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 28 April 2014.

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
Al Thomas, SAR South & South West
Joan Jones
Mal Morris

IN ATTENDANCE:
Trudi de Haney, General Manager & Secretary
Rob Avann, Deputy General Manager (part)
Wendy Burrell, Head of Engagement & Support (part)

1. APOLOGIES

Al Thomas had tendered apologies for his late arrival. On his arrival, the President welcomed him to his first meeting.

2. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

2.1 The President invited trustees to raise any matters arising, from the previously agreed minutes BoT 12/13M, that were not covered elsewhere on the agenda. It was noted that, in relation to minute 9.1 VP Administration had received satisfactory answers to his queries.

3. REPORT FROM THE GENERAL MANAGER/SECRETARY  BoT 4/14/1

3.1 RESOLUTION: to confirm the accuracy of the report at items 1.a. to e.

3.2 RESOLUTION: to confirm that the General Manager’s job description, as referred to at 2.b. of the report, had been approved by the full Board.

3.3 The remaining items in the report were noted without questions.
4. **ANY ITEMS FROM THE C E C MEETING FOR REPORT OR ENDORSEMENT**

4.1 VP Administration reported on the discussion at the C E C meeting about OUSA Branding. The C E C had supported the proposal, sponsored by VP Communications, to obtain quotes from external companies with a view to seeking BoT approval to award a contract for this project.

5. **APPOINTMENT OF EXTERNAL TRUSTEES**

5.1 The Deputy General Manager reported on the discussion at the C E C meeting. The C E C had approved in principle the two external members recommended for appointment following the recruitment exercise undertaken by the Board. They were happy to leave it to the Board to make the final decision after any further processes that they may wish to undertake. It was agreed that it would be useful to seek a further opportunity for more members of the Board to meet with the two candidates and for them, as well as Board members, to have a final opportunity to decide whether the relationship suggested a good match.

5.2. **RESOLUTION:** Rob to see if the candidates would be able to meet Trustees in the course of the scheduled weekend of meetings 16 – 18 May and also if they could be available to participate in some part of Conference and the July handover weekend.

5.3 It was noted that Mal Morris, Joan Jones and Al Thomas could not be available that weekend, but they were content that the remaining trustees could be available. (Post-meeting note: in the event, Joan was also able to attend on 17 May).

6. **COMMUNICATIONS INTERN**

6.1 The Deputy General Manager introduced his paper about the proposed introduction of a position on the staff team for a Communications Intern. He had included background information and a progress report in relation to the consideration which he, and the Head of Communications and Technology, had given to the creation of this role. This included the initial focus which they envisioned for the role. Their proposal would be to undertake more work on developing the role, particularly around the terms and conditions and the recruitment strategy, with a view to being able to roll out a recruitment process in the autumn.

6.2 **RESOLUTION:** To approve, in principle, the intention to recruit to the role in the Autumn subject to a fuller proposal being put to the Board in the future.

7. **NIGHTLINE**

7.1 The Deputy General Manager and Head of Engagement and Support introduced their paper. This work had developed from the work they were undertaking with the Deputy President around distressed and suicidal students,
an issue which had been given specific focus by OUSA’s earlier work around Safeguarding. They had come to the view that there was a major gap in service ‘out of hours’ which directly affects both students themselves and those students undertaking roles on behalf of OUSA, most notably Moderators, who were left to deal with the issues that arose, effectively without support. Although the catalyst for moving this work forward had been the specific issues of seriously distressed or suicidal students, there was a far broader group of students who could benefit from such a service.

7.2 Trustees raised many detailed questions and comments and Rob and Wendy either pointed to information contained in the paper or gave more detailed responses based on their discussions with Nightline and the OU Mental Health Advisor.

7.3 Key points of concern for a number of trustees were; whether OUSA should be involving itself at all in the mental health issues of students; if there was a need for such a service, whether it should not be the University, rather than OUSA, which should be providing such service for all students; the resource implications of OUSA spending this amount of money on an external provider of such services. There were also a number of concerns about the limitations of the service which could be offered by Nightline including; volunteer opportunities (at least initially) would only be open to students within travelling distance of London; there was not a full service all year round; email only contact, out of term time, might not be adequate. Rob pointed out that all these issues were open to development and improvement if OUSA decided to pursue the project. He also agreed that it was important for the University to make a commitment and contribute funds, but felt that this might be more likely to happen if OUSA made a commitment initially to get the project off the ground.

7.4 There was a lengthy discussion during which many questions were raised and considered, and it was clear that a number of trustees were very strongly in favour of the proposal whilst others were equally strongly against. It was therefore agreed to put the matter to a formal vote.

7.5 RESOLUTION: To approve in principle the intention to affiliate to Nightline for 2014/15 at a cost of £19,387, subject to further negotiations. The Secretary was asked to record the votes of David Humble and Joan Jones as being against this proposal and of Al Thomas as having abstained.

8. PAY DISPUTE & MARKING BOYCOTT

8.1 The President referred to the paper produced for the C E C meeting providing a summary of the up to date position. As things stood, U C U (Universities and Colleges and Union) was currently in the process of balloting its members on the offer made by the Employers’ side to settle the 2014/15 pay claim and the outstanding dispute relating to the 2013/14 pay claim. Jenny Bull had given the C E C meeting a detailed explanation of the contingency plans which would be rolled out in the event of the boycott going ahead. She had asked OUSA not to publish any of the details she had provided to the C E C as the University would prefer to publish its own, clear statement if that were to become necessary. It
had been felt that the arrangements being made by the University were very comprehensive and Jenny Bull had promised that, the few questions she needed to take away from the meeting and have clarified, would be included by the time a statement was published.

8.2 The President was also pleased to be able to report that Pauline Collins, President of the OU UCU, had been extremely helpful in making sure that Marianne’s questions were responded to and that she was being kept fully up to date with developments.

9. **STAFFING MATTERS –** BoT 4/14/4 & 4/14/5

9.1 The Board considered these two papers, which consisted of a number of routine staffing matters. 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.

10. **FINANCIAL MATTERS** BoT 4/14/6

10.1 The Trustees received the information provided as Appendices A, B and C. There was a specific question on Appendix A about the spending relating to code 6003 “e Communications”. This code was showing a considerable overspend which did not appear consistent with the logic of having produced an adjusted budget. The General Manager apologised that she didn’t know what this spending related to since this code was only intended to cover the licence for My Voice at the moment and the other, additional spending on various elements and e Services aimed at improving the online Conference experience, should have been contained within code 5032 under the Conference budget. She undertook to investigate and let the trustees have an answer to this point.

10.2 There was discussion on the letter from Keith Zimmerman at Appendix C and VP Administration provided some additional commentary on the numerous meetings and exchanges which had finally resulted in this agreement. In principle, the new agreement covered the significant expansion of the staff team, acknowledged that there should always be sufficient flexibility in the settlement to provide trustees with some discretionary spending power beyond covering the ‘basics’, and which gave OUSA the opportunity to put in bids for strategic funding for larger projects (i.e. £100k+) as part of the annual round of negotiations.

10.3 The President felt that both David and Trudi should be congratulated for achieving the agreement and this sentiment was warmly endorsed by other trustees.

10.4 The trustees considered the revised Reserves Policy presented as Appendix D. The revised wording now took into account the final form of the new funding agreement.
10.5 RESOLUTION: To endorse the OUSA Reserves Policy, presented as Appendix D, with the figure of 8.33% included at paragraph 4. revised to 8.8% in line with the statement in the letter from Keith Zimmerman and some necessary commas added to paragraph 1. (The revised Policy is now presented with these minutes as an Appendix.)

11. ARRANGEMENTS FOR NEXT/FUTURE MEETINGS

It was noted that the next scheduled face-to-face meeting of the Board is the induction and handover session over the weekend 25 – 27 July. The incoming Board would determine the future meeting arrangements for the 2014/16 term.
1. OUSA has considered the advice provided by the Charity Commission “Charities and Reserves”. Generally OUSA’s activities are low risk in terms of financial loss with the burden of risk bearing more heavily on those factors which might prevent OUSA from achieving its objects. Other factors which have been taken into account in determining this reserves policy are that OUSA has a low level of fixed assets, which are properly insured, and is also well insured for third party liabilities arising across the breadth of its activities; plus it has the benefit of an indemnity for the costs of any legal action arising from employment matters. For these reasons, the trustees do not feel it necessary to designate as large a reserve as might normally be felt to be warranted on the basis of turnover.

2. However, there are a number of eventualities for which the trustees feel reserves are essential:

   a. As a democratic organisation, it is necessary to make some provision for the calling of additional, unplanned meetings which OUSA has a constitutional obligation to meet; it is not felt to be necessary to make full provision for the constitutional right to call for an emergency meeting of Conference, but it is felt to be prudent to allow for the costs of any meeting called under the emergency provisions of the constitution
   b. Some, limited, provision also needs to be made for ‘seed-funding’ of an urgent project arising within the year
   c. Provision for covering unforeseen day-to-day operational costs, the most likely example being the need to cover a long-term sick absence
   d. Planned commitments, or designations, that cannot be met by future income alone e.g. plans for a major asset purchase.

3. The designated reserves in alternate years will also include half the budgeted cost of OUSA’s biennial Conference and the cost of the Annual Central Reps Seminar since, in its relationship with Conference, in a Conference year that event will be held in August or September whereas in the alternate year, it will be held in July. It therefore seems sensible to disregard these factors when calculating the target undesignated reserve.

4. Taking account of the above factors, the trustees have determined that 8.8% of core expenditure, less the extraordinary items of Conference and the Central Reps Seminar, will be the formal undesignated reserve target. This will be reviewed on an annual basis. The trustees accept that reserves above the level of the designated and formally determined, undesignated reserves will form part of the considerations in the annual subvention negotiations with the University.