

Board of Trustees

Actions 2021-22

Key

Action from a previous meeting

Action from most recent meeting

Action completed

Explanation of status

Meeting(s)	Minute	Action	Responsible	Timeline
12 th May 2021	16	Annual RO / DRO Report Carry out a detailed review of trends of the last five previous elections, possibly grouped by faculty or PG-UG etc.	TF, LJ	September 2021 <i>Presented during December 2021 Board mtg</i>
29 th Sep 2021	16.iii	People & Culture Review Action Plan Schedule further Board update	TF, CJ	February 2022 <i>Added to Annual Calendar</i>
8 th Dec 2021	7.ii	MD Update — Helpdesk Upgrade: Ask the Director of Membership Services to circulate an email update about the Helpdesk rollout to Board	TF	February 2022 <i>Update included in February 2022 MD Report</i>
8 th Dec 2021	8	OT Update — Add timescales against objectives in future updates	LJ, DL, NP, IM, SL	February 2022 <i>Completed</i>
8 th Dec 2021	9	Council Chair Update — Circulate the voting results of how happy Union Council has been with the performance of each OT at the last 3 Union Councils meetings to Board	MF	February 2022 <i>Completed</i>

8 th Dec 2021	14.i	Stage Three Budget – reinclude commentary from Stage One budget in the Stage Four budget	RS	February 2022 <i>Complete</i>
8 th Dec 2021	16.ii	Strategic Risk Register – develop work-in-progress actions commentary to provide an update on their progress Include reflections on the serious staff incident in the next update of the Strategic Risk Register Add mitigation of a crisis communications cascade to the Register under the Health & Safety and Reputational risk theme	TF	16 th Mar 2022 (FAR mtg)
	16.iii		TF	16 th Mar 2022 (FAR mtg)
	16.iv		TF	16 th Mar 2022 (FAR mtg)
	20.i	Associate Membership Policy - Take forward considerations required about the relation of particular types of student status to the policy Plan to bring forward update on work planned to improve the management of u18 members	PP, LJ	February 2022 <i>Ongoing</i>
	20.ii		TF, CJ	February 2022 <i>Added to Annual Calendar</i>
	22	External Trustee Recruitment – identify suitable student panellists	LJ, MF, CJ	January 2022 <i>Completed</i>

**Imperial College Students' Union
Board of Trustees**

Minutes (8 December 2021 Board of Trustees)

1. Introduction & Attendance

Jill Finney (JF) (Chair)	Phil Power (PP)
Stephen Richardson (SR)	Sam Lee (SL)
Daniel Lo (DL) (absent for items 14-19)	Dorothy Griffiths (DG)
Nathalie Podder (NP)	Gabrielle Mathews (GM) – from item 8
Lloyd James (LJ)	India Marsden (IM)
Jacques Bazile (JB)	Michaela Flegrova (MF)
Charlotte Drastich (CD)	Hilliam Tung (HT)
Daniel Wagner (DW)	

In attendance

Tom Flynn (Managing Director) (TF)
Rob Scully (Director of Finance and Membership) (RS)
Tom Newman (Director Membership Services) (TN) – from item 8
Juliette Coopey (Director of Marketing and Communications) (JC)
Ashley Cory (Deputy Director of Marketing and Communications) (AC)
Cat Turhan (Representation and Advice Manager) (CT) – item 19 only
Shachi Blakemore (Audit Partner, Buzzacott) (SB) – items 12 and 13 only

2. Apologies

None

3. Minutes of the previous meeting

The minutes of the previous meeting were approved as an accurate record of proceedings.

4. Matters arising

- i. A question was asked by DW on an outstanding action regarding trustees receiving a list of prioritisations detailing how the People & Culture Action Plan will be delivered. JF asked for an update on the prioritisation of actions under the Action Plan to be scheduled for a future meeting.

5. Conflict of Interests declarations

DW notified the Board, with reference to Item 20 (Associate Membership Policy), that he is a Lifetime Member of the Union and therefore Item 20 item would apply to him in that respect. However, DW stated he did not conceive there to be any conflict of interest and JF thanked DW for the declaration.

6. Identification of confidential business

Items 14, 18 and 22 were identified as confidential.

7. MD Update

TF gave a brief overview of paper TB/21-22/19, highlighting the physical return to on-campus working during the Autumn Term, staff recruitment, and the installation of a new Helpdesk in Beit Building. TF also raised that, as flagged at Finance, Audit & Risk and People subcommittees, a substantial investigation had taken place into an incident where a number of student staff gained unauthorised access to the roof of Beit Building. TF reported that JC (as Hearing Manager) had made the determination that the behaviour reached the threshold of gross misconduct, and therefore all those individuals currently employed by the Union were dismissed immediately. TF further reported that three individuals had made appeals to him as Appeals Manager, and that the appeals process will be concluded on 13 December 2021 at which point TF would send a summary notification to Board and the individuals would be referred to the Union's Governance & Membership committee.

- i. A point was made by SR, acknowledging the large amount of staff resource the investigation had taken, that undertaking such investigations so thoroughly is time well spent to ensure proper conclusions are reached for serious matters. TF commented that the investigation had highlighted actions for the Union to take regarding premises security and training to educate student staff about their role.
- ii. A question was asked by HT regarding whether there is a rollout plan for the Helpdesk, and whether student roles for staffing it would be paid, for example. TF confirmed the plan to recruit a team of paid student staff and will ask the Director of Membership Services to circulate an email update about the changes to Board.

Finally, TF informed Board that Management Committee met on 7 December 2021 and made the decision to move Union operations in line with the government's coronavirus Plan B measures for the time being.

- iii. A question was asked by JB about maintaining service provision for students - largely continuing to attend College in person - with Union staff working from home. TF confirmed union services, such as the bars and shops, will remain open and that Union staff will continue service provision, such as supporting clubs and societies. TF clarified that staff are being encouraged to work from home *where they can*. TF further clarified that lessons had been learnt from previous lockdowns about the effect of prolonged remote working and that arrangements would remain under review should Plan B continue beyond January 2022.

Board noted the Managing Director update.

8. OT Updates

The Officer Trustees presented their respective reports from paper TB/21-22/20.

LJ highlighted that a tentative consensus for a way forward appeared to be emerging from the Postgraduate Student Engagement Review, whereas by contrast he noted the struggle to recruit interested volunteers/members of Union Council to the Democratic Structures Review working group, which had led to the first meeting of said working group being delayed until January 2022.

DL noted the highlight of being able to see the organisation of in-person training for more than 250 student reps this term; DL noted his plan to review the Mums and Dads scheme would be actioned in Term 2 as well as his objective to work to enhance the Imperial experience for international students.

JF welcomed GM and TN to the meeting.

NP highlighted progress towards improving safeguarding and disciplinary procedures at the College, as well as the Union's campaign to safeguard students around the area of drink spiking campaign; she noted a project initiation document is to be drafted with LJ and IM for the intended CSPB culture review.

IM highlighted positive feedback from students on improvements to systems & processes and communication with CSPs; she noted the town hall meetings organised regarding Imperial Athletes (which is a joint venture with Move Imperial) attracted interesting comments and suggestions, although student attendance could have been higher.

- i. A question was asked by CD about what was meant by ensuring better accountability and visibility of sport spending, as mentioned in the DPCS report. IM clarified that currently students pay Imperial Athletes a fee which is then spent out, and so this work was regarding improving communication on what students get from their fee and how the fee money is being spent.

SL highlighted his work lobbying Campus Services for greater student input into their decisions, noting the current work to set up a catering committee to get student input on catering provision at Imperial. SL noted the difficulty in servicing Services & Sustainability Board this term due to departure of the Union's Governance Officer who acted as secretary.

Board noted the Officer Trustees' updates and requested if timescales could be added against objectives in future updates to make the reports even more helpful.

9. Council Chair Update

MF gave a brief overview of paper TB/21-22/21, highlighting the need for board to agree a temporary suspension of Bye-Laws in order to increase the votes the AWOs share on Council from 2 to 3 (while the GSU president role is suspended) in line with Union Council's wishes.

- i. A question was asked by JF regarding when the voting results of how happy Council is with the performance of each OT (on the scale of -3 to 3) would be available. MF reported that the results are available online and JF asked MF to circulate the link to Board.
- ii. A question was asked by DG regarding student engagement with Council this year. MF reported strong engagement from Council members, particularly the more experienced members, and noted the need to further engage newer members.

Board noted the Council Chair update and approved the temporary suspension of byelaws previously agreed by Union Council.

10. Board Subcommittees Update

SP reported that Items 12,13,14,16 on the agenda had all been discussed and approved by FAR subcommittee.

PP reported that Governance & Membership subcommittee had approved rules for referendum since the last meeting of Board. PP added that there is an upcoming members' disciplinary case as discussed under Item 7.

11. Calendar of Business Update

TF presented paper TB/21-22/22. JF asked if an update on the People & Culture Action Plan could be added to the Calendar as discussed under Item 4.

Board noted the updated Annual Calendar of Business for Board and its subcommittees.

12. Annual Audited Accounts 2020/21

RS welcomed SB to the meeting and introduced paper TB/21-22/23. In summary, RS commented that, as reported at the September 2021 Board meeting, the financial results for the year ended 31 July 2021 were positive, with the Union managing to deliver a surplus despite the costs of restructuring during the year. RS further commented that the audit had been a much more positive experience this year than in previous years and thanked SB for Buzzacott's collegiality as well as robust challenge. SB reported that Buzzacott were now in position to sign the accounts (subject to the Board's approval today) with a statement that they believe the organisation to be a Going Concern and that the Union's accounts present a true and fair view of the Union's finances. SB noted there had been some presentational changes in the accounts - namely an additional column in the income and expenditure statement - to more clearly show the in-year surplus whilst taking into account depreciation, and that Buzzacott believed this to be compliant with the SORP for charities.

TF highlighted that the surplus was due to worst case scenario budget planning during the pandemic last academic year, where the assumption was that the Union would largely not be open if the pandemic continued to worsen. TF also praised the timing of the auditing process compared with previous years and expressed a desire for this to improve further, in order to better fit into an earlier round of the College's governance processes in future, noting that this may require reflection upon the timing of the audit and the frequency of Board meetings next year.

Board thanked SB, and RS and his team for their work, and approved the annual audited accounts.

13. Audit Findings Report 2020/21

RS presented paper paper TB/2021-22/24, noting that he agreed with all the audit recommendations and will be taking them forward. SB added that the five recommendations were not significant observations and praised the Union's current financial controls.

RS acknowledged that a number of the recommendations referred to VAT and reported that in the new year the Union will conduct a VAT review for the organisation (noting, for example, that the current approach to partial recovery for valid exemptions is based on staff hours rather than by income as is standard practice). RS updated Board on the national challenge from HMRC against students' unions regarding using the catering concession, reporting that the NUS is leading a consortium of approx. 80 students' unions counter-challenging HMRC and requesting a full tribunal hearing and review. RS informed Board that if HMRC are successful the Union will face a bill of approx. £100,000 which the College have agreed in principle to support the Union with, reducing the level of risk to the Union's reserves.

Board considered the Audit Findings Report. SB left the meeting.

14. 2021/22 Stage 3 Budget

RS presented paper TB/21-22/25, reminding Board of the agreed approach to budgeting for 2021/22 being staged in order to reflect the increased uncertainty around operations as a result of the ongoing coronavirus pandemic, and highlighting the approach to Stage 3:

- The grant-funded area of the Union should break even
- The venues and events should be self-funding and also break even

- Enterprise should deliver a surplus that can be reinvested into a strategic investment fund

RS confirmed that the Stage 3 budget presented does meet the intended approach, noting some adjustments had been made compared to the Stage 2 Budget following consideration of the October management accounts at FAR subcommittee.

- i. A question was asked by NP about 'Other' in the Marketing & Communications budget. RS clarified that commentary for this allocation was provided in the Stage One budget and he will reinclude such commentary in the Stage Four budget.
- ii. A question was asked by MF about unspent expenditure on budgeted staff training. TF clarified that training requests from staff have just been collated and the spend will be phased over the new year.

RS presented an addendum to paper TB/21-22/25, circulated via email, asking the Board to approve investment in a new EPOS system, to be determined by the ongoing procurement exercise, to a maximum value of £43,812, and to note that this comes with an annual cost of up to £24,505.

- i. A comment was made by SR that this investment was much needed and that a significant quality improvement was needed compared to the current EPOS. RS and AC confirmed that both procurement options under consideration are of substantially better quality than the current EPOS system.
- ii. A comment was made by JF that it will be important to learn from the suboptimal procurement of the current EPOS system in 2017, particularly regarding implementation, maintenance and specification. RC reported he had reviewed the 2017 tender.

Board approved the Stage 3 Budget and investment in a new EPOS system, to be determined by the ongoing procurement exercise, to a maximum value of £43,812, and noted that this comes with an annual cost of up to £24,505.

15. Reserves Policy

SL presented paper TB/21-22/26, contextualising that the Charity Commission requires the organisation to have such a policy that determines our level of free reserves, and that the Union's current policy was approved in October 2020.

- i. DW commented that the Union's auditors had referred to the size of our reserves at FAR subcommittee, and asked why the proposed policy had a higher level of reserve compared to the current policy. SL replied that when the current policy was drafted there was an institutional knowledge gap relating to all the risks attached to the organisation, whereas the proposed policy takes now into account a number of material risks identified. TF added that at the time of the last review very low levels of Union activity were anticipated due to the coronavirus pandemic, whereas now the assumption moving forward is a full operational context. RS echoed that the proposed policy now takes into account important risks associated with delivery of the strategic plan compared with the last review.
- ii. A question was asked by JB on whether the suggested level of reserves to cover non-grant funded areas of the Union for three months in the proposed policy was high enough. RS summarised that non-grant funded areas of the Union refer to the Union's commercial activities (venues and retail) and therefore the proposed level of reserves seeks to mitigate any unforeseen disruption to commercial activities. MF asked whether casual student staff expenditure was included in the suggested

level of reserves to cover non-grant funded areas of the Union as well. RS clarified that the Union would seek to support student staff in the event that venues and/or retail should close, but that student staff salaries were not factored into this suggested reserve requirement area as a fixed operating cost, as such expenditure is not actually a fixed operating cost.

- iii. MF queried the level of reserves for CSP-associated risks should any number of the larger CSP's incur large, unforeseen financial liabilities (due to coronavirus event disruption, for example). SL acknowledged that there is some measure of risk should this occur. RS added that the suggested required level of reserve for CSP risk covers the eventuality where any number of CSPs may incur debts and then also go on to cease to exist; SL highlighted that the larger CSP's are unlikely to cease to exist due to their popularity.
- iv. A comment was made by SR that it would be helpful if some data could be provided to FAR subcommittee on an ongoing basis regarding whether any risks identified in the reserves policy have materialised and at what level.

Board approved the proposed reserves policy and agreed to review the policy on an annual basis.

16. Annual Strategic Risk Register Review

TF presented paper TB/21-22/27, summarising that the Board had adopted a new Strategic Risk Register in December 2020 (the reviewing of which is now a standing item at FAR subcommittee) and had agreed it should be formally reviewed annually each September by the full Board of Trustees. TF highlighted that the Senior Management Team have, in consultation with FAR subcommittee, identified upward pressure in terms of likelihood with respect to three risk areas. TF also highlighted a substantive amendment proposed relating to Risk 2 ('lack of strategic direction within the Union, causing a lack of impact') following FAR subcommittee, namely that it is suggested to change the wording to include the phrase 'for all members from all backgrounds', aligning with the Union's mission and emerging EDI strategy. TF commented that an additional strategic risk will be proposed at a future FAR subcommittee meeting relating to risks associated with the Union's premises management.

- i. A question was asked by HT regarding the identified external risk of the Augar Review and what the impacts might be upon the Union. TF reported that the Augar Review was published two years ago and that the UK Government have not yet published their response. TF commented that any proposed changes to the UK tuition fee regime arising from the Review would have a direct impact upon the College and therefore have a direct impact upon the Union, noting Imperial faces a comparatively lower level of risk in the sector due to its size.
- ii. It was asked by SR whether it would be possible to take further actions to deescalate some of the amber risk areas even further. TF highlighted the work in progress actions, and commented that the associated commentaries could be further developed to provide an update on their progress.
- iii. JF commented that the Strategic Risk Register should reflect the lessons learned from the aforementioned serious casual staff incident, to ensure sufficient future mitigation is in place. TF agreed that the next proposed update of the Register at FAR subcommittee should include reflections on the incident.
- iv. JF also commented that additional mitigations may be needed under the Health & Safety and Reputational risk theme in order to ensure a crisis communications cascade in the event of a major incident. TF agreed to add the mitigation of a crisis

communications cascade to the Register and reported JC had already commenced the creation of such and will be seeking its sign-off in the new year.

Board duly considered the annual presentation of the Strategic Risk Register to the Board, and subsequently took a short screen break, reconvening ten minutes later.

17. Staffing & Recruitment Update

AC presented paper TB/21-22/28, highlighting that the Union has completed Phase 2 of its Back to Basics recruitment plan and that Phase 3 is in progress (due to be completed by Christmas).

- i. A question was asked by JB regarding the different technology systems the Union uses (for example, the EPOS system) and whether they are managed by individual teams within the staffing structure. AC responded that the EPOS system is currently managed by his team and operationalised by the commercial teams (venues and retail), but the future he would like to see a more direct relationship between the commercial teams and the EPOS provider. AC added his team maintain the rest of the Union's web-based systems, and that some further systems are part of the College's ICT systems and managed by them. JB further queried oversight of systems being located in the Marketing & Communications directorate. JF responded that when the Senior Management Team structure was discussed, this placement was felt to be a very suitable fit.

Board noted the update.

18. Marketing Structure

JC presented paper TB/21-22/29. TF commended JC and AC for their work on this and thanked JF and SR for their particular input at People Subcommittee.

Board noted the update.

19. Elections Briefing (TB/21-22-30)

TN and CT gave a 'deep dive' presentation regarding the Union's democratic elections, as previously requested by Board, presenting the following SWOT analysis of Union elections:

- i. Strengths: high voter turnout compared with the sector; combination of CSP and other elections aid promotion; availability of some aggregated data/an elections dashboard
- ii. Weaknesses: full-time Union roles less attractive compared with the sector due to high employability of Imperial graduates and perception of ICU's effectiveness; difficulty measuring engagement from hard-to-reach groups, no access to national resources/comparison data available to NUS affiliates; complex online voting system causing poor UX and potential single points of failure
- iii. Opportunities: new and growing Advice & Representation team with experience from across the sector leading to increased capacity and better data gathering
- iv. Threats: year-on-year voter turnout decrease; online voting system reliance on manual controls from particular staff; continued difficulty to engage hard-to-reach groups; perceived unattractiveness of full-time roles may lead to key roles unfilled

CT reported that the Representation & Advice team have developed an operating plan and an equality impact assessment for Leadership Elections this year, focusing on outreach to students with protected characteristics and other hard-to-reach groups. In summary, CT and

TN suggested that moving forwards ICU should adopt a new strategic approach to elections that is data-driven, targeted and focused on strategic growth, and specifically recommended:

- To request access to College data on candidates and voters
 - To commence data collection on categories through which students can self-identify into certain cohorts (e.g. LGBT+)
 - To track the 'candidate journey'
 - To work with College career services to better understand how to communicate the employability value of undertaking a role
 - To work with hard-to-reach cohorts to empower them to run and vote in the elections
 - To better understand how the rest of the sector manages elections so that ICU can learn from best practice
 - To examine whether the current systems are fit for purpose with a larger, more complex electorate
- i. A question was asked by DG for more information regarding how we are planning to engage hard-to-reach students. TN and CT summarised that the Union requires access to better data to understand current levels of engagement, and that in the meantime the Union is seeking to reach such groups through the networks of current officers, with optional elections consultation sessions being planned for the upcoming leadership elections. In response, a comment was made by PP, who declared an interest in the discussion due to College data control being part of his employed role at the College, that the suggested data-driven approach to elections would be helpful to share with College colleagues to stimulate similar thinking across the institution in engaging hard-to-reach students.
- ii. LJ and SR voiced support for the recommendation to improve work with the College's careers service in promoting full-time elected roles, given some anecdotal student feedback in this area.
- iii. JB commended the work being done on engaging hard-to-reach students and noted the important intersection with the Union's EDI strategy work.
- iv. GM commented that, with enhanced data, it will be particularly interesting to see if elections for Liberation Officers are engaging the communities those positions represent. CT noted the current challenge that presently all students can vote for Liberation Officers regardless of whether they self-identify into that community.
- v. JF concluded the discussion by commending the existing officers as the Union's best asset in promoting the value of the Union's elections and its elected leadership roles.

Board duly considered the deep dive into the Union's elections and thanked TN and CT.

20. Associate Membership Policy

LJ presented paper TB/21-22/30.

- i. A question was asked by PP on how to manage granting associate membership to students deferring entry if those students are under 18 y.o. LJ responded that the proposed policy does allow some room for manoeuvre in order to accommodate specific student statuses. PP agreed to take considerations required about the relation of particular types of student status to the policy forward with LJ.
- ii. DG queried the Union's approach to members who are under 18 y.o. TF summarised that students under 18 who are on campus can join clubs and societies under certain risk assessments, and they can use Union facilities at

certain times. TF stated that a piece of work is planned for 2022 to improve the management of this approach. JF asked that TF update Board in due course.

Board approved the policy.

21. Constitutional Amendment (Byelaw G)

IM presented paper TB/21-22/31, summarising that a proposal passed by Union Council in July 2021 mandated the Union President to revise the Bye Laws in order to delegate power to Constituent Unions and Management Groups to enable them to hear motions of censure and no confidence against CSP committee members, rather than such motions requiring a hearing at Council.

- i. SR suggested changing 'the defendant should be provided with information about their right to appeal the decision' under clause 15 to read 'the defendant shall be provided with information about their right to appeal the decision', in order to indicate that this is something that must happen rather than ought to happen.

Board approved the proposed amendment subject to the one minor wording revision above.

22. EDI Strategy Update

NP presented paper TB/21-22/32.

Board noted the update.

23. External Trustee Recruitment

TF presented paper TB/21-22/33, noting that it summarised the Board's discussion at the last meeting, with a recruitment pack, timeline, and draft process.

- i. A question was asked by MF regarding the student engagement panel as part of the process. TF confirmed union staff will provide administrative support and suggested MF and LJ meet to identify suitable student panellists.

Board approved the text of the recruitment pack, recruitment timeline and panel membership for the interview process.

AOB

JF thanked all authors for their board papers and commended the Union on a great first term of the academic year.