Minutes of the meeting of the Board of Trustees (BoT) held on 15 May 2017 in the OU HR Training and Development Centre, Wilson Building, OU Campus, Milton Keynes.

PRESENT
Andrew Cooke, Student Trustee
Peter Cowan, VP Administration
Anna Jenkins, Student Trustee
Andrew Hulme, External Trustee (except item 8)
Melanie Philpott, Student Trustee
Nicola Simpson, Acting President (Chair)

IN ATTENDANCE
Rob Avann, General Manager (minutes)
Sally Kitchingman, Head of Resources (minutes)

INTRODUCTORY ITEMS

A. WELCOME
The Acting President welcomed Trustees to the meeting.

B. APOLOGIES FOR ABSENCE
Peter Bell, Student Trustee
Wendy Burrell, Deputy General Manager
Leanne Quainton, Executive Assistant

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING
C.1 The Minutes (BoT 2/16/M) from the meeting in February were approved.

C.2 No comments made on minutes or matters arising. The Chair noted that we had not received apologies from either Jonathan Fudge (External Trustee) or Mary Oparaocha (Student Trustee).

C.3 Prior to the main business items, the Trustees received a presentation from Andrew Smardon, Audit Manager from our new external auditors James Cowper Kreston. Andrew talked Trustees through their financial duties and ran through the latest annual consolidated accounts to explain the purpose and meaning of the various
sections and the forthcoming changes that would be necessary in this year’s accounts. Andrew was thanked for his attendance and the useful presentation and he left the meeting before the main business items.

1. **REPORT FROM THE GENERAL MANAGER/SECRETARY**

1.1 The General Manager introduced this paper and asked if there were any questions or clarifications needed on any of the detail contained within the report. A Student Trustee enquired as to whether the new revised bank mandates were now approved and in place. The Head of Resources confirmed that this was the case.

---

**ITEMS FOR REPORT OR ENDORSEMENT FROM THE CEC**

2. **OU STUDENTS ASSOCIATION STRATEGY**

2.1 The General Manager introduced this paper which provided an update following the recent Central Executive Committee meeting on 21-23 April 2017. An observer from the Board of Trustees had attended this meeting and had participated in the strategy workshop on 23 April 2017 which was facilitated by the University’s Head of Strategic Planning, which included members of the staff team and several observers in addition to CEC members. This session had reviewed the internal and external drivers affecting the Students Association and had reviewed the values, objectives and actions completed from our 2015-18 Strategy. It had been proposed that the objectives should be reduced to three from the current four, with a proposal that the objective around exercising good governance should instead become a feature of the organisation’s values. Further work was now needed to draft actions to sit below these three objectives, to clarify and confirm the correct wording for the objectives and the values and to ultimately propose a revitalised strategy.

2.2 The General Manager explained that the proposed next steps would include creation of a forum for each strategy objective where discussions could continue between CEC members, Trustees and staff to suggest actions. All suggestions would be reviewed and pulled together into a proposed document by the staff management team and brought forward to the next CEC meeting on 14-15 July 2017 for further discussion and refinement. It was hoped that a final proposed strategy with the endorsement of the CEC could then be brought forward to the Trustees to consider at their next meeting on 27 July 2017.

2.3 A Student Trustee enquired as to whether it was planned to engage with the full student body. It was further queried whether the research project which had been agreed at the CEC meeting would be running to a similar timescale or whether findings from this could be utilised as part of the approach.

2.4 **ACTION:** General Manager to confirm timescale for the research project.
3. REMUNERATION COMMITTEE

3.1 The General Manager presented this paper and a set of proposed terms of reference, which followed on from previous discussions at the meeting in November 2016. The draft terms of reference had been prepared in recognition of guidance from the Institute of Chartered Secretaries and Administrators (ICSA) and practice in other student unions.

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

3.3 A wide-ranging discussion followed around the potential membership and the level of authority that Trustees were content to delegate to this Committee.

3.4 There was general agreement around giving the Remuneration Committee an advisory role, rather than full authority to set the policy applicable to the elected President and Deputy President positions.

3.5 An External Trustee recalled examples of this approach in the private sector and suggested that if the Committee were to have decision-making authority then it would be appropriate to ask the chairperson to provide a formal note for the annual accounts. It was also suggested in the draft terms of reference that they could be asked to attend Conference to answer any specific questions regarding remuneration.

3.6 The General Manager provided a note of caution that the Remuneration Committee and Board of Trustees would both need to very mindful of potential conflicts of interest, both in who was appointed and in how decisions were made. This made it imperative that the Committee included a balance of external input from both External Trustees and potentially an independent, external chairperson with appropriate experience and skills.

3.7 The proposal in the paper to seek an independent and external chairperson was agreed. The General Manager asked that Trustees reach agreement on the level of delegated authority they were comfortable with, as it was crucial that the Terms of Reference conveyed the full parameters properly and that a Chairperson could be recruited with a full understanding of the role. The first intention would be to try and make an appointment on a voluntary, expenses-only basis but it was agreed that if this approach was unsuccessful it may require further discussion on offering the role a payment for their skills and input.

3.8 ACTION: Once the terms of reference are established, the General Manager will explore potential routes for securing a suitable chairperson.

3.9 A Student Trustee suggested making sure that the Committee had an odd number of members to assist with reaching an outcome on any areas of disagreement.
3.10 Trustees voted to approve the establishment of a Remuneration Committee and agreed to take the suggested Terms of Reference onto their online forum for further debate and refinement following the meeting.

3.11 The Acting President reminded the group that a decision was needed and therefore she would be setting a deadline of 23 May for comments and final decision for the online discussions.

3.12 **ACTION:** All Trustees to engage with the discussions online following the meeting to refine and agree the terms of reference.

4. **GENERAL MANAGER APPRAISAL**

4.1 The General Manager introduced this paper which sought agreement on a panel to prepare and deliver his appraisal. The General Manager and Head of Resources left the meeting for this part of the discussion.

4.2 Trustees agreed that the panel should be formed of the President/Deputy President and one other Trustee of any category. They agreed that it should not include the HR Consultants or any members of the Remuneration Committee at this stage.

4.3 Following discussion it was agreed that Nicola Simpson, Acting President, and Melanie Philpott, Student Trustee would handle the process this year. In the longer term, it was agreed that there should be a process for doing this in line with setting strategy and ahead of the staff team doing the rest of their appraisals. The General Manager and Head of Resources were asked to re-join the meeting.

4.4 **ACTION:** General Manager to share with Nicola and Melanie the notes from his last appraisal in December 2015.

4.5 **ACTION:** Nicola and Melanie to prepare for an appraisal to take place as soon as possible.

4.6 The paper had a second suggestion around ensuring that there was an appraisal for the Acting President, who confirmed that she would value this approach and would welcome this to happen sooner rather than later. The Acting President then left the room to allow Trustees to discuss and agree their approach.

4.7 Anna Jenkins, Student Trustee, took over Chairing duties for this discussion. It was agreed that a Trustee and the General Manager would form the panel for this appraisal and would consult wider to get feedback from others into the process. Andrew Cooke volunteered to take on this responsibility. The Acting President was invited to re-join the meeting and re-assume the role of Chair.

4.8 **ACTION:** Andrew and Rob to prepare and deliver an appraisal for the Acting President as soon as possible.
5. **FINANCIAL MATTERS**

5.1 The Head of Resources introduced this paper which provided an overview of spending to date and the forecasted out-turn for year end, which would see an underspend of around £159k. The Head of Resources explained that there were a number of additional expenditures which would reduce this figure, including the forthcoming President bye-election.

5.2 An External Trustee noted that the majority of underspend was on staffing and queried whether this was due to recruitment not happening in the timescale that had previously been proposed. The General Manager confirmed that the budget had been an ambitious one this year and we were in the midst of a year that had seen a great deal of staff recruitment with 7 new positions, several temporary appointments and unplanned departures. The final new team that was being recruited with the new funding brought in for this year was behind schedule in recruitment from the timetable that had been proposed due to these other changes but was now underway. The Acting President asked if there were any risks in having a staffing underspend. The General Manager confirmed that it was not ideal and underspend can impact on negotiations for future subventions with the University. However in this case the budget had been a challenging one and the scale of change this year had been quite unlike other years.

5.3 A Student Trustee asked for future reports to show clearly the variance and the Head of Resources confirmed that she would make that amendment.

5.4 A Student Trustee asked where we were at for setting the 2017/18 budget. VP Administration confirmed that we had still not received final confirmation of funding from the University but that he would be meeting with the Head of Resources and General Manager to draft the budget ready for presentation to the Trustees shortly, hopefully online prior to the next meeting.

6. **RISK REGISTER**

6.1 The General Manager presented this paper which included the organisational risk register and would now be coming as a standard item for information purposes. The paper detailed a number of updates that had been made following ongoing work within the University and in consideration of the ongoing Brexit negotiations.

6.2 A Student Trustee asked if details of the scale could be provided at future meetings to help with the reading of the register. The General Manager confirmed that he would add this information on to the register for future meetings.

6.3 **ACTION:** General Manager to add details of the scale to future papers.

6.4 The Acting President asked if Trustees could continue to feed information in to this register. The General Manager confirmed that he would appreciate feedback or suggestions on how to improve it or of areas to add. A Student Trustee flagged that when the new risk register was first proposed at the meeting in September 2016 it
had been suggested that perhaps Trustees could break some of these areas up into groups for further discussion.

7. **STAFFING MATTERS**

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

7.2 The External Trustee had to leave the meeting during the consideration of this item, due to time over-running.

7.3 After the meeting, the Trustees agreed to de-classify the following minute: The Acting President left the room for this discussion, with VP Admin taking over chairing duties. The Trustees unanimously approved recommendation 2, to make the President’s role full-time for advertisement in the forthcoming bye-election at the same salary level (S/P 14 of Grade 4). It would not be expected that the post-holder would re-locate to Milton Keynes, the place of work would remain as their home address. The Acting President was invited to re-join the meeting and re-assumed chairing duties.

8. **ANY OTHER BUSINESS**

8.1 The Acting President flagged that more time was needed for meetings and that she would take this onto the forum for discussion.

8.2 Trustees thanked Nicola for stepping up as Acting President and her recent hard work to cover a difficult period.

8.3 VP Administration raised that he would be putting a series of items on the online forum for information and discussion. He flagged that rules revision was due to take place in November 2017.

8.4 A Student Trustee asked the General Manager to undertake another staffing survey.

8.5 The General Manager flagged that the terms of the External Trustees were up at the end of July 2017. Trustees agreed that the General Manager should approach both External Trustees for conversations to agree next steps.

8.6 Trustees asked the Acting President and General Manager to follow up with those that had not attended this meeting and had not sent prior apologies.

9. **DATE OF NEXT MEETING**

The next face to face meeting of the BoT will be held on Thursday 27 July 2017 at 10am.

Discussions will continue online in the meantime.