

**Imperial College Union  
Board of Trustees / 29 September 2021**

**Corporate Governance Review: Update**

Author(s): Dr Tom Flynn (Managing Director)  
Dr Lloyd James (Union President)  
Victoria Agbontaen (Governance Coordinator)

Purpose: To consider an update on progress and note further actions required.

**1. Background Context**

In 2020 the Board of Trustees approved a range of thematic reviews to shape our transformation as we implement our new strategy. One of these themes was our corporate governance (rather than democratic governance).

The action plan was set out on the basis of the key themes identified in the Charity Governance Code, and we have already made significant progress on the majority of the key items.

An update is provided below. It is worth noting:

- i. The democracy review being led by the Union President in 2022 will almost certainly lead to a number of further changes that will impact on our governance – particularly our governing document.
- ii. Victoria Agbontaen has made the decision to move on from her role as Governance Coordinator. We are now recruiting for broadly the same role (with a slight job title change). Full details are here: [www.imperial.ac.uk/jobs/description/PRO00611/governance-democracy-coordinator](http://www.imperial.ac.uk/jobs/description/PRO00611/governance-democracy-coordinator)

	Recommendation	Update	Lead	Date
<b>Organisational Purpose</b>				
1	A review of the Union's corporate governance structure, particularly with reference to primary / non primary purpose trading.	To take place after this year's audit is complete, driven largely by financial risks.	RS	Jan 2022
2	Relevant updates made to the Union's articles and byelaws that reflect any changes on the basis of the actions in this document.	Majority of previous changes to be considered at the September and December Board meetings.	LJ	Ongoing
3	A new strategy that clearly sets out the purpose of the Union, distinguishing between the impact we're seeking on the lives of students, and the factors that will ensure the organisation is effective.	Complete		
4	An annual planning round that clearly aligns the work of staff (and associated teams / departments) with the strategy. Scheduled review points with the Leadership Group.	Complete		
5	A new balanced scorecard and annual monitoring round that measures our progress against delivery of the strategy, which includes a range of leading and lagging measures (outputs and impacts).	Complete		
6	A new financial model is agreed with the Board and the College that considers the nature of our income streams.	Complete		
7	A new partnership agreement with the College, with associated SLAs in key areas such as membership, estates, finance, IT, HR and data sharing.	This is due to be approved by Provost's Board in September.  SLAs will be complete by August 2022.		
8	A formal consultation with students and review of our membership of NUS, looking at the full range of options available under their new governance framework.	A discussion at Union Council on the various options before wider consideration by membership / Board.	LJ	Jan 2022
<b>Leadership</b>				
9	A clear statement of purpose for the Board that articulates its strategic role and how it adds value to the organisation. This should also include a reference to the role of Union Council, and how the two bodies interact with each other.	To be developed as part of the democracy review planned for term 2.	LJ	March 2022
10	An annual calendar of business approved in August every year, with key elements of forward agenda items identified.	Complete and ongoing		

11	Regular Board agenda planning meetings between the Managing Director, Chair and President scheduled in advance of meetings, to enable the identification of other items and prioritisation.	Complete and ongoing		
12	The formal delegation of a Senior Manager to act as Secretary for each Board subcommittee	Complete		
13	Standing items on every Board meeting to include update and performance reports from the Managing Director, Officer Trustees and Chair of Union Council.	Complete and ongoing		
14	A transparent annual appraisal and objective setting process for the Managing Director led by the Chair and President and reported back to Board.	Complete		
15	A structured objective setting process for the Officer Trustees as part of their induction, communicated clearly to students and reported back to Board with regular performance updates.	Complete and ongoing		
16	A set of updated job descriptions and person specifications for External Trustees and Student Trustees, that takes into account the different requirements for each role.	This will be complete in time for the new student trustee election / recruitment.	TF	Dec 2021
17	A series of Trustee 1-2-1s with the Chair at the midpoint of each year.	To take place in Jan/Feb. Scheduling to be undertaken in Nov/Dec.	JF	Jan/Feb 2022
<b>Integrity</b>				
18	A set of organisation values clearly established in the strategy, with the development plan for 'great people and culture' setting out how these will be embedded across the entire organisation.	Complete		
19	The inclusion of KPIs related to our values as part of the balanced scorecard.	Complete		
20	A formal code of conduct for Trustees that works in tandem with our members' code of conduct and sets out the process for any complaints and disciplinary action under charity law.	Consultation exercise run at the Board away day, with final approval in December.	LJ / JF / TF	Dec 2021
21	A formal conflict of interest policy that covers Trustees and Senior Staff, with a public register of interests.	To be approved at the December Board as part of our annual audited accounts signoff.	RS	Dec 2021
22	A safeguarding policy is developed as part of our H&S policies, which links with the College's approach to safeguarding.	Complete		
<b>Decision-making, Risk and Control</b>				
23	A clear strategic rationale for the subcommittee structure of the Board, with updated terms of reference	Complete		

	and memberships (see section 4 below). This should be reviewed annually in September.			
24	A scheme of delegation approved by the Board and updated on an annual basis at the start of each academic year.	Consultation exercise run at the Board away day, with final approval in December.	TF / LJ	Dec 2021
25	A risk management policy and strategic risk register, that is reviewed by the Board at least twice per academic year.	Complete and ongoing		
26	A corporate policy register covering key infrastructure areas in the Union (including finance, HR, H&S, data protection), stored in a centralised hub with review points identified for all.	A key objective for the new Governance & Democracy Coordinator once in post.	GDC	Jan 2022
27	A third-party partnerships policy governing our relationships with external organisations – for example advertising and promotions.	A key objective of the DPFS this year.	SL	Feb 2022
28	A clear cycle for the retender and renewal of our external audit partner.	Complete		
<b>Board Effectiveness</b>				
29	The appointment of a Deputy Chair of Trustees from the External Trustees.	To be approved in September Board and ratified at Union Council  Constitutional amendment approved.	LJ	Sep 2021  Dec 2021
30	A 'Board effectiveness discussion' on the agenda at the midpoint of the academic year, including consideration of external observation and an individual reflection exercise.	To be included in the 16 February meeting.	TF / JF	Feb 2022
31	At least one Board 'away day' at the start of each academic year focused on relationship building and the year ahead.	Complete and ongoing		
32	A structured induction process for all Trustees, including a handbook that contains key information on the Union.	Three induction sessions have been created and run.  Handbook to be developed ready for new student trustee induction.	TF  CT	  Mar 2022
33	The identification and promotion of external training opportunities for Trustees.	Consultation at Board away day on future training needs.	TF	Sep 2021
34	A revised recruitment and support process for Student Trustees supported by the Managing Director, Governance Officer and Union President.	To be completed in the second academic term.	LJ / GDC	Mar 2022
35	Enhanced messaging during the main elections regarding the responsibilities of Trustee positions.	To be included in the main OT election period communications planning.	TN / JC	Feb 2022

36.	A Board 'succession plan' considered annually that clearly identifies upcoming terms of office and recruitment requirements.	To be developed once the Deputy Chair appointment is confirmed.	TF / JF / LJ	Dec 2021
<b>Equality, Diversity and Inclusion</b>				
37	The inclusion of 'inclusivity' as one of the key values of the Union.	Complete		
38	An equality, diversity and inclusion strategy (EDI) for the Union that spans all areas of the organisation, engages with the College, and includes a detailed action plan developed on the basis of it.	T&F group created to manage the development of this.	TF	May 2022
39	A rolling programme of EDI training for staff, trustees and senior student volunteers.	To be considered as part of the EDI Strategy and Action Plan	TF	May 2022
40	Publicly publishing key results such as our gender and race pay gaps, with a comprehensive narrative explaining them and setting out key actions.	To be generated as part of our 'annual measuring round' at the end of each academic year.	RS	Aug 2022
41	Explicit consideration of Board diversity when undertaking any Trustee selection by application and selection.	To be considered as part of the EDI Strategy and Action Plan	JF / TF	Ongoing
42	Continued use of the mixed mode of physical and electronic meetings for Board and its subcommittees / task and finish groups.	Complete and ongoing.		
<b>Openness and Accountability</b>				
43	A report to Union Council and the membership on the Action Plan, communicating where improvements are planned and the work being undertaken.	A summary version of this paper to be presented to Union Council.	LJ	Sep 2021
44	A Communications & Stakeholder Engagement Plan for the Board.	To be developed	JC / LJ / TF	Feb 2022
45	An annual impact report plan that clearly articulates the work of the Union and progress it is making against the strategy. This should also include information about key challenges and where progress has yet to be made.	2020/21 Annual Report to set this context.  2021/22 Annual Report to be structured on the basis of the new strategy.	TF	Dec 2021  Aug 2022
46	Termly 'meet the Board' sessions for senior student volunteers to directly meet and ask Trustees questions about their work.	To be hosted over MS Teams and promoted to senior student volunteers.	CT / LJ	Nov 2021 Mar 2022 Jun 2022
47	A revised complaints policy and procedure, with associated data published for members and the Board.	Complete and ongoing		