

**Imperial College Students' Union
Board of Trustees / 24 March 2021**

Minutes (24 February 2021 Board of Trustees)

1. Introduction & Attendance

Jill Finney (JF) (Chair)	Phil Power (PP)
Stephen Richardson (SR)	Dorothy Griffiths (DG)
Kate Owen (KO)	Kelvin Zhang (KZ)
Abhijay Sood (AS)	Shervin Sabeghi (SS)
Sam Lee (SL)	Alex Auyang (AA)
Ross Unwin (RU)	Lloyd James (LJ)
Chris Carter (CC)	Milia Hasbani (MH)

In attendance

Tom Flynn (Managing Director) (TF)
Tom Newman (Head of Membership Services) (TN)
Jayne Hufford (Interim Director of Finance) (JH)
Rob Scully (Director of Finance and Resources) (RS)
Ashley Cory (Systems Manager) (AC)
Victoria Agbontaen (Governance Officer) (VA)

2. Apologies

Michaela Flegrova (MF), Graham Parker (GP)

3. Minutes of previous meeting

The minutes of the previous meeting were approved pending amendments to item 13.

4. Matters arising/Forward Agenda

TF noted that the matters arising will be addressed in his report. SS informed Board that a paper on disciplinary policies will be brought to the May Board meeting.

JF requested for the forward agenda to be circulated with Board papers for each meeting.

5. Conflict of interest declarations

None.

6. Consideration of confidential business

Item 7 is considered to contain some confidential business, but TF will ensure the MD report will have a version which doesn't compromise confidentiality.

7. Managing Directors' Report*

TF gave a brief overview of the MD report, highlighting to Board that the work around the Strategic plan is steadily developing and continuing to move forward. TF added that the finance handover between JH, RS and himself is extremely positive and the ability to have JH and RS as a crossover is valuable for the Union.

TF added that the DfE has made some announcements on the issue of free speech on campus which is part of a wider context of concerns regarding a media named culture war. TN said that what the government have put forward are proposals for now and the consultation is yet to happen so there is nothing extra that is currently needed to be adhered to.

- i. A question was asked by CC whether this legislation applies only to external speakers or if it also applies to re-naming buildings and removing statues etc. Trustees were informed that it applies to any freedom of speech issue on campus as well as academic freedom.
- ii. A question was asked by AA how much this will impact Imperial students in comparison to other Universities. Trustees were informed there will be other Universities that will have more of a challenge with this compared to Imperial as ICU already has a well-developed infrastructure on this including having an excellent relationship with the College.
- iii. A question was asked by LJ where policies are perceived to infringe on free speech around issues such as harassment and bullying. Trustees were informed that there are proposals to introduce a statutory tort that would give people a right to redress for loss, as a result of the breach of the freedom of speech sections.

Board noted the MD update.

8. Officer Trustee Team Update

SS gave a brief update on the paper, noting the work himself, SS and MF are doing regarding representation to the College around work on the safety-net, fair assessment, and no detriment policies. SS noted that they have a tentative agreement on these areas with the College and the positive progress being made will be communicated to the students shortly. SS added that AS has been focusing on supporting the Felix review as well as continuing to work with College Council on the bullying and harassment allegations.

SS noted that MF is working on student feedback surveys from the exams that took place over the Winter period which has now been represented to the College. MF is also working with College on a number of space related projects as there are College which are available to develop and transform these spaces on campus.

RU highlighted that he is consistently working on facilitating and enabling CSP's to be able to operate remotely which has been a challenge as trying to consistently engage students has shown to be difficult. RU added that annual budgeting and CSP funding related issues continues to be a large part of his work.

SL noted that he had been working with TN and RU on the Union Concert Hall redevelopment project and the project timeline details are still pending but they are working towards a May/June completion date. However, it is being considered to push this back to the next academic year to avoid disruption to students taking exams in halls.

SL is working with College to achieve the right wording and messaging regarding their approach to food sustainability, student consultation will be involved which SL is discussing at the upcoming SSB meeting.

- i. A question was asked by JF when a paper on storage will be provided to Board with a proposal on how this issue will be solved. Trustees were informed that a building and space review steering group are meeting as part of the strategic review, but a paper will be provided at the next Board meeting.

Board noted the update of the Officer Trustees.

8a. Council Chair Update

AA informed Trustees that last Council meeting took place on the 16th of February and highlighted two key papers that were brought to Council: the ratification of the external Trustees and a stance on the Huawei deal. AA stated that both Dot and Dan were ratified by Council.

Another paper was brought by a few students who raised issues with the new deal that Imperial has with Huawei concerning developing AI technology. Students raised concerns that Huawei has been implicated in assisting with human rights abuses in China.

The actions from the paper were to ask College to acknowledge there are human rights abuses going on in China and to lobby the College to not go through with the deal. AA said that the paper passed in Council, and majority of students were supportive. However, there were a few students, including the GSU President who strongly disagreed with the premise of the paper and following the passing the motion, the GSU President decided to quit his position on Union Council and will no longer be attending Council meetings.

AA added there has been a mixed response from students who feel that the GSU President has been unfairly targeted, and that the Union should not be getting involved in politics.

Board noted the update of the Council Chair and it was agreed that the Council Chair would provide updates at all future Board meetings going forwards.

9. Stage 4 2020/21 Budget (6 month reforecast)

JH noted that the key assumptions built into this forecast include the bars and shops remaining closed for the rest of the financial year, the continued use of furlough scheme, no whole scale return to campus and a £53,000 saving on CSP Grant money. JH noted that with new government guidance, there is likely to be changes and reopening to our services which will open opportunities to generate income as well as generating additional costs.

JH noted the risks associated with the reforecast include those associated with VAT, issues to the accounts and audit for 2019/20 which are yet to be signed off and as a result is likely to impact the Union's free reserves. Additionally, the ongoing issue with payroll and College as the payroll figures in the accounts are still based on budgeted figures and estimates of furlough grant income. JH has started the reconciliation process, and it is likely that the estimates will not be in line with the findings.

- i. A question was asked by SS as to whether the additional £50,000 is a supplement to the Activities development fund. Trustees were informed that there has been a significant reduction in the grant that had been allocated to CSPs and there was around £20,000 in the AD Fund before the supplementary £50,000 was added.
- ii. A question was asked by JF as to whether the ADF had been discussed and signed off at the F&R Committee. Trustees were informed that this was discussed at F&R and the paper was approved. RU added that there has been a significant reduction in what CSPs have spent and as there are several committees engaged at different levels it is difficult to enforce the reduction across all CSP's.
- iii. A question was asked by SS as to how the forecast feeds into the planning round. Trustees were informed that a staged planning and budgeting round approach will

be taken next year with specific review points. Trustees were informed that any underspends will come back to Board to decide what happens to that funding.

Board approved the 'Stage Four' budget for the Union.

10. Financial Model Update

TF briefed the Trustees noting that there are broadly four different financial models for Student Unions in the sector and we are currently a model D, with our block grant being used to fund our core charity costs but the commercial costs is also used to fund the commercial costs and the core charity costs.

TF highlighted that Union should partially move towards a type C Students' Union. The majority of the core charitable purposes should be funded by block grant and the College because they bring value to the institution.

- i. A question was asked by JF questioning when there are commercial outlets that do not bring a profit but cost money to run, how that is reconciled. Trustees were informed that if the model phrases these as a core purpose as opposed to a commercial service, it is appropriate for a loss to be made in this instance.
- ii. A question was asked by JF as to what impact the strategic partnerships with College will have on this. Trustees were informed there is already a partnership agreement in place with the College but this needs to be reviewed.

Board noted the audit update.

11. Audit Update & Retender Process

RS noted there are two key issues currently holding up the sign off of the 2019-20 accounts which had previously agreed to be signed off in November. This included Crowe not confirming that inter-company balance has been completed, which meant that the audit sign off was delayed and a newly arising issue of imprest balances, where the outstanding balance at 31st July 2020 YE was £147,000. It was discovered that the finance team had not been processing the receipts that students had been submitting, however the team are currently working through these.

RS stressed that it was highly concerning that the auditors had not picked up on this and is something they should have identified at a much earlier stage in the auditing process. This raises questions of Crowe's ability to continue as ICU's auditors as this is a substantial failure on their part and a letter will be drafted to Crowe to express the Union's dissatisfaction with their performance this year.

Board noted the update on the progress regarding the development of a new financial model for the Union.

12. Strategic Plan Discussion: Our Values

TN noted that there has been six words that have come out substantial workshops with various stakeholder groups. The words that had the most consensus are as follows: integrity, inclusivity, accountability, democratic, ambitious and collaborative.

TN asked the Trustees to consider whether there are better ways of describing the values, why the value is important for the Union and to provide some examples of the way that behaviour is demonstrated day-to-day.

Trustees shared feedback from their individual groups and agreed to share this directly with Tom Neman.

13. Strategic Plan Discussion: Our Aims (and next steps)

Item was tabled and will be discussed at a later Board meeting.

14. Strategic Reviews Update (Governance, Staffing, Commercial, Space)

Strategic Plan – the group has met to start this review and the strategic plan and financial plan that Board have discussed today covers this update.

Corporate Governance Review – this group have broken up into sub-groups to look at an analysis of the Union on the basis on the Charity Governance Code. There has been some detailed feedback amongst the sub-groups and the full group will be meeting up in a few weeks to continue discussions.

Staffing Review – this group has met and agreed to revise the terms of reference which AC is developing. The review of who employs ICU staff is currently being paused due to uncertainty caused by the pandemic and other College matters.

Commercial Review – due to the recruitment of the new Director of Finance and Resource, this group had been temporarily paused and will be picked up in mid-March once RS starts full time.

Space Review – this group has met once to start reviewing the strategic use of buildings and space. This will continue over the next few months and there a few big options for the Union in terms of space on campus.

15. External Trustee Ratification

AS informed Trustees that DG has decided to stay on the Board of Trustees so formal re-ratification for her position was required.

Dan Wagner was selected as an outstanding candidate to replace Kate. AS highlighted that he had expressed concern over the gender imbalance on the Board, however the interviewing panel were satisfied that he would be very successful as a Trustee of the Union. Both Dan and Dot's ratifications were passed by Council.

It was agreed that the candidates that applied for the Chair role were not suitable enough to fulfil the required role.

TF confirmed the next steps will be to ensure we are much more targeted in our recruitment around EDI, widen the targeted candidate pool which may require the Union to use a recruitment consultant. TF added that getting the College involved with the interview process will be critical in ensuring College buy in.

Board approved the appointment of Dan Wagner and re-appointment of Dorothy Griffiths.

Any Other Business

None.