**Imperial College Union
Board of Trustees / 18 May 2022**

Board Effectiveness Review

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Purpose: To present the findings and recommendations of the review exercise for
                consideration

1. Context

Our corporate governance review action plan (set out on the basis of the key themes identified in the Charity Governance Code) was reviewed by Board in September 2021. One of the actions included in the action plan was to include a "'Board effectiveness discussion' on the agenda at the midpoint of the academic year, including consideration of external observation and an individual reflection exercise". In February 2022, Board approved a proposed approach and timeline for an individual reflection exercise on Board Effectiveness.

2. Approach

The review has broadly followed an Appreciative Inquiry model, the first two 'phases' of which have now been completed:

- 'Discovery' Phase ('finding out what works well'): responses to written prompts were sought between 14 and 28 February 2022
- 'Dream' Phase ('considering what might be'): consultative calls between individual trustees and the Chair were held between 7 and 18 March 2022

This report is the result of the third 'Design' Phase – proposing 'what should be' and suggesting developments for the future. The proposal of this report's recommendations seeks approval to proceed with the final 'Delivery' Phase, that is, that trustees may commit to collaborative change towards further effectiveness as a Board, and may be empowered to do so through enacting the recommendations.

3. Executive Summary

This report uses the term 'member' to refer to Board members (rather than students as 'members' of the Union). It makes 10 recommendations.

They are:

Recommendation i: Invite incoming trustees to observe Board in July as part of an induction/handover between outgoing and incoming trustees; and from 2023, consider an away day around Eastertime for incumbent and incoming trustees, in order to begin transferring wisdom.

Recommendation ii: Governance & Democracy Coordinator to facilitate internal memos regarding matters upcoming Board matters, as part of the agenda-setting and paper deadline process.

Recommendation iii: Refresh new trustee induction material to make sure there is sufficient content on the roles of College Council and Union Council in relation to Board

Recommendation iv:	ICU to facilitate less formal interactions (i.e. beyond Board meetings) between members that foster a sense of community and common purpose.
Recommendation v:	Trustees to direct strategic questions towards SMT lead on deep dive items
Recommendation vi:	Move Matters for Decision to the beginning of the meeting agendas.
Recommendation vii.	Recommendation: Board and Sub-Committee minutes to be circulated to the relevant members after 7 to 10 Clear College days of a meeting.
Recommendation viii:	Include in the paper pack circulation a reminder of an open invitation for all members to approach any paper author in advance with any questions or concerns they have about any Board business.
Recommendation ix:	Chair to consider inviting members to keep opinions on papers/matters neutral until the end of a discussion
Recommendation x:	Explore alternative College spaces for Board meetings

4. Responses to the Written Prompts

To gauge what is currently working well and in order to build further upon these foundations, five reflective prompts upon positive aspects of Board were issued to trustees. For example, in response to the prompt 'On a good day, we/our Board is . . .', two trustees described Board as 'supportive'; one of these two immediately followed this adjective with '*and* a critical friend', and a further trustee responded that a good Board is 'engaged, collaborative, and constructively critical'. This dual aspect of support and constructive challenge was prominent:

'a cohesive group who can challenge each other but acts collectively'

Following Board's steer at the last meeting, five prompts were also issued in the negative to uncover what might be hampering Board from being as effective as it could be. The issue of questions of irrelevance or minutiae arose in response to 'I am frustrated when . . . '

'We're running behind schedule and people are asking questions that are not really relevant'
'Lots of minor/detail questions are raised that could be dealt with outside of meeting'
'People ask questions that could be asked offline'

At the same time, it was observed by some members during the consultative calls the need to allow less experienced Board members to somewhat learn through experience by asking questions and gradually gain confidence in gauging how to perform best as a trustee, particularly as newer members may be less confident; the balance in contribution between different trustees was noted in response to 'I know things are working really well when. . .':

'Student trustees, OTs and external trustees are all able to contribute equally to conversations.

5. Consultative Calls, Analysis and Recommendations

This section summarises key findings and recommendations arising from the consultative calls. For ease, they are grouped thematically – highlighting key questions and issues, feedback, conclusions, and suggestions for change.

Thematic Area A: Training and Induction

Some trustees noted the value in the informal mentoring (distinct from the formal mentoring trios established among the Board presently) that has occurred in the past towards 'incoming' trustees or OTs-elect by 'outgoing' trustees (particularly the incumbent OTs in this case) in transferring some wisdom about being a trustee on the Board. It was noted that previously a

Board away day had been held around Easter, with the incoming trustees invited, to help facilitate this. Whilst we have not had the opportunity to arrange such a day this year, Board may wish to consider such an initiative again in the future.

    i.   Recommendation: Invite incoming trustees to observe Board in July as part of an induction/handover between outgoing and incoming trustees, and from 2023 consider an Easter away day for incumbent and incoming trustees.

In addition, the challenge faced by OTs day-to-day in having to balance three different aspects of their role – as student representative, as employed member of staff and as trustee of the organisation – was highlighted as something that is relevant to Board effectiveness, in that it requires great timeline management in ensuring that they have the opportunity to feed in operational considerations (as a student representative/staff member) at the relevant fora prior to Board. The Union already has a substantial induction programme for trustees at the start of their term of office covering the role of the Board and the relationship between governance, representation, and management. However, it might be beneficial if the Union coordinates advance facilitation of discussions between Board paper authors and OTs, to ensure any granular concerns have the opportunity to be discussed in development fora ahead of Board; in practice this does generally happen e.g., at Management Committee, however, occasionally with tight turnarounds of progressing work on issues and paper deadlines, it may be useful for catchups to be arranged, to enable questions of detail to be discussed and addressed.

    ii.   Recommendation: Governance & Democracy Coordinator to facilitate internal memos regarding matters upcoming Board matters, as part of the agenda-setting and paper deadline process.

Another matter that arose in discussions were trustees' understanding of the roles of both College Council and Union Council. Some trustees reported feeling underinformed regarding the role or relationship the Board should have with College Council (and its members), if any, as the College's governing body. Conversely, others felt that in the past Board discussions sometimes have delved into concerns over matters that are the sole jurisdiction of Imperial College Council. Regarding *Union* Council, it is important to remember that not all Student Trustees or Officer Trustees will necessarily have been involved in or perhaps even aware of Union Council as a student/prior to becoming a member of the Board, and so particular briefings for new trustees on the two Councils – similar in name but very different in scope – were identified through the review process as something that would be helpful.

    iii.   Recommendation: refresh new trustee induction material to make sure there is sufficient content on the roles of College Council and Union Council in relation to Board.

Thematic Area B: Board Relations

The formal mentoring trios were mentioned several times during the consultative calls. A minority of such were felt to work particularly effectively, in meeting to discuss papers before Board meetings and meeting after Board meetings as well for debriefing. However, in some cases, such meetings of the trio were felt to be too formal to be truly helpful as an ongoing mentoring relationship, i.e., the relationship is restricted to infrequent structured discussions around Board papers once circulated. Further to this, informal conversation opportunities with trustees were frequently mentioned as having been valuable for developing rapport and knowledge transfer, as was a desire for increased social opportunities for building a sense of community among the Board. With the current external trustee recruitment ongoing, it was intimated that ICU should be upfront with candidates that we are really interested in individuals who would be willing to commit time for interaction with fellow trustees outside of the formal three-hour Board meetings.

iv. Recommendation: ICU to facilitate less formal interactions (i.e. beyond Board meetings) between members that foster a sense of community and common purpose.

Thematic Area C: Meeting Agendas, Business and Documentation

The quality of Board papers at present was repeatedly praised during the review process. The 'deep dive' explorations into different key areas of the Union that trustees may not otherwise know was also commented on as being beneficial. Some members wondered how consideration was given to which policy/activity area(s) of the unions were able to be selected for consideration by Board. The Chair summarised these comments as being that Student Trustees and Officer Trustees should feel empowered to highlight issues arising of strategic importance to the Union to the meeting 'agenda-setters'. An opportunity for such arises at the presentation of the Calendar of Business at each Board meeting, however, it may be worth highlighting that this standing agenda item is an opportunity for trustees to advise the meeting of any policy area developments of significance or of 'noise in the system' from among union members on a particular matter, on which Board may wish to request a discussion.

On the 'deep dive' presentations, members largely welcomed the opportunity to hear diverse voices from across the Union staff team and acknowledged them as a good opportunity for line managers in their professional development. At the same time, some members acknowledged that Board may have strategic questions of Union directorates for which it was felt more appropriate for a Senior Manager to field.

v. Recommendation: Trustees to direct strategic questions towards SMT lead on deep dive items.

A key matter identified during the calls was that sometimes ICU Board meetings have had items for decision coming up quite late in the agenda, when the Board is becoming increasingly pressed for time. A suggestion was made to bring all for decision items upfront so there is more time for discussion on items for decision and less for items that that are for report only.

vi. Recommendation: Move Matters for Decision to the beginning of agendas.

Finally, the swift circulation of Board minutes was noted as helpful and was requested for Sub-Committee minutes moving forward as well, particularly for ensuring that actions are followed up promptly.

vii. Recommendation: Board and Sub-Committee minutes to be circulated to the relevant members after 7 to 10 Clear College days of a meeting.

Thematic Area D: Meeting Decorum

It was suggested during the consultative calls that on reaching to items 'to note' at Board meetings, the Chair might first like to ask paper authors if there is anything else or new to add to the paper, then ask Board members for any points of clarification sought, before offering opportunity for encouragement and constructive challenge from members on matters reported. This was suggested to avoid unnecessary repetitious presentation of what is often already clearly detailed within a paper. It was also suggested that in opening up to questions on a matter, student and officer trustees might be invited to respond first in order to empower their contribution. These are matters for the Chair's discretion rather than a recommendation.

Further to the previously mentioned point about Board occasionally straying into management-level discussions, a question arose during the consultative calls on whether the Chair should intervene on such occasions. Some members felt that, if important operational considerations raised would otherwise impact an important decision Board is being asked to make, then no, as Board should be enabled to make informed decisions. However, it was suggested that the Board secretary could include in the paper pack circulation a reminder of an open invitation for all members to approach any paper author in advance with any questions or concerns they have about any Board business; it was emphasised that this suggestion is not to substitute for asking questions at Board but to provide an opportunity for clarification. In fact, some members felt it be important to note or raise again at Board questions that have been asked by at a prior sub-committee so that any significant thoughts or concerns are brought to the attention of the full Board.

> viii. Recommendation: include in the paper pack circulation a reminder of an open invitation for all members to approach any paper author in advance with any questions or concerns they have about any Board business

Another point raised about Board discussions was a tendency to *begin* or *preface* certain agenda points (once they are reached) with glowing praise of the paper received in advance. Whilst the need for positivity and encouragement was unanimous, it was observed by some that making a value judgement on a matter before questions or discussions are concluded can be a barrier to positive critique or to empowering trustees to freely share any concerns that they genuinely have.

'A lot of the time we open with lots of positive praise and that makes it difficult to be a critical friend (particularly if the person who has done the work is in the room)'

'Sometimes I get the sense that some people disagree silently, but will go with the majority'.

On the other hand, some felt that Board can be found to have a mindedness on a particular matter if there are no objections or concerns to the contrary, which need not be a bad thing.

'The papers that we've had recently have been so good, but the discussions still add value to our work, even if members disagree. In fact, I feel sometimes people are scared to be in general agreement on a matter, as if that means we aren't being diligent enough'.

> ix. Recommendation: Chair to typically invite members to keep opinions on papers/matters presented *neutral* until the *end* of a discussion.

Thematic Area E: Meeting Arrangements

There was a consensus among members that in-person Board meetings work better than virtual ones, however, it was felt by some that a hybrid format should be a 'tool that we have in our toolbox'. For more immediate consideration it was noted that room ventilation, whilst perhaps sounding trivial, is highly important in enabling members to be as alert and effective in meetings as possible, as is a fresh supply of hot water for tea and coffee after the break.

'On a good day, our Board is . . . <u>caffeinated, well-nourished, and chatty</u>'.

Finally, room layout was noted as important for enabling all to participate in discussions. It is anticipated that there may be alternative (and most likely larger) spaces available that may enable alternative seating arrangements with improved lines of sight between all members.

> x. Recommendation: Explore alternative College spaces for Board meetings.