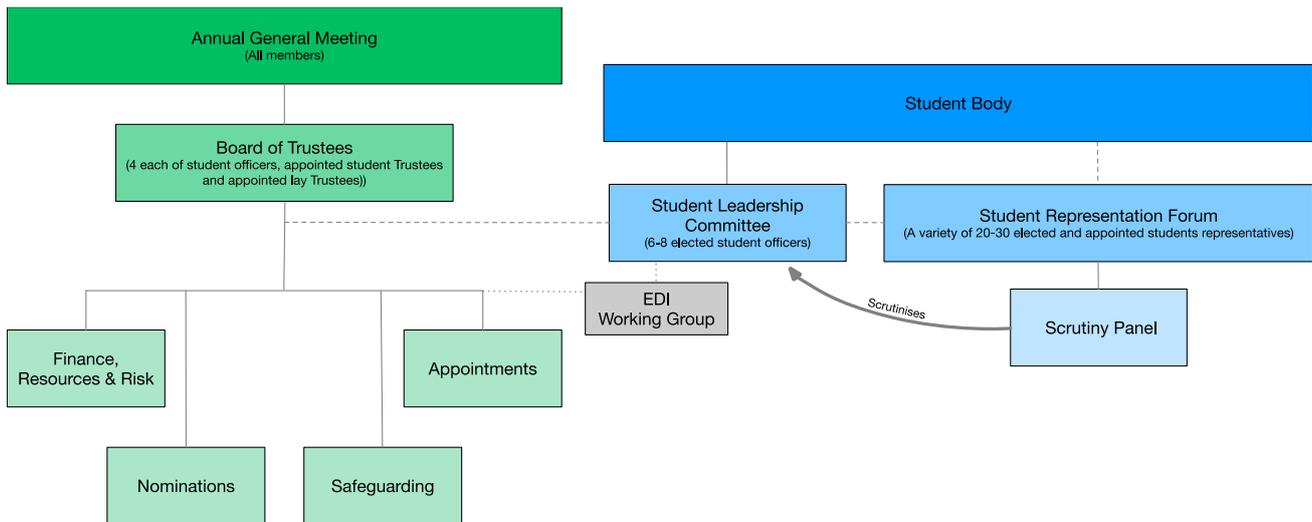
- Q. **Adjusting the composition of the Board (page 23)** to 4 each of ex-officio student officers, appointed student trustees and appointed lay (external) Trustees. Increasing the term of office of lay Trustees to 3 years and reducing the maximum time anyone can be a Trustee to 6. We propose a robust mechanism for appointing Trustees using open, competitive processes with role descriptions and person specifications to ensure the right balance of skills and experience.
- R. **Refocusing Trustee meetings (page 24)** on strategy and performance, governance and finance (not operational detail), with higher quality reports and a rolling forward programme of work.
- S. **Establishing a committee structure (page 24)** comprising the Appointments Committee and a Finance, Resources and Risk committee, plus a Nominations Panel and a Safeguarding Panel.
- T. **Optimising Trustee development and support (page 26)** to increase the emphasis on team building, strategy review and horizon scanning.
- U. **Enhancing accountability and transparency (page 26)** through enhancements to communications and the introduction of regular effectiveness reviews.

Conference (General Meetings)

The vast majority of inputs to our review clearly indicate that the current biennial conference is not effective in governance terms and does not represent good value for money. We, therefore, recommend:

- V. **A more traditional (but online) Annual General Meeting (page 27)** with a two-part agenda (company law business and informal policy debates), which should be completely separated from the community building aspects of the current Conference.

Taken together, our recommendations for both the Board and Student Leadership are illustrated in the recommended governance structure below.



We recognise that many of the structural and process changes proposed in this report will require further debate within the Association, more detailed design and significant changes to the Articles of Association and Byelaws. Where we make detailed recommendations, we accept that there is often scope for optimising the detail; we have given our view as a starting point for detailed consideration and, in many cases, to illustrate the general principles behind our recommendations.

Conclusions

The Association is a unique and valued organisation and accordingly it generates fierce commitment and associated passions. The difficulties and challenges described during our review demonstrate that dysfunctional behaviours left unchecked have the potential to undermine the Association’s purpose and the affection with which it is held by current and former members and active participants alike.

Our recommendations suggest the solution lies in actively modelling and reinforcing the values of the Association and translating these through specific actions and adjustments to positive, professional behaviours. Structural change, while it can help, will not be a sufficient solution to address these issues. That lies in establishing shared understanding of acceptable behaviours, focusing on common organisational purpose and creating a mutually supporting extended team to share and cover the very high workload.

The Association has a vast potential network of participants with a wide range of skills and experiences. Its challenge is to attract and leverage the very best of its members’ abilities to help address the findings of the Culture Review which triggered this review. From our interviews, it is clear that the talent, desire and aspiration to achieve such an outcome is strong. Effective leadership, especially in modelling positive professional behaviours, will be vital and it will be equally important for that leadership challenge to be owned and shared by all members. All should encourage each other to conduct themselves courteously and professionally to embody the values of the Association.

Introduction and context

In November 2020, following the findings of a 2019/20 Culture Review, The Open University Students Association (The Association) commissioned Almond Tree Strategic Consulting Limited to conduct an independent review of its governance. This report sets out the findings from that review and our recommendations arising from those findings.

The Association, having recently changed its form of governance, is established as a Company Limited by Guarantee (number 12031028) registered as a charity in England and Wales (number 1183837) and in Scotland (SC049546). In the year ending 31 July 2020 the Association 2018 received income of just over £2.1m (of which just under £1.8m is in the form of a block grant from the Open University) and spent just over £1.5m and had unrestricted reserves of just under £0.6m.

Its charitable objects are the advancement of education of students at the Open University for the public benefit by:

1. defending the principles of equal opportunity and of open access to the Open University regardless of academic qualifications or financial circumstances;
2. promoting the interests and welfare of students at the Open University during their course of study and representing and supporting students;
3. being the recognised representative channel between students and the Open University and any other external bodies;
4. asserting that all students studying with the Open University have the right to have their views heard and acknowledged by the Open University; and
5. providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students.

The Association is a Student Union for the purpose of the Education Act 1994. In common with many students' unions, the Association has a relatively complicated bicameral governance structure comprising:

1. The Board of Trustees comprising 3 ex-officio elected student officers, 6 elected student trustees and 3 "external" trustees. All Trustees serve 2 years terms of office up to a maximum of 8 years. There are three committees of the Board: Remuneration, Appointments and Safeguarding.
2. A Central Executive Committee (CEC) comprising 7 student officers, the second Student Member of the OU Council, 5 Area Reps and 5 Faculty Reps, all of whom are elected to two-year terms of office.

All elections are held on a one-member-one-vote basis amongst Student Members who comprise all current OU students (who are over 18 and have not opted out of membership), students holding elected office and some former students who have been granted either a limited extension to their membership. Additionally, the Articles provide for honorary life members, associate members (students aged under 18) and the Immediate Past President of the Association to be student members who cannot vote or hold elected office. Election rules are reviewed in the run up to biennial elections. Byelections are required to fill vacancies in elected roles.

The Association's Governing documents comprise the Articles of Association of the Company (dated 2019) and Byelaws made under the Articles (dated May 2020). These documents are subject to 4 yearly reviews, commencing in 2022. Amendment of the Articles of Association requires a Special Resolution of the Company Law members, at least 75% approval of Student Members voting at a biennial or extraordinary Conference (which constitute the Associations General Meetings) and approval of the OU Council. The Company Law Members of the Association are the Trustees of the Association.

The association employs 36 permanent staff and two elected student officers (President and Deputy President) and works with around 650 student volunteers performing a wide range of roles.

Methodology

The methodology agreed for this review comprised the following key elements:

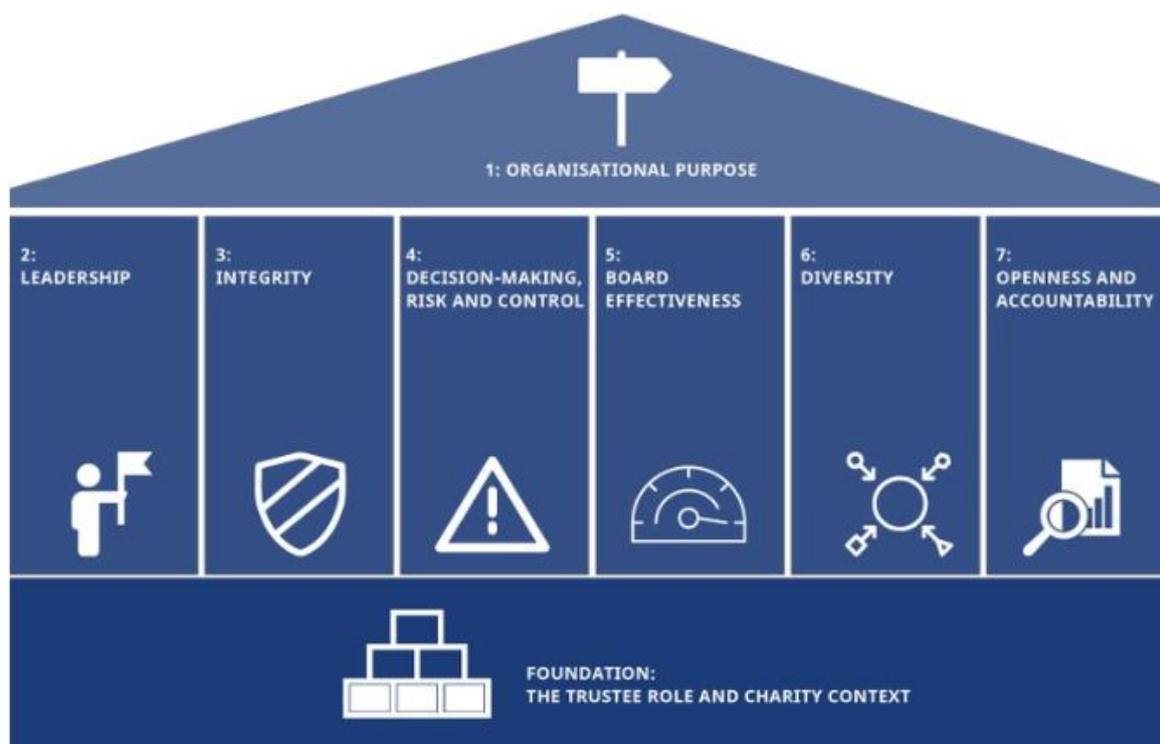
1. **Research** – including desk-based review of a wide range of documentation and information provided by the Association, discussions with senior staff and our own online research, including to review arrangements at a random selection of 10 other university students' unions in England (Appendix 1 provides a high-level summary of the relevant points from this comparator research).
2. **Regular Working Group discussions** – with a Working Group comprising the President, the Vice-President (Administration), an external Trustee (Mark Price), the Chief Executive and, until her retirement, the Deputy Chief Executive (Student and Staff Engagement).
3. **An online Survey** completed by 11 of the 12 Trustees, 12 of 14 CEC members (who are not also Trustees) and 10 of 12 members of the staff management team which covered: a short, tailored skills audit and a general governance review survey broadly structured to align with the [Charity Governance Code](#). An interim presentation of the analysis and findings from the survey was presented to the Working Group on 18 February 2021, a copy of which is provided as Annex A. This report established the key lines of enquiry for subsequent exploration in the later phases of the review.
4. **Observation** of a half day of the business part of the CEC weekend in February 2021 and of the Board of Trustees Meeting in February 2021.
5. **Key Informant Interviews** – confidential interviews of around one hour in length conducted in February/March 2021 with 7 managers, 9 Trustees, 8 CEC members (who are not also Trustees) and 5 further students who have been involved with the Association in various elected and volunteer roles. The framework of interview questions used is provided at Appendix 2.
6. **Analysis and Reporting** – analysis of all the above evidence leading to preparation and submission of a draft of this report to Working Group for discussion on 25 March 2021 followed by presentation of a finalised version to the CEC, Board of Trustees and other groups as appropriate.

The Charity Governance Code

As stated above, our review has been structured to align with the 2020 revision of the Charity Governance Code (CGC), which is intended for use by charities in England and Wales. The CGC is intended as a tool to support continuous improvement in charity governance (it does not attempt to reproduce all legal requirements). Its application is described in the preamble to the Code as “apply or explain”; charities are encouraged to meet the principles and outcomes of the Code by either *applying* the recommended practice or *explaining* what they have done instead or why they have not done so.

The CGC is structured around seven principles, which build on foundational assumption that a charity and its Trustees are meeting their legal and regulatory responsibilities. The structure of the code showing this foundation and the seven principles is illustrated in the diagram below.

The recommended practice in the CGC for larger charities (the most applicable version to the Association) is extensive (over 100 key outcomes and recommended practices). Moreover, the Association is genuinely unique as a charity, with both distinctive governance requirements arising from its status and role as a students' union and from the characteristics of the OU and its student body. We have not, therefore, conducted a full compliance check against all the codes recommendations and instead have focussed on the 7 principles and versions of the key outcomes adapted to the unique circumstances of the Association.



Source: Charity Governance Code 2017, updated 2020

Findings and Recommendations

The following sub-sections set out our findings, based on the evidence gathered through the methodology described above. These are presented under 5 principal headings:

- Behavioural Governance
- Equality, Diversity and Inclusion
- Student Leadership and Representation
- Board of Trustees
- Conference (General Meetings)

Each subsection first presents our summary findings following by recommendations for change/improvement, including identifying the principal evidence on which these are based.

As is inevitable in reviews of this nature, the bulk of this report focuses on identifications of weaknesses or failings in governance and recommendations for improvements. We want to make clear that, while we consider there to be significant weaknesses and a few failings in the Association's governance there are also significant strengths. The key strengths we have found from the evidence presented to us are:

- Levels of commitment to both the purposes of the Association and to its good governance amongst Trustees and student leaders and representatives are very high. There appears to be a clear purpose to the Association's work and a shared understanding of that.
- The Association's governance benefits from many experienced and skilled individuals on the CEC and in other student roles, on the Board of Trustees (which has relatively few skills gaps compared to other charities with similar sized boards that we have worked with) and amongst its staff.
- For the most part the Board of Trustees operates effectively albeit with some weaknesses to address.
- Levels of probity appear high (e.g. in management of conflicts of interests, private benefit etc.) and there is a strong commitment to public trust and confidence in charities.

- There appear to be some good foundations in place for further improving equality, diversity and inclusion in the Association’s governance.
- Safeguarding practice in the Association appears sound.

In our view, these strengths provide a solid foundation on which the Association can build to address the findings outlined below and develop more effective and inclusive governance for the benefit of students.

Behavioural Governance

Amongst the many tenets of charity governance, the concept of behavioural governance, has gained considerable prominence as a new approach that, in recent years, has led to a shift in the way corporate governance is considered (including in charities). It arose principally in response to the financial crisis of 2008/9 and has become more important in considerations of charity governance since the various high-profile cases of the last decade that illustrated issues such as fundraising, safeguarding and charity failures. Its origins lie in the recognition that, on the face of it, banks (in 2008/9) and charities (in the last decade) while being some of the most highly governed institutions (in terms of structures and processes), and which appeared to be meeting governance standards, nonetheless had fundamental flaws arising from the behaviours of the people involved in their governance.

Behavioural governance recognises that, while effective structures and processes can enable good governance, effective behaviours are essential for that to be realised (conversely, effective behaviours can be undermined by poor structures and processes). Characteristics of strong behavioural governance include:

- A clear understanding of the roles of the people and bodies involved in governance.
- Appropriate deployment of knowledge, skills, experience and judgement.
- Independent thinking.
- Questioning of assumptions and established views.
- A supportive decision-making environment.

As illustrated in the graphic below, in some ways behavioural governance is a development of the agency theory of governance. Agency theory, when applied to charities, defines key roles of the Board as being to monitor performance on behalf of beneficiaries and to implement controls to ensure that those delivering the charity’s services do so in the best interests of beneficiaries rather than narrowly pursuing their own self-interests. As such it places a heavy emphasis on structure and process.



Consideration of behavioural governance in the last 10-12 years has, therefore, led to an increased emphasis on the personalities of the people involved in governance, the balance of relationships and group dynamics alongside recognition of the importance of structure and processes.

Summary findings

Everyone we encountered during this review was passionate about the Association and what it is there to do for students. However, this passion appears to spill over into inappropriate behaviours (albeit often unconsciously).

Based on the evidence we have seen, the Association is experiencing significant failures in behavioural governance. This is evident in the detail of the responses to the survey (particularly the narrative comments made by respondents), from the Key Informant Interviews and from discussions with the Working Group, all of which pointed to poor behaviours that are not being consistently or effectively challenged. There are likely to be a number of reasons for this inconsistent challenge including: a desire to avoid conflict; fear of an aggressive/defensive response; a belief that it is someone else's job to challenge (whereas it should be everyone's); the idea that the person "can't help it" or "is just like that"; and, in some cases, the view that the behaviour is justified or has an understandable reason (whether that is objectively the case or not). The result, however, is that most people do not believe that the Association's governance is modelling its own values, which erodes trust eroded and damages relationships.

The large majority of those interviewed, for example, spoke of poor behaviours amongst a number of students using language words such as "bullying", "toxic", "horrific", "hostile", "aggressive", "combative", "horrible", "attacking", "vile" and "macho". We recognise that such language is often used hyperbolically and so asked interviewees for evidence, which they were all able to provide through specific examples.

It is interesting to note that less evidence of poor behaviours was provided by Trustees, those who do not use social media and those who might be characterised as less "threatening". We conclude that the poor behaviours principally manifest on social media (including in many cases on platforms outside the scope of the Association's moderation/control) and within student leadership structures (i.e. in the CEC and electoral processes) rather than within the Board of Trustees or amongst staff. In addition, most report that much of (though not all) the poor behaviour arises from students who have had long standing involvement with the Association, including Honorary Life Members.

We heard clear evidence of many highly effective relationships between staff and Trustees/CEC members. We also were told of a few instances of a complete breakdown in relationships both between some CEC members and between some CEC members and some staff, characterised by comments such as "I don't/can't talk to ...". Moreover, there appear to be some characteristics of a culture in some relationships between staff and CEC members that resembles what we have witnessed previously in political bodies such as local authorities and the Civil Service, whereby each feel the other is trying to pursue their own agenda (perhaps also that the other has more power) and that each feel the other does not understand their role (e.g. students do not feel staff understand the importance of their role in supporting the students' agenda and staff feel students do not understand it is not their role to manage and direct the staff).

The Association does not seem yet to have taken on board the findings and recommendations of the 2019/20 Culture Review and we found no real sense of a "One Team" approach (albeit there are examples of good team working between groups of individuals). Moreover, a significant minority of interviewees felt that the behaviour of some students is driven more by their own self-interests (e.g. to sure up their own power base for re-election) rather than the interests of beneficiaries

We do not wish to give the impression that everyone is behaving badly, most respondents refer to a disproportionately influential minority whose behaviours, while not representative of the majority, nevertheless have a significant and detrimental impact on the work of the Association and tend to dominate the overall experience of working in the Association, in particular for CEC members and many staff.

It should also be borne in mind that this review took place 9-12 months into the period of severe disruption arising from the Covid-19 pandemic, which has had implications for the well-being of most people. This, together with the practical implications of people not being able to meet in person to build/cement effective working and personal relationships, will inevitably have had negative impacts for interpersonal interactions and empathy. Nevertheless, the evidence from the Culture Review and our interviews shows that the behavioural concerns we have identified existed to a significant extent before the onset of the pandemic.

In our view, these poor behaviours are fundamentally undermining the good governance of the Association and constitute a significant barrier to equality, diversity and inclusion in the Association's governance (see next sub-section).

Recommendations

To address this, we recommend a multi-layered approach to establishing and promoting effective behaviours as well as challenging and ultimately sanctioning inappropriate behaviours. In our view, the key building blocks for promoting effective behavioural governance are as follows:

- A. **Establish clear expectations:** the Association needs to have in place a suite of policies that clearly establish what are considered to be effective and unacceptable behaviours and the consequences that can arise where unacceptable behaviours are found. Much of this is already in place, although there is room for refinement, as follows:
 - a. Codes of Conduct for Trustees, CEC members and student representatives and volunteers. The Association already has these in place (the latter is included in the volunteer policy and agreement) although it is not easy to find out what consequences flow from not complying and how non-compliance will be challenged/established. Therefore, we recommend these, and other documentation referred to below, should be reviewed, in the light of our recommendations, with input from a specialist in organisational development and conflict resolution.
 - b. Effective disciplinary and complaints procedures that include both informal precursors to formal procedures and mechanisms for recognising malicious and vexatious complaints. Again, the Association already has these in place, but they do not include precursor informal mechanisms for resolving matters before formal investigatory procedures are commenced nor it is clear how complainants and the subjects of a complaint will be supported through the process.

We do not consider it is appropriate to include the detailed procedures in the byelaws of the Association. Such an important policy would be simpler to find and use if separated from the byelaws, with the byelaws giving weight to its application and making clear the how the outcomes impact on matters such as membership, suspension from roles etc. Therefore, we recommend a separate policy should be extracted from the current byelaws and further developed, with input from a specialist in organisational development and conflict resolution.

- c. Clear and agreed schemes of delegated authorities for everyone involved in the governance and operations of the Association (staff, Trustees, CEC members and student representatives and volunteers). This should include both an overarching description of roles and delegated authorities and specific role descriptions/terms of reference for individuals and committees/working groups. The latter are largely in place, but the former is not, and we recommend such a comprehensive overarching scheme of delegations should be developed.
- d. Clear and agreed policies for behavioural expectations (and associated sanctions) in key media/forums where poor behaviours are known to manifest, in particular social media and in electoral processes. We are aware that a social media policy is in an advanced stage of

preparation and was adopted at the January CEC meeting, (albeit it has been some time in development) and we recommend it should be fully adopted as soon as possible. It is also worth considering developing a further policy on appropriate behaviour for members and candidates in electoral processes, as these appear to be a particular flash point for poor behaviour, alongside social media and forums.

- e. A regular programme of review and revision for the above policy framework to ensure it remains fit for purpose as circumstances and experience evolve. We understand this is not currently the case and recommend that such a programme be developed and followed.

B. Nurture effective behaviours and relationships: it is never sufficient to rely on sanctions for poor behaviours when seeking cultural change; modelling, promoting and acknowledging effective behaviours is essential to achieve the desired change. This requires:

- a. Consistent and effective leadership from the Board of Trustees, Student Leaders and staff, each of whom need to model the change they wish to see in others.
- b. Time set aside for team building amongst the student leadership and Board of Trustees, each involving staff to help establish shared understandings of roles and responsibilities, as well as behavioural expectations. Having a clear sense of common endeavour is likely to have the biggest impact on behaviours within these groups.
- c. Being seen to “reward” effective behaviours through recognition and praise (without it becoming superficial or patronising).
- d. Transparency and openness in the way the Association operates to establish trust amongst the wider student body. For example, broadcasting CEC meetings could be a good way to show students what the CEC does and to encourage more appropriate behaviours (through enhanced accountability).

C. A zero-tolerance approach to poor behaviours: the policy framework recommended above should include effective and consistent mechanisms for challenging and sanctioning poor behaviours and the Association should adopt a zero-tolerance approach – no inappropriate behaviour should ever be left unchallenged. The zero-tolerance regime needs to be sensitively and constructively applied (otherwise it risks perpetuating the confrontational behaviours it seeks to address) and it must recognise that there are different types of poor behaviour (unconsciously poor, consciously poor and unavoidably or understandably poor). Key features of a zero-tolerance approach should include:

- a. Sensitive early intervention to avoid issues festering before exploding and to support and educate those whose behaviours are unconsciously poor (and hence who could modify their behaviour if the reasons why it is not acceptable are explained together with guidance on appropriate behaviour). This should include informal approaches to resolving complaints before formal investigative processes are invoked.

There should only be a limited degree of latitude and support for those whose poor behaviours may arise from unavoidable reasons. Equally, there should be appropriate challenge to ensure the individual in question understands minimum (e.g. occupational health) expectations, which may dictate that in some circumstances it would not be appropriate for them to take part if their situation means they cannot function professionally.

- b. Everyone involved needs to have an open-minded and trusting attitude, avoiding becoming quickly defensive when challenged and trusting that the motivations of others are constructive and positive (this will need to be a conscious trust at first until experience enables the approach to become embedded as the new culture).

- c. Relentless removal of offensive and unacceptable material from social media and other platforms run/moderated by the Association or, if that cannot be resourced, the complete cessation of those platforms. Recognising that much of the inappropriate material on social media occurs in spaces outside the control of the Association, and that transgressions there cannot be addressed in this way, redress for poor behaviour in those spaces should be addressed through robust sanctions (including bans from holding office and loss of membership).
- d. Robust sanctions for persistent and deliberate poor behaviour including the ultimate sanctions of removal from office, permanent or temporary bans from future participation, loss of membership or honorary statuses, blocking on social media/forums, etc. We recognise that these are already in place, but we understand they are rarely used (largely due to reluctance on the part of disciplinary panels), despite the apparent prevalence of poor behaviours.

We recommend that all disciplinary panels should include a mixture of students and non-students (e.g. Lay Trustees or other independent members) and in many cases it will be helpful for them to be supported by independent specialist advisors. All disciplinary panel members should complete mandatory training before taking part in any disciplinary hearing and there should be more detailed written guidance/procedures on the process by which disciplinary hearings are conducted. Ultimately, there is no point in having sanctions available if they are never used (particularly when poor behaviours are known to be a concern). Timidity in dealing with offensive behaviours only leaves the “offenders” feeling confident that they can act with impunity; that, in effect, their actions are condoned.

- D. **Regular support and review:** the Association should keep its approach to development of culture and promotion of effective behaviours under regular review both internally and with independent support from time to time. It may also be necessary or appropriate to engage expert independent support for elements of the proposed approach (e.g. to develop effective policies, facilitate team building and provide training or coaching to enable those involved to develop effective ways of operating and challenging).

In addition, we believe that a number of structural changes both in student leadership and representation and the Board of Trustees will support the development of more effective behaviours and these are set out in subsequent sub-sections of this report.

Equality, Diversity and Inclusion

The Charity Governance Code sets out the rationale for the importance of equality, diversity and inclusion (EDI) in charity governance as follows:

Addressing equality, diversity and inclusion helps ... make better decisions. This requires commitment, but it means that a charity is more likely to stay relevant to those it serves and to deliver its public benefit. Recognising and countering any imbalances in power, perspectives and opportunities in the charity, and in the attitudes and behaviour of trustees, staff and volunteers, helps to make sure that a charity achieves its aims.

All trustees have the same responsibility for the charity, so they must have equal opportunity to contribute to decision making. ... diversity, in the widest sense, is important because it creates more balanced decision making. Where appropriate, this includes and centres the communities and people the charity serves. This increases the charity's legitimacy and impact. Equality and diversity are only effective and sustainable if the board works to be inclusive, ensuring that all ... are welcomed, valued and able to contribute.

Boards that commit to equality, diversity and inclusion are more likely to set a positive example and tone for the charity by following an appropriate strategy for delivering its purpose and setting inclusive values and culture.

Summary findings

As noted above, the Association has been working hard to improve EDI, has made notable progress in some areas and has good foundations in place for further improvement. It is clear from the Key Informant Interviews, however, that there remains significant room for improvement. The perception of interviewees is that the association is not a welcoming environment for a more diverse range of students and that Black, Asian and Minority Ethnic (BAME) and young students are particularly under-represented. The limited data available broadly supports this, although we cannot be definitive. There is also a common view that there is under-representation amongst students who are either studying full time or who have significant non-study responsibilities such as employment, family or caring. The key barriers to improved EDI in the Association's governance identified through our research appear to be:

- The poor behaviours discussed above, which makes the Association an unwelcoming place and puts people off getting involved (there is good evidence of this from turnover in some roles and dropouts from electoral processes), particularly so for people who are more introvert and/or vulnerable. There is also some anecdotal evidence of a racist dimension to some of the poor behaviours identified, particularly on social media.
- The workloads required of student officers and representatives (CEC members in particular) and the times and locations of OU meetings (9-5 on weekdays often at short notice and usually in Milton Keynes – although the pandemic-enforced shift to online meetings may yield a more accepting attitude towards remote engagement in future). There is also an attitude from some in the Association that student leadership roles are, and should be, full time roles and if that excludes some that is a price worth paying to ensure the Association can do most for students.
- The apparent heavy emphasis by many in the participating electorate (including some student office holders and representatives) on a need for “experience” as a qualification for election/appointment, which is often narrowly interpreted as meaning a need for experience in the Association or even in the specific role, rather than having transferable experience and qualifications/skills relevant to the role (whether or not that derives from experience in the Association).

- The electoral system itself, which is perceived by many to perpetuate a “clique” and which includes requirements that create barriers for some (e.g. the hostility of hustings, requirements for videos, lengthy paperwork etc.). As Isobel Hardman makes clear in her book *Why we get the wrong politicians*, it is a design flaw in the system not a problem with the electorate. In the context of the Association, we consider that there are aspects of the electoral process that encourage participation (both in standing for election and in voting) of certain personality types and discourage others. We recognise that the one member one vote system introduced a few years ago has, with some success, helped to redress the balance here. However, with a relatively narrow slice of students participating in elections (in which the “clique” is likely to be over-represented) and the behavioural barriers to participation exemplified earlier, the clique is still able to be perpetuated, albeit to a lesser extent.
- The fact that student roles are currently designed by the incumbent student officers/representatives, which leaves the system open to abuse by people seeking to design roles for themselves and/or “share out” roles between themselves (both of which were cited in many interviews as at least perceived “abuses” of the current system).
- A lack of understanding of the roles on offer, what the Association does and what it offers to students who get involved.

Recommendations

In our view, there is an important and synergistic relationship between the imperative of improving EDI and the behavioural issues discussed above. Improving EDI will be a key factor in addressing the poor behaviours (new approaches and attitudes should make embedding a more positive culture easier) and better behaviours will make improving EDI easier (because the behaviours are a barrier to wider engagement). Moreover, there is a common view amongst interviewees that the current “robust” culture is self-perpetuating in the sense that it “trains” people to respond in more robust ways thus perpetuating the culture. From the evidence we have seen, this is a characteristic of the Association’s culture that undermines the higher aspirations and values of the association. It should, therefore, be a key focus for improvement and is a driver for most of our recommendations. Breaking this cycle is a critical requirement for addressing EDI in the Association’s governance. It will require a more positive and supportive culture shaped by improved individual behaviours and consistent application of the Association’s values through structures and processes that, while requiring some refinement, already largely exist.

Tackling the behavioural issues in the ways recommended above will be important to help address EDI issues. Equally, taking other steps to enhance EDI in the Association’s governance will form part of a necessary “pincer movement” to break the cycle. Our recommendations in this and subsequent sub-sections seek to address the barriers to EDI identified above. In particular, we recommend the following approaches (beyond the recommendations made above) to reducing barriers to more diverse and inclusive engagement of students in the Association’s governance:

- E. **Bust the myth of “experience”**: in our view any absolute “requirement” for extensive experience to access elected or senior appointed roles in the Association is bogus. Firstly, other student unions appear to operate effectively with student officers and representatives drawn from a predominately young student body who usually do not remain at the university beyond 3-4 years. Secondly, the OU is blessed with a wealth of students who have highly relevant experience from their lives, such as involvement in committees and boards and wider engagement with higher education. In our view, while it is reasonable to expect candidates for roles to demonstrate that they have relevant experience or skills, the Association should make it clear that significant experience of the OU or of the Association is not a pre-requisite. Such an approach should include publicising the existing and growing diversity of engagement (including some CEC members who have not been involved for very long) to dispel the persistent perception of the “clique”. The “acid test” should be whether any experience requirement for a specified role is objective, defensible and does not unreasonably exclude prospective candidates from standing.

- F. Promote engagement to under-represented groups:** the Association should continue to specifically target communications that promote involvement to under-represented groups within the student body, based on a robust analysis to determine what those groups are. This should include raising the profile of role models and publicising the support available for those who may need it to discharge their role (because of disability, confidence, limited direct experience of the Association etc.). Such targeted communications should be on top of more general increased promotion of opportunities to the student body at large. We do not favour quotas or earmarked roles on either the Board of Trustees or the CEC, although if our recommendations on restructuring student leadership and representation are implemented there may be a place for some protected roles in the student leadership and representation structure (see section on Student Leadership and Representation).
- G. Redesign the roles to reduce workload:** the very heavy workload facing most CEC members, combined with the time and location requirements placed on student representatives by the OU, constitute structural barriers to improved EDI that must be addressed. Ways to help address the issue are included in our recommendations for restructuring student leadership and representation below, including ensuring that roles are not designed by the “incumbents”. The question of OU requirements/expectations is less straightforward, although its impact will be reduced if workloads overall are tackled. Nonetheless, the Association should maintain constant pressure on the OU to remove this structural barrier to EDI, including retaining the option for students to join meetings online, even when in person meetings resume.
- H. Develop and promote progression pathways:** work is already underway to create clearer progression pathways for student involvement in the Association, including creation of micro-volunteering roles. We recommend that this work should be given greater impetus to ensure that both the myriad entry points for students to get involved are widely publicised and understood, and to make clear from the outset the progression options available to students who take up entry-level roles, both to stimulate interest in deeper engagement and to enable those who are interested to know what is available to them. This should include expanded opportunities to observe students already involved in action, both at the CEC and the Board of Trustees, and to shadow as many other roles as possible.
- I. Reform electoral processes:** we recommend a range of actions to address the structural barriers election processes place on extending EDI in the next sub-section of this report.
- J. Deep listening and response:** a number of interviewees expressed the view that the Association is not welcoming of diversity, in some cases citing specific practical or attitudinal barriers. A deep listening exercise with students from under-represented groups to identify specific barriers and ways to address them would be a practical way to address both isolated and systematic issues. Specialist independent support from an EDI expert is likely to be of value in pursuing this and other recommendations in this sub-section.

Student Leadership and Representation

The Association, in common with all other students’ unions, proclaims itself to be an organisation for students, run by students. It is also, for a variety of reasons, unique amongst students’ unions in the UK, most notably because the size and make-up of the student body is dramatically different from all other UK universities. Key points of differentiation in this regard are:

- The total number of students (over 170,000).
- The majority of students are studying part time and at a distance across a wide geographical area, including beyond the UK.
- A much higher than average number of mature students, although the demographics of the student body are shifting more towards younger, full time learners.
- A higher proportion of disabled students.

- 75% of OU students are in work.
- A significant proportion of students are long-term or lifelong learners who remain in the OU student body for much longer than would be the case at other universities (sometimes for decades).

Therefore, how the Association organises its student leadership and representation is of critical importance to its governance and operations and is likely to be significantly different from the mainstream of UK university student unions, albeit there is much that can be adapted from practice in other unions.

Summary findings

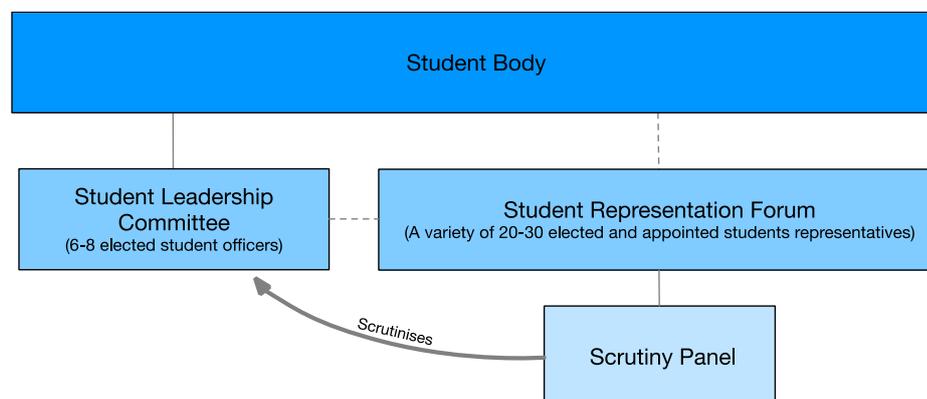
The large majority of those who have contributed to this review appear to consider that significant change is required in how the Association’s student leadership and representation is structured and operates. As outlined above, there is little or no sense that the current arrangements foster a team approach; some even feel the CEC is divided into factions. There is a strong body of opinion, particularly amongst those who are newer (though not necessarily new) to the Association, that the CEC is cumbersome, lacks agility and is risk averse. Moreover, many feel that the current arrangements are not sufficiently transparent or understood by the wider student body. Key issues identified that contribute to these broad conclusions are as follows:

- The heavy workloads of CEC members.
- The size and composition of the CEC (the balance of opinion is that it is too big).
- The balance between continuity (institutional memory) and turnover (fresh thinking) is too skewed towards the former.
- The CEC is focussed on the wrong things and there is a lack of clarity over the respective roles of the CEC and the Board of Trustees.
- Electoral processes are not as free and fair as they should be.
- The work of the CEC, and the Association more generally, is not communicated to students clearly, creatively or frequently enough.
- CEC members are not sufficiently accountable for their work.
- Support for CEC members and student volunteers is not currently optimal.

Recommendations

To address these issues, we recommend the following substantial changes to how student leadership and representation operates:

- K. **Restructure student leadership and representation:** in our view a significant restructuring of the way student leadership and representation is organised is necessary to help address a range of concerns including the heavy workloads on CEC members, the agility and responsiveness of the CEC, the quality of relationships within the CEC and the balance between continuity and turnover. Our proposed student leadership structure is illustrated below.



In particular, we propose the following specific changes:

- a. Adopt a two-tier structure for student leadership and representation comprising:
 - i. A smaller CEC (but renamed to reflect more clearly its role – perhaps Student Leadership Committee or similar) composed of around 6-8 elected student officers including the President, Deputy President and Vice-Presidents with specific portfolios, as appears to be the most common approach in other students' unions. This group should be elected by the student body as now and should operate in a more agile way. Workload is an important consideration here as are EDI issues, which may be exacerbated if either paid roles or sabbatical requirements were extended (e.g. students not being able to extend their courses or take time away from employment). Accordingly, roles need to be designed and scaled to be manageable for volunteers on top of their existing commitments. To achieve this, a more equitable mechanism for allocating (or turning down) requests from the OU for student representatives on various groups/meetings is also necessary (this is addressed in recommendation b).
 - ii. A wider second tier of student representatives (perhaps "Student Representation Forum" or similar) to support delivery of the Association's student-led agenda, composed to ensure representativeness across both study discipline and demographic factors perhaps including Faculty Association Representatives (FARs), Area Association Representatives (AARs), Student Representatives on the OU Senate and Council, "School Association Representatives" to support the FARs, representatives from each of the BAME, Disabled Students and Pride groups and other underrepresented groups and possibly representatives of other student interests (such as international, full time students, Carers etc).

The size of this group (perhaps around 20-30 students in total) would need to be sufficient to ensure there are enough people to share the workload much more equitably, including reducing the burden on the Student Leadership Committee. Members of the Student Representation Forum should mostly be appointed (e.g. by their "home" committee/society or by the Appointments Committee) but some could be elected (e.g. AARs). Significantly reducing the number of elected roles would have two clear advantages: (1) increasing engagement in elections by focusing the electorate's attention on a small number of clearly defined roles and reducing the amount of paperwork and other material they need to review to decide how to vote; and (2) reducing the administrative burden of running elections.

The Student Representation Forum could be organised into committees (e.g. to provide teams around each student officer role) or form a wider "Council" style group to support the Student Leadership Committee – both models are found amongst the comparator student unions we reviewed. Student Representation Forum roles would also provide ideal progression routes for newer representatives to stand for the Student Leadership Committee.

- b. We recognise the concern expressed by a majority of interviewees that the OU's demands for student representation are increasing in number, scope and specificity (e.g. requesting specific levels of representation or short notice requests). This appears to be a significant factor driving unmanageable workloads for CEC members and needs to be addressed to ensure workloads remain manageable and are shared equitably. We recommend this should be done through a combination of challenging the OU to ensure its demands are reasonable and proportionate, adopting a more coordinated approach to allocating roles requested by the OU and being prepared to withdraw from (or reallocate) some existing roles where the

Association considers (after review) that participation is not adding sufficient value to the Association's agenda to justify the resources committed. A variety of mechanisms could be adopted for this, including (in order of preference from our perspective):

- i. a core group team of (say) the President, Deputy President and the relevant Vice President, advised and supported by the Chief Executive;
- ii. the whole Student Leadership Committee advised and supported by the Chief Executive; or
- iii. The President advised and supported by the Chief Executive.

- L. **Limit terms of office:** in line with good practice across the charity sector, and to encourage new people to get involved, adopting a limit of no more than two consecutive two-year terms of office in any one role and no more than three consecutive two-year terms of office that any student can serve in total within a defined group of "restricted" roles before they must take at least a two year break. This group of restricted roles should include Student Leadership Committee, Student Representation Forum, Central Committee Representatives, Central Disciplinary Committee members and the Senate Reference Group collectively. In comparator student unions the total term limit is generally 2 years as a result of the requirements of the Education Act for paid officers, but we recognise the different context of the OU. At the end of their terms in office, experienced student leaders could be encouraged to participate in networks with other Students' Associations to support the sharing of good governance practice and provide coaching, mentoring and support for organisational development of partners in the network.

We have heard arguments that terms of office should be longer than 2 years to enable the Association to increase its influence with the OU (recognising it takes time to build relationships and the approaching end of a term of office can often have a "lame duck" effect). However, 1- and 2-year terms of office are the norm for students' unions across the UK and there is a statutory limit of two years on the term of office of paid officers. Equally, we have heard some arguments for staggered terms of office for student officers, but we consider this will make team building more difficult and, in reality, there will not be 100% turnover in roles as some people will be re-elected.

- M. **Refocus student leadership:** while it has been suggested to us that there is no need for there to be a separate Board of Trustees and CEC, a bicameral arrangement is the norm in students' unions in the UK (even the examples we have seen of apparently unitary structures do not appear to be a unitary in practice) and we do not recommend a unitary structure. However, from the evidence we have seen, there is clearly a lack of clarity around the roles of the CEC and the Board, caused in particular by a lack of transparency, significantly overlapping roles/agendas and unclear focus for the CEC agenda in particular. The written definitions of the roles are, in our view, clear and rational, but the practice is much more blurred (some respondents even described it as a "power struggle").

In particular, we agree with the view expressed by most interviewees that the focus of CEC business is skewed too much towards internal and operational matters (which results in overlap with Board of Trustee business) at the expense of student facing matters such as policy debates, campaigns, student voice and student support. There also appears to be a tendency to get bogged down in details (even hyper-detail). We recommend:

- a. Focusing the CEC agenda much more sharply on student matters, such as taking policy positions on matters of most concern to students (e.g. exams) before student representatives go into meetings/negotiations. The "big ticket" items should always be early on agendas to allow time for debates.
- b. CEC weekends could be replaced by a blended weekend of Student Leadership Committee and Student Representation Forum meetings (separately and jointly) focused much more on

student facing matters, including time for debating policy, developing campaigns and longer-term developmental and team-building work.

- c. There should be facility for calling additional Student Leadership Committee meetings at shorter notice when urgent issues arise that require the Association to take a position, or for this to be done through an online forum, where feasible and appropriate.
- d. At the beginning of each 2 year cycle a programme of work for Student Leadership Committee and Student Representation Forum meetings should be developed (with the expectation that it will develop as matters progress) and there should be a rolling log of actions from meetings.
- e. Information items should be circulated to the relevant body when they are ready (not with meeting papers) and any commentary on them should happen in forums as now, rather than a return to “starring” items for discussion at meeting.
- f. Operational matters should be largely removed from agendas (in line with the scheme of delegations proposed above).
- g. Overall, the volume of paperwork should be minimised with shorter, better structured reports, with detail available through links if required.

If done well, this refocusing of agendas and activity should result in a significant reduction in paperwork and workload for student officers and representatives and staff alike.

N. Electoral (and appointments) reform: as noted above, the current systems of elections and appointments appear to create significant barriers to engagement of a more diverse range of students. We also find it troubling, particularly given the perception of a “clique” and the challenging culture of the Association, that there is a widely held view that elections and appointments are not as free and fair as they could be. Examples given include existing officers and representatives designing roles to suit their ambitions, processes being designed to favour those most closely involved (e.g. short nominations windows), incumbents “dividing” up roles between themselves so as not compete with each other and the ability for “self-nominated” CCRs to be on the Appointment Committee, with their appointment approved by the Committee itself. To ensure that elections and appointments are as open as possible we recommend the following:

- a. Independent scrutiny of election rules (as well as the current independent oversight of the conduct of elections) to ensure elections are free and fair, in particular to enable equality of access for new candidates and those who are more closely involved.
- b. Review of role descriptions and person specifications for all officer and representative roles (whether elected or appointed) to ensure they are accessible and attractive to as wide a range of students as possible. Roles should not be designed by incumbent student officers/representatives on the CEC (although it would be appropriate for them to have a role in advising on role design to bring the benefit of their recent experience). Instead, elected officer and elected representative roles should be approved by the Board of Trustees, to provide more independent scrutiny. A narrow definition of “experience” should never be permitted in the person specification for any role.
- c. Students should have more support available before and when applying or standing for roles to ensure they understand the roles, the expectations of them should they be successful, the support that they can expect, what is involved in applying/standing and how to address those requirements effectively.

- d. Ensure that the available flexibility in how candidates can represent themselves to the electorate (i.e. not only videos) is widely publicised and understood and provide encouragement and support for potential candidates to present their candidacy in ways authentic to their situation and that resonate with the electorate. This is intended to help reduce barriers to participation currently faced by students who share the widely held belief that videos are mandatory but who do not have the facility to create videos or who are more introvert/vulnerable and not comfortable being on camera. It should include consideration of how such mechanisms and support systems can be developed within the student body as organic, grass-roots initiatives rather than as Association-provided services that could become unmanageable in resource terms.
 - e. Dramatically, reduce the amount of paperwork students are provided with in the form of manifestos, in an attempt to increase turnout (and hence a more diverse electorate). The significant reduction in the number of elected roles that would result from the recommendations in this report should have a particularly positive impact in this regard.
 - f. Reform the hustings process to remove the confrontational and hostile environment it currently creates for many. This could be achieved by having pre-recorded/written responses to pre-submitted questions rather than a live adversarial event.
 - g. Continue to keep elections separate from the conference/AGM (see sub-section on the Conference below).
 - h. All members of the Appointments Committee should be appointed by the Board of Trustees and none should be appointed by the committee itself (the byelaws currently, and unhelpfully, refer to the two experienced CCR members of the committee as being “self-nominating” and provide for the committee itself to make those appointments). Given the recent changes to the terms of reference and procedures of that committee we do not propose any further changes at this stage.
- O. **Enhanced transparency and accountability:** while there is currently quite a lot of information on the Association website about governance and the work of the CEC in particular, it is often difficult to find it and the volume of information (e.g. in meeting papers and minutes) inhibits transparency rather than increasing it. While general communications are outside the scope of a governance review, there is a strong body of opinion that the Association’s communications with students could be significantly better and we have shared with the staff team some of the ideas put to us during the interviews, recognising that there is substantial work already underway on improving communications, including commissioning a new website, but that this has been significantly frustrated by the impacts of the pandemic. Election and appointment processes should be fully transparent and student officers should be held to account for their performance. To help achieve this we recommend:
- a. The Association should continue to develop a communications strategy to ensure that it focusses sharply on promoting what it does, what student leaders and representatives do and the business of the Student Leadership Committee (and Board of Trustees).
 - b. Short, multimedia and multichannel summaries of the business of, and decisions made, by the Student Leadership Committee and Student Representation Forum should be published in the run up to and shortly after each meeting rather than expecting students to read through the papers and minutes (although those should remain available for those who want the details).
 - c. There should be regular (annual) reviews of the effectiveness of the Student Leadership Committee both collectively and individually. A common model in other students’ unions, which we recommended for the OU Students Association, is for a Scrutiny Panel, drawn from

the membership of the Student Representation Forum to hold the Student Leadership Committee to account. The Scrutiny Panel's approach should be constructive and supportive, not adversarial and could include use of methodologies such as independently facilitated reviews or 360-degree feedback.

- d. The membership and decisions of the Appointments Committee should be publicised, and its work scrutinised by the Board of Trustees. Our comparator research indicates that Appointments Committees usually report to the Board of Trustees rather than the student leadership body. Given the importance of confidence in the appointments process, we see no argument for secrecy around this issue and we see an important role for the Board of Trustees as “guardians” of the charity in ensuring the integrity of appointments.
- P. **Optimised support:** while extensive induction and generic training is provided for student leaders and representatives, and most students we interviewed expressed gratitude for the support they receive when they request it, a significant number of students interviewed spoke of the training currently provided being too much presentation (“talk and chalk”), insufficiently interactive and that role specific training and support is limited. Some students talk of “being left to their own devices” following induction and, as noted above, team building time is considered to be limited. To address these issues we recommend, in addition to the team building time referred to above:
- a. Induction should be more interactive and involve an element of team building (to build relationships early in each cycle), as well as information giving. When permitted this should be in-person training. We recognise this is more difficult to do for those who join part-way through a cycle following a bye-election of appointment to fill a vacancy.
 - b. Induction should be quickly followed by role specific training for each distinct role, perhaps provided by a member of staff who could also be an ongoing mentor/buddy for those postholders who want that, to help them settle and grow into their roles.
 - c. Ongoing training and support (including welfare support) should be offered proactively, and requests responded to quickly and positively wherever possible.

Board of Trustees

The effectiveness of the Board of Trustees in any charity is critical to its success. In the context of the Association and the challenges outlined above, we consider this to be even more important. The Trustees are responsible for the governance, strategy and finances (including staffing) of the Association. Conversely, the role of the CEC is to act as the voice of students, represent them, campaign on their behalf, set policy positions and try to use their influence to enhance the student experience at the OU.

In line with their general legal duties, Trustees have a vital role to play as “guardians” of the charitable purposes of the Association, i.e. to ensure it carries out its purposes for the greatest possible public benefit within the resources available to it. In our view, in light of the Association's present challenges, this must include consistent, long-term leadership to model a culture and approaches that deliver the greatest possible impact for students.

Summary findings

From the evidence we have seen, we consider that the Board of Trustees operates reasonably effectively overall, but there is room for improvement. In particular, we are concerned by the high level of turnover of Trustees, caused by both the biennial electoral cycle (75% of the Trustees are up for election all at once every 2 years) and resignations. We consider that this, and a lack of focus and effective scrutiny in Trustee meetings, places limitations on the effectiveness of accountability to the Board. Moreover, Trustee turnover could severely inhibit the Board's ability to take a consistent long-term view, thus undermining the cultural

changes the Association is seeking to bring about following the culture review (the need for which is reinforced by our findings above).

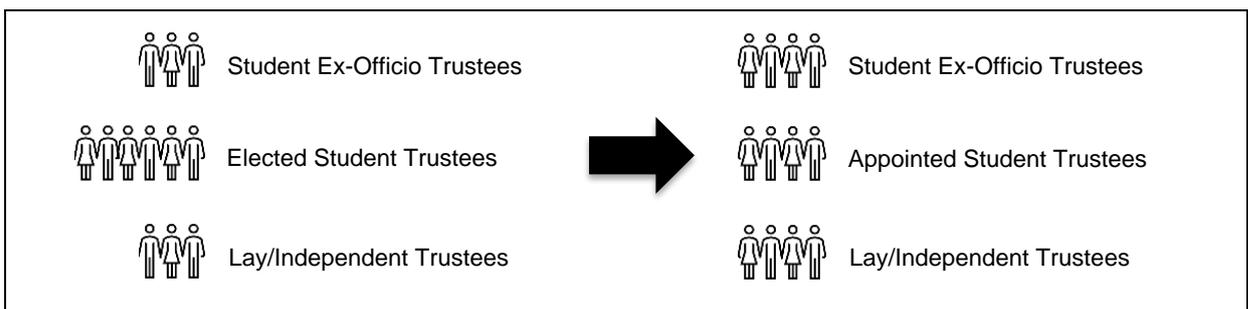
A number of Trustees report that they are unclear about their role and our skills audit revealed some limited skills gaps that, if addressed, could strengthen the Board (although there is a strong consensus that the Board is about the right size). In addition, there is a strong view that Board agendas are too crowded, focused too much on operational detail and that, as a result, there is inadequate scrutiny of finances, performance and risk management (a notable omission is that there appears to almost no focus on risk management, illustrated by the absence of an up-to-date risk register). The current committee structure (Appointments, Remuneration and Safeguarding) is not well understood and appears not be effective. The only standing committee, in effect, is Appointments with (appropriately in both cases) Safeguarding being a standby panel for dealing with incidents and the Remuneration Committee (usually) meeting annually to review a range of matters associated with employee remuneration and working hours for paid elected roles.

As outlined above, we concur that the roles of the Board of Trustees and the CEC are distinct and clearly defined in theory, but that clarity does not appear to be carried through into practice. There is significant overlap between the agendas of the two bodies and a significant minority of respondents felt there was something of a “power struggle” between the two (one comment was that “both seem to think they are responsible for everything”). It is also evident that, outside the Board of Trustees (including amongst staff), there is limited awareness or understanding of the role of the Board or the work that it does.

Recommendations

To increase the effectiveness of the Board of Trustees we make the following recommendations for change:

- Q. **Adjust the composition of the Board:** to increase stability of the Board and enable a more optimal range of Trustee skills to be secured, we consider that the composition of the Board should be adjusted and, in particular, that student Trustees (excluding ex-officio Trustees) should be appointed through a transparent appointments process rather than elected, to enable them to be selected on the basis of relevant skills and experience. Specifically, we recommend:
 - a. Increasing the number of “external” Trustees from 3 to 4. We also consider that these Trustees should not be called “external” Trustees – once appointed they are not external, and the nomenclature can create a sense of “them and us”. Alternative nomenclature could be “lay” or “independent” Trustees. We agree that the Chair should continue to be a lay Trustee.
 - b. Increasing the number of ex-officio student Trustees from 3 to 4 to include the President, Deputy President and two further members of the Student Leadership Committee elected by that body. From our comparator research, the OU Students Association appears anomalous in having only 3 elected officers as Trustees.
 - c. Reducing the number of other student Trustees from 6 to 4 and removal of the electoral process for their appointment in line with practice for the majority of the comparator student unions included in our research.



- d. Increasing the term of office of Lay Trustees to 3 years. Terms of office for student Trustees (appointed and ex-officio) would remain two years. No-one should serve as a Trustee for more than 6 years in total (whether consecutive or not). Terms of office should be staggered to avoid the possibility of a large number of Trustees leaving at the same time.
- e. Ensuring that all appointed Trustees (lay and student) are recruited through open, competitive processes against clearly defined role descriptions and person specifications (to ensure they have the required skills and experience). We propose that this should be through a “Nominations Panel” comprising a balanced group of Trustees, members of the Student Representation Forum (who are not also members of the Student Leadership Committee) plus an independent co-opted chair. Consideration should also be given to including a requirement for ratification of Trustee appointments by the Student Representation Forum. If an appointed Trustee coming to the end of their term of office, who has not reached their term limit, wishes to be reappointed, then their reappointment should be decided by the Board of Trustees (perhaps with Student Representation Forum ratification) without the need for a repeat recruitment process. The Nominations Panel would only need to convene when there are forthcoming vacancies to be filled other than by reappointment.

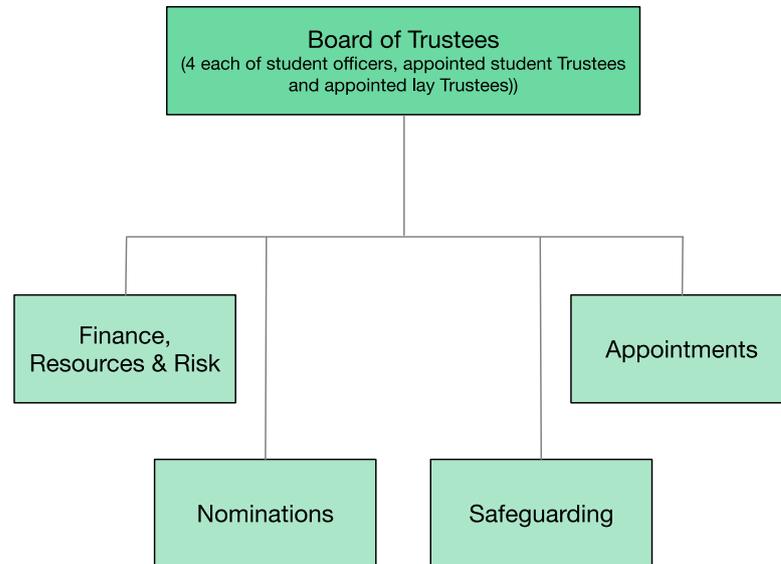
If our recommendation that student Trustees should be appointed is not accepted, we strongly recommend that elections for student Trustees should take place in alternate years to student leadership elections so that fewer Trustees are up for election at the same time. In this circumstance, consideration should also be given to student Trustees having a longer term of office.

- R. **Refocusing Trustee meetings:** Board agendas should be sharply focused on strategy and performance, governance and finance, backed by a clear scheme of delegations (to committees and staff) that provides clarity on what is, and is not, a matter for the Board, with accountability through reporting. Detailed reporting on operational matters should be removed altogether. In addition:
- a. The quality of reports needs to be improved, with the norm being short (2 page) summaries including clear recommendations and details left to background papers. In general, staff who speak to reports should not spend too much time talking through the report and should confine themselves to emphasising only the key points (they should assume that Trustees have read the papers and with a reduced volume of material there should be no reason why Trustees would have difficulty reading the papers).
 - b. The most important items should come first on the agenda (one device for this could be to put the minutes of the previous meeting and matters arising at the end of the agenda).
 - c. Information items should be circulated when they are ready (not with meeting papers) and any commentary on them should happen in online forums, with discussion at meeting being very much the exception.
 - d. A rolling programme of work for the Board should be developed, supported by a rolling log of actions from meetings.

If done well, this refocusing of agendas and activity should result in a significant reduction in paperwork and workload for Trustees and staff alike.

- S. **Establishing an effective Board committee structure:** a clearly focussed committee structure should be established comprising a small number of standing committees to transact high volume business and/or enhance scrutiny and consideration of key matters such as finance, performance and risk management. In addition, there should be a small number of standby panels to deal with matters that come up infrequently, but which require specialist/detail consideration. Committees and panels all require clear terms of reference with defined delegated authorities and reporting requirements.

Each should include a small number of specialist members to strengthen their work, i.e. students or non-students with relevant expertise. Our proposed Board structure is illustrated below.



Specifically, we recommend the following committee structure:

- a. The Appointments Committee, chaired by a Trustee who is not an office holder and who does have a conflict of interest (by virtue of any appointments they hold), with membership appointed by the Board of Trustees (none should be appointed by the committee itself).
- b. A finance, resources and risk committee, chaired by a lay Trustee with the relevant skills and experience. The committee would provide increased scrutiny of the Association's financial performance (and budget setting), including subsuming the role of the current Remuneration Committee. It would also provide a focus for a step change in strategic risk management. The remit could also include HR matters, to the extent that the Trustees need to be involved, but in our view that should be infrequently, and most HR matters should be delegated to the Chief Executive. Board reporting on matters delegated to this committee should be in an "at a glance" format with discussion required by exception, i.e. to sign off accounts and budgets or where there are strategic issues that need to be resolved.
- c. A nominations panel, as described above.
- d. A safeguarding panel, as now.

We are not convinced of the case for a separate EDI committee (which is currently under consideration) because this would appear to be a responsibility that transcends the remits of both the Board of Trustees and the CEC. It may be that a joint working group is more appropriate (see addition to the diagram in the final section of this report). However, we can see an argument for it to have the status of a committee to ensure this critical issue has the profile it needs to support change.

We can also see arguments for having a performance and quality committee, chaired by an appointed Trustee (lay or student) with the relevant skills and experience, to provide increased scrutiny of the Association's performance and the quality of the work it does on behalf of students. We do not recommend that this should be implemented immediately. Instead, we recommend that the structure proposed above be implemented as soon as possible, alongside the refocusing of Trustee agendas on more strategic matters. If, after a period of bedding in, that does not free up sufficient time at Board meetings for more effective scrutiny of performance and quality matters then, subject to available resources, the Board should form a performance and quality committee to enhance

accountability in this area. Either way, board reporting on performance and quality matters should be in a simpler, “at a glance” format and with discussion limited to strategic issues that need to be resolved.

- T. Optimising Trustee development and support:** while extensive induction is provided for Trustees, it remains the case that the Trustees are somewhat unclear about their roles. Many feel that the training currently provided is insufficiently interactive and that more ongoing training and support is limited. In our view, more “time away” for team building, strategy development and horizon scanning would benefit the Trustees and some training could be incorporated into this time.
- U. Enhancing the accountability and transparency of the Board of Trustees:** while the student leadership structure is, undoubtedly, the public face of the Association, the low level of awareness of the Board, its role and work programme is not ideal. Currently only minutes of the Board meetings are published. They are difficult to understand without the supporting papers. Equally, too much information will inhibit transparency rather than increasing it. Improved communication with students about what the Association does, including the Board’s business will help and we recommend:
- a. Short, multimedia and multichannel summaries of the business of, and decisions made by, the Trustees should be published in the run up to and shortly after each meeting, rather than expecting students to read through the papers and minutes (although those should be available for those who want the details).
 - b. There should be regular (annual) reviews of the effectiveness of the Board of Trustees both collectively and individually. These could include one or more of informal reviews with the chair, independently facilitated reviews, 360 degree feedback and/or use of the “Scrutiny Panel” drawn from amongst the membership of the Student Representation Forum (as is found in other students’ unions).

Conference (General Meetings)

Currently the Association’s biennial conference serves both as the General Meeting and as a wider “community building” event for students. It is provided free of charge (with accommodation, travel and food all paid for) to delegates who are chosen by random ballot, and who are required to participate in the General Meeting business as a condition of their place. The conference comprises both online and in-person elements, apart from in 2020 when it was moved entirely online due to pandemic restrictions.

In addition, the Trustees are Company Law Members of the Association who can pass resolutions required to be passed by members of a company (e.g. to appoint or dismiss auditors, although that business has also been transacted at conference in the past). In the case of Special Resolution to amend the Articles of Association, as described above, other approvals are also required.

Summary findings

In our view, based on the evidence we have seen, there is considerable confusion about the role of the conference and significant concern about whether it represents value for money (in normal times it costs over £200,000 for under 500 delegates). There was a unanimous view from all those interviewed that the 2020 online conference worked very well and considerably extended the reach and impact of the community building purpose of the conference, as well as costing a lot less. There is also a near unanimous view that separating the General Meeting business from the remainder of the conference was much more effective.

Equally, a large majority consider that an in person and online event (or events) should be continued including at least some held on campus. A significant majority also considered that more regional events would help extend engagement of students in the community building work of the conference.

Recommendations

We recommend:

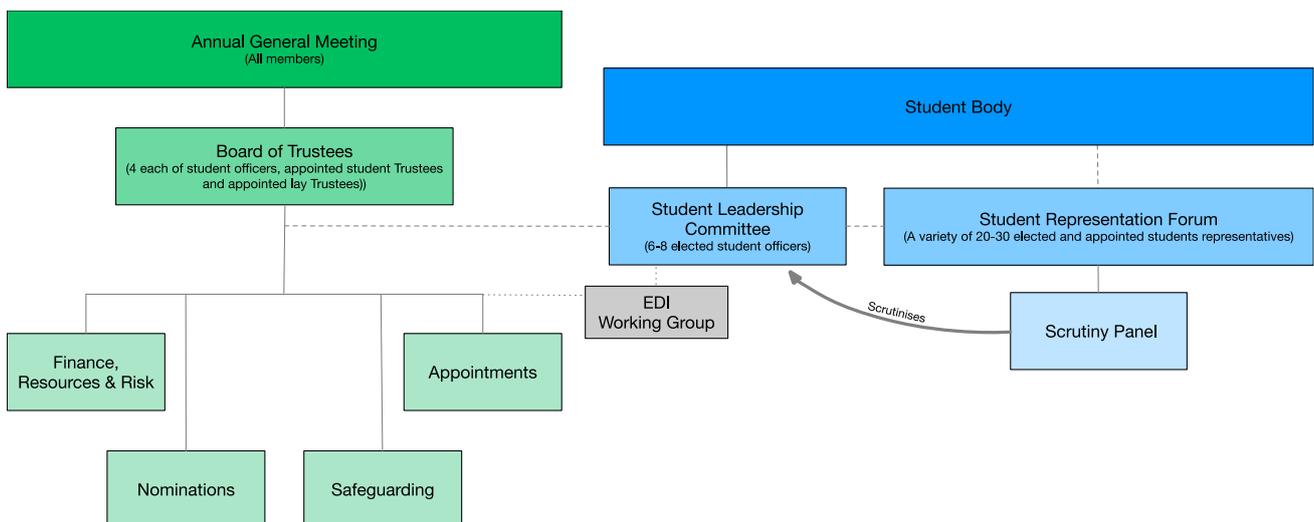
- V. **A more traditional AGM approach:** in future the General Meeting business of the Association should be completely separated from the conference and conducted through a more traditional (but online) Annual General Meeting. The quorum for AGMs should be set sufficiently low that the risk of the AGM being inquorate is minimal (if controversial or engaging business is included, attendance will be higher anyway, as long as reasonable notice periods are required). In our view, a quorum of 50 members (participating directly or by proxy) would be appropriate with provision in the Articles of Association for an inquorate meeting to be adjourned and reconvened (after the same meeting notice period) with a lower quorum of 20 applied to the reconvened meeting.

The AGM agenda should distinguish clearly between the company law business (including amendment of the Articles) and students’ union policy business. The former is never likely to be particularly engaging for the vast majority of students, but the latter could be if framed as lively, interactive policy debates (informal/non-binding), interaction with engaging external speakers and/or Q&A sessions with the Student Leadership Committee. This in turn would increase attendance and avoid quoracy problems for the company law business. If this approach is adopted, then there would be no further need for a distinct group of Company Law Members and the Articles of Association could be simplified accordingly.

How the community building work that conference has historically discharged is conducted is an operational rather than governance matter and, therefore, out of scope of this review. Accordingly, we do not make recommendations on how that should be done and have shared with the staff team some of the ideas put to us during this review.

Summary of recommended governance structure

The net result of our structural recommendations for both the Board and Student Leadership, when taken together, is illustrated below.



As noted above, while these structural changes will help improve effectiveness and support behavioural change and improved equality, diversity and inclusion, they will not be sufficient in themselves to address those issues. Those solutions lie in establishing shared understanding of acceptable behaviours, focusing on common organisational purposes and creating a mutually supporting extended team to share and cover the very high workload.

Implementation

In implementing the recommendations in this report there is an important balance to be struck between creating and sustaining momentum for change on the one hand and ensuring implementation is effectively resourced (i.e. the Association should not try to do too much at once, given resource/capacity constraints).

Appendix 3 provides an outline plan for implementation of the recommendations, recognising the interdependencies between many of them. The plan places highest priority on measures designed to address the critical issue of **behaviours** and the key barrier to change presented by **excessive workloads** (particularly, but not exclusively, of student leaders and representatives). Some structural recommendations are, therefore, given a high priority because they seek to address those two priority areas, others can follow a little later if required. The plan also highlights links to other related processes that are already, or about to be, underway, most notably the [Elections Review](#), [Rules Review](#) and [Communications Strategy](#), and where amendments to the Articles of Association and/or Bye-laws will be required. It will be important to develop and implement an effective communications plan specifically to support implementation of these governance changes.

Annexure

Annex A: [Survey analysis](#)

Appendix 1: Comparator Student Unions

We randomly selected 10 university student unions in England as comparators, in particular in respect of the governance structures and processes. The table below summarises the main points that are most relevant to the recommendations in this report (noting that our recommendations do not closely follow any of the models below, reflecting that fact that the OU is unique as a distance learning university and the wide variations in size, offer, age and type of university represented in the comparator sample).

University	Composition of the Board of Trustees	Trustee terms of office	Board Committee Structure	Student Leadership structure
Manchester	8 elected sabbatical officers 3 appointed/recruited students 3 “external” appointments	2 years for students limited to 1 term 3 years for “externals” limited to 2 terms	Audit and Risk People and Culture Governance and Appointments MAV (to manage subsidiary company) Ethics Panel Student Engagement and Participation	Bicameral: Board of Trustees and Union Leadership Board (elected officers only)
Sheffield	8 elected sabbatical officers 3 appointed/recruited students 2 elected students 4 “external” appointments	2 years for students limited to 2 terms 4 years for “externals” limited to 2 terms	N/A but includes: Nominations Remuneration and Staffing	Bicameral: Board of Trustees and Student Executive Committee (elected officers only) and wide range of representation committees.
Birmingham	7 elected sabbatical officers 4 appointed/recruited students 6 “external” appointments	2 years for students limited to 2 terms 3 years for “externals” limited to 2 terms	Finance HR Appointments Audit and Risk	Unitary but policy setting undertaken by a Full Time Officers Group (not constituted as a formal committee)

University	Composition of the Board of Trustees	Trustee terms of office	Board Committee Structure	Student Leadership structure
Keele	5 elected sabbatical officers 3 appointed/recruited students 3 “external” appointments	2 years for students limited to 2 terms 4 years for “externals” limited to 2 terms	N/A but includes: Appointments Performance and scrutiny	Bicameral: Board of Trustees and Student Executive Committee (elected officers only) plus Union Council (meets four times a year and comprises representatives of various academic and extra-curricular interests.
Southampton	4 elected sabbatical officers 3 elected students 3 “external” appointments	1 year for students limited to 2 terms 3 years for “externals” limited to 2 terms	N/A	Bicameral: Board of Trustees and plus Senate (similar to CEC) and sabbaticals appear to meet informally as an executive group.
Anglia Ruskin	6 elected sabbatical officers 6 appointed/recruited students 4 “external” appointments	2 years for students limited to 2 terms 4 years for “externals” limited to 2 terms	Appointments and Governance Finance and Risk HR and employee engagement	Bicameral: Board of Trustees and Executive Committee (similar to CEC) with a wide range of sub-committees
Lancaster	6 elected sabbatical officers 3 appointed/recruited students 5 “external” appointments	2 years for students limited to 2 terms 4 years for “externals” limited to 2 terms	N/A but includes Appointments	Bicameral: Board of Trustees and Executive Committee (similar to CEC) and sabbaticals appear to meet informally as an executive group
Exeter	4 elected sabbatical officers 4 elected students 4 “external” appointments	1 year for students limited to 2 terms 4 years for “externals” limited to 2 terms	N/A	Bicameral: Board of Trustees and Guild Council (similar to CEC) and sabbaticals appear to meet informally as an executive group

University	Composition of the Board of Trustees	Trustee terms of office	Board Committee Structure	Student Leadership structure
Nottingham	8 elected sabbatical officers 2 appointed/recruited students 4 “external” appointments	2 year for students limited to 1 term 3 years for “externals” limited to 2 terms	N/A	Bicameral: Board of Trustees and Student Executive Committee (elected officers only) plus Union Council (meets four times a year and comprises representatives of various academic and extra-curricular interests).
Newcastle	6 elected sabbatical officers 2 appointed/recruited students 4 “external” appointments	1 year for students limited to 2 terms 4 years for “externals” limited to 2 terms	N/A	Bicameral: Board of Trustees and SU Council (similar to CEC) with a wide range of sub-committees.

Appendix 2: Key Informant Interview Question Framework

Introduction

- Thanks for agreeing to spare the time to provide your views the Association’s governance and ways in which it can be improved.
- We want to reassure you that the interview will be completely confidential; while we need to use what you tell us to inform our report and recommendations, nothing you say will be quoted or in any way attributed to you. Therefore, please be as candid as possible.
- We have undertaken extensive research, including a survey of Trustees, CEC members and key staff to identify the most important issues to explore through these interviews. While our discussion will be fairly informal, we do hope to be able to cover all the identified issues during the next hour or so. There will, of course, be an opportunity for you to add any further issues of your own before we finish.
- We are particularly keen to explore your ideas for how OUSA could improve these key aspects of its governance.

To aid our understanding of your perspective on the Association’s governance, please could you very briefly outline how long you have been involved in the Association and in what roles.

Key themes

1. An important area of governance centres on the extent to which the way people behave reflects the Association’s values (i.e. integrity, equality & inclusivity, openness and collaboration), culture and ethos (e.g. the “One Team” guiding principles). What do you think could be done to make improvements in this area and increase levels of trust between the various actors?
2. What ideas do you have for how the Association could improve equality, diversity and inclusiveness in its governance? For example: how could Trustee, CEC member and volunteer roles be made more accessible to a wider range of students/members, including less-experienced volunteers?
3. What do you think should be done to improve succession planning in Trustees and CEC roles, in particular to get the right balance between continuity or membership (“corporate memory”) and turnover (“fresh perspectives”)?
4. What do you understand to be the distinction between the roles of the Board of Trustees and the CEC? Do you have any suggestions for how:
 - a. it could/should be refined or clarified; and
 - b. awareness and understanding of this distinction can be improved?

5. Do you have any suggestions for ways to improve the effectiveness of the CEC and/or the Board of Trustees?

[Prompts, if required, could include: size, composition/membership, workload, behaviours/personal interests, relationships, etc.]

6. What do you consider should be done to ensure that the agendas for the Board of Trustees and CEC are more manageable and focused on governance/finance/strategy (for the Board) and policy/student voice/campaigning (for the CEC)? For example, could the committee structure of the Board be developed to reduce the workload at Board level and/or improve risk and resource management?

7. What, in your view, should be done to improve the effectiveness of the biannual conference, in particular to ensure it represents good value for money (i.e. delivers the maximum possible charitable public benefit for the money spent)?

8. How do you think the Association could further improve its communications, accountability and transparency?

9. Do you think anything should be done differently/better to invest in the development of Trustees and CEC members (in those roles)?

10. Do you have any other suggestions for how the Association could improve its governance that we haven't covered so far?

Appendix 3: Outline implementation plan

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
Behavioural governance									
A. Behaviour policy framework	Medium	Board of Trustees	Staff VP Administration	<ul style="list-style-type: none"> Review existing policies in the light of the report's recommendations. Prepare new policies and procedures including scheme of delegation and conduct during elections Ensure revisions to required Byelaws are picked up in the Rules Review 	Q4 2021 Q3 2021 TBC		Y	Communications Strategy Elections Review Rules Review	Much of the policy framework is in place and so updating need not be a first priority, but should not be left too long.

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
B. Behavioural leadership	High - ongoing	Board of Trustees Student Leadership (CEC)	Staff President Chair of Trustees Everyone!	<ul style="list-style-type: none"> Prepare team building for current CEC and BoT centred particularly on behavioural issues and work programme planning. Establish communications plans for reinforcing effective behaviours and increasing transparency of CEC. Training for those involved in disciplinary processes. 	Q2 2021			<p>Communications Strategy</p> <p>Follows finalisation of policy framework, including any revisions to the disciplinary processes</p>	
C. Zero-tolerance					Q2 2021				Q1 2022
D. Regular review and support	High - ongoing	Board of Trustees	Staff President VP Administration	<ul style="list-style-type: none"> Engage expert independent support to assist with behavioural/culture change and many of the actions identified above. 	Q2 2021				

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
Equality, Diversity and Inclusion									
E. Bust the myth of experience	High	Student Leadership (CEC)	VP Administration	<ul style="list-style-type: none"> Ensure the principles of this recommendation are reflected in the conduct of elections (before, during and afterwards) 	Q2/3 2021 & ongoing			Elections Review Links to recommendations G/K, H and I/N	
F. Promotion to under-represented groups	High - ongoing	President VP EDI	Staff Student Officers	<ul style="list-style-type: none"> Ensure the principles of this recommendation are reflected in all the Associations communications. 	Ongoing			Communications Strategy	
G. Redesign student leadership and representation roles	See recommendation K								
H. Progression pathways	High	Deputy president VP Education	Staff Student Officers	<ul style="list-style-type: none"> Continue and enhance work to develop progression pathways for student engagement 	Ongoing			Communications Strategy	Largely already underway- needs to be supported by effective communications.
I. Electoral reform	See recommendation N								

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
J. Deep listening	Medium	VP EDI	Staff Trustees Student Officers	<ul style="list-style-type: none"> Engage expert independent support to support design and delivery of deep listening project and other aspects of the EDI recommendations. 	Q1 2022			Communications Strategy	
Student Leadership and Representation									
K. Student leadership and representation structure	High	President	Staff Trustees Student Officers	<ul style="list-style-type: none"> Establish (interim) mechanism for coordinating allocation of role requested by OU etc. Detailed design of structure and roles, with particular emphasis on sharing workloads equitably. Prepare specific revisions to Articles and Bye-laws to give effect to the new structure 	Q2 2021 Q2/3 2021 Q3 2021	 Y	 Y	 Rules Review	This structural change is a high priority because it is a fundamental building block for reducing workloads.

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
L. Term limits	Medium	VP Administration	Staff Trustees Student Officers	<ul style="list-style-type: none"> Prepare specific revisions to Articles and Bye-laws to give effect to term limits. Develop progression pathways for experienced student leaders. 	Q2 2021 Q1/2 2022	Y	Y	Rules Review Links to recommendation H	
M. Refocus student leadership	High	President	Staff Student Officers	<ul style="list-style-type: none"> Develop work-programme (agenda planning) for remainder of current term of office to refocus business on student matters. Reshape CEC weekends following implementation of new structure 	Q3 2021 & ongoing Q3 2022				

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
N. Electoral and appointments reform	Medium	VP Administration VP Education	Staff Trustees Student Officers	<ul style="list-style-type: none"> Commission independent scrutiny of election rules and procedures. Amend Bye-laws to ensure roles are subject to BoT approval and not designed by incumbents. Amend Bye-laws to ensure all members of appointments committee are appointed by the BoT. Ensure communications plans in place well before next elections to support remaining recommendations on elections. 	Q1 2022			Elections Review	Needs to be done sooner if to be in place for forthcoming bye-elections.
					TBC		Y	Rules Review	
					TBC		Y	Rules Review	
					Q2 2022			Communications Strategy	

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
O. Transparency and accountability for student leaders and representatives	Medium	President	Staff Student Officers	<ul style="list-style-type: none"> Ensure communications plans support relevant recommendations on transparency and accountability. Implement interim effectiveness review for current CEC Implement annual effectiveness review with effect from start of next terms of office (after new structure has been implemented) Ensure annual reviews are reflected in Bye-laws. 	Q4 2021 Q1 2022 Q3 2022 Q3 2021		Y	Communications Strategy Rules Review	
P. Training and development support for student leaders and representatives	Medium	Chief Executive	Staff Student Officers	<ul style="list-style-type: none"> Review support for student leaders and representatives and revise induction, training and support programme accordingly. 	Q1/2 2022				

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
Board of Trustees									
Q. Board composition	High	Chair of Trustees VP Administration Chief Executive	Staff Trustees	<ul style="list-style-type: none"> Prepare specific revisions to Articles and Bye-laws to give effect to the new Board composition and terms of office. Establish nominations committee 	Q3 2021 Q1 2022	Y	Y	Rules Review	This structural change is a high priority because it is important to ensure administration capacity is freed up to support other proposed changes.
R. Refocus Trustee meetings	High	Chair of Trustees Chief Executive	Chief Executive Trustees Staff	<ul style="list-style-type: none"> Develop rolling work-programme (agenda planning) to refocus business on strategy, performance governance and finance and develop summary and at-a-glance reporting approaches 	Q2/3 2021 & ongoing				

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
S. Committee structure	Medium	Chair of Trustees VP Administration Chief Executive	Chief Executive Trustees Staff	<ul style="list-style-type: none"> Implement new committee structure. Prepare specific revisions to Articles and Bye-laws to give flexibility to implement and refine committee structure. 	Q4 2021 Q3 2021	Ideally but not essential	Y	Rules Review	Helpful to ensure articles give flexibility for future revisions to the committee structure without recourse to changing the articles. It may not be necessary to specify any committees in the Articles at all.
T. Training and development support for Trustees	Medium	Chief Executive	Staff Student Officers	<ul style="list-style-type: none"> Prepare team building programme for BoT including on behavioural issues, horizon scanning and strategy review. Review support for student leaders and representatives and revise induction, training and support programme accordingly. 	Q1/2 2022				

Recommendation	Priority	Responsible	Resources	Next steps	Timescales	Articles changes required	Byelaws changes required	Dependencies and links to other processes	Notes
U. Transparency and accountability for student leaders and representatives	Medium	Chair of Trustees	Staff Trustees	<ul style="list-style-type: none"> Ensure communications plans support relevant recommendations on transparency and accountability. 	Q4 2021			Communications Strategy	
				<ul style="list-style-type: none"> Implement interim effectiveness review for current BoT 	Q1 2022				
				<ul style="list-style-type: none"> Implement annual effectiveness review with effect from start of next terms of office (after new structure has been implemented) 	Q3 2022			Rules Review	
				<ul style="list-style-type: none"> Ensure annual reviews are reflected in Bye-laws. 	Q3 2021		Y		
General meetings									
V. Annual General Meeting	Medium	Chair of Trustees VP Administration	Staff Trustees Student Officers	<ul style="list-style-type: none"> Prepare specific revisions to Articles and Bye-laws to give effect to AGMs. First "normal" AGM. 	Q3 2021 TBC	Y	Y	Rules Review	