

# Trustee Board

## Minutes

22<sup>nd</sup> September 2014, 1pm

OUSU, 2 Worcester Street, Oxford, OX1 2BX

## **Present:**

Louis Trup (LT) *Chair*, James Blythe (JB) *VP Access and Academic Affairs*, Anna Bradshaw (AB) *VP Women*, Chris Pike (CP) *VP Welfare and Equal Opportunities*, Yasser Bhatti (YB) *VP Graduates*, Ruth Meredith (RM) *VP Charities and Community*, James Hunt (JH) *External Trustee*, Margery Infield (MI) *Student Trustee*, Barnaby Raine (BR) *Student Trustee*, and Christina Toenshoff (CT) *Student Trustee*.

## **In Attendance:**

Amelia Foster (AF) *CEO*  
Ami Gell (AG) *Minutes*

## **1. Apologies**

Phil Harvey (PH) *External Trustee*  
Richard Jackson (RJ) *External Trustee*  
Paul Silk (PS) *External Trustee*

## **2. Transfer of items from section 2 to section 1**

Agenda item 11 was moved above the line.

## **3. Minutes from the meeting 20<sup>th</sup> June 2014**

MI reported that in section 9 of the previous minutes the following was recorded: 'Board agreed to add the unsuitability of the current premises to the register'. The board noted that this still needs to be added. The board passed the minutes as a true representation of the meeting.

## **4. Matters arising not covered elsewhere**

No matters arising.

## **5. CEO**

### a) Introduction to Amelia

AF briefly introduced herself to the board. Noted that despite significant experience in the third sector, a democratically elected organisation is new, and she intends to provide overview, management and strategic direction.

JB suggested that the board write to Antony Blackshaw to thank him for his work for OUSU as interim CEO. Board agreed this.

### b) Mentoring Proposal from Antony Blackshaw

LT ran through the headline issues of the paper. Explained that during the proposed mentoring, AF can call/email Antony with questions. It will also cover four day visits. **Board agreed to commission Antony for 6 months, and noted that the November Board meeting would need a decision about the following 6 months.**

## 6. Risk

### a) TOR for Risk Committee

LT stated that the key issue of the proposed committee is that we ensure that all risks discussed are carried into the role of all OUSU staff. Added that the involvement of the CEO is therefore crucial. JB confirmed his strong support for the committee, believing that it will free up a considerable amount of time for the board to be spent on strategic thinking. **The board agreed the TOR.**

LT recommended that the members of the committee be approved immediately. JB raised the issue that PS and RJ are close to the end of their terms. Board decided it would not be problematic to have an external that was only on the committee for the first meeting. AB stated that she is keen to see the committee with at least one woman, and preferably with two. **The Board agreed that Paul Silk would be the external trustee to chair the committee, Christina Toenshoff would be the student trustee on the committee and Ruth Meredith and Anna Bradshaw would be the two sabbatical trustees.**

### b) Review of Risk Register

#### *i) OxStu*

LT informed the Board that a highly problematic article published on the 30<sup>th</sup> June has big implications for OUSU, and highlighted that the processes by which articles are put on the website is not satisfactory. Added that it is difficult to solve this issue as we wish for the OxStu to maintain editorial independence. AF commented that there are not sufficient checks and balances in place and explained that organizationally, OSSL are 'picking up the bill' on anything which is printed by OxStu. The Board discussed the fact that there is a distinction between the political risks and the legal risks, and recognized a reputational risk with both. AF suggested that the current score for 'Inadequate oversight of current activities... result in unlawful conduct/reputational or legal risk to OUSU' is too low. **Board agreed to increase the figures to 5-5-25 and 4-20.** JH commented that he has seen other institutions draw up a memorandum of understanding between the board and the editorship.

LT updated the Board about the process followed with regards to dealing with issues surrounding the OxStu since late last June. AB updated the Board that she has discussed the next steps for the OxStu with OUSU's Student Media Officer. One plan is to have more significant training in place for editors when they take up their post. Other student media groups, including the Cherwell, have legal advisors, who are contactable when staff are not. Research will also be conducted into how other student unions deal with these issues, as it is recognised that it cannot be exclusive to OUSU. **Board agreed that the Risk Committee would set up a working group to focus on this issue. Noted that this group should include at least one woman.**

## *ii) Elections Software*

LT informed the group that we have new software provided by MSL and need to account for the risk involved in the changeover. AG updated that although it seems that all will be in place in time for the statutory elections, it currently seems unlikely that we will have the ability to allow colleges/departments to run their internal elections through our systems by first week. YB suggested that we still use Mi-Voice for colleges. AF stated that we would contact Mi-Voice to ask for a quote to cover the college and department elections for a year.

## *iii) Press*

LT commented that anything that an officer says has the potential to be a risk to the organisation. AF stated that she believes it absolutely essential that we employ a communications manager, as there is currently no responsibility for communications strategy. Added that OUSU has reserves and she considers this a vital enough reason to use them. A new manager would protect sabs and handle the OxStu. AB added that it takes sabs a while to know how to best work with the communications team and a manager would help that process. The Board questioned the timeline of the process and AF stated that she would hope that there would be someone in the position by Christmas. **The Board agreed that AF would pull together a budget and a job specification and send this out to the board.** YB asked if a consultant could be considered for a transitional period if this could not happen. AF stated that this is a possibility but currently sees no reason why we cannot make this happen quickly. Added that a consultant would cost OUSU more money.

## **7. Staff**

### Personnel Committee

LT explained that this paper simply lists the current bye-laws which relate to the Personnel Committee and requested feedback and opinions on how this can be changed. JB suggested that the current membership of the committee is changed, as the VP Welfare will not be the most relevant sabb in every instance and there is no need to have a member of the Executive Committee, particularly as it is inappropriate for them to be involved with personal staff matters. **It was agreed that the composition of the committee should be made up of all trustees, with three sabbatical trustees, one student trustee and one external trustee.** JB added that the final line of bye-law 25.4 'The majority of a panel's members must be members of the Personnel Committee', is impractical. MI however flagged a current issue where the panel report to the Personnel Committee, who are then asked to approve staff appointments without any knowledge of the candidates. JH considered the bye-laws to be far too prescriptive and suggested that they state that the panel will simply make such arrangements as are appropriate. **The board agreed that reducing the bye-laws was a better approach than simply editing those that exist.** LT stated that the student voice does need to be heard and we need to have the most relevant sabb sitting on each panel. AB pointed out that 25.5 is out of date and needs to be removed. JB agreed and added that we should include a section on equality and diversity in the organisation. LT questioned if we want to delegate the issues of staff pay to the Personnel Committee. AF stated that she considers this to be the appropriate place, however board noted that all aspects of the CEO post would continue to go to the whole board. **Board agreed that LT will ask RJ to write this up with the discussed considerations taken into account.**

YB left the meeting.

## **8. Process for Agreeing OUSU Responses to University Consultation**

JB updated the board that OUSU have been asked to respond to policy consultations from the University. **Action for AB, CP and RM to consult with students that identify with their relevant groups. Board agreed to approve the paper for this term, with AB and JB to take responsibility for writing an amended version for the following Board meeting. Board agreed on the answer 'yes' to both of the outstanding questions posed in section 5 of the paper.**

## **9. Trustee Board/ OUSU Council Communication**

AB explained that this paper runs through the measures that will be put in place prior to the Quinquennial Review to improve communications between the Trustee Board and OUSU Council. LT noted that we still obviously do not have the power to make the student trustees report to council. CT stated that there should however always be a student trustee present at council. CP added that there should be an option of a written report in case the student trustees feel uncomfortable providing a verbal report to council. LT suggested that the student trustees actually present the minutes of the board to council. **The Board approved the paper and agreed that any potentially problematic motions should go to the Board prior to council as a preventative measure.**

## **10. Quinquennial Review Update**

MI updated the group that the first meeting of the QR group took place on the 10<sup>th</sup> September and flagged the major discussion points as: the elected officers as sabbatical trustees; elected officers terms of office; the University as corporate member; and the relationship between OUSU Council, the Executive and policy. MI explained that many of the points cannot be resolved until considerable student consultation has taken place, which would be lead by herself and LT.

## **11. Finance Committee Meeting 18/09/14**

JH reported that the accounts for last year are nearly complete, with what looks like a surplus of approximately £6/7,000. University would prefer if OUSU made their own provisions for any cash reserves. Added that OUSU are not happy with Critchleys, the current auditors and will therefore go out to tender. Action for AF to draft tender and Rachel Dover to draft reserves policy.

## **12. AOB**

JB informed the Board that Nominations Committee will be meeting on the 2<sup>nd</sup> October, in preparation for the end of both RJ and PS terms on the 23<sup>rd</sup> November.

AF asked the Board for their opinions on the fact that the University had offered OUSU two floors at 4, Worcester Street. Added that this is arguably an even worse location for OUSU than

the one which we currently have. One suggested compromise would be us having a 'shop front' elsewhere. Board discussed the fact that there is a risk of accepting this bigger space and becoming even less of a priority to the University in terms of building locations.

### **13. Next Meeting**

The date of the next meeting will be the 28<sup>th</sup> November 2014, and will take place at 2:30pm. The Board agreed that they would discuss the dates of the meetings for the following year at this point.