Minutes of the meeting of the Board of Trustees (BoT) held on 11 March 2013 at OU HR Training Suite, Milton Keynes

PRESENT
Officer Trustees:
Marianne Cantieri, President and Chair
Ruth Tudor, Deputy President
David Humble, V P Administration
Student Trustees:
Peter Cowan, SAR London & South East
Joan Jones
Mal Morris

IN ATTENDANCE:
Trudi de Haney, General Manager & Secretary
Rob Avann, Assistant General Manager (part meeting)

1. WELCOME – OUSA PRESIDENT AND CHAIR
1.1 The President welcomed all members to the meeting and it was noted that all Trustees were present. She indicated that Rob Avann would be joining the meeting later for the sections dealing with the Subvention and the Restructuring of the office.

2. REPORT FROM THE GENERAL MANAGER ON THE BYE-ELECTIONS FOR VACANT TRUSTEE POSITIONS
2.1 It was noted that despite the extensive arrangements made to hold Bye-Elections to fill the two vacant Trustee positions, no nominations had been forthcoming.

2.2 The General Manager commented that since the two vacant Trustee positions could only be filled by existing members of the CEC, she wondered about the value of making a further attempt to run Bye-Elections again during the current term. However, she also noted the Bye-Laws concerning Bye-Elections. It was left that the General Manager would liaise with Vice President-Administration as to the exact form and timing for any call for further nominations.

3. MATTERS ARISING FROM PREVIOUS MEETINGS
3.1 The Secretary provided an update in relation to Item 6 of the Minutes of the meeting of 1st October 2012, concerning Safeguarding.

3.2 As reported to the February meeting of the CEC, the Safeguarding Policy as agreed by the BoT at its meeting in October had been published on OUSA
Information in the normal course of events, following the November CEC meeting. However, as yet, no action had been taken to roll-out the publicity campaign targeting particular post holders and moderators, since the intention was to provide guidance about dealing with depressed and suicidal students at the same time as promoting the Safeguarding Policy. This matter had been discussed at the Officer Team and Senior Staff Meeting the previous weekend and staff were now working with the Open University’s Mental Health Adviser, with a view to producing effective guidance.

3.3 **ACTION:** The Secretary would progress these matters and make further reports to both the BoT and the CEC in due course.

4. **OUSA STRATEGY**

4.1 The BoT received the draft Strategy as Paper BoT 3/13/1 and also received a verbal report from the Officer Team and Senior Staff Meeting recommending some minor changes, primarily to timing of certain elements of the strategy, which the Trustees were asked to accept as amendments to that paper.

4.2 **RESOLUTION:** The Board approved the OUSA Strategy as amended in the course of the meeting, and as now attached as an Appendix to these minutes (BoT 3/13M Appendix).

5. **SUBVENTION NEGOTIATIONS**

5.1 These matters are the subject of negotiation with the University and as provided for in the Constitution, have been reserved to the confidential section of the minutes.

6. **RESTRUCTURING OF THE OUSA OFFICE**

6.1 This item relates to the staffing of the OUSA office and as provided for in the Constitution the detail of the discussion has been reserved to the confidential section of the minutes. The Board of Trustees did agree to a revised staffing structure and the details of the new arrangements will be published in due course.
7. OUSA ANNUAL REPORT AND FINANCIAL STATEMENTS

7.1 The Trustees received Paper BoT 3/13/2. It was noted that on Page 21 of the individual OUSA Accounts at note 19 “Related Party Disclosures”, the second comparative figure for 2011 relating to the transactions between OUSA and the Open University, had inadvertently been misstated by the Auditors. The costs recharged to OUSA for running costs and administering the payroll for 2011 would be corrected to read £562,703, in place of the incorrect figure of £362,703. The Auditors had also provided a response to VP Administration’s query about the statement relating to pensions. The Auditors indicated that “the disclosure required for a defined benefits scheme where the individual scheme assets and liabilities cannot be quantified are quite limited because the surplus/deficit cannot be calculated, making the cost to leave the scheme very difficult. We have just included in the Accounts the details provided to you from the USS, and treated the contributions like a defined contributions scheme, so a charge for the profit and loss accounts as per FRS17 Standard ‘Retirement Benefits’.” VP Administration confirmed that he was satisfied by this answer. The Trustees confirmed that the other queries which they had previously raised in relation to the first draft of the Accounts had now been adequately dealt with in the set of Accounts in front of them for approval.

7.2 RESOLUTION: The Trustees approved the “Report of Trustees and Financial Statements for the Year Ended 31.7.12” i.e. the OUSA Individual Accounts; in acting as the Annual General Meeting of Shareholders of OUSA Services Limited, they approved the OSL Accounts for the year ended 31.7.12; they confirmed the decision to donate the sum of £104,436 to OUSET; and they approved the Consolidated Financial Statements i.e. OUSA Group Accounts.

7.3 RESOLUTION: The Trustees approved the Letter of Representation included as Paper BoT 3/13/3.

7.4 In receiving a copy of the current OUSA Risks Register BoT 3/13/4, the Trustees indicated a number of grammatical and similar amendments which were desirable. They also referred to the Insurance Statement contained and pointed out that, since the University had now extended the period over which Degree Ceremonies were carried out, it would be necessary to ensure that we had notified our Insurers accordingly.

7.5 ACTION: The Secretary to ensure that information concerning the Degree Ceremonies was correctly logged with the Insurers.

8. STAFFING MATTERS – ROUTINE ITEMS FOR REPORT

8.1 The Board considered paper BoT 3/13/7 which consisted of a number of routine staffing matters together with a verbal update from the General Manager. Details of the discussion on these matters have been reserved to the confidential section of the minutes as provided for in the Constitution. There were no formal decisions for report arising from those discussions.
9. FINANCIAL MATTERS

9.1 The Trustees received Paper BoT 3/13/8, which included Appendices A to D. There was a question on Appendix B relating to Item 7002 “Salaries – Merit Awards”. The Secretary reported that this £1,000 Merit Award pot was the successor to the scheme which she had inherited in 1999, whereby individuals were able to nominate themselves for awards for particularly meritorious service. She had worked to obtain the support of the previous Staffing Sub-Committee and subsequently the support of the majority of the staff team, to turn this Merit Award Scheme away from an individual nomination basis, to a collective reward. It had for several years been used to fund the staff Christmas dinner and similar activities. The amount had been static for several years and in her opinion remained adequate. However, like all other aspects of the budget, it was under the control of Trustees in agreeing future budgets, as to whether or not it continued.

9.2 The Secretary drew the Trustees attention to a letter which had arrived within the last week, whereby the National Union of Students (NUS) was seeking to encourage all those Student Unions which held shares in NUSL, to sell them back to the NUS. OUSA held 90 shares: 60 A shares and 30 B shares.

9.3 RESOLUTION: The Trustees agreed to accept the NUS offer and to sell the 90 shares in NUSL as follows:
- £1.00 for each A share (60)
- £20.00 for each B share (30)

9.4 The Secretary apologised that Appendix D, relating to the authorisations for the Bank Mandate, had been phrased as if it were a notification to the Board, whereas the intention had been to seek the Board’s approval of the authorised signatories.

9.5 RESOLUTION: The Board confirmed the following as authorised signatories on the Nat West account:

<table>
<thead>
<tr>
<th>Amount</th>
<th>Signatory</th>
</tr>
</thead>
<tbody>
<tr>
<td>Up to £2,000</td>
<td>Any one of the following:</td>
</tr>
<tr>
<td></td>
<td>Manager (Student Services) Wendy Burrell</td>
</tr>
<tr>
<td></td>
<td>Manager (Organisation) Ann Faithful</td>
</tr>
<tr>
<td></td>
<td>Manager (Representation) Jackie Billson</td>
</tr>
<tr>
<td></td>
<td>Manager (Finance) Sally Kitchingman</td>
</tr>
<tr>
<td></td>
<td>Manager (ICT) David McCann</td>
</tr>
<tr>
<td>Up to £9,999</td>
<td>Any one of the following:</td>
</tr>
<tr>
<td></td>
<td>General Manager Trudi de Haney</td>
</tr>
<tr>
<td></td>
<td>Assistant General Manager Rob Avann</td>
</tr>
<tr>
<td>£10,000 and over</td>
<td>Any one of the following:</td>
</tr>
<tr>
<td></td>
<td>General Manager or Assistant General Manager</td>
</tr>
<tr>
<td></td>
<td>President Marianne Cantieri or V P Administration</td>
</tr>
<tr>
<td></td>
<td>David Humble</td>
</tr>
</tbody>
</table>
10. APPROVAL OF FURTHER RECOMMENDATIONS OF THE APPOINTMENTS COMMITTEE

10.1 The Trustees received Paper BoT 3/13/9, which contained further recommendations from the Appointments Committee.

10.2 RESOLUTION: The Trustees approved the recommendations of the Appointments Committee as contained in Paper BoT 3/13/9.

11. THE FUTURE OF OUSET (OU STUDENTS EDUCATIONAL TRUST)

11.1 The Secretary confirmed that it remained a piece of outstanding work for her to produce a report clearly identifying the benefits, and any dis-benefits, of OUSET being amalgamated into OUSA. It remained her view that this would have considerable benefits for both OUSA and OUSET, but it was simply a question of finding the time to produce the report, and she could not prioritise this at the moment. She proposed to aim to have this report available for both sets of Trustees prior to the next face to face meeting of this Board in the Autumn.

12. CONCERNS ABOUT CURRENT WORKLOAD

12.1 Details of the discussion on these matters have been reserved to the confidential section of the minutes as provided for in the Constitution. There were no formal decisions for report arising from those discussions.

13. ARRANGEMENT FOR NEXT/FUTURE MEETINGS

13.1 It was agreed that the next face to face meeting be scheduled for Monday 2\textsuperscript{nd} December, with the Trustees continuing to have the facility either to make unanimous decisions without recourse to a formal meeting or to call for meetings to be arranged either via the dedicated BoT Forum or Elluminate rooms, as and when necessary.
O U S A STRATEGY

O U S A’s Mission

To Maintain Open Access to O U Study and to Improve the Quality of the Student Experience

Strategic Objectives

FOCUS AREA I – EXTERNAL – OPEN UNIVERSITY

a) Establish the Values Expressed in the O U Student Charter as the Cornerstone of all Relationships by:

i) Ensuring that O U S A complies with the values;

ii) Using O U S A’s influence to secure compliance from all members of the University;

iii) Actively participating in the annual charter review.

Owner: President
Senior Accountable Executive: General Manager
Timeline: Aug 2014

b) Ensure Effective Representation within the O U

Ensure the student voice continues to be heard and taken seriously at all levels within the University by:

i) Collaborating with the University to create and implement an effective two-way consultation system between the staff and student members of the University.

Owners: President/ VP Representation/ VP Ed Supp & Res
Senior Accountable Executive: General Manager
Timeline: Review Sep 2013

ii) Strengthening student representation within O U Governance by appointing and training representatives to all Programme Committees

Owner: VP Education Policy
Senior Accountable Executive: AGM (JB)
Timeline: Sep 2013
iii) Developing strong and effective relationships between OUSA and senior staff in the University with particular emphasis on the incoming Director, Students and Pro Vice Chancellors

Owners: Relevant Association Officers
Senior Accountable Executives: Relevant Managers
Timeline: Sep 2013

iv) Improving OUSA’s ability to give appropriate support and representation to students across the different Nations and Regions

Owners: VP Representation/Deputy President
Senior Accountable Executive: AGM (JB)
Timeline: Review Mar 2014

v) Improving OUSA’s ability to give appropriate support and representation to students across the different Faculties and areas of curriculum

Owner: VPs Administration/Ed Supp &Res
Senior Accountable Executive: tbc
Timeline: Commence Oct 2013

c) Monitor the Quality of O U Services and Procedures

Maintain and improve systems for identifying student concerns or requirements and feeding these to the O U through appropriate communication channels

Owners: VPs Student Support / Education Policy/Ed Res & Supp
Senior Accountable Executives: AGM(s) WB/JB
Timeline: review by 31 Jul 2013

d) Negotiate a comprehensive Relationship Agreement between OUSA and the OU including a revised subvention to provide adequate and stable resources

Owners: VP Administration / President
Senior Accountable Executive General Manager
Timeline Jun 2013
FOCUS AREA II – EXTERNAL - GOVERNMENT AND HIGHER EDUCATION BODIES

a) Ensure Effective Representation of O U Students within HE

Initiate a programme for the recruitment, selection, training and support of students available to take up appointments on external bodies in all 4 UK Nations

Owners: Deputy President / President
Senior Accountable Executives: AGM tbc / General Manager
Timeline: review by 31 Jul 2013

b) Ensure Effective Representation of the Part-time Student’s Voice in HE

Owner: President
Senior Accountable Executive: General Manager
Timeline: review by 31 Jul 2013

FOCUS AREA III – INTERNAL

a) Increase Student ‘Awareness’ of O U S A

i) Secure O U support and co-operation for ensuring all students are aware of O U S A

Owners: VP Communications/ President
Senior Accountable Executives: ICTM/GM
Timeline: review by Sep 2013

ii) Establish robust systems for getting a welcome message to all new students and reinforce with other introductory information and opportunities

Owners: VPs Communications & Representation
Senior Accountable Executives: ICTM/AGM (JB)
Timeline: review by Sep 2013

iii) Establish a new website providing a slick, straightforward and highly accessible resource catering for the casual student browser

Owner: VP Communications
Senior Accountable Executive: ICTM
Timeline: Jun 2013
b) Increase ‘Engagement’ with Students

i) Improve the opportunities provided by O U S A for students to engage with each other

Owners:
Deputy President/VP
Ed Support & Research/VP
Representation

Senior Accountable Executive: ICTM/AGMs (JB/WB)
Timeline: review by Sep 2013

ii) Increase the opportunities for student engagement with O U S A

More discussion to be undertaken with the Officers about which elements of Engagement with O U S A from the 2016 Broad Vision list can be prioritised by different members of the team. Commence January 2014.

iii) Ensure that the new website facilitates and helps to promote interaction with students and not just the provision of information

Owner: VP Communications
Senior Accountable Executive: ICTM
Timeline: Jun 2013

c) Foster Student ‘Satisfaction’ via a Vibrant Student Community

i) Facilitate the effective working of the new structure of organisation in Regions and Nations.

Owners: VPs Administration / Representation
Senior Accountable Executive: AGM (JB)
Timeline: Review Sep 2013

ii) Ensure that the new website actively encourages students to provide feedback about their levels of satisfaction with OUSA performance and that systems are in place to act on the feedback

Owners: VP Communications /Deputy President
Senior Accountable Executive: ICTM
Timeline: Review Sep 2013

iii) Continue to refine and improve the new style, combined virtual/campus-based Conference

Owner: VP Administration
Senior Accountable Executives: GM/AGM (WB)
Timeline: Conference 2014
d) Conduct the Inaugural Rules Revision Convention with a View to Gathering Member Feedback and Putting Forward Proposals for the Refinement of the Constitution and Bye-Laws

Owner: VP Administration
Senior Accountable Executive: tbc
Timeline: Conference 2014

e) Develop a Structure Facilitating OUSA Officers/OUSA Staff Team Work

Ensure an effective working relationship between staff and Officers that can maximise the potential for each to contribute to OUSA’s success, in particular by:

i) Ensuring clarity in the division of responsibilities and activities between staff and Officers

ii) Developing an effective structure of relationships between senior staff and Officers

iii) Enabling and fostering Officer/Staff collaboration

Owner: President
Senior Accountable Executives: General Manager / AGM(RA)
Timeline: Review Sep 2013

f) Streamline Internal Systems to Create a ‘Professional’ Association

i) All OUSA information to be available from one central online hub

ii) Remove barriers to student engagement

Owners: President / Deputy President / VP Representation / VP Administration
Senior Accountable Executives: General Manager / AGM (RA)
Timeline: Review Sep 2013

Approved by the Board of Trustees March 2013.