



Minutes of the Imperial College Union
Second Governance Committee meeting of 2013/14
17 June 2014
Room 6, 10.00am

PRESENT:

Alumni Trustee	Andy Heeps – Chair (AH)
Officer Trustee	Yasmin Edwards (YE)
Officer Trustee	David Goldsmith
Student Trustee	Michael Foster
<u>Permanent Observers</u>	
Managing Director	Joseph Cooper (JC)
Governance & Administration Manager – Clerk	Rebecca Coxhead (RC)

Apologies: Officer Trustee Marissa Lewis, Student Trustee Bukki Adedapo, Student Trustee Tian Chew Wei

Observer: Stephen Ball

1. CHAIRS BUSINESS

NOTED:

- a) Outgoing Student Trustees were thanks for their contribution to the committee during their terms.

2. DECLARATION OF CONFLICTS OF INTERESTS – none

3. MINUTES OF LAST MEETING – 26 November 2013

NOTED:

- a) The minutes were passed at the last meeting of Board of Trustees.

4. MATTERS ARISING – none

5. BOARD OF TRUSTEES AWAY DAY

NOTED:

- a) Broadly the day was received very well by attendees and a scheduled away day will continue to feature as a Board activity.
- b) Governance was the main topic of the day and it was noted that one of the challenges moving forward is to try to find different themes that are pertinent to the Board and is relevant to the ingoing and outgoing trustee officers.
- c) In regards to point 2.2, rolling 18-24 month planning cycle for Board Meetings, Committee Meetings and Away Days – this will be bought to Board bi yearly.

- d) The introduction of quarterly, informal, governance management meetings between the Board Chair, all Sub Committee chairs, the Managing Director and the Union President to discuss current and future business of Board Committees will be extremely useful.

ACTION:

1. RC to set these meetings with the relevant parties.

- e) The allocation of a Senior Manager to sub committees currently works well with the Finance and Risk Committee and it is envisaged that this will be rolled out to the other Sub Committees.
- f) The introduction of further sub committees was something that has been identified as a 'gap' and it is worth a broader discussion as to if and what should be introduced.
- g) The deadlines of papers circulated 2 weeks before Board and 1 week for sub committees will ensure that members have adequate time to read them in advance.
- i. This culture needs to be imbedded and it may occur with the senior members of staff taking administrative ownership.
- i) The 'matrix of committees' document needs to be articulated well.
- i. The indicative work plans and standing orders of the sub committees will help form this document.
- j) The Officer and Student Trustee elects may not have the background and knowledge to benefit from the Away Day and so there is a question in that should the Away Day include them or should there be a separate information and training session.
- k) It was stated that if the Residential goes ahead, it needs to have clear objectives.

ACTION:

2. AH and JC to refine the objectives and bring a proposal to the Board either in the July or September meeting.

RESOLVED:

1) To accept the report.

6. BYE LAWS REVIEW

RECEIVED: A paper was tabled by YE

NOTED:

- a) The Governance Committee has the remit to review the Constitution and Bye Laws Annually.
- b) Any changes to the Constitution and Bye Laws needs to be ratified by College Council.
- c) The proposed changes to the role descriptions and names of Deputy President Clubs & Societies and Deputy President (Finance & Services) were passed by Union Council with the required 2/3rds majority.
- d) This is the first year that the Officer Trustees were all on the Board and they have been able to identify the cross over between the roles which is why the recommendation included a general responsibilities descriptions and then breaking down in to specific descriptions.
- e) The change to titles will come in to effect to for the Big Elections 2015.
- i. There will be a budgetary impact on the Honour Boards as they will have to be repainted to reflect the roles name change.
- ii. The name change for the Deputy President (Finance & Services) will hopefully interest candidates who may not have been previously considered standing for the role due to the role name.
- f) At this point AH went through the Bye Laws section by section.
- i. In regards to Section A, Structure of the Union, SB pointed out that there is a large group of Constituent Union and Management Group ex-officio members on Union Council which affects quorum when they send apologies or do not attend. It was questioned if membership should be reduced. It was suggested

that meetings could be reduced and effective sub committees could meet more regularly and report up.

- ii. Council Sub Committees standing orders should be looked at and this will look at if Executive Committee is currently functioning. Before the Union registered as a charity, the Executive Committee action as a de-facto Board of Trustees but now the functions of Executive Committee have been rolled in to other committees. It is the role of Council to look at the purpose of the Councils Sub Committees. AH to email the Council Chair and Council Chair elect to recommend that Council look over the Council's Sub committees Standing Orders.

ACTION:

- 1. AH to email the Council Chair and Council Chair elect to recommend that Council look over the Council's Sub committees Standing Orders.**

- g) In regards to Section B, Meetings, it was suggested that a policy on who email votes should happen would avoid confusion as to how these should happen.
 - i. It was suggested that an online mechanism could assist in collating the email votes.
- h) In regards to Section C, Policy, it was suggested that the reserved powers policy is not fit for purpose. The Governance Matrix could clarify what committees deal with what and what powers they have.
- i) In regards to Section D, Complaints and Discipline, the President is the de-facto first point of responsibility. In their absence, the duty falls on a Deputy President.
 - i. AH stated that he will email a discussion paper but suggests that if the officer being investigated bit on the Governance Committee, then they be removed from the committee whilst this is being considered.

ACTION:

- 2. AH to email a discussion paper on changes to 'Complaints and Discipline' section of the Bye Laws.**

- j) In regards to Section E & F Major and Minor Elections, it was stated that it was a decision was made by the Governance Committee that any position being elected in a major election will follows the rules set out as a major election and any additional rules made by the Returning Officer. An example of this is Clubs, Societies and Projects positions being part of the Big Elections.
 - i. It was suggested to add a paragraph to clarify that if minor elections happen during a major election, then they major rules are applied.
 - ii. It is important to keep the principle of an external Returning Officer for Major Elections.
 - iii. It could be a consideration to have staff as Returning Officers with the ratification by Governance Committee.
 - iv. It was suggested to investigate reserving the right to enforce Clubs, Societies and Projects undertake elections online. The membership size could be a criteria to ensure elections take place online. There are clubs with memberships so large that there is no physical space to hold an AGM.
 - v. It was questioned if there should be a finite point where members must have joined a club for them to then stand and vote in elections. YE stated she will have this discussion at Clubs, Societies and Projects Board.

ACTION:

- 3. YE to discuss what is an appropriate finite point for members to join clubs at Clubs, Societies and Projects Board.**

RESOLVED:

- 1) To accept the proposed changes from Union Council and include these in the Bye Laws Review document (see appendix)**

7. DELEGATION OF AUTHORITY

RECEIVED: The paper was presented by JC

NOTED:

- a) The presented document clarifies the level of authority however there the document needs some updating to reflect some of the changes that have happened, such as the Health and Safety Committee.
 - b) The following points were emailed by Tian Chew Wei
 - i. *Under "President's responsibilities", it is noted that the President would "Approve unbudgeted capital expenditure of over £20K or under (in conjunction with Managing Director)". However, under "Managing Director responsibilities", it is noted that the MD would "Approve unbudgeted capital expenditure of up to £20K (in conjunction with President)". Should the phrase "or under" (underlined above) be removed from the former statement or is there any misinterpretation?*
 - ii. *Are there any concerns that the F&R can "Approve budgeted capital projects of over £20K" (3rd column, 3rd note) while the Board of Trustees only comes in when the amount is more than £50K (2nd column, 5th note)? Should the main Board confirm any approval by the F&R committee or are we happy to delegate the decision-making authority (which is one of the reasons sub-committees were set up in the first place)?*
 - iii. *Last column, third note. Is there a limit to the level of contingency expenditure that the Head of Finance can approve.*
 - iv. *There is no mention of how expenditure (budgeted, non-capital) of over £10,000 is handled. This is in reference to the last note on the last column.*
 - c) It was clarified that this document doesn't apply to Clubs, Societies and Projects Self-Generated Income.
 - d) Any feedback to be sent to JC with the vision of this document being taken to the September meeting of Board of Trustees.
8. Governance Matrix – moved to next meeting

Meeting closed 11.10am

D. Officers of the Union

1. The Officers of the Union shall be the:

1.1. Officer Trustees:

- 1.1.1. President,
- 1.1.2. Deputy President (Clubs & Societies),
- 1.1.3. Deputy President (Education),
- 1.1.4. Deputy President (Finance & Services),
- 1.1.5. Deputy President (Welfare),

Job Descriptions for the Officer Trustees

x. Beyond their responsibilities as Trustees all Officer Trustees shall;

- x.1. Act as a Trustee ex-officio,
- x.2. Fulfil all Presidential and constitutional responsibilities,
- x.3. Execute and develop policy and further the aims and objectives of the Union,
- x.4. Ensure that all members of the Union are equally represented,
- x.5. Chair relevant Union Committees,
- x.6. Liaise with Union and College staff as appropriate,
- x.7. Represent the Union on external committees as appropriate,
- x.8. Report to Union committees as appropriate,
- x.9. Negotiate extra duties where appropriate,
- x.10. Coordinate the work of the non- Trustee officers of the Union,
- x.11. Ensure that the Union provides relevant and sustainable events and services that meet the demands of its members,
- x.12. Campaign, where appropriate, on issues relevant to the membership.

President

8. The President shall;

- 8.1. Be the chief executive officer of the Union,
- 8.2. Be responsible for constitutional development and preliminary interpretation,
- 8.3. Be responsible for the Managing Director,
- 8.4. Be responsible for coordinating the work of the officer trustee team,
- 8.5. Take on or delegate Presidential duties where appropriate,
- 8.6. Be responsible for representing the Union to the local community and external bodies,
- 8.7. Be responsible for the effective coordination of activities and representation at non-South Kensington Campuses in conjunction with the relevant officers and Union committees,
- 8.8. Ensure the adherence to the Complaints and Discipline procedures set out in Section E of the Bye-Laws.

Deputy President (Clubs & Societies) (to be renamed the Deputy President (Activities & Development) for Big Elections 2015)

9. The Deputy President (Clubs & Societies) shall:

- 9.1. Take on Presidential duties as appropriate,

- 9.2. Be responsible for the effective coordination and representation of Clubs, Societies & Projects, in conjunction with the relevant Union committees,
- 9.3. Liaise with Union staff to ensure that appropriate support is being given to all Clubs, Societies & Projects,
- 9.4. Represent Union Clubs and Societies to British Universities & Colleges Sports (BUCS).
- 9.5 To be jointly responsible for the sustainability, training and support of volunteers.

Deputy President (Education)

10. The Deputy President (Education) shall

- 10.1. Take on Presidential duties as appropriate,
- 10.2. Be responsible, for reporting to the College student opinion on academic affairs, suggesting areas for development, and enhancing the student experience and provision for students,
- 10.3. Be for responsible for the training and running of a Representation Network for the Academic Representatives of the Constituent Unions and other student bodies,
- 10.4. Liaise with the Constituent Unions on all academic matters concerning students,
- 10.5. Support Student Enterprise and Innovation within the Union and the College.

Deputy President (Finance & Services) (to be renamed the Deputy President (Activities & Finance) for Big Elections 2015)

11. The Deputy President (Finance & Services) shall:

- 11.1. Take on Presidential duties as appropriate,
- 11.2 Be responsible for providing support on Financial matters to Clubs, Societies & Projects,
- 11.3. Be responsible for the adherence of Clubs, Societies & Projects to the Union's Financial Procedures,
- 11.4. Be responsible for the effective coordination and representation of student skills development and accreditation programmes operated by the Union,
- 11.5 To be jointly responsible for the sustainability, training and support of volunteers.

Deputy President (Welfare)

12. The Deputy President (Welfare) shall:

- 12.1. Take on Presidential duties as appropriate,
- 12.2. Be responsible for identifying and informing College of student opinion on welfare issues and suggesting areas for development, and for coordinating and publicising all campaigns concerning:
 - 12.2.1. equal opportunities and welfare issues,
 - 12.2.2. volunteering opportunities.
- 12.3. Be responsible for representing the welfare needs of all students, especially minority or under-represented groups to the College,
- 12.4. Be responsible for maintaining and running a Welfare Network with the Union and Constituent Union Liberation Officers,
- 12.5. Be responsible for providing support to student led campaigns.