

Imperial College Union

TRUSTEE BOARD GOVERNANCE REFORM

Executive Summary

Introduction

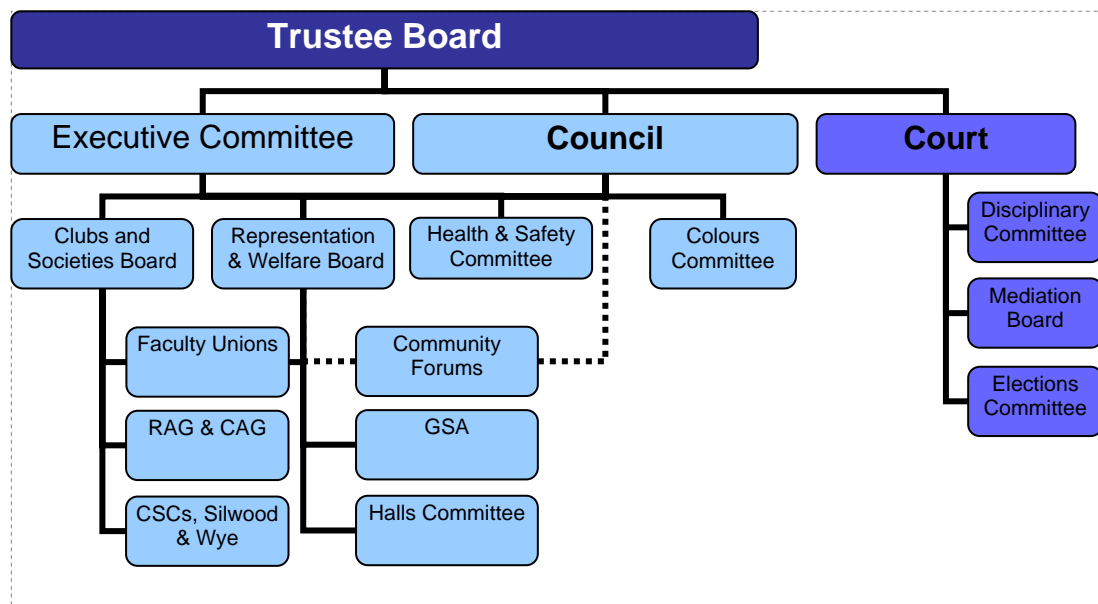
1. Following months of research, consultation and discussion, we have reached the point where constitutional changes to create a new Trustee Board can be considered by the Union Council.
2. This is the first of two readings. Amendments may be made to these proposed changes between these readings.

Summary of proposed changes

3. In passing the proposed changes to the constitution, the Union would create a sovereign Trustee Board. This board will exercise all powers of the Union where necessary but delegate the primary political functions as follows:
 - a. The Council would become that paramount legislative body of ICU,
 - b. The Executive Committee would become the paramount administrative body of the Union,
 - c. The Court would manage all disciplinary, election and media complaints matters.
4. The Trustee Board would focus on the primary aspects of charity governance, as defined in the new Trustee Board regulation:
 - a. The Union's long term objectives and commercial strategy,
 - b. The Union's operating and capital expenditure budgets and any significant changes in them,
 - c. Strategic oversight of the Union's operations, including competent management, sound planning, adequate systems of internal control, adequate accounting, risk management and compliance with statutory and regulatory procedures,
 - d. Investment or borrowing of Union funds, and
 - e. Reviewing performance in light of the Union's strategic direction.

New structure of the Union

5. The establishment of a Trustee Board would create a tripartite governance structure of ICU as shown below:



6. Policy powers from the Executive Committee would be transferred to the Union Council. The Clubs and Societies Board (CSB) and Representation and Welfare Board (RWB) committees would continue to be permitted to pass operational policy on their respective areas.
7. The CSB and RWB committees would report to the Union Council on policy and the Executive Committee on resource allocation and other operational matters.
8. The Health and Safety Committee would report to the Executive Committee.
9. The Colours Committee would report directly to the Council as there seems little point in its business going through any other committee.

Trustee Board Members

10. Membership of the Trustee Board is summarised in the table below:

Position	Appointment method	Rationale
President	Cross campus ballot	Head of the Union and Executive's advocate
Council Chair	Cross campus ballot	Council's advocate
Court Chair	Union Council	Court's advocate
4 Student Trustees	Cross campus secret ballot	To strengthen student presence on the board
3 External Lay-trustees	Union Council	To bring expertise to the board
1 College Lay-governor	College Council and Union Council	To represent the College and bring expertise to the board (a major stakeholder)

11. The following members would be invited to attend as permanent observers:
 - a. Union General Manager
 - b. Honorary Senior Treasurer
 - c. Deputy Presidents
12. Council and Court members would not be permitted to run for the position of student trustee. This is to re-enforce the apolitical and separate nature of this body. It should be noted that all members of this body have a clear mandate to act in the interests of the Union as a whole; this is the rationale behind the absence of Deputy Presidents, CSC Chairs or Faculty Union Officers from membership of the board.

Trustee Board Chair

13. The Trustee Board would nominate a Lay governor or student trustee to Chair of the Trustee Board. This proposal would be subject to the approval of the Union Council. Any chair that stands down would be expected to retire from the Trustee Board altogether.

Terms of office of Trustee Board members (non ex-officio members)

14. Student trustees would serve for two years but would be expected to automatically resign if they drop out or complete a course of study. Two student trustees would be elected each year, probably at the same time as

Sabbatical Officers are elected. Lay governors (both from the College and outside) would serve for three years. These terms could be renewed twice, after which the member must retire.

Calling and regularity of meetings

15. A Trustee Board meeting could be called by:

- a. The Chair of the Trustee Board
- b. The President
- c. Three members of the Trustee Board

16. The Trustee Board would meet between four and six times each year, possibly in synchronisation with the Imperial College Council.

Quorum of meetings

17. Quorum should be greater than half all members and include a minimum number of student trustees, lay members and ex-officio members.

Accountability and discipline of trustees

18. The table below summarises how Trustees and Sabbatical Officers could be removed from their position on the Board or as a Sabbatical of the Union:

Position	Appointment	Council's powers	Trustee Board's powers	Other routes
Chair of Trustee Board	By trustees, from lay trustees	Dismissal powers	Removal of trustee powers	
President	Cross campus election	Suspending powers	Removal of trustee powers Dismissal only on recommendation by Council	Via a tribunal
Council Chair	Cross campus election	Dismissal powers	Removal of trustee powers	
Court Chair	Cross campus election	Dismissal powers	Removal of trustee powers	
Student trustees	Cross campus election	No formal powers	Removal of trustee powers	General Meeting
College Lay Trustee	Nominated by Union Council, approved by College Council	Dismissal powers	Removal of trustee powers	Via the College Council
Non College External Lay Trustees	Appointed by Union Council	Dismissal powers	Removal of trustee powers	
Deputy Presidents		Suspending powers	Dismissal only on recommendation by Council	Via a tribunal
General Manager		No formal powers	Various powers through HR processes	

Note: all trustees will vote on matters of discipline, not just student trustees