

OUSU Trustee Board Meeting
11am - 1pm
25 March 2011
Thomas Hull House, Bonn Square
Oxford, OX1 2DH

PRESENT:

Daniel Lowe (Chair), Alice Thornton, Richard Jackson, Tom Perry, Paul Silk, David J Townsend, Phillip Harvey, Jonny Medland.

IN ATTENDANCE:

Brona O'Toole (CEO), Karen Irving (minutes)

1. **Apologies** were received from David Barclay, Alex Bulfin, Beth Evans, Katharine Terrell and Sarah Walker
2. **Minutes from the last meeting:** The following amendment was suggested and agreed: On Page 6, RJ's comment should read " We need to strike a balance between being overly legalistic and taking a pragmatic approach".
3. **Matters arising not covered elsewhere:** JM confirmed re the question raised on page 8 of the minutes that Student Trustees can stand for a second year. PS raised the issue of starting work on a Risk Register and offered to help with this. BOT accepted
ACTION: BO'T to liaise with PS on starting a risk register
4. **Termly reports from Sabbatical Officers:** These were received without comment except for an issue raised by DL regarding the 'Big Brother Big Sister' mentoring scheme for Looked-after children. OUSU receives funding from the central University, (separate from its Block Grant). DL had experienced great difficulty in getting the project started, due to inability to get social workers to get in touch. DL had got in touch with Tara in the University to discuss closing the project for this year, as most of the student volunteers were finalists and only available until May.
THE BOARD AGREED that it was important to do everything possible to meet the requirements of Projects funded and prioritised by the University and to alert them if there were structural issues preventing OUSU from fulfilling expectations.
ACTION: DL to meet with Tara Prayag to discuss and report back.
5. **Chief Executive Report:** (verbal) BO'T reported that the office move was scheduled for 19th April and the clearance work was well underway. While preparing for the move was a huge logistical task, it was a good opportunity to start anew. BOT also reported that the move had brought to light the inadequacies inherent in OUSU's IT system which required one off investment as part of the relocation and an additional annual support cost. The University's Capital Steering Group for the office relocation project agreed to meet the one-off costs and the Budget Sub-Committee of PRAC agreed the extra annual ongoing costs. Some staffing matters were discussed.

6. Finance

- a) **Report from BSC-PRAC:** The Board received Paper 2, which gave details of the process towards the final settlement for the Block Grant for 11-12, indicated by PRAC. BOT will submit a second budget based on this agreed envelope figure to PRAC in May for finalisation. BOT reported that the specific process OUSU undertook in making the case for a second student advisor had been endorsed by PRAC (i.e., a report to OUSU Council, a report to JSSM and also to Conference of Colleges). This was useful feedback as it gives a clear process that can be followed in future.

THE BOARD AGREED that there were distinct advantages in going through the PRAC budget-setting process in terms of keeping a close and productive link with the University but that OUSU's management independence is an important principle to be maintained.

Discussion centred on the current proposed changes to the Higher Education funding system and how it will change the landscape. Student satisfaction with the impact of student unions is going to be measured as part of new Key Information Sets.

THE BOARD AGREED that these changes were an opportunity to work strategically with the University.

The question of the lease for the new building was raised and it was suggested that it should be an annex to the Operating Agreement with the University.

ACTION POINT: BO'T to send MOU to PH.

- b) **OUSU Management Accounts:** BO'T presented Management accounts to the end of February along with a brief note detailing the Accounting Review that was underway with the Accountant. The purpose of the review is to adjust OUSU's financial reporting in line with its new status as a charity. The Year-End accounts will now be SORP (Statement Of Recommended Practice) Accounts that separate direct charitable expenditure from support activity. The changes made to the Management accounts were in line with this and with the requirement for the Board to have clear financial information. PH asked if a quarterly reforecast could be included in the figures provided to the Board. BOT agreed.

ACTION: include reforecast in Board Accounts (BO'T)

- c) **OSSL Annual accounts 09-10:** The Board received the Year End accounts from OUSU's trading subsidiary, for information. BO'T explained that the Board received these annually as sole shareholder of OSSL.

7. OUSU 09-10 Annual Accounts:

BO'T explained that the auditors had approved these accounts and they needed to be approved by the Board.

THE BOARD AGREED that it would not be appropriate to approve these as they relate to the previous year and it would be more fitting for OUSU Council to approve them.

THE BOARD AGREED to record that both sets of these Accounts (OUSU and OSSL) were received and noted.

ACTION: OUSU and OSSL 09-10 accounts to be presented to OUSU Council in Trinity Term (CHAIR)

8. Governance

- a) **Charity Registration:** BOT reported that OUSU was now a registered charity, registration number 1140678.

- b) **Byelaws:** RJ reported that a temporary set of Bye-laws had been approved by the Trustees and Council, but these had a limited life and that the next bigger task is to aim to have a permanent set approved by Michaelmas Term. The legal hierarchy of the Mem and Arts at the top and the bye-laws underneath is now established, so the second process is connected to streamlining and removing inconsistencies and redundancies within the 'old' byelaws. This will produce a new structure will retain the best of the 'old' system while being more fit for OUSU's new purpose as a charity. Discussion centred on which parts of the 'old' byelaws were more urgent to change than others and the process for approval in OUSU Council. It was agreed important that Council members should be involved in the process. RJ proposed producing a scoping paper for circulation to the Board, which would set out objectives, resources and a timetable. He suggested this should be followed by a 'teach-in' day for him to meet with key stakeholders including the Chair of Council to learn about some of the complexities within the 'old' byelaws. He would then be able to create a paper to go to OUSU Council.

THE BOARD AGREED to follow RJ's proposal, and recorded its thanks to RJ for undertaking this work.

ACTION: RJ to write scoping paper on bye-laws to circulate via email; BOT to schedule 'teach-in' day.

- c) **Procedure for appointments and Committees of Board**
 - d) **Appointments of the Board**
 - e) **Committees of the Board**
- These items were taken together.

Committees of the Board: It was felt that Committees of the Board was closely connected to the byelaws project in that some committees of Council outlined in the 'old' byelaws would become committees of the Board and a process for this would become clarified during the byelaws discussions. It was noted that Articles 43 and 44 specify two committees: an executive committee (of Sabbatical Officers) and a nominations committee, which should include the Registrar of the University or their nominee, and which would be established and operate in accordance with the byelaws.

THE BOARD AGREED that consideration of Committees of the Board and procedures for such should be deferred.

Appointments on the Board:

THE BOARD AGREED that BO'T should fulfil the role of Company Secretary.

THE BOARD AGREED that the key Board appointments were for a Deputy Chair of the Board and a Treasurer.

Discussion focused on whether these positions should be Sabbatical Trustees or External Trustees. It was noted that the role of Deputy Chair is described in Article 53.2 to 'support the Chair and to preside as Chair of meetings in the absence of the Chair'. It was further noted that the Chair has a casting vote in any decision-making process where there is an equality of votes. Some expressed the opinion that as such it was important for the principle of democracy that the Deputy Chair be an elected Sabbatical Trustee. The advantage of appointing an External Trustee to one of these positions from the point of view of 'institutional memory' was also noted.

THE BOARD AGREED to defer making these appointments and discuss further at the next meeting.

- f) **Mechanism for termly Trustee Report to OUSU Council:**
THE BOARD AGREED that the termly report to Council should be written and presented by the Chair.
- g) **Mechanism for connection with JScESM:** BO'T explained that this committee is the chief formal conduit for OUSU to interact with the University. In a recent meeting, the matter of how this committee would interact with the OUSU Trustee Board was raised. An informal annual meeting had been suggested. There was consensus that there needed to be high-level strategic engagement with the University on a regular basis and an appropriate channel for achieving this should be sought. The Board welcomed the opportunity to meet with the committee in an informal way.

THE BOARD AGREED that BOT/DB/Sabbatical Officers would continue the discussion with the committee and more widely within the University.

- 9. **AOB:** It was noted that Article 62.3 requires that Trustee minutes 'shall normally be considered open and shall be available on the student union website'.

THE BOARD AGREED that it needed to have a minutes policy to enable it to fulfil this requirement while preserving the ability to conduct confidential business where appropriate.

ACTION: BO'T and PS to liaise on devising Trustee Minutes policy

- 10. **Date of next meeting: 27 May 2011**

The meeting closed at 1pm