Minutes of the meeting of the Board of Trustees (BoT) held on 1 October 2012 in the OU Training and Development Centre, OU Campus, Milton Keynes.

PRESENT
Officer Trustees:
Marianne Cantieri, President and Chair
Ruth Tudor, Deputy President and Deputy Chair
David Humble, V P Administration

Student Trustees:
Peter Cowan, SAR London & S East
Nick Watts, SAR W Mids & N West
Joan Jones
Mal Morris

IN ATTENDANCE
Trudi de Haney, General Manager & Secretary
Rob Avann, Assistant General Manager (part meeting)

1. WELCOME – OUSA PRESIDENT AND CHAIR

1.1 The President welcomed all present. She noted that, including the handover meeting in July, this was the third Board meeting since Conference but the first face-to-face meeting of the new term.

1.2 She was delighted that all members had been able to attend and that there were therefore no apologies.

2. APPOINTMENT OF DEPUTY CHAIR OF TRUSTEES

2.1 Clause 61 of the Constitution requires the incoming Board to appoint a Deputy Chair. David Humble declined nomination. Ruth Tudor was duly elected unopposed.

3. MINUTES OF PREVIOUS MEETINGS

3.1 The minutes of the July 2012 meeting BoT 7/12/M had previously been approved. With reference to minute 2.5 it was noted that the Secretary had been able to action the clearing of the forum as decided but this had been because the level of use of the BoT forum had meant that it was possible to do this manually. It had not been possible to deal with other CEC forums in the same way.
3.2 **RESOLUTION:** the minutes of the meeting of August 2012 BoT 8/12/M were approved.

3.3 Members asked that their appreciation be passed to Jackie Billson and her team for the speed and efficiency with which they had turned around the necessary papers to complete the appointments of the Central Rep team.

4. **BUDGET 2012/13**

4.1 The Board received a short paper BoT 10/12/1 which was solely concerned with creating a formal record of the decision relating to the Budget. The Board had considered the CEC paper 7/12/7 which presented the proposed budget for the period 1.8.2012 to 31.7.12. The proposals had been supported by the CEC and the Board had used its discretion to give unanimous support to the proposals in that paper during July without recourse to a formal meeting.

4.2 **RESOLUTION:** the Board confirmed the accuracy of the position as described.

5. **ROLE OF TRUSTEES/BOARD**

**Role of Trustees in general – any queries or concerns?**

5.1 There were no general concerns but the Secretary was asked whether legal advice had been sought on the question as to whether or not the 2011 Charities Act brought any new responsibilities. She confirmed that legal opinion had not been sought and that this would not normally be the case unless there had been a specific request from the Trustees for particular reasons. She had however undertaken some investigation on the Charity Commission website and did not believe that any specific, new duties arose. The 2011 Act had primarily been a ‘tidying up’ exercise bringing all legislation on Charities under the one umbrella. She also referred to the fact that the updated version of the Charity Commission publication “The Essential Trustee”, together with a weblink to the Charity Commission site, had been posted in the Trustees Forum on the ‘Resources for Trustees 2012 – 14’ thread. She also confirmed that, despite her assurances, Trustees were both individually and collectively responsible for their own actions and they should feel free to follow up such issues for themselves, usually in the first instance, via the Commission’s website. It was also mentioned that, as part of the ‘special relationship’ between OUSA and NUS, OUSA had access to the general guidance and alerts from NUS and this was another valuable source of ensuring that we would be aware of any changes impacting on students unions.
Role of the Board with Reference to the Constitution and Bye-Laws

5.2 It was noted that there were 3 sections of the Bye-Laws outstanding – Central Reps appointment, appointment of reps within Regions and Nations, Complaints and Discipline. David reported that steps were in hand to progress each of these sections although the final details relating to Regions and Nations could be affected by the outcome of the Student Consultative Process Review which was currently under way. He felt it likely that he and V P Rep would need to discuss some interim arrangements which could be applied in preference to leaving the whole issue in the air pending the outcome of this Review.

Feedback to the electorate on the performance of Trustees

5.3 Joan Jones had asked for this item to be included on the agenda. It arose from a question which she had been asked at hustings and which she felt deserved proper consideration and a response. How can the electorate know whether or not individual Trustees have performed effectively? In the course of the discussion it was felt that this question was not only relevant to those who were not CEC members but to all Trustees. However, it was also acknowledged that there were differences since those with other roles, integral to their position as Trustee, had other reporting requirements as individuals. It was felt that whilst there was a real issue of accountability here, given the particular role of the Board of Trustees, it would be unfortunate, and arguably counterproductive, to encourage a situation where individual Trustees felt the need to claim personal credit for their contributions to collective decisions and actions.

5.4 After consideration, it was felt that an appropriate level of accountability is provided for within the Constitution. The general intention is clearly that the Trustees should discharge their responsibilities collectively and similarly their general accountability is via the requirement for a formal report from “the Board of Trustees”. Beyond that, the Constitution provides safeguards at a number of levels which could be used in the case of an individual Trustee who was not felt to be performing satisfactorily in the role. Clause 36 provides for removal of a Trustee by the CEC and further provides that such a decision could either be instigated by ordinary members or by the CEC itself. Clause 35 provides for the removal of a Trustee by the remaining Trustees in specific, limited circumstances.

Confirmation of the Board’s intention with the regard to the OUSA Strategy

5.5 The Constitution gave responsibility for the OUSA Strategy to the BoT. Members confirmed that they were happy with the way that the previous Board had handled this matter and wished to see a continuation of the process of the CEC being invited to put forward a draft Strategy for endorsement by the Board. The President confirmed that she would
ensure space within the November CEC weekend programme for this discussion to take place.

6. SAFEGUARDING

6.1 The Board received paper BoT 10/12/2 which included a draft policy statement for approval and an implementation plan.

6.2 RESOLUTION: the Board approved the draft as set out in Appendix A as the OUSA Policy Statement Safeguarding.

6.3 There was further discussion about the plan for implementation. It would be important not to worry those carrying out roles for OUSA about what was being expected of them. At the same time however, there was recognition that the OUSA policy was not asking any more of those students carrying out roles for OUSA than the OU was asking of all students. OUSA however had a particular role to play in the dissemination of this information and ensuring that those carrying out roles for OUSA were in particular aware of the existence of the policy and would know how to raise concerns and/or support and encourage others to do so through the proper channels. It was stressed that the policy is not asking our student volunteers to make decisions, only to report concerns so that others who are better placed to decide whether or not any action is required have the opportunity to do so.

6.4 It was agreed that there should be a particular focus on ensuring that all those students acting as Moderators for OUSA were aware of the policy and were supported in understanding how it should operate. To that extent it was agreed to give some time for CAP, supported by Wendy Burrell, to discuss implementation before the policy is publicised. It was however agreed that there should not be undue delay since, having achieved the support of the Director, Students for OUSA to align its policy with that of the University and use the structures which the University had put in place, it was really only a matter of better informing students and drawing to their attention processes and procedures that are already in place.

6.5 With the above caveats the implementation plan was approved in principle with the addition of including an article in the next edition of OU Student further publicising OUSA’s adoption of this policy.

7. RESTRUCTURING OF THE OUSA OFFICE

7.1 The Board received paper BoT 10/12/3 giving a brief outline of progress since the appointment of the new Assistant General Manager (AGM), Rob Avann, who’s initial brief was to act as project manager for the project to restructure the Office and staff team to more effectively align with OUSA’s revised organisation and key priorities. Rob attended the meeting to present this paper.
It was stressed that the idea of the focus on 11 key ‘themes’ was not in itself indicative of a plan to restructure the Office on these lines but was actually a deliberate attempt to ensure that the focus was on important activities and functions rather than the focus being on ‘what we do now in our current teams’. Rob also indicated that, whilst the project was at an early stage, it was using the broad idea which came out of the first 2011 Officer team meeting, which attempted to look at OUSA activities from two major perspectives i.e. students as members of the Open University/HE community (external) and students as members of OUSA (internal). In the course of the project it was expected that the usefulness of these perspectives in informing the way we structure our teams would either be proved or disproved and something else emerge in its place. In that context Rob agreed with comments that some of the themes e.g. Communications had both ‘internal’ and ‘external’ dimensions and he underlined that no firm decisions had yet been taken as to where activities sat – at this stage of the project it was all about finding the best means to analyse and assess both current activities and future needs so that the decision-making phase could be based on the best possible picture. Other questions to Rob covered the level of staff participation in the workshops and the way in which the project would relate to the Strategic priority of creating more effective team working relationships between staff and students.

Trudi indicated that at this point, it was still felt that the main areas where greater staffing resources were needed were in relation to matters of main stream education policy, both within and beyond the University, and ICT. The creation of Rob’s post, once the restructuring of the office team was complete, would finally address the long-standing need to strengthen the senior management function. The questions as to the eventual deployment of staff were however integrally linked to the negotiations around the OUSA subvention.

Trudi indicated that the intention would be to provide a more substantial, interim, report to the February meeting of the CEC whilst in the meantime providing a short report to the November meeting. It had also been agreed that the Officer team meeting planned for March would be used primarily as a workshop between the Officers and the senior staff team to ensure that the final plans for the staff structure took full account of the strategic priority to achieve a more effective working relationship between staff and students.

Rob was congratulated on the approach he had taken so far and in particular for his work to ensure that all members of the staff team were engaged with the project and his willingness to reach out to other students unions to see what experience and ideas they had to offer.

Trudi confirmed that following the work and discussions with staff and Officers, the final proposals for changes to the staff structure would come to this Board for approval.
8. SUBVENTION NEGOTIATIONS

8.1 The Secretary apologised that, although the agenda indicated that this item would be supported by a paper, she had not in fact had time to produce the paper. However, as V P Admin was already aware, the only intention behind the paper would have been to summarise the position already published in previous CEC/EC papers over the last 2 years.

8.2 The Director, Students had signalled to OUSA in 2010 that there would be a radical review of the current basis on which the annual OUSA subvention (grant) is calculated. This would reflect the radical reviews which have had to take place right across the University consequent upon the change in public funding arrangements. Although it had initially been intended that such a review would take place during the 2011/12 year, for various reasons previously reported, the University had instead agreed to fund OUSA on the basis of a second year of transitional arrangements for the 2012/13 financial year on the understanding that the review would take place in time for the results to be implemented for the 2013/14 financial year i.e. the subvention due from 1.8.2013.

8.3 The last meeting with Will Swann (Director, Students) had been in February and had been attended by Carole Radcliffe (V P Finance), David Humble (V P Constitutions) and Trudi de Haney (General Manager). It had been left that the University side would come back to us before Easter with proposals relating to Will's ideas about an element of OUSA funding being related to Key Performance Indicators (KPIs). Although nothing further had been heard to date, it was expected that this matter would be returned to this autumn. Related to the previous discussion about the restructuring of the OUSA office, Rob was also undertaking some work to provide some useful statistics and financial comparators which could be useful in the discussions with the University.

8.4 There was continuing uncertainty for OUSA and both David and Trudi expressed real concerns about the idea of seeking to 'incentivise' OUSA by making an element of funding subject to KPI measures. The problem is that OUSA's purpose is to serve students to the best of its ability, but the best of its ability is considerably conditioned by the level of its resources. If OUSA is to perform well and increase its satisfaction rating on measures like those in the NSS (National Student Survey) it needs to be resourced to do so. Members of the Board referred to a number of the challenges which would complicate the question of planning for the future e.g. the implications of Global Direct and various Partnership arrangements; the new requirements for engagement under the QAA's (Quality Assurance Agency) new Quality Code for the UK etc. The outcome of these negotiations would impact critically on the staffing project.

8.5 The Board would be informed of any future developments in relation to the subvention negotiations.
Requests from the Officer team meeting re significant spending items

8.6 The Board were reminded that OUSA currently has a considerable reserve which was primarily intended to be used for capital/once-off projects aimed at assisting in the transition from the old to the new organisation. A specific proposal from V P Communications had been discussed at the Officer team meeting where it had been agreed to seek endorsement in principle from the Board to invest in a professionally designed web presence. In brief, OUSA’s ability both to communicate with and interact/engage with students lies at the very centre of our effectiveness as an organisation. V P Communications, supported by David McCann, OUSA’s ICT Manager, has been developing a communications strategy and an effective website(s) lies at its heart. Historically OUSA has relied greatly on the OU to provide the necessary expertise and infrastructure for our web presence but such reliance has left us with inadequate provision that doesn’t meet our needs and over which we have limited control. Whilst the final decision as to whether to commission external providers would need to be based on a properly worked up business case, the Board was being asked to give its support in principle to the willingness to spend a considerable sum of money to obtain an effective web presence. Whilst the pace of change with technology is so rapid as to defy totally reliable predictions, it would be the intention that such an investment would at minimum serve OUSA for 3/5 years.

8.7 RESOLUTION: the Board agreed in principle to spend the necessary funds to commission a professionally designed web presence subject to receiving and formally endorsing a detailed business case setting out clearly the recommendations and estimated costs.

8.8 There was concern about the low level of provision for spending on training events and activities organised centrally. Looking at the strategic priorities which OUSA needed to achieve there was general concern that insufficient time and money was being focussed on training for student volunteers. Historically, OUSA had run training centrally for a range of different categories of post holders but in recent years, this had largely shrunk back to training for Central Reps. At a time when OUSA needs to be developing its volunteers, out in the Regions and Nations as well as around curriculum/qualification groupings, it was felt important that more resources be invested in this area and the Officers had wanted to flag this to the Board for future consideration.

9. STAFFING MATTERS

9.1 The Board considered paper BoT 10/12/5 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 for 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

10.1 The Board received paper BoT 10/12/6 which included a number of routine financial reports. It also sought clarification from the Board as to how they wished to deal with the management of financial matters.

10.2 RESOLUTION: the Board confirmed that, following the revision to Officer Trustee remits, they wished V P Administration to take primary responsibility for overseeing the finance operation and for reporting to the full Board on any matters as he saw fit. The Board also confirmed that they wished the President to act as the second Trustee signatory (alongside V P Administration and the General Manager) on the accounts so that in the absence of either of the other two main signatories, OUSA would still be able to process payments in excess of £10,000.

11. ANY OTHER BUSINESS

11.1 Arising from discussion at the Officer team meeting, there was a request that the Board agree to an immediate variation to the procedures for dealing with conduct in Online forums, in advance of the completion of the full revision of the Complaints and Disciplinary procedures. Currently, although the procedures in the “Comprehensive Guide to the OUSA Forum Service” claim to correspond with the OUSA Disciplinary Procedure, there is an important anomaly. In common with most disciplinary procedures, the latter procedure makes provision for suspension pending investigation and resolution whilst the former does not. This is proving to be a source of considerable problems in managing our online forums.

11.2 RESOLUTION: the Board agreed that, in advance of the complete revision of the section on Complaints and Discipline, the procedures within the “Comprehensive Guide to the OUSA Forum Services” should be varied to include the provision for suspension pending a case being considered under the disciplinary procedures.

12. ARRANGEMENTS FOR NEXT/FUTURE MEETINGS

12.1 The Board would continue to make use of its online forums and Elluminate room to hold meetings on an ‘as and when’ basis. Where appropriate, it would also continue to use its powers to make decisions on individual matters without recourse to a formal meeting, whenever such matters could be determined by unanimous agreement. Any decisions made without recourse to a formal meeting would continue to be recorded by the submission of a paper noting such decisions to the
next formal meeting. It was still felt appropriate to set a minimum of two face-to-face meetings per year.

12.2 RESOLUTION: the Board confirmed that the next face-to-face meeting would take place on Monday 11\textsuperscript{th} March 2013, on the Milton Keynes Campus.

12.3 ACTION: the Secretary was asked to make hotel and evening meal arrangements for Trustees for the previous evening. Preferred venues would be the Hilton, Parkside or Kents Hill.