Minutes of the meeting of the Board of Trustees (BoT) held on 27 July 2017 in the OU HR Training and Development Centre, Wilson Building, OU Campus, Milton Keynes.

PRESENT
Peter Bell, Student Trustee
Peter Cowan, VP Administration (via telephone phone)
Anna Jenkins, Student Trustee
Melanie Philpott, Student Trustee
Nicola Simpson, Acting President (Chair)

IN ATTENDANCE
Rob Avann, General Manager
Leanne Quainton, Executive Assistant (minutes)

INTRODUCTORY ITEMS

A. WELCOME

The Acting President welcomed Trustees to the meeting.

B. APOLOGIES FOR ABSENCE

Andrew Cooke, Student Trustee
Wendy Burrell, Deputy General Manager
Andrew Hulme, External Trustee
Sally Kitchingman, Head of Resources
Mary Oparaocha, Student Trustee

C. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

C.1 The Minutes (BoT 5/16/M) from the meeting in May were approved.

C.2 No comments were made on the minutes or matters arising.

C.3 Prior to the main business items, the Trustees met Tim O’Brien, the Incorporation Project Manager who will be leading the work on seeing the organisation through Incorporation.
1. REPORT FROM THE GENERAL MANAGER/SECRETARY

1.1 The General Manager introduced this paper adding additional detail to the new Charity Governance Code that has now been published advising that he will bring a paper to the next meeting that shows how the Association fares in relation to each of the indicators.

1.2 The Acting President added that students are being asked to sit on various workstreams in the OU Redesign/Students First Transformation project. She advised that the amount of work involved in this project will have an impact on the Association’s focus over the next year.

1.3 The BoT formally congratulated Beth Metcalf, Head of Student Volunteering who had been nominated for the Women Leaders Milton Keynes Award. They also congratulated Rob Avann, who was recently appointed as a Trustee for the Collections Trust.

1.4 Excellent feedback had been received from the Volunteers Event that took place on 15 July 2017 and it had been a beneficial and worthwhile event. Trustees recorded their thanks to the staff involved.

1.5 APPROVED: That Caroline Poppenga, VP Representation & Research, attend the next BoT meeting as an observer.

ITEMS FOR REPORT OR ENDORSEMENT FROM THE CEC

2. OU STUDENTS ASSOCIATION STRATEGY

2.1 The General Manager introduced this paper which outlined the process of reaching the revised draft strategy for 2017-20. Since the last meeting, forums had been created for each of the three strategy objectives for members of the CEC, Board of Trustees and the staff team to post and comment on suggested actions which could form part of the Association’s work. The staff Management Team then held a further session to go through the suggestions and further develop ideas adding potential timescales, ownership and milestones. The draft strategy had been presented to the CEC at their meeting on 14-16 July where they agreed wording for the values and objectives and went through each action suggesting changes. The draft Strategy presented to the BoT had been endorsed by the CEC.

2.2 The General Manager added that performance indicators will be developed that will include qualitative measures as well as statistical data. This information will help feed into the strategic action to produce an annual report of the Association’s impact.

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

2.4 Two Student Trustees thought that the strategy looked ambitious especially in light of the additional workload that will come out of OU Redesign. It was suggested that
dates are looked at to ensure deadlines are realistic and to continue to be kept under review. A gantt chart was also recommended to easily see the timelines of projects.

2.5 **RESOLUTION:** Trustees approved the Strategy 2017-20.

2.6 **ACTION:** The General Manager to format the document and create a one page summary to publish.

3. **FINANCIAL MATTERS**

3.1 VP Administration presented the overview of expenditure to date for 2016-17 along with the draft 2017-18 budget. He reported that the Association would receive a 10% increase to its subvention in 2017-18. The OU could not give any further commitment beyond 2017-18 meaning negotiations will start again for 2018-19 later in the year. He pointed out that the majority of the additional funds have been allocated to Central Services in the draft budget.

3.2 The amount of reserves carried over by the Association was queried by a Trustee and further clarification was requested. The costs for Incorporation were requested to be shown in the budget as well as more information on the depreciation costs and the reason for increase in the budget.

3.3 **RESOLUTION:** Trustees approved the budget in principle subject to the further information being provided. Trustees approved the increase in mileage rates from 30p per mile to 37.5p per mile in line with AA rates and asked for confirmation on whether the policy states the drop of mileage rates after a certain distance.

3.4 **ACTION:** Head of Resources to provide the above information for Trustees to discuss and approve the proposed budget online.

**ITEMS FOR DISCUSSION AND POSSIBLE DECISION**

4. **RENUMERATION COMMITTEE CHAIR**

4.1 Trustees had reached agreement on the final terms of reference for a Remuneration Committee on the forum since the last meeting. It had been agreed that the Chair of the Remuneration Committee would be external to avoid any conflicts of interest and bring an external perspective and skills. The General Manager presented a follow-up paper that proposed recruitment for an external Chair, along with a draft role description, person specification and time commitment required.

4.2 **RESOLUTION:** Trustees approved the role description for external advertising. Anna Jenkins volunteered to assist the General Manager with the selection process.

5. **STUDENT EXPENSES**

5.1 VP Administration introduced this paper which proposed extending the range of items which could be claimed back by student representatives including the cost of telephone calls when attending meetings remotely and to make some limited provision for childcare costs.
5.2 Trustees discussed the proposal of childcare costs agreeing that further detail is needed on the criteria of a student needing support before a decision could be reached. It was agreed that the following detail would be required: whether provision would cover weekend meetings only or whether it could be extended to those held in the week; if provision would include other dependencies i.e. caring responsibilities and; a greater idea of the overall cost of implementation. The general feeling was that support should be discretionary and assessed on a case by case basis but further criteria is needed before a decision could be made.

5.3 Discussion continued regarding claiming back the cost of telephone calls with the point being made that although the Association tries to ensure to call students or use Skype, the OU frequently asks students to dial into meetings at the expense of the student.

5.4 Trustees agreed that this would be discretionary and that justification and a copy of an itemised bill would be needed from the student with a possible cap implemented.

5.5 **ACTION**: VP Administration to find examples from other Student Unions and voluntary sector organisations and bring a draft policy to the next meeting.

6 **EXTERNAL TRUSTEE RECRUITMENT**

6.1 The General Manager gave a verbal update on the need for recruitment for an External Trustee following the resignation of Jonathan Fudge from 31 July 2017. He advised that Andrew Hulme had confirmed that he will continue on the Board for a further 2 years, maintaining the consistency past Conference 2017 when there would be a new Board of Trustees in place.

6.2 Trustees discussed the skills needed for the post and was felt that a HR or legal background would be beneficial which could provide additional support with staffing and HR related issues. Both External Trustees would join the new Remuneration Committee and so this area of skills and expertise would be very useful for this part of the role.

6.3 The overall composition of the BoT was discussed, particularly that as the organisation had grown the Board was perhaps a little small at ten. It was suggested that perhaps a third external Trustee with additional specialist experience was also required, alongside the suggestion of an external Chair to avoid any conflict of interest with the President and Deputy President were paid members of staff. These issues will be discussed further as part of Rules Revision that will look at making changes to the Constitution at Conference 2018.

6.3 **ACTION**: The General Manager to start the recruitment process. Peter Bell offered to assist with the selection process.

7 **ELECTIONS**

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

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

9. RISK REGISTER

9.1 The General Manager presented this paper for information purposes as a standard item on the Agenda. He noted that no updates had been made since the May meeting.

9.2 The Acting President asked to check the wording on risk 15 ‘Accidental injury occurs on our premises or at one of our events’ to cover student members and to clarify exactly what is covered.

9.3 The Acting President raised a proposal of including a cooling off period for representatives when resigning from a post. It was agreed that it should not be a fixed period but a judgment call and done under the President’s discretion.

9.4 VP Administration highlighted Risk 4 ‘Sustainability under Threat’ as the Association has lost the security of the 3 year subvention framework as desired at the outset of negotiations, moving back to a year to year process at least for this coming year.

10. ANY OTHER BUSINESS

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

10.2 Student Trustee Anna Jenkins advised she was to start full time teacher training from September so would potentially struggle to attend face to face meetings. Trustees agreed that Anna could continue in post and alternatives to attending would be investigated if required.

10.3 The Acting President was pleased to announce an Honorary Life Member Award to Anna Jenkins. Trustees congratulated Anna on this much-deserved honour.

11. DATE OF NEXT MEETING

The next face to face meeting of the BoT will be held on Thursday 2 November 2017 at 10am.

Discussions will continue online in the meantime.