

MINUTES OF THE PROCEEDINGS
of the first ordinary meeting of the
Trustee Board
of the Imperial College Union
in the 2011-2012 Session

The meeting of the Trustee Board was held in meeting room 6 in the
Union Building on Tuesday 29th November 2011 at 6.00pm

Present:

Lay Trustee - Chair	Julia Higgins (JH)
President	Scott Heath (SH)
Council Chair	David Smith (DS)
Court Chair	Stephen Brown (SB)
Student Trustee	Nathaniel Bottrell (NB)
Student Trustee	Eugene Chang (EC)
Student Trustee	Abdul Patel (AP)

Permanent Observers

Deputy President (Education)	Jason Parmar (JP)
Deputy President (Welfare)	Nicolas Massie
ICU Honorary Senior Treasurer	Simon Archer (SA)
Governance and Administration Coordinator – Clerk	Rebecca Coxhead (RC)

Apologies: Lay Trustee Simon Maddison (SM), Lay Trustee Janet Rogan (JR), Student Trustee Ravi Pall (RP)

Observers: General Manager Joe Cooper, Finance Manager Mayuri Patel

1. CHAIRS BUSINESS

NOTED:

- a) The Court Chair asked that the following be recorded which is a statement from SB:
'as a condition of me taking up the role of Trustee (which is of course in a personal capacity rather than a professional one – however my employer's Practice Protection Group has to approve all external appointments regardless), in order to manage the conflict between my duties as a Trustee and my employer providing internal audit services to the College I must exempt myself from any discussions involving Deloitte or any reports that ICU receive (either directly or indirectly via the College). As such, I do not have a view if anything to do with my employer is being discussed in any forum.
- b) The Board was not quorate and as such, decisions required of the board are to be summarised with recommendations. This will be circulated by email to those not present for their decision and will be reported at the next meeting of the Trustee Board.

ACTION:

1. **The Clerk to summarise points made in the meeting with recommendations and circulate to Board members not present to make a decision. This is to be completed by the 2nd December.**
- c) It was reported that the email decision that was circulated to the Board in regards to Trustees being in support of the Union assisting the Babar Ahmad campaign had 4 members against and 3 in support. As such, this decision fell.
 - i. This outcome was reported to Council.

12. ICSMSU SUB AQUA MERGER APPEAL

NOTED:

- a) The President, Council Chair, Student Trustee Nathaniel Bottrell and Deputy President (Welfare) declared that they were part of the original decision making Executive Committee and as such would refrain from voting.
- b) ICSMSU Sub Aqua has focus on medical research as part of the teaching.
 - i. The Dive Officer is involved in asthma research at Imperial College.
- c) Medic's timetables are often irregular and the Sub Aqua club is able to accommodate this.
- d) The ICSMSU Representative stated that reasons given by the Executive Committee 2010/11 to merge the clubs were unfair; these reasons being that the tour report was late by 2 weeks and were 1 member off membership target.
 - i. It was stated that the Executive Committee last year felt that the opportunities for both clubs would be greater if merged as they would be able to share resources, knowledge and expertise.
- e) Nathaniel Bottrell stated that he has discussed the merger with the current RCC Underwater Club Chair who is very open to the merger and would endeavour to accommodate the Sub Aqua specific requirements.
- f) Sub Aqua membership cost is cheaper than Underwater Club and do not charge members for equipment hire.
 - i. Sub Aqua does not pay instructor costs currently.
- g) The Court Chair suggested that the appeal for the clubs not to be merged (at least in the immediate future) be supported by the Trustee Board.
 - i. The Board agreed with this suggestion with the Chair recommending that dialogue occur between ICSMSU Sub Aqua and RCC Underwater to realistically see if the clubs can merge and that a report of this discussion be presented to the Trustee Board in the New Year. It was suggested that the Deputy President (Clubs & Societies) from 2010/11 be involved in these discussions as she has previous knowledge of initial proposal to merge the clubs.
 - ii. The Court Chair clarified that it is recognised that Executive Committee do have the ability to merge club and the Trustee Board should be sensitive to this.

Recommendation: To not merge ICSMSU Sub Aqua and RCC Underwater clubs (in the immediate future) with the requirement that the clubs meet to investigate the feasibility of the clubs merging.

16. STUDENT HUBS PARTNERSHIP

NOTED:

- a) The President stated that this proposal is being presented to the Board as it is unclear as to what committee should approve this partnership as the Constitution does not give clear guidelines.
- b) The Hubs are currently situated in Bristol, Brookes, Cambridge, Oxford, Southampton and Warwick universities.
- c) One of the aims of Student Hubs is for students to carry on with the projects and schemes there are working with after graduating.
- d) Council, Executive Committee and relevant Clubs, Societies and Projects have been consulted in regards to this partnership but they have not seen the MOU as this has only recently been drafted.
- e) Concern was raised over inappropriate use of the Union logo however it was assured that only events that are undertaken in conjunction with the Union will have the logo used.
- f) It was questioned as to how existing clubs and projects will fit in with hub.
 - i. It was stated that the ethos of the hub is to get people conversing and the hub offers the infrastructure and support to enable this; there is no intention to control.
- g) Concern was raised that the Union ensures that regulations are being followed.

- i. It was pointed that the Union has no regulatory controls over projects and events that happen outside of the Union and that the risk is held with the departments or individual organising these.
 - ii. It was reassured that any projects or clubs that come under the Union are regulated and trained exceptionally well.
- h) Universities will host conferences covering different themes and this enables networking and sharing of best practice.
- i) The Chair stated that overall, this partnership is wholly admirable and noting that that as there is little risk to the Union, it should be supported by the Board

Recommendation: To approve the Student Hubs Partnership

4 & 5 AUG – OCTOBER 2011 MANAGEMENT ACCOUNTS/FINANCE & RISK COMMITTEE

NOTED:

- a) The Board members unanimously recommended passing the presented accounts.

Recommendation: To pass the accounts

- b) It was highlighted that the value of the Finance and Risk Committee is invaluable to move the Union to a more secure financial position and give a sense of control.
- c) CK stated that budget reviews are conducted quarterly and that the Union is conducting a half year review in January.
- d) It was pointed that the large sum paid out to staff leaving hit the Union hard.
- e) It was requested that a breakdown of the proportion of insurance expenditure that pertained to the Union being obtained. MP stated she will investigate this.

ACTION:

- 1. MP to investigate as to what the proportion of insurance expenditure that pertained to the Union.**
- f) A working group to look at Ents has been set up at the last meeting of the Executive Committee.

Recommendation: To accept the Aug-October Management accounts and reports from the Finance and Risk Committee

6. PRESIDENTS REPORT

RECEIVED: The report was presented by SH

NOTED:

- a) All the recommendations made by the Court Chair at the last meeting of the Trustee Board have been put in place apart from the 1 which was mentioned in the report.
- b) The Board recommended accepting the presented report.

Recommendation: To accept the presented report.

7. GENERAL MANAGERS REPORT

RECEIVED: The report was presented by JC

NOTED:

- a) All full time members of staff have now been met with.
- b) A lack of performance management is a high concern.
- c) A lack of leadership has impacted greatly on morale.

- d) Feedback on the structure and format of the General Mangers report was welcomed.
- e) The Board recommended accepting the presented report.

Recommendation: To accept the presented report.

8. COUNCIL CHAIR REPORT

RECEIVED: The report was presented by DS

NOTED:

- a) The Board recommended accepting the presented report.

Recommendation: To accept the presented report.

8 & 10. COURT CHAIR REPORT AND SUMMER BALL DEBRIEF

RECEIVED: The report was presented by the SB and Debrief by SH

NOTED:

- a) A panel was convened to consider the suspension of the CGCU President.
- b) A request to investigate possible breaches in process in regards to the Summer Ball has been received.
 - i. This request has come from a paper that was passed by Union Council
 - ii. The Court Chair has stated that the Council Chair was advised that before the Court took any action, the Trustee Board process of investigation will be allowed to 'run its course'.
 - iii. The resources required of a forensic investigation will be immense and not something that the Court Chair is able to offer at this stage. An external forensic investigation will be costly.
 - iv. It is recognised that the Summer Ball 2011 was a huge financial loss and there is limited accountability of those involved.
 - v. The Finance and Risk Committee will in the future see the event budget and risk assessment on large scale events.
 - vi. It was stated that when the Executive Committee saw the budget for the Summer Ball, it was too late to invoke change.
 - vii. JH reminded the Board that previously the Balls have run at a slight loss as there is a benefit to the student experience.

Recommendation: To accept the presented and verbal report.

11. STRATEGIC REVIEW UPDATE

NOTED:

- a) An operating plan has been proposed which gives a structure and moves forward with some of the 'good bits' of the strategic review.
- b) The President stated that he agrees with the suggestions and he will also be creation a 'Sabbatical Review' document which will draw out some of the strategic themes and how the team have started to implement these.
- c) An update on the operating plan will be included in the General Manager's report at every meeting of the Trustee Board.
- d) The Board were in support of the proposed timescale for production of the final strategic review document (see appendix i).

Recommendations:

- 1) To agree to the proposed timescale for production of the final strategic review document. (Appendix I)**

- 2) To agree the operational plan, and to receive updates on the plan at future meetings from the General Manager

13. RESPONSIBLE RETAILING OF ALCOHOL POLICY

NOTED:

- a) The Court Chair stated that the decision to make this policy a reserved policy of the Executive Committee paper is unconstitutional due to Council being the paramount policy making body of the Union and as such policy making decisions cannot be taken away from the Council.
- b) Staff should be permanent observers on the Alcohol Policy committee and not members which is currently stated in the policy. This is due to staff not able to sit on Union Committees.
- c) After the General Manager and Commercial Services Manager left the Union, the Licensing Solicitor was called in for a meeting to ensure that the Union is complying with the law and it was noted that College ID is not acceptable as it has no date of birth on the card.
 - i. To this, it was agreed to accept the amendment to remove *'College ID'* from the list of acceptable identification.
 - ii. The amendment To remove *'Additionally individuals presenting College ID with a red box will be admitted but refused service'* and to add *'However, other ID that meets the above criteria can also be accepted if the member of staff believes it to be genuine. Additionally, College ID without a red box (signifying students are 18 years of age or older) will be accepted.'*
- d) The Court Chair stated that he will draft a response to the Board with the reasoning behind the paper being deemed unconstitutional and circulate this to the Board.

Recommendations:

- 1) **The suggested amendment is to remove *'College ID'* from the list of acceptable identification.**
- 2) **To remove *'Additionally individuals presenting College ID with a red box will be admitted but refused service'* and to add *'However, other ID that meets the above criteria can also be accepted if the member of staff believes it to be genuine. Additionally, College ID without a red box (signifying students are 18 years of age or older) will be accepted.'***
- 3) **The Court Chair to draft a response to the Board with the reasoning behind the paper being deemed unconstitutional and circulate this to the Board.**

14 CHARITY REGISTRATION

NOTED:

- a) Trustees are still liable in the current situation and as such doing nothing is not a viable option.
- b) It was noted that to date the aim had been to go through the registration the least disturbance or change to the current Union governance structures or to use this opportunity to make changes.
 - i. It was pointed that a very robust governance review took place in 2007 to bring the structure in line with would be required to register as a charity.
 - ii. The General Manager stated that his observations in his first month in post are that some of the issues in Union, where performance management doesn't exist, staff morale is low and trust in the organisation is 'shaky', can be potentially addressed through a slight modification to the governance structure.
 - iii. The discussions of the proposed working group should focus on what is the current governance structure and where are the weaknesses.
 - iv. The best way forward is looking at weak links rather than a total review and questioned whether it is the delivery rather than the governance structure that is not working and the governance and management structure needs to mitigate worse case scenarios.

- c) The Chair stated that the Lay Trustees are the ones that are on the board for an extended period and as such take on longer term of responsibility and risk.
 - i. The governance structure should give confidence to Trustees in undertaking their role.
- d) The working group membership should be kept fluid to allow for members not being able to make meetings every 3 weeks; this may be too demanding for Lay Trustees.
 - i. It was suggested that a Council member should also be included on the working group.
- e) The Court Chair volunteered to clarify 'how decisions flow' within the Union; he will draft this and circulate to the Board.

ACTION: The Court Chair to draft and circulate 'how decisions flow' in the Union.

- f) It was pointed out that there is no external pressure to register before a set time and that perhaps the formation of the subsidiary company should not be a priority at this point.
- g) The Board agreed that the proposed working group be formed and report back its recommendations focusing on the 'Unincorporated Association' organisational structure.

Recommendation: The working group be formed and to report back its recommendations focusing on the 'Association' organisational structure

15. SABBATICAL ACCOMMODATION POLICY

NOTED:

- a) The Court Chair stated that there is a strong argument for Sabbaticals being required to live in halls as a requirement of their role.
- b) Sabbaticals should not be fiscally motivated when standing for the position and it is suggested that the proposed changes may encourage this.
- c) The Council Chair suggested that Council did not want to encourage the motivation for Sabbaticals to Live out of Halls.
- d) It was pointed out that although the Trustee Board approves the remuneration of Sabbatical Officers, other policies also impact on what the Sabbatical Officers are actually paid.
- e) The Chair summed up that the Board were not in favour of the proposal however remuneration of Sabbaticals should be looked at in the future.

Recommendation: To not pass the amended policy.

17. FINANCE AND RISK COMMITTEE TERMS OF REFERENCE

Recommendations: To pass the presented document.

18. FINANCE MANUAL

NOTED:

- a) The document is something that should be regularly reviewed; a living document.
 - i. It was suggested that it be annually reviewed by the Trustee Board.
- b) It was pointed out by Nathaniel Bottrell that the receipting for clubs is something that needs to be looked at as it is impractical for clubs to issue receipts for every transaction.
 - i. Nathaniel to email Joe and Mayuri with his concerns re the content of the manual.
- c) The Chair agreed that the document was a step in the 'right direction'.

Recommendation: To pass the presented document

2. MINUTES FROM LAST MEETING

RECEIVED: Minutes from 12th July 2011

Recommendation: To accept the minutes as a true record of the last meeting.

3. MATTERS ARISING – none

The meeting closed at 8.10pm

Approved as a correct record at a meeting
of the Trustee Board on

_____ 2011/12

_____ Chair of the Meeting