



Imperial College Students' Union
Board of Trustees / 28 October 2020

Minutes (16 September 2020 Board of Trustees)

1. Introduction & Attendance

Jill Finney (JF) (Chair)	Phil Power (PP)
Stephen Richardson (SR)	Graham Parker (GP)
Kate Owen (KO)	Dorothy Griffiths (DG)
Abhijay Sood (AS)	Shervin Sabeghi (SS)
Sam Lee (LS)	Michaela Flegrova (MF)
Ross Unwin (RU)	Lloyd James (LJ)
Chris Carter (CC)	Kelvin Zhang (KZ)
Milia Hasbani (MH)	Alex Auyang (AA)

In attendance

Tom Flynn (Managing Director) (TF)
Graham Atkinson (Interim Managing Director) (GA)
Jayne Hufford (Interim Finance Director) (JH)
Tom Newman (Head of Membership Services) (TN)
Victoria Agbontaen (Governance Officer) (VA)

2. Apologies

Dorothy Griffiths (Dot joined the meeting late due to the time change).

3. Minutes of previous meeting

The minutes of the previous meeting were approved.

4. Matters arising/Forward Agenda

There were no matters arising from the previous meeting, or from the recent meeting of Finance, Staffing & Risk subcommittee that did not appear already on the Board agenda.

5. Conflict of interest declarations

None.

6. Consideration of confidential business

TF identified items 9 and 10 as confidential business.

7. Managing Directors' Report

TF gave an overview of the paper, highlighting that there are still high levels of uncertainty and to anticipate that further government guidance will significantly change our capacity into what can and cannot be done as a Union.

Paper was taken as read and no further questions were asked.

Board considered the paper and thanked the Managing Director for the useful update.

GA gave an overview of the paper, outlining there were projects he would've liked to make progress on that did not materialise due to covid-19 but advised that TF would make progress

on the projects he deems key and a priority at this time. GA highlighted that although there are still challenges within the Union the talented OT's and staff will be instrumental in bringing the Union to where it should be.

Board considered the paper and thanked the interim Managing Director for his significant contribution and changes he has made to the Union.

8. Officer Trustee Team Update

AS gave a verbal update advising Board that although there is currently a lot of short-term ongoing planning as a consequence of the crisis, there is also a lot of strategic planning that the OTs are being involved in.

- i. A question was asked by JF as to when the OT's identify their '12 months of success' so everyone's progress can be reviewed against this at the end of the year. Trustees were informed that at the next meeting there will be an 'Officer Trustee objective setting' paper presented to Board members.
- ii. A question was asked by JF if there had been a discussion if lay trustees would be supporting OTs with mentoring this year. Trustees were informed that this would be addressed at the next Board meeting.

Board noted the update and thanked the Officers for their work.

9. 2019/20 Financial Outturn*

TF gave a verbal update on a number of key financial issues, including the completion of the annual audit and finalisation of the annual accounts.

Board was informed of College purchasing obsolete retail stock and the reduction of the free reserves.

TF outlined the potential VAT risk for the Union going forward regarding the non-VAT salary bill from the College and CSPs approach to VAT resulting in a need for a VAT review this year.

- i. A question was asked by MH if previous reports to the Charity Commission on cash flow difference, investment, VAT etc. would have major consequences for the Union. Trustees were informed that the reports provided to the Charity Commission have been legally compliant and this would not constitute this as a major incident, but we are not in the realm of best practice.
- ii. A question was asked by GP whether a short paper can be produced to outline where previous inefficiencies have been rectified and clarification in what capacity processes and procedures have been remedied. Trustees were informed that the audit findings report will come to Board with agreed actions and a policy review at the next F&R meeting.
- iii. A question was asked by GP if Board could be provided with information that sets out what the likely impact on budget and finances for the next 6 months. Trustees were informed that as the phasing of the block grant has changed, a cash flow forecast will be provided to the auditors and consequently provided to Board.

- iv. A question was asked by PP as to whether there was a timeline in place for starting the VAT review. Trustees were informed it was likely an external consultant would be necessary to undertake this work but have discussed with College if their VAT specialist has the capacity to take on this work and updates would be provided in the October Board meeting.

Board considered the likely financial outturn and thanked TF and JH for their ongoing work with College.

10. Rathbones Investment*

TF gave a verbal overview of the paper outlining that key suggestion is to liquidate the portfolio and instruct Rathbone to deliver the investment income from the portfolio.

- i. A question was asked by GP on whether it was able to have a staggered liquidation of the portfolio. Trustees were informed that due to the relatively small investment the Union has with Rathbones, their recommendation was to liquidate only the deminimis or the whole investment.

Board approved the full liquidation of the investment portfolio currently held by Rathbones Asset Management.

11. Reserves Policy Discussion

JH gave a summary of the paper highlighting that as the current Reserves Policy is out of date it requires a review and the purpose of the Reserves Policy is to manage risk, short-term cash flow and implementing plans for the future. JH informed that the new approach to the Reserves Policy would be risk-based which is common amongst the sector.

The Board were informed by SL that ICU have significantly more CSP's than other Unions which poses more of a financial risk with a number of CSP's currently in considerable quantities of debt. If a CSP should become dormant, the Union absorbs that debt.

- i. A question was asked by JF how the necessary vigilance around CSP finance and the associated risk will be managed if less knowledgeable Officer Trustees are elected in future. Trustees were informed that there is a requirement for more support from staff to help mitigate this and there is a plan to compile a 'CSP Recovery' plan to bring up and embed standards in the staff team.

Board approved the risk-based approach and agreed to the assessment of the anticipated levels of risk.

12. Annual Calendar of Business

TF explained to Board that the annual calendar of business will form as part of the annual agenda which will have mapped key themes and specific business items that will come to Board and F&R over the year. This gives senior staff and trustees adequate time and planning, as well as providing a shape for discussions over the year.

- i. A question was asked by JF as to when the Strategic Risk Register would be discussed at Board or F&R. Trustees were informed this would be addressed during the December Board meeting.

- ii. A question was asked by RU as to when the Student Experience Survey would be discussed as it is not currently included on the calendar of business. Trustees were informed this will be included as part of the 'Membership Satisfaction Survey' discussion during June 2021 Board meeting.

Board considered the annual business calendar and noted the importance of the strategic direction when reviewing the Student Experience Survey.

13. Trustee Appointment & Recruitment Plan

AS gave a verbal overview of the paper highlighting the need for Trustees to have clarification on what the needs for Membership were and further understanding on how the roles work.

- i. A question was asked by SR if Board felt he would be a suitable member of F&R to his other College commitments. Trustees were informed that even at a reduced capacity, SR would still add invaluable experience and his challenge/feedback would be vital, specifically with College.
- ii. A question was asked by RU as to whether a CSP representative would be valuable to have on F&R due to the health and safety and financial risks associated with them. Trustees were informed that they can attend any sub-committee meetings by informing the Chair and if there are any major CSP items on the agenda, RU would be invited to these meetings.

JF informed Board members that Dot Griffiths has reluctantly decided she will not be renewing her position as a lay trustee this year due to the changes of meeting times and will consequently be leaving the Board as soon as a replacement can be found.

- i. A question was asked to GP if he was willing to extend his term as external trustee. Trustees were informed by GP that he would be glad to extend his term.
- ii. A question was asked by JF as to whether Board should provide feedback as to what particular skills are currently missing from within the Trustees. Trustees were encouraged to provide skill set recommendations directly using a NCVO template to be provided by TF.

Board approved the trustee appointments and recruitment plan.

14. Election Rules & Regulations Appointment of Returning Officer

TN gave a brief verbal update of the paper, highlighting the proposal to recruit an external DRO for the Leadership elections. TN stated that the elections process is due for a review specifically around the 'candidate experience' during Leadership elections.

- i. A question was asked by CC regarding clarification on the expenditure rules during Leadership Elections. Trustees were informed that as per previous elections, only those who are running for CU President and Sabbatical Officer positions were able to receive £100 expenditure reimbursements. However due to budget constraints this year, this will be reviewed.

- ii. A question was asked by MH as to whether these rules were to also be approved by Council. Trustees were informed that Council would be informed of the relevant changes at the upcoming Council meeting.
- iii. A question was asked by RU regarding campaigning during the covid-19 pandemic as most candidates are likely to be remote and not able to access campus. Trustees were informed that all campaigning is to be done strictly online with a plan to review this at the end of term one prior to the Leadership elections.
- iv. A question was asked by KZ regarding the suggested RO candidate Gary Hughes (Durham) and whether the controversy around that election had been considered. Trustees were informed that Gary dealt with the situation in an appropriate manner and should still be considered as a RO for the Union.
- v. A question was asked by SR if there was a conflict of interest with Abi Jesson (Royal Holloway). Trustees were informed that Abi Jesson should not be contacted for the position due to her connections with TF but the other four candidates should be contacted.

Board approved the appointment of the ROs and DRO's for 2020/21 pending the removal of Abi Jesson.

Board approved the election rules and regulations for 2020/21.

DG joined the meeting.

15. Term One Plan

TN gave a verbal update of the paper, outlining to Board that the Union have mapped and risk assessed spaces along with installing signage and sanitising stations across the building. TN highlighted the return to office services tiered model which has been put in place and will be reviewed on a fortnightly basis.

- i. A question was asked by KO if staff who are on tier 3 are still permitted to be in the building. Trustees were informed that if staff request office working days due to personal or mental health reasons, this will be considered on a case by case basis and there is a willingness to make personal amendments.
- ii. A question was asked by MH if ticketed events will be going forward during term one as per the budget. Trustees were informed that figures provided is an indicative budget to help to provide Trustees with confidence that opening bars is the right way to go.

Board noted the current plans for term one, and the partial reopening of Students' Union services.

16. Venues Re-opening

The paper was taken as read and a discussion was led into following the questions from the previous item.

- i. A question was asked by MH if there will be a takeaway service available at the venues and why in the budget there seems to be a reliance on agency staff as opposed to the proposed re-organisation model of using student staff. Trustees

- ii. were informed that a takeaway service is available and there has been a built-in capacity in the budget provided for agency staff in the event of absence of available student staff.
- iii. A question was asked by MH if there were any permanent staff members in the kitchens. Trustees were informed all kitchen staff were non-permanent but there is a blended approach of agency and student-staff.
- iv. A question was asked by JF what the plan of action was in the event of crisis communication. Trustees were informed that a full process has not yet been designed but a brief document outlining the plans and procedure for communications in case of a crisis will be put together and circulated by the next meeting.

Board noted the update on re-opening venues and requested a brief crisis communication document to be collated.

17. Staff Reorganisation Update

GA gave a verbal overview explaining that the consultation period comes to a close at the end of week and that the process had been relatively smooth. Due challenges caused by covid-19, majority of staff had understood the need for change and provided constructive feedback throughout the process. GA highlighted that this change is not purely financial but there is strategic elements of the re-structure which is to be fit for the future subsequently serving the Union better in the long-term.

- i. A question was asked by KO if there had been any counterproposals provided during the consultation period. Trustees were informed that there had been no formal counterproposals, but some staff had offered to temporarily take a reduction in salary/hours for a period of 6-9 months.
- ii. A question was asked by SS if the newly vacant student activities co-ordinator role would remain as part of the staffing structure or if there were intentions to temporarily keep this position vacant. Trustees were informed that all staff at risk were able to apply and be assessed against the role and there is no current intention to remove this from staff structure.
- iii. A question was asked by JF whether Leadership felt adequately resourced to get through this period. Trustees were informed that the reduction of Senior Management staff team within the Union is proving challenging, but OT's are currently broadening their workloads to mitigate this.
- iv. KO questioned how support will be provided to those staff who still remain with the Union and the Union will need more professional HR support. Trustees were informed that the HR element of the Union is where there is the biggest lack of support is felt but Ashley Cory (Systems Manager) will be stepping in to provide a high-level of support to the HR co-ordinator.

Board noted the verbal update and offered additional College and HR support to TF if needed.

18. CSP Grant Allocation

RU gave a brief overview of the paper, explaining the process proposal and how option two came to be the proposed solution.

- i. A question was asked by AS as to what considerations went behind the 25% figure and if there was scope for flexibility as CSP tend to spend more in terms 1 and 2. Trustees were informed that CSP's do not require 33% in term one and a significant amount of CSPs have high levels of reserves in place.
- ii. A question was asked by AS if there is room for case by case flexibility. Trustees were informed there is always possibilities for bespoke cases, but most of the CSP activities planned in March are unlikely to still be going ahead.
- iii. A question was asked by MH if the administrative burden regarding the Code of Conduct had been considered as the facility to sign this had been removed. Trustees were informed that this will be removed and replaced with the fact that Code of Conduct should be provided but not required to be signed.

Board approved the paper pending demonstration of flexibility and a provision of a broad set of principles by where an increase will be agreed.

Any Other Business

None.