Minutes of the meeting of the Board of Trustees (BoT) held in the OU HR Training and Development Centre, Wilson Building, OU Campus, Milton Keynes 24 March 2016.

PRESENT

Ruth Tudor, President (Chair)
Peter Cowan, V P Educational Support & Research (4th Officer Trustee)
Jonathan Fudge (External Trustee)
Andrew Hulme (External Trustee)
David Humble, V P Administration
Anna Jenkins (Student Trustee)
Nik Morris, Deputy President
Carey Shaw, OU Council Member (Non-Officer Trustee)

IN ATTENDANCE:
Rob Avann, General Manager (Secretary)
Wendy Burrell, Deputy General Manager
Leanne Quainton, Executive Assistant (Minutes)

SECTION A: INTRODUCTORY ITEMS

1. WELCOME

1.1 The President welcomed Trustees to the meeting.

2. APOLOGIES FOR ABSENCE

Al Thomas (Student Trustee)

3. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

3.1 The Minutes (BoT 11/15/M) from the meeting in November were approved. The General Manager will follow up with the Head of Operations regarding the date of the extraordinary meeting of the OSL Board.
4. REPORT FROM THE GENERAL MANAGER/SECRETARY

4.1 The General Manager outlined the contents of the paper advising that the purpose of this item was to pick up any matters that had been dealt with online since the last meeting or for information purposes.

4.2 He highlighted that he had met with Stone King, the Association’s new legal advisors several times since being appointed in February, and the work carried out so far was proving beneficial, especially around the advice into payment for officers.

SECTION B: ITEMS FOR REPORT OR ENDORSEMENT FROM THE C E C

5. REGIONS REVIEW UPDATE

5.1 The recommendations from the review carried out by SUMS consultancy were presented to the CEC in January. The recommended proposal was the implementation of a mixed model that involved losing the regional structure and organising the Association’s local presence in a different way. A new layer of student volunteers, Learning Experience Reporters would be implemented. The social level would come through encouraging a network of local groups with a central resource in the office to support, encourage and promote, opening up the level of volunteering opportunities. An English National Executive would also be created to mirror the Nations structure. The Deputy General Manager added that the Celtic nations are all in agreement to be included as part of this new structure.

5.2 The Deputy General Manager went on to advise of the resource implications of this new model as additional staffing would needed. Early discussions have been held with the University who recognise the requirements and have given an indication of support, asking for a full business case to be produced. This piece of work is currently underway.

5.3 Trustees were pleased that the University supported plans and will await to see the business case once completed.

6. PAYMENT FOR OFFICERS

6.1 A proposal paper had been brought to the BoT at their July 2015 meeting, where support was given to moving towards a model whereby the elected President and Deputy President roles would be paid. There were a number of financial and legal issues that needed to be explored and the General Manager had raised these with the Associations HR consultants, Righthand HR and Legal Advisors, Stone King. He had brought analysis carried out by Righthand to the meeting with a recommended course of action together with legal advice from Stone King. In-depth discussions had also been had at the CEC weekend and this was shared with the Trustees for consideration.

6.2 The Righthand HR analysis concluded that a paid President and Deputy President would be the best fit for the OU Students Association. It drew attention to the issue of the Education Act that states ‘a person should not hold a sabbatical union office, or
paid election union office, for more than two years in total in the establishment’ which would mean a President/Deputy President would only be able to serve in these posts once. In terms of salary, the report urged trustees to think about the purposes of payment and if the Association would want to use pay as an incentive. The OU Students Association would need to pay market value for the roles and would need to justify this. Righthand advised not to pay either position for their roles as Trustees and that this part of their position remains voluntary.

6.3 Advice given from Stone King had put 3 options of contracting, advising that making positions employees rather than self-employed positions was the less risky option. This however, comes with a number of issues in relation to disciplinary procedures, pay scales and employee benefits.

6.4 There had been a difference of opinion at the CEC meeting regarding whether roles should be full or part time and Trustees agreed on principle that part time would be more appropriate to allow students to remain flexible with other commitments. A suggestion was to look into the viability of 0.75 if the current commitment asked upon the President continues. Lengthy discussions were had into the difficulty in monitoring the President/Deputy President’s time and if this should remain flexible or stricter, precise hours were to be stated. It was suggested that the General Manager approach other student unions to see examples of contracts and how this is managed. It was queried whether the salary could be opted out of if the person requested it and if this affected their status as employees and the restriction under the Education Act 1994.

6.5 Trustees agreed that money was not to be a main incentive for students putting themselves forward to the roles and the salary should reflect this. The national living wage was agreed as potentially the appropriate level. The President also confirmed that the majority of her work was as an Officer and not as a Trustee therefore it would be suitable to continue with this part of the role as voluntary.

6.6 Trustees agreed a fuller consultation should be had with students prior to Conference on the principle of this proposal and to seek their views on the advantages and disadvantages. Further discussion over the potential salary level may also be needed.

6.7 It was agreed that disciplinary procedures was a big issue due to the Association’s structure. Trustees asked for this to be explored and resolved.

6.8 **ACTION:** The General Manager was tasked with going back to Stone King Solicitors for further details on a number of areas; Further feedback on the fixed term 2 year contract and dismissal implications; waiving payment; expenses for travel; advice over the contract and hours of work; Disciplinary procedures and; contract wording.

6.9 **ACTION:** The General Manager to plan the consultation on the subject to take place prior to Conference in June 2016.

6.10 **ACTION:** The General Manager to seek example contracts from other Student Unions.
7. PREVENT DUTY

7.1 The Deputy General Manager discussed the new legislation that imposed a statutory duty on Universities to look into all its procedures in preventing people being drawn into terrorism. Student Unions are not currently covered by the Act, except around activities that take place on University platforms or facilities, meaning that for the OU Student Association, the online forums and events on OU property. The CEC have been informed of the legislation and full training on the duty will be provided to two members of staff during April 2016. Discussions have been started with the experienced moderators and following the Prevent training, all other forum moderators will be notified of the procedures. In due course references to Prevent will need to be included in the Associations documentation.

7.2 The Deputy General Manager highlighted that the Association’s involvement is light touch, and behaviour should not alter but if any unusual behaviour is noticed, then this is to be reported to the OUSA controller who passes it onto the University who will look into the situation.

7.3 Trustees accepted that the OU Students Association needs to follow this legislation but advised that it is communicated sensitively. The Deputy General Manager will use the training to ask any queries related to our systems and pertinent for our student moderators.

SECTION C: ITEMS FOR DISCUSSION AND POSSIBLE DECISION

8. FINANCIAL MATTERS

8.1 The General Manager advised that next year’s allocation of funds has been agreed in draft with the University. 2016-17 is the final year of the current 3 year agreement so work will soon be started in securing the new framework. This is to be concluded before the end of July 2016 to ensure continuity with the current Officers involved who understand the history of the Association and the theory behind requests. The University Secretary is supportive for the Association to push for growth in the 3 year period and has agreed for SUMS Consultancy to produce external analysis on the comparability with other Union’s levels of funding. This additional evidence of where the Association stands comparably will help support negotiations. The General Manager will upload the analysis, due to be completed by mid-April, for the BoT to discuss.

8.2 Exam papers are to be provided free of charge from August 2017 and the OU Students Association have requested that they continue to be supplied through the OU Students shop to ensure the traffic through the webstore is retained. The OU are looking at how they can cover the £135,000 that is currently made from exam papers. The Association will continue seek a longer term solution for the loss of money with the University.
The OU have attempted a piece of work in identifying the full breakdown and costs of student expenses across the university, but have not been able to come to any conclusive answers. It is likely that the proposal will be withdrawn. In the meantime it will be included in the SUMS piece of research as to how other universities manage this.

9. **BoT REVIEW**

9.1 The General Manager thanked those Trustees that completed the review which was intended to gather opinion on different aspects of the Trustee role and how the office can give better support and make improvements for the next term. Generally results were very positive across all areas with Trustees happy with their roles and remits and the ability to take part in discussions and decision making.

9.2 It was noted that increased guidance and further training would have been beneficial at the start of the term which will be picked up this year through a more thorough induction and Trustee training. It was also felt for those Trustees not on the CEC that they would benefit from greater background on papers and explanations into the reasons behind what has driven the requirement of new proposals with the improved outcomes if implemented. Improved communication and follow-up of outcomes on any organisational changes would also be beneficial for better understanding.

9.3 **RESOLUTION:** It was agreed that; Greater background information will be given on papers with descriptions of where proposals have been driven from; Decisions to be made clearer and Trustees better informed of the outcomes; Meetings held within 2 weeks of the CEC rather than the next day, avoiding Monday and Fridays.

10. **AFFILIATION TO CHARITY FINANCE GROUP (CFG)**

10.1 The General Manager asked to approve the renewal of affiliation to the Charity Finance Group to 31 March 2017 and on an ongoing basis thereafter. He highlighted affiliation has been a real benefit and the resources and training opportunities utilised regularly.

10.2 **RESOLUTION:** Trustees approved the affiliation.

### SECTION D: ITEMS FOR INFORMATION

11. **STAFFING MATTERS**

11.1 Part of this discussion was of a confidential nature and therefore has been reserved to the confidential section of the minutes.

11.2 The Deputy General Manager asked Trustees for approval in changing some of the team names within the staff structure.
11.3 RESOLUTION: The BoT agreed the name changes: Student Voice, Student Community and Digital Communications.

12. **ANY OTHER BUSINESS**

12.1 Andrew asked whether the Association planned to go out tender for its auditors which VP Administration agreed, was long overdue.

12.2 **ACTION:** The General Manager to move forward.

13. **DATE OF NEXT MEETING**

The next face to face meeting of the BoT will be held during the BoT/CEC Handover weekend on 22 - 24 July 2016.

Discussions will continue online in the meantime.