



**Imperial College Union Board of Trustees**

**05/12/2018**

<b>AGENDA ITEM NO.</b>	
<b>TITLE</b>	Quoracy Update and Terms of Reference
<b>AUTHOR</b>	Rob Tomkies
<b>EXECUTIVE SUMMARY</b>	Discusses the quoracy update as decided upon by last board. These are then brought with the updated terms of reference of each subcommittee.
<b>PURPOSE</b>	To define and standardise the quoracy for the Board of Trustees and its sub committees. To adopt the updated terms of reference at the Board of Trustees level.
<b>DECISION/ACTION REQUIRED</b>	Confirm and adopt the quoracy levels and the updated terms of reference.

## Quoracy Update – An Overview

This paper outlines the suggested quoracy levels for Imperial College Unions Board of Trustees and its subcommittees. It is suggested that these be adopted within the Terms of Reference of each committee or subcommittee.

For the purpose of this paper the Alumni Trustee shall be described as an External Trustee and so there shall be three types of trustee – Officer Trustee, Student Trustee, External Trustee.

For the Board of Trustees, the quorum level is suggested as:

- A minimum of 2 trustees from each type. If the full quota of the trustee type is not in place, only 1 of this trustee type is required for quorum.
- 50% of the voting members must be present.
- The Chair must be delegated as appropriate by the Chair of the Board if not present themselves.

This information is detailed in our Byelaws and as such has been updated within them.

For the Subcommittees of the Board of Trustees, the quorum level is suggested as:

- A minimum of 3 voting members must be present.
- 2 different types of Trustee must be present.
- A minimum of 50% of voting membership must be present.
- The Chair of the subcommittee must be delegated as appropriate by the Committee Chair in the case of their absence.
- For the Finance and Risk subcommittee, a minimum of 1 external trustee must be present.

This has been included in discussions that have happened at each subcommittee when updating their terms of reference and so the updated terms of reference are included below as appendices.

As the Finance and Risk Subcommittee has not met yet and discussed their terms of reference this has not been included below and must be adopted at a later date.

Board is asked to confirm and adopt these terms of reference.

Appendix A  
**Communications Committee**  
**Terms of Reference**

**Purpose**

The Communications Committee has delegated responsibility on behalf of the Board of Trustees, for the Union's overall communication strategy. Specifically, it has responsibility for ensuring that the Union regularly reviews its approach to how it communicates with its membership, including the Union website, social media and printed documents such as our Impact Reports and Annual Report. It also is responsible for reviewing how we support campaigns, both Union and student-led, how they are approved and how we measure their impact and success. The committee is not responsible for approving campaigns, instead the process by which they are approved.

**Remit**

1. To receive an annual review of the Union's website and associated recommendations for improvements and changes
2. To agree the Union's strategic approach to Social Media, including reviewing the Social Media strategy
3. To annually review the Union's strategic approach to printing documents such as start-of session handbooks, Impact Reports and Annual Reports
4. To approve the Union's strategic approach to communicating the role of Officer Trustees and raising the awareness of them amongst the membership
5. To approve the Union's brand and brand guidelines, advising the Board of Trustees of any changes that may be necessary
6. To annually review the Union's Key Communication Messages
7. To receive results and analysis from surveys detailing information on the Union
8. To annually review the Union's strategic approach to the approval and support of student led campaigns
9. To review the impact and outcomes of conducted campaigns
10. Other decisions as delegated by the Board of Trustees

**Membership**

The Committee shall be appointed in accordance with the Constitution, by the Board of Trustees Chair and shall contain the following members:

1. Lay Trustee (Committee Chair)
2. Deputy President (Education)
3. Deputy President (Clubs and Societies)
4. Deputy President (Welfare)
5. Student Trustees
6. *Felix* Editor

The Quorum levels for meetings to held are as follows:

- A Minimum of 3 Committee members
- 2 different types of Trustees must be present
- A minimum of 50% of voting membership must to be present
- If unable to attend the meeting, the Committee Chair must delegate a Chair as appropriate

Appendix B  
**Governance Committee**  
**Terms of Reference 2018/19**

**Purpose**

The Governance Committee has delegated responsibility, on behalf of the Board of Trustees, for ensuring the effective governance of Imperial College Union.

Specifically, it has responsibility for ensuring that the Union's governing documents are appropriate, that its democratic processes are free and fair, and that its disciplinary processes are adequate.

**Remit**

1. To fulfil disciplinary, complaint & major election functions specified in the Constitution & Bye-Laws
2. To review the Constitution & Bye-laws regularly to ensure they are compliant with regulatory requirements and are examples of best practice
3. To oversee the delivery of the annual election cycle and receiving election reports
4. To ensure our disciplinary processes are compatible with the College's disciplinary policies and procedures and are examples of best practice
5. To support and advise on the good governance and delivery of democratic decision-making processes such as Union Council
6. In collaboration with the People, Appointments & Remunerations Committee, to agree the nomination and selection process for appointed student trustees, external trustees and the Chair of the Board
7. Other matters as delegated by the Board of Trustees

**Membership**

The Committee shall be appointed in accordance with the Constitution, by the Board of Trustees Chair and shall contain the following members:

1. Paul Beaumont (Alumni Trustee, Committee Chair)
2. Dot Griffiths (External Trustee)
3. Rob Tomkies (Union President)
4. James Medler (DPCS)
5. Claudia Caravello (DPFS)
6. Alex Compton (Council Chair)
7. Abhijay Sood (Student Trustee)
8. Stephen Naulls (Student Trustee)

Additionally, the HoSVC should normally attend.

The Quorum levels for meetings to held are as follows:

- A Minimum of 3 Committee members
- 2 different types of Trustee must be present
- A minimum of 50% of voting membership must to be present
- If unable to attend the meeting, the Committee Chair must delegate a Chair as appropriate

Appendix C  
**People, Appointments and Remuneration Committee**  
**Terms of Reference**

**Purpose**

The role of the committee is a two-fold governance responsibility:

- Assurance: to ensure and, where needed, challenge practice and policy on all matters to do with the organisation's people, appointments and remuneration
- Advisory: to support the Managing Director with any issues that they require help with within these areas.

**Remit:**

1. Key appointments
  - a. Appointed Trustees
  - b. Managing Director
2. People strategy
3. Staff wellbeing
4. IIP Accreditation
5. Staff diversity
6. Safeguarding
7. To receive and consider
  - a. Staff survey
  - b. Exit Interview report
  - c. Remuneration report

**Membership**

1. Chair of Committee: Kate Owen
2. Union President: Robert Tomkies
3. Deputy President Education: Alejandro Luy
4. Deputy President Welfare: Becky Neil
5. Student Trustee: Stephen Naulls
6. Council Chair: Alex 'Chippy' Compton

The Quorum levels for meetings to held are as follows:

- A Minimum of 3 Committee members
- 2 different types of Trustee must be present
- A minimum of 50% of voting membership must to be present
- If unable to attend the meeting, the Committee Chair must delegate a Chair as appropriate