

Members in attendance: Catherine Kola-Balogun, Chair, President for Welfare, Equity & Inclusion (CKB); Roxana Rusu, President for Communities & Common Rooms (RR); Zaghham Farhan, President for Undergraduates (ZF); Dingwen Quan, President for Postgraduates (DQ); Honcques Laus, Student Trustee (HL); Aisha Dadani, Student Trustee (AD); Charlotte Sandberg, External Trustee (CS); Conall MacNiocaill, External Trustee (CM); Ben Ward, Vice Chair, External Trustee (BW); Charlie Palmer, External Trustee (CP)

Non-members in attendance: Nikki Smith, CEO (NS)

Minutes: Martha Wiltshire, Operations & HR Coordinator (MW)

	Item	Actions
1.	Apologies <i>Board to note</i> Isabel Hetherington, Student Trustee Eleanor Miller, Student Trustee	
2.	Minutes from previous meeting <i>Board to approve in September meeting</i>	
3.	Conflicts of Interest <i>Board to note</i> None declared.	
4.	Matters arising from previous meeting None declared.	
5.	Nomination for and Ratification of Chair <i>Board to nominate and ratify</i> CKB handed over to BW (Vice-Chair) to chair this item. CKB was nominated as Chair. No objections. CKB was ratified as Chair.	
6.	Nominations for and Ratification of Vice Chair <i>Board to nominate and ratify</i>	

	CP was nominated as Vice-Chair. No objections. CP was ratified as Vice-Chair.	
7.	Articles of Association amendment timeline <i>Board to review options and approve</i> Paper: (7.1) AoA amendment proposal The Board considered the process for implementing its previous decision to introduce an External Chair, which requires an amendment to the Articles of Association. Two routes were considered: amending Bye-Law 7.5 so that Article amendments would not automatically require a referendum (Option 1), or following the existing process of CCR approval followed by an all-student referendum (Option 2). <u><i>Amendment process</i></u> In support of Option 1, it was argued that requiring a referendum for every Article amendment would be disproportionate and resource-intensive. CCR could provide appropriate democratic scrutiny, while retaining the ability to refer significant or contentious changes to referendum. In support of Option 2, members emphasised transparency and democratic legitimacy. Concerns were raised that removing the referendum requirement could reduce scrutiny of future amendments and could be perceived as changing the rules to facilitate the current proposal. Discussion focused on ensuring that, under Option 1, CCR would have a meaningful role in scrutinising proposed changes and a clear route to require a referendum where appropriate. There was broad agreement that the mechanism and threshold for CCR to require a referendum should be clearly defined, accessible and binding. Outcome: Option 1 and the associated timeline were agreed, subject to clear wording establishing the mechanism for CCR to require a referendum. The full proposal to CCR will return to the Board for approval. <u><i>Number of external trustees</i></u>	ZF to draft exact wording for Bye-Law 7 amendment, including a sufficiently accessible and binding mechanism for the CCR to require a referendum. To be approved by the board at the next meeting. NS and ZF - Liaise with lawyers to draft exact wording for the AoA amendment. Prepare a draft of the full proposal to the CCR. To be approved by the board at the next meeting.

	The Board considered whether an additional external trustee was required to accommodate the External Chair. The majority view was to retain the existing number of external trustees, noting that an existing vacancy could be filled without increasing the size of the Board. The board noted the AoA, regarding maintaining a student majority board. A preference for reducing the number of non-student trustees was also expressed. Outcome: The number of external trustees will not increase, and the overall Board size will remain at 12. <u><i>Trustee recruitment</i></u> The Board also discussed the recruitment of the forthcoming external trustee vacancy. Members considered whether sector and Oxford University experience should form part of the recruitment criteria, alongside the need for a candidate willing and able to become Chair. It was noted that sector experience may now be less of a priority following completion of the transformation work, with HR and finance identified as potential skills gaps. The Board agreed that the Nominations Committee should undertake a skills matrix exercise to inform the recruitment requirements. It was suggested that recruitment should follow completion of the governance process so that the requirements of the vacancy are clear. Interim co-option could be considered if required.	Board to decide whether to recruit or co-opt an interim replacement for BW. NS to write paper for next meeting. Board to establish a nominations committee for trustee recruitment at the next meeting. Nominations committee to undertake a skills matrix exercise to inform recruitment
8.	Annual cycle of business <i>Board to approve</i> Paper: (8.1) Annual Cycle of Business 2026-27 This was parked due to time, and it was decided that this would be approved by email.	CKB to seek approval by email

9.	CEO update (verbal) <i>Board to note</i> This was pushed to next meeting.	
	AOB n/a	
	Date of next meeting 18 th September 2026 – in-person	