

**Board of Trustees**

**Actions 2021-22**

Key

Action from a previous meeting

Action from most recent meeting

~~Action completed~~

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Meeting(s)** | **Minute** | **Action** | **Responsible** | **Timeline** |
|  |  |  |  |  |
| ~~8~~~~th~~ ~~Dec 2021~~ | ~~16.ii~~  ~~16.iii~~  ~~16.iv~~ | **~~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~~  ~~TF~~  ~~TF~~ | ~~16~~~~th~~ ~~Mar 2022 (FAR mtg)~~ *Complete*  ~~16~~~~th~~ ~~Mar 2022 (FAR mtg)~~ *Complete*  ~~16~~~~th~~ ~~Mar 2022 (FAR mtg)~~ *Complete* |
|  | ~~20.i~~ | **~~Associate Membership Policy~~** ~~-~~~~Take forward considerations required about the relation of particular types of student status to the policy.~~ | ~~PP, LJ~~ | ~~February 2022~~ *Complete* |
| ~~16~~~~th~~ ~~Feb 2022~~ | ~~7~~ | **~~MD Update –~~** ~~H&S timeline for when items will be systematically addressed~~ | ~~TN, TF~~ | ~~May 2022~~ *Complete – included in May-22 papers* |
| ~~16~~~~th~~ ~~Feb 2022~~ | ~~12~~ | **~~December Management Accounts –~~**~~Discuss accounting of CSP grants~~ | ~~IM, SL, RS, TN~~ | ~~May 2022~~ *Complete* |
| ~~16~~~~th~~ ~~Feb 2022~~ | ~~14.i~~ | **~~Commercial Strategic Review~~** ~~– include HR management risk on the Strategic Risk Register, and incorporate specific risks associated with some staff of the Union also being members of the Union.~~ | ~~TF, RS~~ | ~~16~~~~th~~ ~~Mar 2022 (FAR mtg) -~~*Complete: FAR approved the addition of a new strategic risk specifically related to the employment of casual staff, noting the risk of a conflict between members who are also staff* |
| ~~16~~~~th~~ ~~Feb 2022~~ | ~~18.v~~ | **~~Stakeholder Engagement Map -~~** ~~Add to annual calendar of business~~ | ~~CJ~~ | ~~May 2022~~ *Complete – added to July 2022 mtg* |
| ~~16~~~~th~~ ~~Feb 2022~~ | ~~22~~ | **~~External Trustee Recruitment~~** ~~Enquire if Kate Owen can assist with interview panel~~ | ~~JF~~ | ~~May 2022~~  *Kate will assist with the trustee interviews* |



**Imperial College Students’ Union**

**Board of Trustees**

**Minutes (16 February Board of Trustees)**

1. **Introduction & Attendance**

Present

Jill Finney (JF) (Chair) Phil Power (PP)

Stephen Richardson (SR) (absent item 22) Sam Lee (SL)

Daniel Lo (DL) Dorothy Griffiths (DG)

Nathalie Podder (NP) Gabrielle Mathews (GM)

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)

Juliette Coopey (Director of Marketing and Communications) (JC)

Ashley Cory (Deputy Director of Marketing and Communications) (AC)

Cat Turhan (Representation and Advice Manager) (CT) – items 16 and 17 only

Darren Douglas (Advice Manager) (DD) – items 16 and 17 only

Clem Jones (Governance & Democracy Coordinator)

Introductions

JF welcomed CJ as secretary to the Board in role as Governance & Democracy Coordinator.

1. **Apologies**

None

1. **Minutes of the previous meeting**

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

1. **Matters arising**

CJ indicated all outstanding actions from the Action Tracker due for this meeting had been completed except for LJ and PP meeting to discuss Associate Membership arrangements for specific student status types. LJ and PP indicated they have now scheduled a meeting to discuss this.

1. DW asked whether an action was missing regarding reviewing the ADF policy. TF noted that this is an action for Finance, Audit & Risk subcommittee.
2. **Conflict of Interests declarations**

None.

1. **Identification of confidential business**

Items 7 and 18 were identified as confidential. TF noted that items 12 and 13 were not confidential, but noted that work was planned looking at how to present these items in a more understandable way for students.

1. **MD Update**

TF presented paper TB/21-22/34.

[**Confidential Item**]

*Board noted the Managing Director update.*

1. **OT Updates**

The Officer Trustees presented their respective reports from paper TB/21-22/35.

1. JF, echoing MF’s earlier question on CU support, noted good groundwork is laid annually regarding CU support (as per LJ’s report) but enquired as to the handover of CU support work to ensure progress. TF noted the consideration needed of how to embed such Officer Objectives into staff operating plans and suggested this be incorporated into the Annual Planning Round. SL noted the importance of close working between OTs and line managers to ensure the continuity of such work.
2. A question was asked to IM by DL on what spaces were being referred to for the Student Representation around Spaces objective. IM noted that a Concert Hall Users’ Group exists, and it is likely that other users’ groups will be developed for other spaces.
3. GM noted that Board and Finance, Audit & Risk subcommittee had previously enquired after a more detailed discussion on Imperial Athletes. TF noted that this was scheduled on the Calendar of Business for July (under CSP Deep Dive).

*Board noted the Officer Trustees’ updates.*

1. **Council Chair Update**

MF presented paper TB/21-22/36, providing a summary of Union Council business.

1. TF noted that the Union needs to do a piece of work on increasing its guidance to students on when a matter is an allegation of misconduct for consideration under disciplinary procedures and when a matter is a motion of confidence in an individual’s political leadership of a student group.
2. A question was asked by DW on the possibility of hybrid meetings and whether anything could be learnt from the College’s approach to operations during the pandemic. TF noted that an upcoming challenge would be the government no longer legally requiring individuals with Covid to self-isolate alongside individual organisations perhaps wishing to stipulate to their staff and/or members that they must not attend the organisation if they test positive. TF indicate the Union would be guided by the College’s response.

*Board noted the Council Chair update.*

1. **Board Subcommittees Update**

PP reported, as Chair of Governance & Membership subcommittee, that two disciplinary panels had been convened since the last Board meeting.

DW reported that Finance, Audit & Risk subcommittee had not met since the last Board meeting.

1. **Calendar of Business Update**

JF presented paper TB/21-22/37.

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

1. **December Management Accounts**

RS presented paper TB/21-22/38.

1. IM queried how CSP budgets are represented under Student Opportunities & Development, since grants are not made to CSPs by month. TF noted that this was a question of how such restricted expenditure is presented in the accounts and suggested RS and IM discuss this with the Finance and Activities teams.
2. PP queried the minibus service expenditure against a Stage 3 forecast of nil, and asked whether the Union was aware of how CSPs are operating coming out of the pandemic and of any such required changes to budgeting. IM responded that the Stage 3 budget in December had forecasted zero service expenditure as there was little CSP minibus use in Term One, with CSPs requiring transport applying to the Activities Development Fund for funding for private hires. TN noted that anticipated expenditure is forecast in the Stage 4 Budget now that CSPs are using minibuses again.
3. A question was asked by JF on how to reduce dependency upon chef agencies. RS noted ICU currently has an agency head chef but is looking into the matter.

*Board duly considered the December management accounts.*

1. **2021-22 Stage 4 Budget**

RS presented paper TB/21-22/39, reminding Board of the agreed approach to budgeting for 2021/22 as being staged in order to reflect the increased uncertainty around operations as a result of the ongoing coronavirus pandemic.

1. TF noted the need to deliver a good surplus this year, noting that the Digital Transformation project will require significant capital expenditure. TF therefore suggested that Board approve the Stage 4 Budget with the caveat of allowing a buffer of up to a maximum value of £25,000 in venues in case of any major issues.
2. A question was asked by NP on whether the Strategic Investment Fund had scope to be used for EDI projects arising from the Union’s EDI Strategy & Action Plan formation with Koreo, which was answered with a resounding yes.
3. A question was asked by DW on how the top line had been impacted by sales across the year. RS noted that the estimations in the summer months had been quite conservative, which was balanced out by the overspend on staffing in the autumn months.
4. A question was asked by SL on the presentation of the budget and whether it would be clearer to indicate the Sinking Fund as separate line. RS noted that the Sinking Fund is an allocation of the surplus but stated that he is happy to form the budget’s presentation how ever is clearest for trustees. TF noted that this, in turn, added to the earlier discussion on the importance of considering how best to present the Union’s finances to members so that they are understandable to non-accountants.
5. A question was asked by JF on whether the decision to go for “not for profit” risks allowing the commercial operation not to challenge itself enough, and how Board could be assured that the Union is still putting both its income and costs under scrutiny. RS responded that the Union is trying to balance commerciality with core organisational purpose by moving the commercial operation away from a solely profit-driven mindset towards focusing more on student experience. JF noted that higher service standards to students would indeed be another indicator of the commercial operation challenging itself. RS noted the need for improved insight in order to monitor service satisfaction, as currently the only measure of membership engagement with venues is through sale levels.

*Board approved the Stage 4 Budget, with the additional caveat of allowing a buffer of up to £25,000 within the venues operation.*

1. **Commercial Strategic Review**

RS presented paper TB/21-22/40, highlighting that the Commercial Review was undertaken in response the Union’s Back to Basics strategic plan. TF echoed that the review and commercial development plans therein lay the groundwork for future phases of the Union’s strategy which would likely involve a larger piece of work regarding commercial operations.

1. A question was asked by DW regarding human resources. RS noted that student staff arose as a common theme across the streams of the review, particularly around how the potential of this relationship can be maximised for both the individuals and ICU, and therefore a specific section on this was included in the development plans. TF added that a discussion is taking place with College HR regarding whether student staff are employees or workers. DW also asked whether the specific interface of some students being both members of the Union and staff of the Union should be added to the risk register. TF suggested that this could be incorporated into a broader HR management risk on the register.

*Board duly considered the review.*

1. **Summer Ball Update**

SL presented paper TB/21-22/41. RS noted the fresh opportunity this year’s Ball presented, as a Summer Ball had not been held in the last two academic years due to the pandemic.

1. DW asked of the price of tickets, in reference to the reported student perception of a lack of value for money in previous years. SL reported that the Union typically offers a discounted early bird ticket compared with a more expensive standard ticket, the prices of which year are to be finalised for this year’s Ball.
2. MF asked about measures to challenge the perception of the Ball as a solely alcohol-focused event and how to ensure it is inclusive, particularly noting the plan to include a drink on arrival as part of the ticket offer. SL reported that non-alcoholic options are available.
3. GM counselled that senior students will have institutional memory of the last Ball. RS acknowledged there is pressure to make sure the Union gets this Summer Ball right.
4. JB asked whether the Summer Ball offering appealed to postgraduate students, and how to cater for and ensure similar social provision and opportunities for postgraduate students. SL intimated that alternatives may be needed for postgraduate students in the future.

*Board noted the update and took a short break.*

1. **Advice Centre**

CT and DD were welcomed to the meeting and proceeded to give a ‘deep dive’ presentation with NP regarding the Advice Centre’s Operating Model.

1. A question was asked by SR on whether the Advice Centre would be able to provide advice and advocacy surrounding private sector student accommodation. DD noted he has an upcoming meeting with the College’s Head of Residential Services & Support Operations to discuss who would be best placed to provide this.
2. A question was asked by DG regarding capacity. DD responded that the current service uptake is at a low-to-middling rate at the moment but anticipates that demand will be higher once the service is promoted now that the team is operational.
3. A question was asked by LJ on whether a working-partnership has been established with College Registry. CT confirmed she is the liaison with Registry.
4. A question was asked by JB regarding whether the Advice Centre provides advice on inter-student issues, for example disciplinary matters and sexual violence. DD advised there would be some instances where students are referred to College services for support, for example where a matter should be addressed through a College policy.
5. PP praised the Advice Centre service and declared an interest in that his employed College role is located in Registry. PP noted the importance of linking issues raised in the Advice Centre to OT campaigning, particularly where there are trends but also noting the importance of campaigning for change on any issues that ‘don’t feel right, noting that even if it only affects one or two students it’s one or two too many.
6. JF concluded the discussion by commending the Advice Centre’s focus on specific policy areas and recommended the Centre keep this focus to avoid duplication. SL added that the College has asked the Union to take on contract-checking in the past and so the Union should be mindful of this.

*Board thanked NP, CT and DD for their presentation.*

1. **Postgraduate Engagement Review**

LJ presented paper TB/21-22/42.

1. MF commended LJ’s spearheading of the review and noted the wider Union will need to take ownership of its implementation when LJ leaves office. TF suggested postgraduate engagement be added to Cyclical Substantive Items for Review on Board’s Annual Calendar of Business. SR suggested that the recommendations be prioritised for implementation and DG added that less is more in terms of beginning to implement the recommendations. TF noted that postgraduate engagement needs to become embedded into the Union’s BAU rather than being seen as a ‘stream of work’, as half of Imperial students are postgraduates. DG noted that this would be a cultural change for the Union.
2. A question was asked by JB on whether events run for postgraduates will be seen as competing with departmental events. LJ noted that the intention is to support departmental postgraduate events where they exist. SL added that departments have the expertise in discipline-specific events whereas the Union can support with the joining-up of wider student communities.
3. JF queried the reporting line of the top-level PGT and PGR representatives into the Deputy President Education (DPE) and Deputy President Welfare (DPW), who are most likely to be undergraduates. TF noted that that the DPE and DPW are technically the elected representatives of all students on matters of education and welfare, attending College-wide committees relating to such, and therefore need to be equipped to have insight into postgraduate needs and issues. MF noted that, in practice, the DPE and DPW will be assisted by the Union’s representation staff team to engage with and support the postgraduate representatives. SL summarised that the success of the representation structure would depend on the culture of the reporting line relationship e.g., one of peer support rather than line management.

*Board considered the recommendations of the Postgraduate Engagement Review.*

1. **Stakeholder Engagement Map**

LJ presented paper TB/21-22/43.

**[Confidential Item]**

*Board noted the first iteration of the Map*.

1. **Corporate Governance Review Update**

TF presented paper TB/21-22/44, highlighting the further progress of the action plan.

*Board noted the update.*

1. **Board Effectiveness Review**

JF presented paper TB/21-22/45 and asked if Board supported the proposal to use an Appreciative Inquiry (AI) methodology for a reflective exercise on Board’s effectiveness.

1. A question was asked by DW regarding the positive reflection approach of AI, and whether purposefully seeking negative feedback would be more effective in identifying, addressing and resolving any issues hindering Board effectiveness. JF voiced support for collecting and receiving negative feedback as part of this internal review process, notwithstanding that it would deviate the review’s methodology away from AI. SL suggested that it would be helpful for trustees answer the reflection prompts in the negative in addition to the positive ones suggested (e.g. ‘I know things are *not* working well at Board when…’). DG summarised that this would indeed not be AI, but that it would still seem to be a good methodology for reviewing Board effectiveness.
2. A question was asked by SR regarding who might receive and steward feedback on Board as part of the process, particularly if welcoming negative feedback, given the importance of maintaining positive working relationships as a Board. DG further queried whether an external reviewer/party would be more impartial in this regard. TF noted that Board had undertaken an external review as part of the Corporate Governance Review, and suggested that the Board should seek to undertake a larger effectiveness review in 12 months’ time when Board has a new Chair in role.

*Board approved the proposed timeline for the review.*

1. **Appointment of Board Chair**

*SR left the room for this item.*

LJ presented paper TB/21-22/46, noting that SR was appointed Deputy Chair of the Board in September 2021 with the understanding of the Board that it would then be appropriate for him to take over the role of Chair after the conclusion of JF’s term on 31 July 2022.

*Board formally appointed SR to the role of Board Chair, effective 1 August 2022, noting that he shall remain as Deputy Chair, as well as Chair-Designate, until such time.*

1. **External Trustee Recruitment**

JF presented paper TB/21-22/47, noting that the proposal was to seek to identify a search organisation in order to assist Board in recruiting for the External Trustee vacancy.

1. A question was asked by SR regarding having a HR expert on the interview panel. TF suggested approaching the previous trusteeship postholder, who had extensive experience in this area, to request their assistance.

*Board approved the proposed recruitment process, timeline and panels (with the suggested addition above).*

1. **AOB**

LJ noted that the President’s Dinner will be held in the Union Dining Hall on 13 July 2022.