

Minutes of the Imperial College Union
Trustee Board
26 September 2013
Meeting room 6, 5.30pm

Present:

Lay Trustee - Chair	Julia Higgins (JH)
President	David Goldsmith (DG)
Council Chair	Richard Bennett (RB)
Student Trustee	Bukki Adedapo (BA)
Student Trustee	Michael Foster (MF)
Lay Trustee	George Palos (GP)
Lay Trustee	Colin Kerr (CK)
Alumni Trustee	Andy Heeps (AH)
Deputy President (Clubs and Societies)	Yas Edwards (YE)
Deputy President (Education)	Natalie Kempston (NK)
Deputy President (Finance & Services)	Kieron Creagh (KC)

Permanent Observers

Managing Director	Joe Cooper (JC)
Governance and Administration Manager – Clerk	Rebecca Coxhead (RC)

Apologies: Deputy President (Welfare) Marissa Lewis Lay Trustee Janet Rogan (JR)

1. CHAIRS BUSINESS & APOLOGIES

NOTED:

- a) Apologies were received from JR.
- b) JH stressed that papers must be circulated in enough time that the Board had the chance to read these. It was requested that the agenda be circulated at least a week in advance.

2. MINUTES OF LAST MEETING – 4 July 2013

NOTED:

- a) The committee agreed to pass the presented minutes, as an accurate reflection of the last meeting.

RESOLVED:

- 1) To pass the minutes of the last meeting.

3. MATTERS ARISING

NOTED:

- a) The Strategic Plan was launched at an event in July which was well attended by College and external people.

4. DECLARATION OF INTEREST – none

5. PRESIDENTS REPORT

RECEIVED: The accounts were presented by JC

NOTED:

- a) The meeting with the Provost went well and he has a keen interest with working with the Sabbaticals.
- b) JH pointed that College have a responsibility for not allowing students to build up an extensive debt.
 - i. The opinion of the Executive Committee is that academic sanctions should not be used for non-academic debt.
- c) The Sabbatical Hot Desk will eventually be rolled out to outlying campuses.
- d) There is a programme that is being investigated which will help record personal tutor visits and experiences.
- e) The Farmers Market will impact on College catering rather than ICU.

RESOLVED:

- 1) To accept the presented report.**

6. MANAGING DIRECTOR REPORT

RECEIVED: The report was presented by JC

NOTED:

- a) The financial position with the last 2 year surpluses have bought the Union back to the position where it was 4 years ago ; the 2 years of deficit has now been outweighed.
 - i. It is essential that the focus on cost control and driving revenues must continue despite the improved financial position
 - ii. August and September are not indicative months due to the summer vacation.
- b) An incident related to licensing in Beit has led to some changes in procedures
- c) The handover for phase 1 of the redevelopment is occurring on Wednesday next week. Currently dealing with snagging.
 - i. Phase 2 has been approved for go ahead.

RESOLVED:

- 1) To accept the presented report.**

7. OPERATING PLAN

RECEIVED: The plan was presented by JC

NOTED:

- a) The presented document articulates the body of work for JC and as such the Board should be holding him to account to ensure that this is being put in to practice.
- b) Typographical errors were highlighted on dates in section SO6 and SO3.
- c) It was questioned as to what action will be taken if the plan needed to be recalibrated due to the aims looking as though they are not going be achieved.
 - a. JC stated that year 1 objectives were based on current capabilities and resources and that there is no reason that we know of now as to why they shouldn't be achieved.
 - b. The Operating Plan will be a standing agenda item and JC will bring a highlight of challenges to each meeting.

RESOLVED:

- 1) To accept the Operating Plan.**

8. APPOINTMENT TO TRUSTEE BOARD SUB COMMITTEES AND UPDATED STANDING ORDERS

RECEIVED: The papers were presented by JC

NOTED:

- a) The following discussion took place in regards to Finance and Risk Committee.
 - i. Janet Rogan has stepped down as Chair of Finance and Risk Committee.
 - ii. Colin Kerr was appointed as Chair of the Finance and Risk Committee for a period of 12 months
 - iii. Finance and Risk Committee meets 5 times a year at least and as such is a time commitment.
 - iv. The Head of Finance, President and Deputy President (Finance & Services) are in attendance at the meetings.
 - v. It is uncertain if Janet Rogan does still intend being on the Board. JH stated she will check with JR.
 - vi. The Finance and Risk Committee is made up of the following membership:
 - Colin Kerr – Chair
 - Michael Foster
 - Bukki Adedapo
 - George Palos
- b) The Board accepted the presented Standing orders for the Finance and Risk Committee.
- c) The following discussion took place in regards to Appointments and Remunerations Committee.
 - i. It is envisioned that this will be a proactive committee rather than a reactive.
 - ii. The development of a recruitment plan for Managing Director should be a priority for the Committee.
 - iii. The President and Chair of Trustee Board are ex officio members.
 - iv. It was suggested that JR be approached to see if she wished to be a member. If JR did not wish to be a member, AH stated that he will also sit on this.
 - v. The Appointments and Remuneration Committee is made up of the following members:
 - Julia Higgins
 - David Goldsmith
 - Richard Bennett
 - Janet Rogan, if not, Andy Heeps
- d) The Board accepted the presented Standing orders for the Appointments and Remuneration Committee.
- e) The following discussion took place in regards to the Governance Committee.
 - i. AH is ex officio as Alumni Trustee. JH appointed AH as Chair.
 - ii. The Governance Committee is made up of the following
 - Andy Heeps – Chair
 - Yasmin Edwards
 - Michael Foster
 - Bukki Adedapo
- b) The Board accepted the presented Standing orders for the Governance Committee.

RESOLVED:

- 1) **To accept the presented report.**

9. STUDENT TRUSTEE RECRUITMENT PACK

RECEIVED: The paper was presented by JC

NOTED:

- a) The appointment in the role will be for up to 2 years and the length of appointment will be prescribed by the student appointed.
- b) It is anticipated that the term will be 1 student for 1 year and 1 for 2 years but this will depend on the successful candidate.
 - i. The staggered term will help with a smoother handover.
- c) The Board were content with the International and PG specifications being desirable.
- d) The timetable is as such to not to confuse the message with the current 'Your Rep and Council Members' elections.
- e) The Board agreed that the timetable was appropriate.
- f) 3 Trustees will sit on the interview panel with the membership being JH in the first instance, and if she is not available, AH. The 'student' trustee on the panel will be either RB or BA depending on their timetables and availability. A sabbatical will also be on the panel.
- g) It was suggested that the appointment for up to 2 year could be perceived as undemocratic.
 - i. The majority of the Board is elected democratically and the appointment is ratified by Council so they can veto this if they wish.
- h) The Board moved to a vote on accepting the recruitment process and it was passed unanimously.

RESOLVED:

- 1) To accept the presented Student Trustee Recruitment Process and timetable.**

10. ANY OTHER BUSINESS

10.1 Returning Officer

NOTED:

- a) The Board were asked to appoint Rebecca Coxhead as the Returning Officer for the upcoming Year Rep and Council Member elections and this was passed unanimously.

RESOLVED:

- 1) To appoint Rebecca Coxhead as Returning Officer for the Year Rep and Council Member elections**

10.2 Felix update

NOTED:

- a) The Felix Editor has settled in the role well and the process of centralising advertising is so far going well.
- b) JH requested that an update on the Editorial Code of Conduct come to Board.

ACTION:

- 1. To follow up with the Felix Editor with the Editorial Code of Conduct document.**

The meeting closed at 7.20pm
Approved as a correct record at a meeting
of the Trustee Board on

_____ 2013/14

_____ Chair of the Meeting

**Finance & Risk Committee
Terms of Reference**

Membership

The committee shall be appointed in accordance with the Constitution, by the Trustee Board Chair and shall contain up to six members, including one External Trustee and one Student Trustee. The Deputy President (Finance and Services) and Head of Finance are ordinarily expected to attend and report to meetings of the committee.

Purpose

The Finance and Risk Committee has delegated responsibility on behalf of the Board of Trustees, for ensuring that the Union remains solvent and in sound financial health, that the Union complies with relevant legislation and regulations; for analysing and managing the Union's overall risk profile for scrutinising any significant financial decisions made by the executive and management, and for providing support and guidance on the above issues to Union officers and management.

Remit

1. To review and advise the full Board of any matter that threatens or carries a serious risk to the Union and of any actions necessary to mitigate such risk.
2. To review the risk profile of the Union, approve appropriate risk management policies and procedures, monitor the compilation and implementation of the risk register and resulting action plans.
3. To annually review the effectiveness of risk management activity in the Union on the basis of regular reports.
4. To monitor the performance of existing audit systems and present reports to the Trustee Board in respect of the results of any internal or external auditing exercises.
5. To review the terms of reference and scope of the external auditor, oversee the appointment, and monitor the performance, of the external auditor.
6. To receive and approve the Union's annual budget and accompanying commentary prior to final submission to the Trustee Board.
7. To receive and approve an annual capital expenditure budget and accompanying commentary and to receive regular reports on progress with any major capital projects.
8. To receive the Union's quarterly management accounts and accompanying management report, discuss any variances to budget and agree any actions necessary to improve the Union's financial performance.
9. To offer an ultimate port of call for any urgent or highly sensitive concerns raised in respect of the Union's integrity, financial or otherwise.
10. To, by receiving relevant documents in a timely manner, ensure that the Union's budgeting process is effective and efficient and to receive an annual timeline for the budgeting process for the Union's Head of Finance and Managing Director
11. To approve (or otherwise) budgets for major projects and events in accordance with the delegation of authority document
12. To make other decisions of a financial nature as delegated by the full Board.

Indicative Work Plan

Management Accounts and Balance Sheet
Mid Year forecast review
Annual Budget
Internal Audit
External Audit
Risk Register
Business Continuity Plan
Health and Safety Policy
Financial Policies and Procedures
Reserves Policy

Governance Committee Terms of Reference

Membership

The committee shall be appointed in accordance with the Constitution, by the Trustee Board Chair with the following provisos, but will include the Alumni Trustee and at least two student trustees (appointed or elected)

The Trustee Board Chair shall appoint a member of the committee as Chair. Quorum shall be three members.

Aims & Objectives

1. To take a proactive approach to governance development and to ensure that the Union continues to develop best practice in this area.
2. To act in matters to do with Member and Associate Member complaints and discipline in accordance with the Bye-Laws.
3. To advise the Trustee Board regarding disputes over constitutional interpretations.
4. To advise the Trustee Board in matters to do with Staff complaints and discipline.
5. To advise the Trustee Board on proposed amendments to the Constitution and Bye-Laws.
6. To oversee the administration of Major Elections on behalf of the Trustee Board in accordance with Bye-Laws.
7. To convene an Appeals Panel in accordance with the Constitution.

Powers

8. The Trustee Board authorises the committee to seek any information it requires from any Member, Associate Member or the Managing Director of the Union in order to perform its duties and provides it a right to call any Member, Associate Member or staff member of the Union to a meeting of the committee as and when required.
9. The committee may adopt closed session meetings if it sees fit.
10. The committee may act on matters of Complaints & Discipline that are referred to them failing a successful resolution by the relevant authority as outlined in the Bye-Laws.
11. The committee may issue warnings, investigations, suspensions, censure and punishments as set out in the Bye-Laws.
12. The committee shall meet as required, with at least one meeting per year.

Status, interpretation and amendment of these standing orders

- 12.1. Formal interpretations of these standing orders shall be made by the Chair.
- 12.2. The Trustee Board may amend these Standing Orders.

Indicative work plan

1. Annual review of bye-laws
2. Conduct quinquennial constitution review
3. Receive and approve Annual Elections report and plan
4. Appointment of Returning Officer
5. Receive and approve annual Sabbatical Handover and Training plan

Appointments & Remuneration Committee Terms of Reference

Membership and Structure

- The committee shall have up to six members, including one External Trustee and one Student Trustee (appointed or elected), the President of the Union and the Chair of the Board of Trustees
- The Trustee Board Chair shall chair the committee. In their absence from the committee, the President shall chair the committee.
- Each member shall have one vote.

Aims & Objectives

- To approve the process for the recruitment of External, Appointed Student and Alumni members of the Trustee Board, including approving any changes to the Job description for the roles.
- To provide a recommendation on new appointments to the Board to the President, which shall be presented to the Council.
- To advise the Trustee Board, through the President, upon Human Resource matters related to the Managing Director, including;
 - Regular reviews of the Job Description
 - The remuneration package of the Managing Director.
- To develop and maintain a recruitment plan for the Managing Director position to be used in the event of a vacancy arising.
- To advise the Board on significant changes to the structure or remuneration of the Senior Management Team and Sabbatical Officers
- To provide advice upon and direction to the strategic approach to all staff remuneration including any significant proposed changes to the Union's approach to bonuses, pay rises, performance related pay schemes, annual leave or other areas of remuneration.
- To provide a forum to discuss proposed large restructures and provide advice to the Board.

Powers

- The committee may adopt closed session meetings if it sees fit.
- The Managing Director is ordinarily expected to attend meetings of the Committee unless it resolves to the contrary either in respect of the whole meeting or specific agenda items.
- The Committee shall meet as required, with at least one meeting per year.

Status, interpretation and amendment of these Terms of Reference

- Formal interpretations of these terms of reference shall be made by the Chair.
- The Trustee Board may amend these Terms of Reference and will review the on an annual basis

Indicative Annual Work Plan

Student Trustee Recruitment
External Trustee Recruitment
Managing Director Appraisal planning
Sabbatical Remuneration
Managing Director Recruitment Plan