

MINUTES OF THE PROCEEDINGS
of the third ordinary meeting of
the
Trustee Board
of the
Imperial College Union
in the 2007-2008 Session

The meeting of the Trustee Board was held in meeting room 7 of the
Union Building on Tuesday 13th May at 6.00pm

Present:

Lay Trustee - Chair	Ram Gidoomal (RG)
President	Stephen Brown (SB)
Council Chair	Mark Mearing-Smith (MMS)
Court Chair	Hamish Common (HC)
Student Trustee	Daniel McGuinness (DMG)
Student Trustee	Ali-AI Hussaini (AAH)
Student Trustee	Andrew Somerfield (AS)
Lay Trustee	Lewis Hands (LH)
Lay Trustee	Mandy Hurford (MH)

Permanent Observers

Deputy President (Clubs & Societies)	Alistair Cott (AC)
Deputy President (Finance & Services)	Chris Larvin (CL)
Deputy President (Education & Welfare)	Kirsty Patterson (KP)
Union Manager	Peter Haldane (PH)
ICU Honorary Senior Treasurer	Simon Archer (SA)
Governance and Administration Coordinator – Clerk	Rebecca Coxhead (RC)

Apologies: Lay Trustee Graham Howard

Observers: Felix Editor Tom Roberts, Jamie Henry Student Trustee elect, Kadhim Shubber
Student Trustee elect

1. CHAIRS BUSINESS

NOTED:

- a) The Board were invited to attend the Imperial College Union Summer Ball which is occurring on the 21st June and the Presidents Dinner occurring on the 25th July.
 - i. Invitations will be sent out in due course.

2. MINUTES FROM LAST MEETING

RECEIVED: Minutes from 17th January 2008

RESOLVED:

- 1) To accept the minutes as a true record of the last meeting.

3. MATTERS ARISING

NOTED:

- a) In regards to the agenda item 3, point h) i. 'The Shop Strategy' it was questioned why this has not been brought to this meeting.
 - i. PH stated that he is addressing this in his report.

4. FINANCIAL REPORT

RECEIVED: The paper and appendix was presented by PH

NOTED:

- a) The Board stated that they wished to have the trading figures circulated in advance of the meeting as it proved difficult to analyse these when tabled at the meeting.
 - i. PH stated that he had only received the drilled down accounts from the Finance office on the day of this meeting.
 - ii. DMG stated that he would also like to see February accounts as well.
 - iii. PH stated that a new Head of Finance has recently been appointed and that this will help to ensure more timely accounts.
 - iv. It was suggested that in future the latest accounts will be circulated a week before the meeting with the papers and then present the most updated at the meeting. This was agreed by PH.

ACTION:

1. **PH to circulate the accounts with the Trustee Board papers a week in advance of the meeting and table the most up to date document at the meeting.**

- b) Retails takings are up 13.5% overall.
- c) Bars are maintaining themselves; takings are up 17%.
- d) Catering is remaining difficult; budgets are not being hit.
 - i. Catering is restrained by physical and logistical resources.
- e) Clubs and Societies are doing well with no major issues thus far.
- f) The Finance department are currently reviewing internal controls.
 - i. PH stated that he will bring a document to the next meeting for discussion.
- g) PH gave a background on the changes in the Union Finance division.
 - i. MH expressed concern that a member of College staff is leading Union finances and gave examples of how different the Union is from College.
 - ii. MH strongly suggested that the new member of staff attend AMSU training so as to learn the intricacy and ethos of Union culture.
 - iii. PH stated that the member of staff had attend some training
- h) PH informed of an argument that is occurring currently between the Union and College over the consolidation of the Union accounts.
- i) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) **To accept the report.**

5. CATERING AND RETAIL STRATEGY

RECEIVED: A verbal report was given by PH

NOTED:

- a) An evening menu re-launch occurred 3 weeks ago.
- b) DMG stated that this has been an outstanding action for the past 3 meetings and of yet nothing has been given in writing which is disappointing.
 - i. PH stated that the changes that have been instigated are still just 'testing the market'.

- ii. MH stated that it would be useful to see the problems as well as the solutions as trustees may have input of value to the operation.
- c) PH stated that the document which will be presented to the next meeting of the Trustee Board will be more useful and will be circulated with the rest of the papers.

6. ANNUAL REPORT

RECEIVED: The report was presented by SB

NOTED:

- a) SB asked for input in to the content and structure of the report.
- b) RG suggested a SWOT analyse may be useful.
- c) DMG commented that he liked the section on student activity and the way the statistics were presented.
 - i. DMG suggested including something on the Unions Green Policy.
 - ii. LH suggested playing down the 'driving 4.5 times round the world' statistic as it looks like a 'massive' carbon footprint.
- d) RG suggested that in regards to the risk register, suggested emphasising that this document is not a 'tick box' and that is a new and evolving working document.
 - i. It was suggested to use a tree diagram in regards to the governance and management structure and show how the risks affect the areas and how they are mitigated and dealt with.
- e) It was suggested that the positives should be accentuated in regards to Union finances.
- f) AS suggested putting in the key objectives as well as the key developments.
- g) Suggestion for putting in information in regards to the following areas:
 - i. Information and Advice Centre
 - ii. Welfare achievements
 - iii. Faculties achievements
- h) It was emphasised that the Science Challenge should read as RCSU Science Challenge.
- i) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.

7. SUMMER BALL REPORT

RECEIVED: The report was presented by CL

NOTED:

- a) Ticket sales have been steady and have spoken just before each price increase.
- b) It appears that targets will be hit.
- c) VIP tickets have been slow to shift.
 - i. A mail out from the Alumni office to approximately 20000 alumni will hopefully help these sales.
- d) A major concern is the potential poor performance in the bars.
 - i. An external company will be bought in to run the logistics of the bars in College.
- e) College Commercial Services have been stalling in regards to getting the Marquee signed off.
 - i. College have indicated that this will be ready to be signed off within the next 7 days.
- f) DMG questioned what the contingency was for artists pulling out of the line-up at the last minute.
 - i. CL stated that there is a clause that allows artist to pull out in the event of the requirement of having to appear on television and that this issue will have to be dealt with when it happens.
- g) HC stated that he had received an invite from the Alumni office and it was not terribly well Union branded.
 - i. CL stated that he too was unhappy with how the email was set up also but did not given the opportunity to proof them email before it was sent.

- ii. The email directed the people to the Union website which was heavily Union branded.
- iii. LH questioned why only recent alumni were sent the email as it is a free marketing resource. CL stated that the Alumni office was adamant that they knew how to deal with the alumni but he will take this up with the Office of Alumni Development.
- h) CL reiterated that College are contributing £25k with part of this coming from the Office of Alumni Development.
- i) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.**

8. PRESIDENTS REPORT

RECEIVED: The report was presented by SB

NOTED:

- a) There has still been no correspondence from the Charity Commission.
- b) There have been a few teething problems with the inception of the change to evening catering service which are being dealt with.
- c) SB pointed out that there are 3 women Sabbatical Officers for the 08-09 session.
- d) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.**

9. GENERAL MANAGERS REPORT

RECEIVED: The report was presented by PH

NOTED:

- a) It was highlighted that College Commercial Services will be using some of the Union's catering facility to serve breakfast to the Conference guests over the summer vacation in exchange for upgrading some of the Unions catering equipment.
- b) The Architects have changed the plans slightly for phase II and have come up with a solution that they feel is better for the Student Activities Centre mezzanine.
 - i. This alternative is within the projected costs.
- c) There will a upgrade for the SAP system shortly.
- d) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.**

10. COUNCIL CHAIR REPORT

RECEIVED: The report was presented by MMS

- a) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.**

11. COURT CHAIR REPORT

RECEIVED: The report was presented by HC

- a) The board moved to accept the report and it was accepted unanimously.

RESOLVED:

- 1) To accept the report.**

12. STUDENT MEDIA REGULATIONS

RECEIVED: The report was presented by SB

NOTED:

- a) HC stated that the appendix, the consideration by Mark Flower, Student Court member, interprets that the Trustee Board is not the final step for the approval of changes to the Staff Student Protocol (SSP) document.
 - i. It is interpreted that changes to the SSP are to be approved by the Rector or College Secretary.
- b) MH expressed extreme concern on the change to SSP.
 - i. Many of the departments are small and it will be quite obvious who is being targeted in the articles/comments.
- c) SB stated that he interprets this to mean a 'broad brush' discussion where individuals will not be targeted.
 - i. MH expressed concerns that department's performance, and ultimately staff members will be discussed in a public forum.
- d) MH pointed out the following
 - ii. Staff do not have the right of reply in a media forum.
 - iii. There are management structures to deal with staff performance.
 - iv. SSP was adopted as policy in 1991 to protect staff.
- e) DMG stated that there implications on further employment opportunities on someone who was working in a department who was 'exposed' or commented on as being below par even though they are not necessarily to blame.
 - i. DMG opined that ultimately peoples lives are being bought in to a public forum and if there are complaints about staff members, this can be dealt within the management structure of the Union.
- f) The board agreed that it is difficult to make a decision on changing the SSP when they have only received an excerpt.
 - i. HC suggested adjourning the discussion until the complete SSP document is circulated. This was agreed by the board.

RESOLVED:

- 1) To adjourn the discussion on the Student Media Regulation until the board has received the complete SSP document.**

ACTION:

- 1. RC to circulate the SSP document to the Board.**

13. DELEGATION OF POWERS

RECEIVED: The report was presented by SB

NOTED:

- a) The financial statements are done but it is more the text and style that assistance is required for.
- b) SB is requesting 1 lay member volunteer to sit on the committee.
- c) SB assured that there will only be 1 brief meeting.
 - i. RG and HC volunteered to sit on the committee.

- d) There were no objections and the paper was passed.
- e) It was agreed that the membership of the committee will remain the same to consider both issues.

RESOLVED:

- 1) To establish a Trustees' Committee comprising of RG, HC and SB to approve the annual report of the Union's activities and any constitutional and regulatory amendments proposed by Union Council before the next meeting.**

14. ANY OTHER BUSINESS

14.1 TRUSTEE BOARD CODE OF CONDUCT

NOTED:

- a) The board moved to a vote to accept the code of conduct and there were no objections.

RESOLVED:

- 1) To accept the following as the Imperial College Union Trustee Board Code of Conduct :**

- 1. Trustees of Imperial College Union should familiarise themselves with the "Nolan Principles" of selflessness, integrity, objectivity, accountability, openness, honesty, and leadership, and act accordingly.*
- 2. Trustees must have a good understanding of, and be sympathetic with, the aims and objects of the Union and act in accordance with the Constitution, Regulations and other applicable rules at all times.*
- 3. Trustees must act and make decisions in the best interests of the Union and its present and future members.*
- 4. Trustees must not act in a manner which adversely affects the Trustee Board's ability or reputation to act with competence, independence, fairness and political neutrality.*
- 5. Trustees should do their best to avoid conflicts of interest, and where they do find themselves conflicted should declare that fact and not take part in any relevant decision making, in accordance with the Trustee Board Regulation.*
- 6. Where assistance and advice is required for the Trustees to be able to make the most appropriate decision affecting the Union, that assistance or advice should be sought from an appropriate source (such as the Charity Commission, professional advisers, Union Court or the College) and considered carefully.*
- 7. Trustees must play an active role in Trustee Board and Trustees' Committee meetings, having spent due time reading and digesting meeting papers in preparation for the meeting.*
- 8. A minimum attendance at meetings is required of Trustees to ensure that best practice in governance is reached and maintained, with attention drawn to the provision of the Trustee Board Regulation vacating the office of any Trustee who misses three or more ordinary meetings of the Trustee Board in any year, irrespective of apologies.*
- 9. Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the Union Constitution, namely pay, accommodation and expenses for the President, and related expenses for other Trustees. This does not prevent Trustees from obtaining the same benefit due to others holding their category of Union membership.*
- 10. Trustees should not exert any influence to garner any preferential treatment for themselves or their friends or family.*

11. *Trustees may be jointly and severally liable for their decisions: therefore decisions should be taken together, as a team, recorded accurately in the minutes, and made public except when the Trustee Board Regulation permits redaction.*
12. *Trustees are accountable to a range of interested parties for their actions and as such decision-making should be as transparent as possible, except for when confidentiality is required.*
13. *Should a Trustee feel they require further guidance or training in their role, it is their responsibility to inform the Union Governance Co-ordinator, and in liaison with the Governance Co-ordinator develop opportunities for new training on an individual or group basis.*
14. *Any information of a confidential nature must remain so outside the confines of the Trustee Board.*

14.2: AUDIT COMMITTEE

NOTED:

- a) The Audit committee will be meeting after the internal auditors have produced a report to consider.

The meeting moved in to closed session at 7.55pm

Approved as a correct record at a meeting
of the Trustee Board on

_____ 2007/08

_____ Chair of the Meeting