

**Board of Trustees**

The fifth ordinary meeting of the Board of Trustees for the 2018/19 session, was held on Wednesday 3rd July in Meeting Room 3, Beit Quad at 3pm.

Unconfirmed minutes

|  |  |  |
| --- | --- | --- |
| Present: | Jill Finney | Board of Trustees Chair |
|  | Graham Parker | External trustee |
|  | Rob Tomkies | Union President |
|  | Kate Owen  | External Trustee |
|  | Rebecca Neil | Deputy President (Welfare) |
|  | Alejandro Luy | Deputy President (Education) |
|  | Abhijay Sood | Student Trustee & Incoming Union President |
|  | Andrew Djaba | Felix Editor |
|  | Madina Wane (joined late) | Student Trustee |
|  | Claudia Caravello | Deputy President (Finance and Services) |
|  | Stephen Naulls  | Student Trustee |
|  | James Medler | Deputy President (Clubs and Societies) |
|  | Alex ‘Chippy’ Compton | Union Council Chair |
| In Attendance: | Jarlath O’Hara | Managing Director |
|  | Malcolm Martin | SMG – Head of Finance and Resources |
|  | Emelie Helsen | SMG – Head of Student Experience |
|  | Richard Beet | Administration Support Officer (Clerk to Board) |
|  | Ansh Bhatnagar | Incoming elected student trustee |
|  | Ashley Brooks | Incoming Deputy President (Education) |
|  | Shervin Sabeghi | Incoming Deputy President (Welfare) |
|  | Lloyd James | Incoming Union Council Chair |
|  | Dan Faehndrich | ICSMSU President, incoming elected student trustee |
|  |  |  |
|  |  |  |
| Apologies: | Fi-Fi Henry | Incoming Deputy President (Finance & Services) |
|  | Dorothy Griffiths | External Trustee |
|  | Paul Beaumont | External Trustee |
|  | Hafiza Arshad  | Student Trustee |
|  | Tom Fernandez Roberts | Incoming Deputy President (Clubs and Societies) |

|  |  |
| --- | --- |
| **Item 01 – Welcome and Chair’s Business**1. The Chair welcomed the group to the fifth Board meeting of the AY 18/19, with brief introductions.

**Item 02 – Conflict of interest declaration**AC stated that she now works for the college, in case that would cause an issue. JF assured that should not be the case.**Item 03 – Apologies** Paul BeaumontDorothy GriffithsFi-Fi HenryHafiza Arshad**Item 04 - Meeting minutes** 1. Board confirmed the minutes as an accurate record of the meeting held on 1st May 2019.

**Item 05 - Action tracker** 1. JF inquired after Management accounts monthly reports. MM stated he had prepared such reports for F&R, but not board. JF affirmed that such reports had also been requested for Board.
2. Negative social media - RT has update in his report which will be discussed later.
3. Non-SK working group – JOH apologises but has not been in touch with SN regarding this. The working group has not met in the second half of this year due to budget work taking priority.
4. Renegotiation of hall prices – RT reports that due to renovations, data is not available for current assessment.
5. College Catering Report – CC has update in her report which will be discussed later.

**Item 06: H&S Report:**1. JOH summarised the report as tabled. A timetable has been agreed for renovating the floors, which have been the cause of some near-miss reports in the first half of the year. No reports in the second half of the year regarding the floors but the renovations are nevertheless scheduled for December.
2. JOH reports that further information on near miss data has not been included. It includes near misses involving staff with allergies, but no further information has been detailed.
3. CC asks why such data is not included as this was intended to contribute to information on lessons learnt. JOH outlined that there was a lack of significant pattern other than the allergies. Also they were working with other stakeholders towards better reporting mechanisms for H&S. JOH saw no value in including individual cases as it was patterns that would be valuable. GK agreed that mechanisms for reporting to improve.

**Item 07: People, Appointments and Remuneration Committee minutes from 15th May**1. BN – summarises report as tabled. Reports that they have been awarded an Investors in People gold award.
2. Agreed process for student trustee appointment process. Looked at induction and advised to look into OT induction.
3. BN asks the board if student experience issues are lumped into PARC committee – confusion between what ‘people’ means in this case – student or professional staff? This is a question for board to discuss. KO – yes, this points to wider issues of how work is allocated to which committees. JOH acknowledges that this question has been raised at various points and sub committees. KO says this is a project for incoming OTs to deal with come September. JM cautions that it is difficult for incoming OTs to do this when they themselves are new to process. KO agreed, needs professional support (during induction?).
4. JF asks if since the student trustee appointments process had been agreed, is it underway. JOH affirms this is so, and information has been circulated to the student body.

KO raised the issue of the staff survey – gaps in response rates, and progress still to be made. PARC requested a focus group from the staff team to feed into the response and action plan (due in September).**Item 08: Communications Committee minutes from 29th May**1. AL – summarised report as tabled. Making improvements in liaison with OTs /SMG. General update on Comms work via last minute.
2. JF noted to incoming trustees that dedicating time towards communication is essential to communicate Officer’s critical work and successes.

 **Item 09: Governance Committee minutes from 3rd June** 1. RT summarised the report as tabled. Described work done on election bye-laws throughout the academic year. Discussed Policy Renewal Framework, other teams have shown interest, and is being adopted. Also outlined bye-law changes.
2. Rugby Disciplinary took place yesterday, rather major undertaking. Decision to be ratified within ten working days of the hearing.

**Item 10: Finance and Risk Committee minutes from 19th June**1. CC Summarised report as tabled. Detailed the various work done by the committee throughout the year, included CSPs, strategic risk register and internal audit with KPMG.
2. MM to provide updates to F&R committee regarding recommendations of KPMG’s audit.
3. Summer ball – external venue choices have been rejected; the team will be looking into internal venue options.
4. Commercial strategy update; relationship with H bar to be finalized by the start of August. Extra work in the shops to generate income. Also, a towing truck has been purchased.
5. CC covered the 19/20 budget briefly. GP will expand on this briefly before handing over to MM and JOH (see item 11).
6. AS questioned CC on progress with respect to processes to do with summer ball, CC cannot answer as this has not been agreed, but can chase up; pointed out this would be incoming committees’ responsibility.
7. SN – asked if commercial strategy is in draft form. CC – no, it is now complete, and is being implemented, with the first year completed, and reported to F&R to examine progress and work on detailed steps for implementation for second year. SN –clarifies that he asked as his understanding was that the commercial strategy had stalled. JOH – the timeline has been pushed back due to operational difficulties and internal audit. CC – added that for example, food review pushed back to October, and union shop review should have been August but now will take place next year (this work is dependent on advice of consultants).
8. GP – added that the 19/20 budget does assume at least some successful implementation of the commercial strategy. CC confirms this.
9. JF asks if SN believes if it would be useful for information on commercial strategy to be circulated. Board agreed update to be provided by DPFS at next meeting.

**Item 11/12: Budget proposal / Business Plan 19/20**1. GP introduced the 19/20 budget proposal. Underlined the unfortunate position of union’s finances. Budget devised in order to extricate the union from its current position and ensure a sustainable recovery. Over the past 12 months change has been required of the Union in its processes. GP is satisfied that this year there has been better engagement in the budget process, with good work done both in and out of F&R, to make sure that rationales and budget strategy are sound.
2. GP Handed over to JOH/ MM, who gave a presentation to Board. Emphasized at beginning that budget and business plan are linked together, so asked board to approve budget first of all, then agree with the key deliverables for the business plan, since it shares objectives with the budget.
3. JOH briefed board on why budget and plan was needed. Jan 2019 showed a £420K deficit. Immediate action taken, forecast now standing £93K better than in Jan. JOH then detailed the areas of focus since then:
4. *Improving clarity on what is Union responsibility and what is College responsibility.*
5. *Redefining leadership team – resulting in vast improvements in Leadership’s understanding of their expectations and responsibilities.*
6. *Sustainable plan and budget. This ties into allocating resources correctly and ensure staff are not over-capacity, and morale and wellbeing remains positive.*
7. *Then JOH gave brief outline of essential numbers; JOH advised that more exact info on investment areas and all of the above can be found in the paper supplied to the Board*

(MW then joined the meeting)1. KO asks what ICU can do that is unique to us and cannot be replicated elsewhere. Can JOH identify that? Suggests this could be included as an overview in future reports.
2. GP responded that three categories are necessary to be identified – what is college’s role and what they should be providing, and to ensure they follow through with that. Second – co-design – in conjunction with college, to deliver services as required. Third – students are best served through the structure of ICU. JOH advised it was hard to differentiate between these three factors as they were very closely knit together conceptually. GP expressed frustration with college that they are not forthcoming with their own strategies / objectives with delivering their services. KO advises there is currently an additional wider problem with HR staff hub. GP sees opportunity to take initiative in relationship w/ college if we are able to improve our processes.
3. JOH summarised engagement (union strategy 2020). WBRN soon to be embedded and says more to be done on EDI with regard to marginalised groups. JOH summarized points on foundation, inc. Budget, audit recommendations, long term relationships through sales and sponsorship. Develop spaces strategy (this is part of the ongoing objective of developing relationship with College)
4. SN asked JOH if he can elaborate on the College’s view on the Union’s finances. JOH responded that Imperial College feels ICU has been open with them regarding our finance management, and Imperial are monitoring matters closely, and are due to come to ICU to check over our processes again, now KPMG have completed their audit. Mainly they are interested in the bigger question of whether or not reliance on wet / food sales is the correct model for ICU going forward. JF adds ICU does not have large sums for substantial investment. KPMG suggested tapping into short-term and medium-term income opportunities. Nevertheless, Imperial is confident that ICU is managing its affairs well.
5. KO asked if JOH intended to elaborate, regarding the business model, on the funding strategy for short, medium and long term. JOH responded no, not today but will be part of the consideration of our strategy and will be worked on throughout the coming year.
6. KO and JF discussed whether to find assistance from College / business school. RT said the offer is there, but the ICU must approach them with a proper pitch. MM added that he has one on one meetings with representatives from College, and this is indeed a possibility.
7. JOH summarised transformation points through the year, including implementing all recommendations arising from the KPMG audit, college spaces strategy and developing long-term relationships through sales and sponsorship. JOH raised a written question from PB regarding this point – since the business plan proposes a large increase in income from sales and sponsorship, PB wished to know if the increased risk factor was understood. JOH said this question I covered in the coming material and will provide a written answer to PB on this.
8. MM took over from JOH. Outlined financial resources in terms of cash flow and reserves, and how that impacts the overall picture. MM reported (as touched on above) that there have been some discussion with College regarding external funding.
9. ACC asked if there is capital investment on 18/19, why does it drop so much in 19/20? MM clarified that investment capital includes operational as well as other investments. Our planned / required replacements are lower resulting in a drop off in 19/20
10. ACC asked what the forecast is based on. Does not seem to match financial history in their opinion. Is it realistic to suggest that reserves will recover to over a million? MM responded that the forecast is based on meaningful data from the three-year period, and numbers will fluctuate as investments progress (the ten-year forecast is of course liable to change). ACC responded if it is wise to set a 10-year budget when new investments will need to be made? JOH agreed that beyond three years the data is able to be challenged, and while it is a continuation of solid data from the three-year period, it is intended as a target rather than an objective forecast.
11. AB asked how report is compiled. How far back does data on commercial services go? MM and JOH detailed where data comes from and stated that it is reliable. BN provided further clarification on this.
12. AS suggested publicly available data on financial forecast could be circulated to relevant parties.
13. MM then summarised opportunities and risks (H bar, alumni engagement, college relationship (block grant and capital negotiations), shop development, growth of sales and sponsorships.
14. MM finished by asking board to approve the 198K investment plan and asks the board to adopt the key deliverables of the final business plan for 19/20.
15. SN brought up issue that numbers were out during the last forecast, and asked MM to go into detail as to why this was so and how do we know the forecast this year is sound? MW added that, like SN says, there wasn’t enough of a focus on making sure that forecasts are sound as well as our ability to respond to such forecasts. JOH responded that one of the main issues that affected our forecasting was staffing issues which it was reasonable to expect will not reoccur. JOH added that junior staff will be fixed-term contract from this point forward, therefore retaining flexibility within future budgets. BN added that wellbeing strategies should improve this also.
16. ACC asked if board has a firm vision for administrative staff structure? Or is ICU adding staff ad hoc without attention to the wider picture. JOH responded that there is no definitive vision if what admin structure. Proceeded to clarify decisions around not filling vacant positions.
17. AS inquired if forecast needs to be changed on basis of progress with H-bar. JOH responded yes, the budget will be adjusted, but impact of H-bar will be minimal on three-year trajectory.
18. Board approved budget and key deliverables for final business plan 19/20.
19. JF and GP noted the scrutiny and effort that has gone into producing this budget and is unique in the amount of work that has been done. GP noted that this is the first time in his career that he has approved a deficit budget, due to the robust case presented by JOH and MM (as well as work provided by other staff members). GP approved of the step change methodology, the rationale behind the budget proposal, and was satisfied that the work done would set a meaningful trajectory moving forward, with sufficient plans in place, allowing Board to monitor progress closely.
20. JOH proposed circulate to board draft of the business plan for future changes and adoption
21. EH and MM left the meeting.

**Item 13: LEDI update**1. BN summarised report as tabled, looking at work being done to incorporate and improve EDI strategy. Raised concerns that individuals at Imperial College do not fully understand the role Union plays in LEDI; BN will meet with management at Imperial College to fully explore options to improve this situation.
2. SN – asked what input we have for recruiting into these roles. ACC has been involved in the process when President, including being able to meet candidates, but did not get to sit on the interview panels. More scope for ICU to be further involved in the recruitment of such position. KO adds that the union president is on interview panels at other universities.
3. BN continued, saying Imperial College has not been able to implement EDI goals effectively as College resource has not been applied to ensure appropriate engagement with the union.
4. BN summarised work in representation, building communities, and inclusive service provisions. Recommended ICU continue improving relationship with college, developing student networks, build effective representation structure, celebrate diverse community
5. MW – on topic of representation officers, asked for clarification on how they fit into the Liberation processes. BN answered that they have a dual function – to represent relevant student bodies and also take part in running events etc to promote LEDI goals. MW asked BN if she saw this role functioning in parallel to wellbeing network? BN conceded they have a dual function of representation. ICU has not assisted these undertakings with resources in the past, but with the 19/20 budget ICU will be able to support the Liberation and Community officers, including the possibility of some sort of committee / working group structure.
6. AB – is the wellbeing network process to sign up to these easy to access? BN – last year it was on landing page of website as well as freshers fair. RT responds that college registry is very slow to institute change normally. AB asked if this could this promoted through departments for freshers week. BN said that this is certainly a possibility and will be looked into moving forward.
7. DF – agreed that extended support networks are a great idea for student body. But adds that CUs are an existing infrastructure for implementing wider networks for representation etc.
8. SS asked how ICU can track that we are meeting our own goals - especially with regards to our relationship with Imperial College. BN agreed there is room for improvement with this.

**Item 14: PG engagement Survey**1. JM summarised report into improvements made on the student experience survey. Overall 27% response rate. New analysis method carried out, to allow more precise examination of various categories of data. Next year this capability will begin to be rolled out to College staff.
2. DF – states that with regards to the data collected, it is faulty in that it depends on respondents, at the moment only 27% of student body represented in analysis. JM responded that we have different types of consultations to target specific demographics, and in this way there is scope to capture a more complete response.
3. SN – scope to make data available to student volunteers / officers? JM –stated that this cannot be given to students due to ICT licensing issues. RT added that students may approach OTs for this information freely.
4. JF – noted that Ian Walmsley stated that one of the values of Imperial College is that we are quantitative university, and this data platform firmly fits the culture that Ian Walmsley espouses.
5. The board thanked JM for first-class work on creating this resource.

**Item 15: WBRN**1. BN summarised report into wellbeing networks. To handover ongoing work to SS as incoming DPW to carry on work. JOH praised BN for work done so far, including Impact reporting. SN commented that the strength of the WBRN network lies in its engagement of academic departments and recommended that future evaluations focus on how ICU utilizes its position within the governance of academic departments.
2. AB Asked about the 50k allocated by Imperial College. BN responded that ICU contributes 50K also, mostly spent on staff costs and other operational costs. JOH expanded upon how this budget is spent.

**Item 16: PG engagement**1. JF asked AL to summarise recommendations. KO praised progress and report.
2. MW – praised the strategy and asked if there was some kind of review of PG representation. AL answered that was done this time last year. JF wanted to clarify that here was a working group for this? RT replied yes, and four work streams were created as a result of the working group’s work and provided the foundation for a sustained development of PG engagement that has been seen throughout the past year.
3. KO asked which committee owns this. JF – this needs further consideration as part of the sub-committee review

**Item 17: Strategy day**1. JOH updated board with latest developments stemming from the strategy day. Next strategy day at SALC is on 12th September.

**Item 18: MDs Report**1. JOH summarised report as tabled and invited questions. No questions.

**Item 19: President’s report**1. RT summarised report as tabled and invited questions. Board praised RT for this work throughout the year as a leader.

**Item 20: DPE report**1. AL - Summarised report as tabled and invited questions. Chair and board members praised AL for this work.

**Item 21: DPW report -**1. BN summarised report as tabled and invited questions. Board remarked that BN has been a pleasure to work with and thanked the DPW for her work.

**Item 22: DPCS report**1. JM summarised report as tabled and invited questions. Board praised JM for his work, and JF thanked him for his hard work and exemplary performance, all external trustees are very impressed with the work.
2. AS had quick question regarding ticketing system for queries – namely, what resources would be needed to facilitate this. JM responded that it would need 3 weeks of work and 3 months for implementation, it has been fully costed and handed over to incoming OTs.

**Item 23: DPFS report**1. CC summarised report as tabled and invited questions. AL praised CC for her resolve in a difficult financial year, says it is inspiring performance. Praised by Chair for their performance.

**Item 24: Council Chair**1. Summarised report as tabled and invited questions. SN praised ACC for her work, and JF and Board praised ACC for her work in the Council Chair role and indeed all previous roles for the Union.

**Item 25: AOB**1. JF praised OTs for their work over the year, and encouraged the incoming OTs present to follow their example.
2. JOH praised the strategic positioning displayed by the OTs, in assisting the Union in improving its relationship with the College.
 | **RB - Update action tracker****JOH to address as part of the Sub-committee review****JOH to factor staff survey into business plan****RB – To add to agenda****JOH to address as part of the Sub-committee review****RB to update action tracker – for consideration by board.** |

***Next Board of Trustees meeting: 30th October 2019***

**Summary of discussion Items:**

* + - 1. **19/20 Budget Proposal and Business Plan -** Given that the two items were so closely related, since the business plan was devised to deal with the deficit incurred this year, JOH and MM presented them both simultaneously and requested the Board approve both the budget and key deliverables flowing from the Business plan. The main areas of focus are improving the strategic relationship with Imperial College, revamping the Leadership team and allocating budget resources to deliver services sustainably and in line with the core obligations of ICU. The budget itself highlighted opportunities and risks relating to development of alumni relations, ongoing improvements to H-bar, developing the Union shop as well as growing long term relationships through sales and sponsorship. Months of work and scrutiny were committed by JOH, MM and other members to deliver an effective budget and strategy. The board approved the budget and key deliverables, and praised JOH, MM and other members for their effort in producing such work. JOH will bring updates to future board meetings for further scrutiny.
			2. **LEDI update –** BN's report focused on the ongoing need to improve how Imperial College views the Union in terms of LEDI work; there has been insufficient progress with regards to EDI integration due to this lack of understanding. BN and the future DPW will continue to meet with Imperial College to improve this situation. Also, the report focused on the emphasis placed on representation officers who can work within the student body to both make representations to the student council, as well as developing campaigning and events. BN was pleased to report that the 19/20 budget allocates resources for ICU to support these activities, which had previously not been available.
			3. **PG Engagement –** AL was pleased to report ongoing improvements; there was some discussion of which sub committee should own this work going forward. This will be discussed at the next Board meeting.