

**Imperial College Students' Union
Board of Trustees / 23 June 2021**

Minutes (12 May 2021 Board of Trustees)

1. Introduction & Attendance

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

In attendance

Tom Flynn (Managing Director) (TF)
Tom Newman (Head of Membership Services) (TN)
Rob Scully (Director of Finance and Resources) (RS)
Ashley Cory (Systems Manager) (AC)
Victoria Agbontaen (Governance Officer) (VA)

2. Apologies

Dorothy Griffiths (DG), Chris Carter (CC)

3. Minutes of previous meeting

The minutes of the previous meeting were approved.

4. Matters arising/Forward Agenda

Chair noted that actions on the tracker will be discussed during the meeting through relevant items and thanked Officers for the work on the Student Trustee recruitment process.

5. Conflict of interest declarations

No conflicts of interest were declared.

6. Consideration of confidential business

TF identified item 11, AOB and some parts of item 7 as confidential business.

7. Managing Directors' Update

TF highlighted that the Union will be moving to step three of the government road map on Monday 17th May. This means that core staff will begin to come back to the building as well as 568 re-opening outdoors and indoors from May 17th.

TF noted that the Union is also reviewing an interim return to the office for staff which will allow staff to return a for a couple of days a week as a short-term arrangement.

RS added that HMRC have sent a notice of information which legally requires the Union to give them all the information they have requested. HMRC have clarified that if the Union have misinterpreted the rules and do owe them tax, they will not enforce that repayment until the outcome of the national complaint that is being led by NUS has been resolved.

Board noted the MD update.

8. Officer Trustee Team Update

AS highlighted that the major pieces of work the Officers have been focusing on include Socially Responsible Investment at the College as well as CSP budgeting, UCH redevelopment project, obtaining bursaries for sixth year medical students and attending regular ESOG meetings. SL mentioned that several Health and Safety policies were approved at the last F&R meeting, with the final few to be approved at the last F&R meeting next month.

MF explained that the Union is currently without any staff in the Representation team as the individual in the role decided to leave the organisation at the end of last year. The team have gone out for a first round of recruitment but none of the applications were deemed suitable so the role will go out again for recruitment with the role to be re-graded to a 2b as to be in line with the other student opportunities coordinator roles. However, the Union has been successful in recruiting a new Representation and Advice Manager who will be starting with the Union at the end of May.

RU added that a plan for the mini-bus services for next year had been circulated to Trustees for their information and also noted that all CSP's will be able to take part in any outdoor activity for up to 30 people.

- i. A question was asked by LJ if there is an update as to when a CSP culture review will be taking place. Trustees were informed that a set of recommendations will be provided in the July Board meeting for the Student Development and Opportunities team and DPCS/DPW to take forward next year.
- ii. A question was asked by JF as to how the Board are appraised that the Health & Safety of the Union is being effectively managed. Trustees were informed that a summary paper will be coming to the July Board meeting outlining all the work completed on H&S this year with a long-term objective of an annual H&S summary. Trustees were also informed that next year, there will be a full H&S committee that will report to the Leadership group and will make recommendations to Board throughout the year.
- iii. A question was asked by JF as to when the building and space review update will be provided to the Board. Trustees were informed this had been delayed due to operational issues taking priority, but an update will be provided at the next Board meeting in June.
- iv. JF suggested for the next meeting for the OTs to review their performance against their set objectives at the start of the year.

Board noted the update.

9. Council Chair Update

AA advised that a Council meeting had taken place on the 20th May and noted that the May meeting is usually quite poorly attended but the meeting was still quorate, so Council members were able to vote on the paper and reports. AA stated a paper was written by a Council member on the Union taking a stance on the Science Museum hosting an exhibition that was hosted by Shell. Although most students agreed with the sentiment of the paper, it was ultimately rejected by Council with the majority of the concern regarding it being a good use of OT time given the ambiguity of the link between Imperial College and the Science Museum.

- i. JF acknowledged the difficulty of chairing Council meetings online for a year and thanked AA for carrying it incredibly well and ensuring the meetings have been quorate.

Board noted the update.

10. Strategic Plan 2021-23

TF noted that the steering group done an incredibly good piece of work steering the direction and creation of the document and plan. TF added that the new strategic plan is the first phase of the transformation and there will be a lot more around the annual planning budgeting round, annual planning round, strategic risk register, the partnership agreement and the code of conduct planning which will come to fruition in the coming weeks.

- i. KO expressed the new strategic plan is an amazing piece of work and is written succinctly and wished the Union luck implementing the strategy next year once she finishes her tenure.
- ii. A question was asked by JF what the next steps and timeline is for publication of the strategic plan. Trustees were informed that following the all-staff development day and volunteer townhall at the end of May, the document will then be sent to marketing to design the document and the Union will request a press release by Felix to present the strategy. The strategic plan will also be circulated to all Senior Staff at the College via email from the Union President, Chair of Trustees and Managing Director.
- iii. A question was asked by GP around KPI's, implementation and whether there is the intention of drawing up a business plan to aid implementation. Trustees were informed that the annual planning round outlines how the items in the strategic plan will be implemented.

Board approved the Union's new Strategic Plan.

11. Annual Planning Round 2021/22*

TF advised that the annual planning round gives Trustees an idea of how the business plan will be put together. Annual Operating Plans (AOPs) will be produced at the team level. Each plan will be owned and developed by the relevant line manager, with oversight and direction provided by the relevant Senior Manager and Officer Trustee.

TF noted that this should result in draft AOPs should be submitted and presented to Leadership by mid-July with final submission to Leadership by the 3rd of August.

TF added that part of the risk management framework is to take the operational risk register from Board level and instead have this reporting into Senior Management.

- i. A question was asked by MH how issues that arise from Union Council are considered in this plan. Trustees were informed that there will be room in each team's objectives for these types of issues.
- ii. A question was asked by JF how major pieces of work that may arise will fit into the planning round. Trustees were informed that the annual planning

process has review points throughout the year where projects will come in and out as necessary so there is alignment with the organisation's needs.

Board approved the structure and timeline of the new Annual Planning Round for the Union which is considered in conjunction with the new Strategic Plan.

12. Annual Budgeting Round 2021/22

RS advised that given the level uncertainty that is expected to continue into the next financial year, he has set out the processes and principles that will be used in setting the budget for next year. This is to ensure that there are no assumptions being made in regard to the level of trading from September onwards.

RS explained that the process this year will be conservative and also include regular reviews of budget stages, which will help dealing with the levels of uncertainty as we transition out of the pandemic.

TF added that this year will involve planning prudently as we are not in the same position as we were at the start of the pandemic. Similarly, the College have shared their budgeting principles with the Union and will build on their assumptions in ours, therefore if things were to go awry, we can take the stance that we had the same set of assumptions as the College. TF explained there are detailed timelines within the phases that are still pending as we are awaiting confirmation from the College on the additional block grant figure the Union will receive.

TF highlighted that the relationship the Union has with the College has significantly improved this year, therefore we are able to have a higher level of risk tolerance for next year due to the increase in College support as long as the Union is open and honest about its finances.

- i. GP noted this paper was presented to F&R who were happy with the framework being proposed and recommended the Board to accept this.
- ii. A question was asked by JF what assurances the Board has as the annual budget does not include capex or investment and if the Union did need to spend it, they would go to College or make a decision to spend it. Trustees were informed that if the Union needed to spend money for health and safety or otherwise, it will. Trustees were informed that the assumptions on no capex or investment are set on the baseline budget and if the College were to offer a higher amount of block grant for, there would be more scope to review a capital investment plan for next year.
- iii. A question was asked by GP as to where the Unions responsibilities start and end and the same for the College and where responsibilities for health and safety issues lie. Trustees were informed that the new partnership agreement with the College will provide clarity on this.

Board noted the approach to budget setting for 2021/22, which has been approved by the Finance & Risk Committee.

13. Finance Function Improvement Plan

RS gave a brief overview of the paper, outlining the paper focused on the headings of financial management throughout the organisation, specifically the need to improve finance documentation, compliance (including corporation tax risks), management and accountability.

RS noted that a detailed timeline, including proposed dates for committee sign-off of various policies and changes will be presented to the Finance & Risk Committee for consideration in June 2021.

- i. A question was asked by JF whether EPOS is fit for purpose. Trustees were informed that it is functioning currently as it is only being the retail shops and were using the app for the bars, consequently bypassing EPOS altogether. However, this will be reviewed under the commercial review as a stage two priority and will help the Union to understand what it requires from the system.

Board noted the initial analysis of the performance of the finance function at ICU and the six-month plan for improvement.

14. College Internal Audit 2020/21

TF noted that this year's audit result was extremely positive for the Union, demonstrating a high level of control within our budgeting process under COVID-19. Areas of good practice included, developing a measured approach to financial planning which only protected its core activities, regular reporting of budgets to the Board of Trustees and F&R Committee and a scenario planning budget setting process which considered a number of outcomes.

Board noted the most recent report from the College's internal audit and associated action points.

15. Strategic Reviews Update

TF noted that the governance review group has a 40-point action plan in draft format, along with discussion at Board to shape some of the other areas.

The people and culture group have re-written the terms of reference and its focus has turned to staff, people and culture as opposed its original purpose.

Space and buildings group have compiled a detailed audit document that includes all Union space that we use across the various campus' in London. TN advised this group will be bringing a formal update to the June Board.

TF stated that the commercial review group have had an initial meeting, with a following meeting taking place at the end of May. RS added that the food/beverage and events/venues streams will be spilt out to take into account what happens in term one during the next academic year.

16. Annual RO / DRO Report

TN outlined that the purpose of this paper is to provide assurance to the Board that the democratic procedures were followed, and the elections were run in a free and fair manner. TN stated that induction planning for July is underway and the Union is also planning to link in some Board sessions for new Trustees joining the Board.

TN highlighted that the Felix Editor and ICSMSU President roles were not elected in this election and there will be further engagement with students to run for these roles in the Summer elections.

TN added that the turnout was positive in the online format it was undertaken in (remote and during covid-19). However, there is a trend showing an increasing level of disengagement with our volunteers in elections, as well as a decline in engaged candidates running and voting. TN recommended to not run the Leadership elections in the same model as this year and possibly run a hybrid model to encourage more participation.

- i. A question was asked by KO as to why there had been no candidates running for the President of the medics position. Trustees were informed that there are students who have shown interest in running for that role in Summer. However, fewer students seem to be interested in taking a year out to do the role, which may be a result of the worsening relationship with faculty.
- ii. A question was asked by LJ if it was possible to have a granular level of detail of turnout, possibly grouped by faculty or PG-UG, which will help to understand the long-term trends within those groups. MH added it would be useful to have an overview figure of how many candidates nominated themselves.
- iii. A question was asked by MF whether it would be possible to review a threshold engagement of each candidate to determine whether they were serious nominations, i.e. submitted a manifesto and picture.
- iv. A suggestion was put forward by TF for the incoming President and Director of Membership services to carry out a detailed review of trends of the last five previous elections to be brought to the September Board meeting.

Board noted the summary of the election and results, including details on voter turnout, complaints, incidents and an overview of recommendations. Board requested a detailed review of previous elections to be brought to the September Board meeting.

17. Disciplinary Procedures Update

SL outlined the paper, noting the key highlights included the proposed framework with three core themes to our disciplinary framework: member's, CSPs, and venues. Each comprise a code of conduct that outline the expected (positive) behaviours that are expected in each area, and a disciplinary policy that outlines how the process is managed when there is a suspected breach of each code of conduct.

SL added there are other interdependencies that need to be considered, most importantly with the College's disciplinary procedures to define an escalation process of serious complaints received by the Union as well as how we handle things passed down to us from the College. However, it will be impossible to predict every scenario, particularly in relation to the distinction between members acting individually and members acting in their capacity as a club committee.

- i. A question was asked by LJ about the degree of fragmentation and having six different documents which may lead to difficulties keeping the documents consistent and updated in future. LJ questioned whether a consolidated code of conduct has been considered. Trustees were informed that there will be three separate documents and there will be a plan of implementation at the July Board meeting. However, Board has overall accountability for this, and it is their responsibility to ensure the policies are kept up to date.

- ii. A question was asked by MH about what the procedure is for making complaints as this is not clear from the policies. Trustees were informed that this will be reviewed as a separate stream of work.
- iii. A question was asked by AS whether the policies could be concatenated so it is easier to keep up to date. Trustees were informed that these policies are separate is to make it easier for people to be accountable for their actions through each code of conduct. Venue's code of conduct policies will have distinct behaviours that happen on a College location, whereas the CSP one may happen in various locations but within a CSP activity.

Board considered the approach to developing the disciplinary framework.

18. Governance Review

TF noted that the governance steering group have met and completed an analysis of the Union based off the Charity Governance Code. One of the key areas identified that needed further review is the role of subcommittees and how they function.

TF allocated the Trustees into five groups to discuss the overall strategic role of the subcommittee and if there are any lessons that have been learnt from the pandemic.

Each group took part in a 30-minute discussion and agreed to send written feedback to Tom Flynn.

Board noted the Governance review workshop and noted that a Corporate Governance Review action plan will be provided at the next Board meeting.

AOB

This item was considered confidential business.