

Trustee Board

Minutes

28th November 2014, 2:30pm
Worcester College, 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*, Richard Jackson (RJ) *External Trustee*, Paul Silk (PS) *External Trustee* (present via skype), Phil Harvey (PH) *External Trustee*, Margery Infield (MI) *Student Trustee*, and Christina Toenshoff (CT) *Student Trustee*.

In Attendance:

Amelia Foster (AF) *CEO*
Ami Gell (AG) *Minutes*
Eden Tanner (ET) *Student Trustee Elect*
Will Neaverson (WN) *Student Trustee Elect*

1. Apologies

Barnaby Raine (BR) *Student Trustee*
James Elliott (JE) *Student Trustee Elect*

2. Transfer of items from section 2 to section 1

No items were moved above the line.

3. Minutes from the meeting 22nd September 2014

4. Matters arising not covered elsewhere

JB flagged that an amended version of the previous paper 7 regarding OUSU responses to University Consultation should have been produced for the meeting, and suggested that the board requires a process for ensuring that all action points are completed. JB queried the progress on the review of the risk register since the previous meeting. AF updated the board that she has had a preliminary meeting on risk with PS, however noted that the working group intended to focus on the OxStu issue still needs work. Added that the ongoing review on media governance will feed into this. Regarding press, the final point of risk at the previous meeting, AF informed the board that due to an unexpected number of serious issues that have occurred over the term, she has been unable to dedicate time to a proposed budget and job specification for a communications manager. LT agreed with JB that it would be useful to agree a better method for dealing with matters arising. AF stated that she would ordinarily expect to take on this responsibility but that the issues outlined above had prevented this from happening. Added that going forward this would not be the case. **The board agreed that AF would take responsibility for this going forward.**

LT requested that board members declare any conflicts of interest directly before the item in question is discussed.

5. CEO Report

AF noted that the major challenge she is currently facing is line managing all but one member of the staff team, but updated that they have appointed a new Operations Manager, subject to references, who should help to alleviate this issue. The new manager has both student union and events experience. Also noted that we have appointed Melanie Richardson as the new receptionist, who will begin her role in the New Year.

6. Verbal Updates

a) Finance Committee

JH informed the board that the Finance Committee had met earlier that day and updated on the three key points. Explained that the formal accounts for the year from last July have a surplus a little larger than stated at the last meeting due to a technical issue regarding property cost. Accounts include a draft of reserves policy, with £100,000 set aside for deficit contributions for this year and next. Auditors are getting on well with the work and raised two issues for us to note. We are traditionally slow in collecting our debts but a new part time staff member should help with this. OSSL are carrying a net debt on the balance sheet and although we want to look at a means of extinguishing this, it is not a current worry. AF informed the board that the plan was to send finalised accounts on the 4th December with a phone conference of the board on the 18th December.

JB raised the issue of building costs in relation to the University. AF explained that we have agreed to spend £100,000 over the next two years on running costs, and we still have reserves.

JH updated that the management accounts are on budget and that the financial procedures for RAG are on the radar. Suggested that a revised set of these would probably be produced later this year. RJ reminded the board that this would need to go to council.

b) Student Media

LT commented that Oxide had recently had a problem with a broken computer and as a result the station was offline for two weeks. Suggested that it would be useful to think about the budget and the support given to Oxide. AF commented that we need to consider what money they have and how they currently spend it. **The board agreed that LT and AF would bring updates about this to the next board meeting.**

RJ explained that he is currently working with Imogen Bassett, the Student Media Officer, on getting the governance surrounding student media correct and has begun to draft a paper on this.

c) Council Report

LT explained that the intention at this point was to receive a verbal report from the current chair of council, but added that they are no longer able to attend. He had invited the Returning Officer

in her place but this was too short notice for her to make it. Added that he is next in line at council so would be updating the board on the key issues. MI informed the board that the student trustees had given a joint report on the trustee board at council. LT ran through key council motions, including support of the free education demonstration, accessibility in OUSU, governance changes and the accountability of the executive. AF requested to see the raw data for the accessibility motion and CP agreed to provide this.

d) Nominations Committee Update

AF reported that we had co-opted PS and RJ as their terms of office had expired. Both PS and PH confirmed that they would not be standing for second terms. AF added that they would be advertising for all three positions at once, and would be using some women-specific agencies. Stated that the applications would be considered on the 29th January.

7. Review of Complaints Procedure

Nick Cooper (Chair of Complaints Committee) joined the meeting to provide a summary of Paper 3 (Consultation on amendments to the Complaints Procedure). NC explained that the paper was split into two. Firstly, the Complaints Committee were seeking immediate approval to the three minor amendments listed in the paper. Secondly, they wished to consult the board on further general amendments to the procedure, which RJ has drafted in Annex 2. All points are marked as to discuss with the exception of publishing decision summaries, which is recommended. PS stated that he had been involved in a number of complaints recently and considered the potential width of the complaints procedure to leave officers open to complaints outside of their OUSU remit, a factor which should be considered while revising. CP left the room. NC suggested that the procedure is left broad so that the panel can decide if a complaint should be upheld on a case-by-case basis. RJ stated that the sizes of panels and conflicts of interest could be difficult. Added that as he provides advice he finds himself unable to sit on a panel. PS stated that the lack of a chair on the panels can mean people are unclear where responsibility lies for taking action. Added a further problem with anonymity, claiming it was understandable that the complainant is protected, but questioning if the recipient of the complaint should be protected if found 'guilty' at all three stages. RJ explained the reason behind the lack of a chair was to be collaborative but can change this. NC agreed with both this and the second point raised by PS, commenting that an effective remedy may not be provided if the identity is kept anonymous. NC left the meeting. CP returned to the meeting.

LT asked the board for thoughts on the first point in the immediate amendments. MI stated that she would be happy to remove the list of officers but asked if we are clear on what complaints would and would not be dealt with by the committee. AB suggested that we would still need a list ourselves so we understand the process. PS stated that he was not persuaded by the need for this amendment. RJ explained that the list is not exhaustive and does not correspond with Bye-Law 32.3. CP agreed that there are positions not currently included in the list. MI added that NC made a valid point that an incomplete list may put people off making a complaint if they are unsure if we can deal with it. **The board approved points 1, 2 and 3.**

LT moved the board on to discuss the composition of the appeals panel, and the proposition to reduce it to the size of the complaints panel. RM suggested electing more students on to the committee to avoid a lack of panel members due to conflicts of interest. RJ commented that it is already a struggle to get five members. **The board recognized that this and other further issues would take a longer discussion than there was time for in this meeting and agreed RJ would set up a working group. Board members are to contact RJ if they wish to be on the board or have any thoughts/suggestions, which they would like feeding in. Board also agreed to invite Nick Cooper to the working group, along with the other members of the Complaints Committee.**

8. Quinquennial Review

a) Discussion of Board positions

RJ commented that one point raised by PH is that the board spends a lot of time on governance and should be more focused on student issues, but acknowledged that currently there are some big ongoing governance issues. RJ is to focus on this, freeing up more time for sabbs to focus on policy issues.

MI gave an update on board positions, including:

- They want to anchor policy in the articles but not make them too prescriptive, so council views can be changed much more easily.
- Sabbs should be directly elected as sabbatical trustees, although this might impact OUSU's ability to have more sabbs in the future. Any further sabbs would be officers distinct from trustees.
- University as a corporate member is something that students were not particularly interested in and a clear steer has been received from the University that fighting for this would slow the process down considerably.

i) Process for appointing External Trustees

LT explained that the process for this is currently unclear so board views would be useful. Asked if the idea of co-option is a good one. PH commented that there is a point to be made about when the process should start and recommended trying to establish a pool of talent. Stated that although it is known when vacancies will arise, there is no way of knowing if and when trustees will leave, and without an established pool, you will not necessarily be able to get the best candidate at the best time. JB strongly agreed with PH. PS reminded the board of the danger co-opting prior to council. AB suggested that it could be made very clear in the advertising that no trustee will be officially in position until elected by council. LT stated that it is arguably better to have a vacancy and someone in mind. MI stated that taking this decision away from council would undermine the attempt to improve relations between council and the board.

PH informed the board that depending on the date of the next meeting, this was likely to be his last. Added that he has enjoyed his time with OUSU very much and has witnessed a lot of

positive change. Advised that there is something very big missing in the agenda, explaining that there are a lot of mechanics about the how and not about the what. Urged the board to concentrate on the bigger continuous picture of development and reminded them that for most students within the University, the contents of this agenda really don't matter. PH left the meeting. AB left the meeting.

b) Student Trustees

LT – Explained that we are very close to a majority of paid trustees on the board, which if it happened would be unlawful. Added that having non-trustee students on board committees could lead to them being viewed as shadow trustees. Noted a suggestion to hold elections for student trustees in Hilary term, as students who run in their final year miss the final term of their position. Proposed that we advertise trustee positions with particular expertise, to sit on particular committees. Another consideration was allowing student trustees to run for two years, in order to create, long, medium and short-term members of the board. RJ stated that student trustees could currently serve a maximum of two terms. JB stated that we should increase the number of student trustees from 3 to 5 and retain the two term option, however spoke against removing non-trustees from board committees. Added that Nominations Committee cannot be just trustees, Exec obviously cannot be just trustees, and Appointments Committee needs looking at in general. JB informed the board that he would not support changing the time of the elections or adding a remit to individual trustee roles. Argued that this would be a move away from politics, which would not be appropriate. Furthermore, he was unclear of the danger of 'shadow' trustees and would be reluctant to see the memberships of committees split into voting and non-voting members. JH stated that he was puzzled as to why trustees serving for less than a year is happening. MI stated that moving elections means we would be less likely to be required to co-opt which would make us politically stronger. AF reminded the board that OUSU is about representation and allowing all people to be heard. The current system results in a certain group of students who are already engaged, rotating through positions. Increasing the number of trustees and taking them away from the main elections should reach more people who do not necessarily need to be political. Three candidates with no RON option is not very representational. LT reminded the board that if they are making political decisions, they are not fulfilling their role of focusing on the strategic and legal elements of OUSU. RM agreed with LT and AF and stated that it is a very different role to others and should be moved away from the overtly political and often hostile environment of elections. CT stated that hustings, slates, manifestos etc might put off potential candidates. PS asked why Hilary over Trinity. LT explained that the University are unlikely to allow it in Trinity due to exams, and also that it is important that the board is staggered, and avoids the sabbs and students starting at the same time. JB disagreed and argued that moving elections would reduce turnout, and that trustee candidates should absolutely have manifestos, as that is how students set the direction of this body. LT commented that it is important that the role of a trustee is written in law and articles, and should not be negotiable on a year-to-year basis. CP disagreed that the turnout argument is a good one, as the reason that most people vote is as it is simply in the same list as sabbs. Agreed that trustees should have manifestos, but that they do not tend to use them as political platforms. AF suggested a compromise was needed, with no hustings but a manifesto of some description.

Board agreed the number of student trustees should increase from a maximum of 3 to a maximum of 5, and that they should be able to run for 2 terms, either consecutive or non-consecutive.

9. Deputy President

JB informed the board that this discussion arose from a concern about the situation where the president is unwilling or unable to serve temporarily. A position is needed to avoid a crisis in this case and it is proposed that the solution outlined in paper 6 is adopted. The plan would be for this person to have an operational rather than political response, and for this to be a board procedure rather than something that is included in governance. MI asked what would happen if a sabb refused. JB recommended that this is written into relevant remits in the future so they are not able to. YB agreed with the principle of this paper but raised a concern that if the draws are made at the start of the year, it may cause a hierarchical system and lead to exclusionary behavior towards other sabbs. Suggested it is left to individual sabb teams to decide who is in the draw and when it is made etc. AF responded that it is her role to ensure that this sort of behaviour is not happening but as the deputy only takes up the role in the event of a crisis situation, it seems unlikely that it would. RM added that it should be a sabb with a full franchise, and should be drawn asap as you cannot predict when a crisis will happen. YB suggested that it will not work for teams that are not as well formed as this one. **Board broadly in agreement with the principle of the paper and approved it for this year. Action point to be looked at again in June.** YB suggested an amendment to consistently use the phrase 'interim' president.

13. AOB

YB told the board that the Mature Students Campaign want to rebrand themselves as *STUDENTSplus* and he hopes to assist this rather than putting obstacles in the way. RJ confirmed that they can change this on their website prior to any governance changes.

14. Date of next meetings

JB informed the board that the planned meeting for 19th June needs changing.