

**Imperial College Union
Board of Trustees / 28 February 2023**

Democracy and Corporate Structure Review

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Purpose: To detail the purpose and requirements for a democracy and corporate structure review in support of the strategic enabler of “strong, accessible democracy and effective governance”; to recommend a timeline and amount of resource to be allocated to the project; to ask Board to release up to £30k from reserves to fund the project.

Decision(s): To consider / to approve

1. Context

Board **approved** a new 2023-2028 Strategic Plan in July 2023. Staff in Support Services are currently finalising a designed version of the new strategy ready for publication (on the Union’s website, etc.).

2. Recap of vision, mission, and enablers/enabling plan

Our vision that we strive to achieve: “For every student to have a transformational experience at Imperial College London”.

Our mission that we are striving to deliver: “To be a high-performing Students’ Union run by and for students, with exceptional services and people, which positively transforms the lives of all Imperial College students”.

To achieve our **vision** and deliver our **mission**, we need to be highly effective and for the Union to achieve its impact for our members. So, we have an accompanying enabling plan supporting the seven strategic enablers set out in the Strategic Plan, the fourth of which is “strong, accessible democracy and effective governance”.

3. Strong, accessible democracy and effective governance as an enabler

The democracy of the Union *is at its foundation*; we must ensure that our members drive the decisions we make. We must ensure that their voices are amplified at every level of College and Union decision-making. Similarly, good governance is *critical* to ensuring our complex organisation can manage risk well and be compliant with legislation, and that decision-making is transparent and robust. However, many of our democratic and governance structures have been developed over time, and it is unclear how well every student at Imperial understands or can access them. We must seek to make these as clear as possible to students, remove barriers to accessing democratic decision making, and ensure they are fit for purpose for our current student body.

4. The need for wholesale review in the two areas of democracy and governance

Democracy

In the Academic Year 2021-2022, an in-house Democratic Structures Review was undertaken by the Union President, resulting in a number of recommended changes. In scope for this review were: membership of, accessibility of and subcommittees of Union; democratic scrutiny

of Sabbatical Officers; Constituent Union Governance; and student representation across Imperial's numerous campuses. The review mainly drew upon the views and experiences of that year's Union Council members. There was not broader student consultation.

We now propose to undertake a larger, broader and wholesale review of the entire representational functions and democratic engagement mechanisms of the Union. This review should engage a significant proportion of the student body which the Union purports to represent, and should include mass consultation in the form of:

- Interviews and engagement with relevant stakeholders including but not limited to:
 - Elected Officers
 - Union staff
 - College stakeholders
- Mass consultation, via survey and focus groups etc, with a wide range of the student population across the faculties and with varying levels of engagement with the Union to date, including underrepresented groups

We propose the following to be in scope of the review:

- Sabbatical Officer positions/roles/portfolios
- Liberation & Community network structure
- Student-led campaigns
- Democratic/student policy-making bodies e.g., Union Council
- Club & Societies organisational and oversight structures e.g. Management Groups
- Constituent Union structure

Charity/Corporate Governance/Structure

Back in 2020, Board [approved a range of thematic reviews](#) to shape the Union's transformation as it implemented the Back to Basics strategy. One of these themes was our [corporate governance](#) (rather than democratic governance). An [action plan](#) was drawn up based on themes identified in the Charity Governance Code. [Recommendation #1](#) was to have "a review of the Union's corporate governance structure, particularly with reference to primary / non primary purpose trading". A VAT and Corporation Tax review was due to take place in June 2022, the results of which were to feed into a corporate structure review. However, due to personnel changes, this work was largely delayed. A VAT review is now currently taking place – a final meeting has been held with a VAT consultant this month and the review is about to conclude in March. Given this, Union may now wish to resume consideration of a corporate structure review.

What is 'corporate structure'?

ICU is currently an unincorporated charity, meaning we are governed by a constitution that acts as a contract between our members and ourselves.

Our members can insist we comply with our constitution and decisions are made at formal meetings by majority vote – e.g., General Meetings and referenda.

This structure leaves us open to potential risks for our trustees. ICU has no separate legal personality from the sixteen trustees, meaning our trustees themselves take on legal relationships of the organisation. They may also be liable for any shortfall.

Therefore, we wish to examine our options (different forms of Corporate Structure – for example becoming a Charitable Incorporated Organisation aka CIO) in order to be sure ICU is existing in the optimum format. This needs to work for our members but also for our Trustee Board.

5. Proposed approach – timeline and costs

We believe that an independent organisation or person, who is able to assess both of these areas without prejudice and with knowledge of other structures in students' unions, would be best placed to conduct such a review. Furthermore, a review of this nature should take a substantial amount of hours which would be challenging to apportion to any current member of staff's workload.

As the enabling plan has been completed subsequent to this year's budgeting, this paper asks Board to release some one-off, reserves funding to hire a consulting body to deliver this review.

Indicative timeline (Key: **review phase**, **decision phase**, **change implementation (if relevant)**)

Action – democracy scope	Action – corporate structure scope	Date
Invite tender bids		May 2024
Deadline for tender bids		End of June 2024
Shortlist/interview tender bids		July 2024
Engage consultant and set up Staff/OT Working Group: Democracy-focus	Set up Staff/Trustee Working Group: Corporate Structure-focus	August 2024
Stakeholder engagement – staff, stakeholder, and student focus groups, plus mass student consultation (survey)	Detailed research and due diligence.	Autumn Term (September – December 2024)
DRAFT Report/Recommendations from consultant to Working Group, presentation at an ICU Student Voice conference/Union Council: headline level findings plus Q&A feedback session	Write up proposal based on Working Group steer/decision/recommendation	Late December/early January 2025
Working Group to Gantt chart the recommendations, refine into clear main proposed changes to communicate to students	Trustee Board updated on Working Group recommendation, decision on how/whether to proceed	February 2025
Second student consultation – chance for student feedback on the headline recommendations, chance to refine based on feedback	Present to/update College on decision	March 2025
SEEK MEMBERSHIP APPROVAL: Any constitutional changes to come to Union Council/Referendum, and Board	If changing corporate structure, any constitutional changes to come to Union Council/Referendum, and Board	May 2025
Any changes to Constitution require College Council/Charity Commission approval	Any changes to governing documents need to be submitted to Charity Commission	July 2025
Any new constitution/constitutional changes take effect – may	Change implementation, if decision has been made to change corporate structure	1 August 2025

need to include a transitional byelaw saying one-off year (AY 2025-26) of 'old' major office holder positions to continue.		
Election of any 'new' OT positions for AY 2025-2026 in Leadership Elections	Update to Trustee Board on change management progress, if decision to was change taken	Feb-Mar 2025

Estimated Costs

A larger options appraisal will need to be undertaken but based on informal conversations to date with individuals in the sector who are used to undertaking similar kinds of work:

Item	Cost
Consultancy	[X]
Contingency	[X]
Total requested in release of reserves	[X]

Working with an independent consultant

ICU has previously worked with independent consultants to support the delivery of projects.

To ensure this project is a success, ICU has developed some principles for working with consultants:

- Stipulate clear expectations and timeframes in contracts
- Regular check-ins with a project group and senior manager
- Monthly updates to the Chair of the Governance and Membership Committee and full presentation to board upon completion.

6. Recommendation

Board is asked to **approve** the request to use up to [X] from reserves to fund the project.