OPEN UNIVERSITY STUDENTS ASSOCIATION

BOARD OF TRUSTEES (BoT)
2 December 2013

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 2 December 2013.

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

1. MINUTES OF PREVIOUS MEETINGS AND MATTERS ARISING

1.1 In line with the agreement about using the F2F (face-to-face) meetings to ensure that matters arising from previous/online meetings were not lost, the President invited trustees to raise any items from the previously agreed minutes BoT 3/13M and BoT 7/13M. There were no matters arising.

2. REPORT FROM THE GENERAL MANAGER/SECRETARY BoT 12/13/1

2.1 There was a discussion about the proposal in relation to the rights of associate members i.e. students under the age of 18 years. It was noted that this was a matter for the BoT as per clause 12.4 which states “the rights and privileges of [associate members] shall be determined by the Board of Trustees”.

2.2 RESOLUTION: that, whilst associate members are ineligible to stand for election or appointment to positions in OUSA, they are not ineligible to vote in such elections.

2.3 Consideration was given to the offer made by Keith Zimmerman, Director, Students, to source potential persons for the positions of external members on the BoT. There was a discussion about the desirability of filling these two vacancies. The Director, Students’ advice would be valued to the extent that this provided additional sources of recruitment channels but trustees expressed strong reservations about a senior member of the University proposing individuals; it was felt that OUSA should be using these positions to strengthen its independence.
2.4 The General Manager indicated that a number of students unions, as well as other third-sector organisations, actively recruited to these positions and it was likely that model information/help could be obtained via the SU Staff Network, now run by the NUS, to which OUSA had retained its affiliation. It was also noted that OUSA might particularly target information to OU Alumni and former OUSA office or post-holders. The Bye-Laws were clear about eligibility and provided considerable scope for recruiting persons with the right level of commitment combined with the appropriate level of detachment. The trustees also considered the specific attributes they would be looking for in terms of expertise.

2.5 **RESOLUTION:** the Secretary was asked to come back with a proposed recruitment plan with a view to securing 2 External Trustees, one with financial expertise and the other with legal expertise, who might be appointed as quickly as possible and serve, in the first instance, for approximately one year (depending on the precise date of appointment and the fit with the CEC/BoT election process); ideally the BoT would have candidates to be proposed for endorsement at the April meeting of the CEC.

2.6 It was noted, for the record, that trustees had unanimously approved the Appointment Committee’s recommendation of Mel Lyons as the student representative on the M C T (Maths, Computing and Technology) Committee.

2.7 It was further noted, for the record, that during August the trustees had given unanimous approval to the recommendations of the Appointments Committee. The details of representatives approved at that time is now filed as an Appendix to these minutes. This Appendix will not be published since OUSA has a convention of publishing the chart of representatives following the formal acceptance of their roles rather than publishing the details of individuals as part of the approval process.

3. **PROPOSED CHANGES TO THE BYE-LAWS** BoT 12/13/2

3.1 The BoT considered the proposed changes to the Bye-Laws in respect of Societies, which had been supported by the CEC.

3.2 **RESOLUTION:** The Board approved the changes to the Bye-Laws as contained in paper BoT 12/13/2 without any amendments.

3.3 The Secretary also reported a further recommendation from the November CEC meeting which was to vary the number of nominators required by a student wishing to stand for the position of Student Association Representative. The recommendation was that in paragraph 11.10, the phrase “nominated by 4 full members of the Association” should be revised to say “nominated by 2 full members of the Association”.

3.4 **RESOLUTION:** The Board approved the change to the Bye-Laws as proposed in 3.3 above.
3.5 ACTION: the General Manager was asked to make the necessary changes to the Bye-Laws and publish the revised version as soon as possible.

4. OUSA ANNUAL REPORT AND FINANCIAL STATEMENTS  BoT 12/13/3

4.1 There was some discussion on the annual report. It was noted that this had not yet been redrafted but that substantial sections of the previous year’s report would not need any change and some would only require minimal change.

4.2. RESOLUTION: The Board agreed that they would be willing to consider a final draft of the report in their online forum, with the intention that the whole of the report and financial statements would be finalised by the end of the year and approved before submission to the OU Finance Committee in January.

4.3 In the meantime, the Board considered the audited financial statements which had been submitted as BoT 12/13/3 Appendix A. With regard to queries previously raised, the General Manager confirmed that the Auditors were aware that some corrections were necessary to the layout and this would be attended to prior to the statements being finalised and rendered in pdf format. Any variations to the document now presented would be clearly identified when the final version was submitted for approval.

4.4 The Board considered the reserves policy submitted as BoT 12/13/3 Appendix B. The request for some leeway in relation to the final wording of section 4 was understood and VP Administration explained that, in particular, it would be important that in alternate years OUSA be able to include 50% of the anticipated cost of Conference as a “designated” reserve over and above the general amount of 8.33% of core expenditure as an “undesignated” reserve. Some attention would also need to be given to the wording so that this was clear and consistent.

4.5 RESOLUTION: The Board approved the reserves policy BoT 12/13/3 Appendix B on the basis that authority be delegated to VP Administration to finalise the wording to be consistent with the outcome of the negotiations with the University on OUSA’s future funding.

4.6 ACTION: General Manager to produce a final, draft of the report and annual statements for approval by the BoT before the end of the year.

5. LETTER OF REPRESENTATION TO THE AUDITORS  BoT 12/13/4

5.1 It was noted that there were still a number of stray references to ‘Directors’ rather than the letter consistently referring to ‘trustees’ throughout.
5.2 RESOLUTION: With the correction in terminology noted at 5.1 above, the Board authorised the General Manager to sign and submit the letter of representation as per BoT 12/13/4.

6. SUBVENTION NEGOTIATIONS
6.1 This matter was currently under negotiation with the University and V P Administration, the President and General Manager had been involved in a number of meetings with the University since the last report to the Board. A brief paper providing an update was submitted as BoT 12/13/5 and this was amplified verbally at the meeting. The detail of the discussion has been reserved to the confidential section of the minutes. It was anticipated that the negotiations would lead to a conclusion in January.

7. RECRUITMENT OF A NEW GENERAL MANAGER
7.1 The Board received a paper which included formal notice from the General Manager of her intention to retire 31.7.2014 following her 60th birthday that month.

7.2 Some of the details of this discussion have been reserved to the confidential section of the minutes so that a complete recruitment package and timetable can be published once the details have been formally agreed by the Board.

7.3 RESOLUTION: That the recruitment and selection panel would be chaired by the President and also include the Deputy President and V P Administration; one student trustee who is a SAR (Student Association Representative) being Peter Cowan; and one student trustee who is not a member of the C E C, being Joan Jones. It was also hoped that Keith Zimmerman, OU Director, Students would be able to join the panel. He had already responded positively to the request subject to his availability. The outline timetable would aim for an appointment to be made by the end of April. OUSA's retained advisers Right Hand HR (RHHR) would be asked to provide screening and advisory support but the selection panel would have control over all applications. Recruitment would be by public advertisement.

8. STAFFING MATTERS – ROUTINE ITEMS FOR REPORT
8.1 The Board considered paper BoT 12/13/7 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 12/13/8, which included Appendices A to C. VP Administration expressed some concern that the budget allocated for C E C Observers under Regional/National Support had already been over-spent.
Despite only half the Observers having attended meetings so far. He was also concerned about spending against Office Equipment and Stationary and wanted an explanation of the lack of spending against Subscriptions and Affiliations.

9.2 The General Manager thought that the issue with the C E C Observers was a combination of the reduction in budget on the previous year as this had been considerably underspent due to relatively poor take up, and the fact that one or two Observers this year had particularly expensive journeys. It was always very difficult to predict the spend on budgets that were largely made up of the travel and accommodation costs for unknown individuals since these were extremely variable. She apologised for not having sought clearer agreement from V P Administration about the use of the funds relating to implementation of the new staffing structure and the related refurbishment of the Office to accommodate the new team. Most of the spending under Office Equipment and Stationary related to the changes to the Office. She would obtain more detailed information following the meeting for V P Administration and would also investigate the issues relating to the Subscription and Affiliation budget.

10. ANY OTHER BUSINESS

10.1 Joan Jones raised concern that OSL currently had no T shirts, other than those for Degree Ceremonies, and no teddy bears, two items that she felt were fundamental staples of the Company’s merchandise. The General Manager acknowledged that there had been stock and ordering problems but, as referred to by a number of the Company Directors, OSL was in the process of undertaking a thorough review of stock with the intention of a substantial refresh. That news was welcomed by other Trustees.

11. ARRANGEMENT FOR NEXT/FUTURE MEETINGS

It was noted that the next face-to-face meeting was scheduled for 28 April and that in the interim, the Board’s forum would continue to be used to progress matters where appropriate.