

Imperial College Union

TRUSTEE BOARD GOVERNANCE REFORM

A note on amendments to these proposals

Introduction

1. Council members will no doubt be aware that the reforms that are being proposed in this governance review are significant and unprecedented in scale. However, members may be unaware that because these reforms will significantly change the legal relationship between the Union and the College they will need to be reviewed by several College committees and legal experts before they can be formally endorsed by the College Council in July. In fact, before these changes become law we need to put them to:
 - a. Our lawyers,
 - b. The College's lawyers,
 - c. The Union Council (twice),
 - d. The Union Court,
 - e. The College Secretariat,
 - f. The College HR Division,
 - g. The College Audit Committee,
 - h. The College Management Board and
 - i. The College Council.
2. Council members are therefore asked to be prepared for proposed amendments before the second (and final) reading at the next Union Council meeting.
3. Aside from input from external agencies, the Union Council and Officers will also be invited to propose amendments to the Constitution and Regulations as they are presented today.
4. Some amendments have been prepared and are described in this document. Unless there is serious objection from Council, these amendments will be formally inserted into the proposed Constitution and Regulations.
5. Please note that with the exception of Regulation Seven (Disciplinary Regulation), very few amendments are proposed and Council members can be satisfied that the rest of the Constitution and Regulations are 99% correct as they are presented today.

Proposed Amendments to the Constitution

6. *Legal status (para. 1):* A paragraph should be inserted to clarify the legal status of the Union, as this has been removed from the Memorandum of Understanding.

7. *Aims and Objects (para. 2)*: We will seek guidance from the NUS on whether or not these aims and objects are compliant with the Charities Act 2006.
8. *Interim Board of Trustees (para. 6)*: It is common practice to declare that an interim Board of Trustees will be established to manage the transition to a full Board of Trustees. I propose that we should do this and define the Board's membership in policy at a later date.
9. *Finance (para. 14)*: The College Secretariat has wisely advised us to insert a phrase that allows the Union to build up reserves to invest in our core business. Charities cannot by law build up large reserves unless their governing documents allow them to.
10. *Amendment (para. 21)*: I have had to seek guidance from the College Secretariat on this matter to clarify what parts of our governing documents the College is happy to allow us to amend without seeking their permission. My understanding is that we will need to seek the College's permission for amendments to:
 - a. The Constitution,
 - b. Regulation One (Trustee Board),
 - c. Regulation Two (Union Court),
 - d. Regulation Five (Committees) – Council references only,
 - e. Regulation Six (Finance Regulations),

Proposed Amendments to the Regulations

11. *Trustee's Committees (Regulation One, para. 36)*: Currently this regulation does not allow for non trustees to sit on Trustee Board sub-committees. This is against best practice and therefore I suggest we remove this restriction.
12. *GSA elections (Regulation Three, various parts)*: These will need to be amended to bring them in line with the new GSA Chair role.
13. *References to ULU Council (Regulation Three, para. 22-24)*: ULU Council no longer exists and so this reference will be modified.
14. *Quorum for CSB and RWB Committees (Regulation Five, sections C and D)*: the debate about quorum of CSB and RWB has continued and I am minded to suggest that quorum is set a six for each committee, with a minimum of three non Sabbatical Officers present. This level of flexibility is, I suggest, useful at these types of committees.
15. *Disciplinary Procedure (Regulation Seven)*: This section will be significantly modified as it needs to be brought in line with the Staff/Student Protocol and MoU. In particular I propose that:
 - a. A complaints section is included (similar to para. 34 of the MoU),

- b. The regulation is restructured to identify separate procedures for Sabbatical Officers (who are subject to employment law) and volunteer officers,
- c. To create a process for dealing with gross professional misconduct by Sabbatical Officers through a tribunal, rather than through Union Council.

The Memorandum of Understanding

16. The Memorandum of Understanding (MoU) is the document that ultimately governs the relationship between the Union and the College. It has not been reviewed for seven years and will need to be updated to include references to the Union Trustee Board.
17. This version of the document has been drafted by the College Secretariat. It was received later than had been intended and so there has been little time to revise it since it was submitted. It is envisaged that this document will be amended in time for the final Council Meeting of the year.
18. The annexes to this document, which appeared to have caused a bit of debate in student media, will not be considered at this meeting as only one reading is required for the annexes. There are concerns that I have with some points in the MoU and these are discussed below.

Proposed Amendments to the Memorandum of Understanding

19. The entire document needs to be reviewed in great detail and so only the two most pertinent concerns are discussed here.
20. *Reference to Staff/Student Protocol (para. 58)*: the College proposes that College employees are brought under this law. I strongly suggest we oppose this as it would forbid us from criticising senior managers.
21. *Defamation Code of Practice (Annex F)*: input from Felix and Live! is required before we are in a position to move forward with this proposal.
22. *HR Service Level Agreement (Annex G)*: this needs to be reviewed to ensure that it sits well with Union working practices.
23. *Staff/Student Protocol (Annex H)*: Minor amendments have been suggested by College and the Court. The line management responsibilities of the President will be defined in Regulation Seven and not in Annex H.
24. Many procedures (e.g. the complaints procedure) seem very complex. I suggest that such matters could be referred to the Union Court, rather than a Senior College Official.