

DRAFT Minutes of 28-Sep-22 Board of Trustees meeting at 2pm in MR3, Beit Building

Trustees Present:

Stephen Richardson (SR)

Dan Wagner (DW)

Phil Power (PP)

Dot Griffiths (DW)

Genevieve Landricombe (GL)

Jane Coulson (JC)

Hayley Wong (HW)

Jason Zheng (JZ)

Nathalie Podder (NP)

Niamh McAuley (NM)

Dylan Hughes (DH)

Michaela Flegrova (MF)

Charlotte Drastich (CD)

Sam Lovatt (SL)

Yuki Yuan (YY)

Staff In Attendance

Tom Newman, Joint Interim Managing Director (TN)

Rob Scully, Joint Interim Managing Director (RS)

Ashley Cory, Interim Director of Marketing & Communications (AC)

Clem Jones, Governance & Democracy Coordinator (CJ)

Cat Turhan, Representation & Advice Manager (CT) – Item 10 only

1. Welcome

SR welcomed everyone to the meeting. SR noted that as a way forward he will assume that all papers have been read by everyone in full before Board meetings and asked all paper authors to ensure they state clearly what they want from Board as an outcome of their paper.

2. Apologies for Absence

Noted from Ang Li due to illness.

3. Minutes of the Previous Meeting held on 13 July 2022

Approved as an accurate record, subject to the correction of two minor typographical errors identified.

4. Matters Arising

SR noted that the Register of Interests would be considered under the next item.

Regarding the EPOS system update, it was agreed that this should come to Finance, Audit & Risk Sub-Committee in the first instance, with RS to be apprised on what exactly the Sub-Committee would like to learn. CJ agreed to transfer this to the Sub-Committee action tracker.

5. Identification of Conflicts of Interest

CJ noted that Annual Declaration of Interests forms had been circulated to Board members and were now all completed and filed. CJ further noted they will be submitted to the auditors.

- i. SR asked if Board should notify staff if there are updates to their Interests in-year. RS noted that the declarations are submitted to the auditors on an annual basis but asked Board members to let staff know of any changes so that records of Interests can be kept up-to-date and accurate.
- ii. DW noted that all trustees have a conflict to declare regarding the Trustees Expenses Policy under AOB. RS noted that the policy had been circulated for information at this time rather than having any updates for approval presented.

6. Identification of Confidential Business

RS noted a version of the management accounts will be produced for website that does not disclose individual staff members' remuneration.

7. 2021/22 Outturn/Year End Update

RS presented paper TB/22-23/01, highlighting that the outturn means there is no significant contribution to a strategic investment fund this year but also that the Union has not had to dip into its reserves at all. RS also highlighted a healthy cash position.

- i. MF asked if the USS pension deficit provision is something the Union would expect the College to help out with. RS noted that if an immediate need materialised then the College would be approached, however, over a long period of time the deficit liability amount is expected to decrease.
- ii. GL asked what the Union's target reserves are and if they were based on a percentage. RS stated they were not and that the target is circa £500k, also noting that the reserves policy is scheduled for annual review.
- iii. GL queried the £10k budgeted for 'other' under Marketing and Student Opportunities in the Stage One Budget. RS noted that, under Marketing, a new Director of Marketing & Communications started in post at the beginning of August last year, and the Student Opportunities line was supposed to be for the implementation of a new Customer Relationship Management (CRM) system. RS further noted that these were put as 'other' at Stage One last year rather under other lines in order that they do not get lost in rolled forward budget every year. RS also noted that for Stage 2, 3, 4 and 5 they had been distributed out.
- iv. GL also asked what didn't happen under Legal & Professional in Finance that was budgeted for. RS noted this excludes a planned VAT review, part of the reason for delaying which was a) RS' capacity presently pending Venues staff recruitment and & b) the ongoing HMRC case with Students' Unions regarding the catering exemption.

Board duly considered the outturn of the 2021/22 financial year.

8. Annual Operating Plan Summary

TN presented paper TB/22-23/02, noting that the main question asked is whether Board is happy with the process and happy with the priorities stated.

- i. SR noted the summary contains a lot of proposals and asked if there was the bandwidth available to achieve them all. TN welcomed the observation and stated that a rationalisation exercise needs to be done in the next two weeks with each of the plan owners. SR noted that Board will rely on TN to form a judgement on how realistic things are, with DG commenting that often 'less is more' in such circumstances.
- ii. HW noted for the minutes that her and NP had swapped as OT Leads for the Facilities, Health & Safety and Marketing & Communications operating plans.
- iii. JZ asked who the Staff Lead for the Venues operating plan would be given the departure of the staff member stated. RS noted that as of today it is himself, which in due course will become the new Venues Operations Manager once they start and have been inducted in post.
- iv. GL asked how the Annual Operating Plans related to the new MD's priorities. SR suggested discussing the relation to the MD Update under Item 14. TN confirmed that AOP priorities are currently aligned with his priorities as incoming MD.
- v. DG noted that the organisation has had a lot of staff turnover and needs to monitor that moving forwards. SMT noted that recruitment in Membership Services under the Back-to-Basics recruitment plan often saw recruits joining in a sideways step in their career who were almost ready for moving on to the next stage in their career anyway; the Venues recruits from last year also went straight into working Welcome, which RS is keen to avoid for new recruits, ensuring they have a full induction period. TN noted that the organisation has also had feedback that some

staff left is to go on to bigger and better things because they had a good experience of working here.

9. Annual Balanced Scorecard

TN presented paper TB/22-23/03.

- i. DW noted that one issue in using the surveys listed to measure membership engagement within the Union is that they are self-selecting. MF also commented that it would be helpful to have explanation about *why* the Union considers each of the surveys to be a valuable data source, if they continue to be used. SR suggested that, in the next iteration of such a data set, the Union might wish to compare performance with a comparator group. SR further suggested that the Union might like to determine priority KPIs to focus insight efforts on what the Union really wants to know.
- ii. HW asked if TN could expand on the concern regarding a lack of a unifying union survey. TN noted that some Students' Unions have a single survey they run at end of year to form the basis of their member engagement and satisfaction monitoring. TN further noted that if ICU is to take this approach such a survey would need to be 'owned' by a team to ensure successful implementation. HW cautioned there will likely be some survey fatigue among students by the end of an academic year.
- iii. MF noted that there has not been consistency in recent years as to what surveys different teams in the Union run, and commented that it would be good for teams to have some consistent monitoring points across years. TN noted he is keen on having some service-standards measures, as well as impact measures, moving forwards.
- iv. DW asked if the SMT are going to present Board with another balanced scorecard; TN noted the approach needs to be owned by SMT and agreed they need to bring something to the November Board meeting.
- v. JC asked if this scheme of work would sit best under the communications team; TN noted that the Union has research and insight capacity in the representation team and also has some capacity for some market research. TN stated leaning towards it living in the representation team for now but noted it is possible that the Union may have a different structure under a future iteration of its strategy. NP noted that said function in the representation team does look at both policy and research which creates quite a high workload and suggested the Union may wish to increase resource allocation in this regard. YY suggested there may be future opportunities for additional qualitative data collection as well as quantitative.

Board noted the current scorecard and noted that a new scorecard would come to the next Board meeting.

10. EDI Strategy & Action Plan Update

SR welcomed CT to the meeting. TN, NP and CT presented paper TB/22-23/04. TN highlighted that some of the themes identified during the project work included: in the recent context of organisational turnaround and covid lockdowns, some of the leadership decisions that were made during that time regarding the organisation were felt or perceived by some to be less collaborative than desired; there is a lack of clear a clear understanding of a definition of EDI; shared priorities with ICL regarding EDI need exploring. NP highlighted that there have been some frustrations with the consultancy firm engaged for this project and a level of disappointment with their outputs relating to data and student consultation. HW echoed this, noting that the OT team are unhappy with the level of student consultation team that has been undertaken. TN noted that a final meeting of the Task & Finish group with the consultant would be needed to ensure all the project information is passed back to ICU, to enable strategy formation.

- i. JC asked about the relationship with ICL regarding working on EDI matters. NP noted that she and HW sit on EDI Strategy Group, chaired by the Assistant Provost (EDI), which reports into University Management Board. NP further noted that the Strategy Group has sub-committees which each form an action plan e.g., the Stonewall Action Committee has an action to map out the student journey for student transitioning gender.
- ii. SL asked what the research sources were for the thematic playback. NP and CT noted that these were primarily interviews with staff and trustees but also over 600,000 points of engagement between students and the Union since the 2019/20 academic year have been matched to characteristics of the students at the time, for example for degree programme, fee status etc.

Trustees then discussed the following points in groups:

- A definition of Equality, Diversity and Inclusion for Imperial College Union
- Whether the playback themes seem to make sense in the context of the intention behind the strategy and the playback observations
- Whether there are any areas of priority that are missing from the playback
- Within each playback theme, where the Union should focus its resource to achieve positive outcomes and impact.

Feedback

Group One

DH and SR noted that the main thing that had resonated with the group was the importance of determining the difference between internal (i.e., within the Union) and external (i.e. at the College) changes to be sought, and particularly the importance of delineating where the different responsibilities lie.

Group Two

DW noted that the group looked at the definition of EDI in terms of distinguishing it from an employer perspective vs a membership organisation perspective, noting that they focused on membership part. DW noted that his personal view is that the terminology of EDI isn't quite "catchy" enough for the Union to use an operational basis to challenge ourselves, as it has so many meanings outside of the union, and suggested the Union needs a way of ensuring, for example, postgraduate considerations are taken into account even when there may not be any postgraduates in the room.

Group Three

JZ noted the group looked at the missing priority areas and suggested there was not enough capturing the need to address diversity amongst the SMT and the board. The group also suggested looking at the Union's applicant pipeline/recruitment processes, and removing barriers to student services. The group further commented that the areas of focus suggest a lot of reviewing, but not necessarily a lot of implementation. Finally, the group expressed that the need for an accessible representation system was expressed in the paper but not necessarily accessible communications which was also felt to be important.

Group Four

Noted the group had considered that a starting point of a definition for EDI could be "everybody in" e.g. everyone treated and welcomed with equal respect/equal access to all union resources. YY further noted that the group considered improving the Union's recruitment pool to be a more inclusive employer, and the potential for working directly with CSPs inherently interested in EDI on this scheme of work.

Group Five

NP noted that the group discussed the issue of defining EDI, and raised the importance of having data to understand which groups are underrepresented, e.g., not just assuming the Equality Act (2010) definition of protected characteristics covers all groups. NP further noted the importance of recognising what the Union has direct influence over and what it does not (e.g. union-run activities vs education and resources).

Summary

TN summarised that a final meeting of the Task + Finish group would be needed to get all the data and information from the consultants, and then an update will be provided at the next Board meeting in which a timeframe for next steps will be outlined.

Board duly considered the proposed priorities and themes for the Union's Equality, Diversity and Inclusion strategy. CT left the meeting.

11. Strategic Risk Register Review

RS presented paper TB/22-23/05, highlighting the need to do a deep dive at the next Finance, Audit & Risk meeting to check whether the risks on the Register are still on the top 13 risks for the organisation

- i. DW noted the ultimate aim of the register is to ensure the *mitigation* of risks facing the Union, not just to delineate the risks. GL further noted that the risk ratings as presented did not feel reflective of recent conversations had. RS welcomed the comments and noted that a previous discussion had been had at Board regarding whether to have a 'target risk level'. GL commented that there the organisation should have a consolidated risk appetite.
- ii. NP suggested that there has been a change to the Work in Progress for Risk #12 in that NUS membership is no longer an active consideration at this time.
- iii. HW asked why the risk level of Risk #13 is reduced if there are no Work in Progress actions. RS noted that HE sector regulation seems to currently be focused on providers in need of improvement, and Imperial performs well.

Board duly considered the review of the Strategic Risk Register.

12. Annual Health & Safety Report

TN presented paper TB/22-23/05.

Board noted the report.

13. Digital Transformation Project Update

AC presented paper TB/22-23/07.

- i. DW noted that resource implications of the project were due to be funded through monies from a Strategic Investment Fund which has not been forthcoming and therefore asked how the project would be funded. AC noted that the first step of the project is put together a roadmap, which does not cost any money, whereas the second step is implementation and will cost money.
- ii. MF noted a student trustee was included in the Task & Finish group Terms of Reference and asked who this would be. AC interested student trustees to email expressions of interest.
- iii. GL queried if the staff membership of the Task & Finish group feels a bit too 'top-heavy'. RS stated he is happy to be an 'as required' attendee of the Task & Finish group. DW suggested it may be helpful to have a stakeholder group or list as well as the Task & Finish group overseeing the project governance. PP suggested AC talk to the equivalent group at the College to make sure any infrastructure developments are aligned.

Board approved the terms of reference for the Digital Transformation Project Task & Finish Group.

14. MD Update: ICU Roadmap

TN presented paper TB/22-23/08, highlighting that some of his early foci as incoming MD would be workplace culture, an organisational competency framework, and development/finalisation of the Union's EDI strategy.

- i. DW commented that that the mental health & wellbeing policy area indicated in the Update is crucial but may not currently align with AOPs. DW noted that, as good as the Advice Centre current operating model is, it was set up in line with the scope that was given at the time, noting that if the Union widens the scope, then resource will be required to fill that. TN noted that the Advice Centre has grown quickly out of the *Back to Basics* strategy and the scope of the service should be considered.
- ii. DG noted that the Roadmap seeks to cover a lot of ground and there may be difficult prioritisation to undertake. TN agreed and noted that the first step would be getting the right SMT in place. SR noted the Board would help TN with prioritisation. GL echoed the comments, emphasising the value of spending time reflecting and getting culture right. JC noted that the three phases identified in the time matrix may help with ensuring realistic prioritisation.
- iii. HW queried that sec 4.2 suggests that on the new strategy development a green paper might come to Board in Nov/Dec. TN confirmed that there will need to be a standalone paper on Strategy Development to come to the next Board meeting.

15. Staffing Update

AC presented paper TB/22-23/09.

- i. SR asked if there is clarity about what the Union is looking for in terms of the recruitment of a new permanent Director of Marketing & Communications. TN noted he would like members of the Board to be involved in SMT recruitment.
- ii. CD asked how the work from the EDI review was being factored into the arrangements surrounding staffing matters at the Union. AC noted that the Union is are getting to grips with where we advertise to increasingly encourage applications from underrepresented groups, noting this has included basic measurers such as continued use of DiverseFind.io. RS further noted the value and importance of providing part-time staff roles in further enabling underrepresented and diverse groups to apply for jobs at the Union.

Board noted the update.

16. OT Annual Objectives

HW presented paper TB/22-23/10. HW noted she had clarified with the Felix Editor her third objective to 'keep the cat free', noting that this referred to ensuring the newspaper is free to write about what aligns with its values, and not allowing itself to feel pressured, for example, by companies who do not share said values but approach the newspaper with sponsorship or advertising offers.

- i. DG commended the Officers manifesto priorities and suggested that at some point there will be a need to start thinking about moving from the 'what' to the 'how' stage. HW noted that the OTs were drawing up Project Initiation Documents, which detail a lot more of the 'how' of the individual projects.
- ii. DW noted that a number of projects are reviews and suggested it would be helpful for these to have a hypothesis relating to the review stated at the beginning.
- iii. PP asked regarding the ICSMSU President's objective regarding culture whether it was linked and joined up to the rest of the organisational work on culture. HW noted that she and NP had been working close with the ICSMSU President on this.

Board noted the OT's annual objectives.

17. Council Chair Update

YY presented paper TB/22-23/11.

- i. HW commented, regarding Scrutiny Committee, that she felt it is important that those who get elected onto the committee receive adequate training on their role and how to conduct themselves in order to undertake their duties. YY noted this would be arranged.
- ii. MF noted that the first council is arranged for Week Six of term and Council is required to meet every four weeks during term time. YY noted the first meeting has been arranged as early as possible after the Autumn Elections conclude so Council can convene once all seats have been filled. MF noted another meeting would therefore be required in Week Two. CJ and YY agreed to arrange this.

Board noted the update.

18. Subcommittees Update

CJ presented paper TB/22-23/12.

- i. DW highlighted the additional Finance, Audit & Risk meeting held to consider the draft 2022/23 outturn, and RS thanked members of Finance, Audit & Risk for their understanding and support at this time with the particular busyness of the Venues surrounding Welcome. NP also thanked RS for his role in helping recruit a new security firm for the venues.
- ii. PP noted a further meeting of Governance & Membership would be held later in the term to agree the Rules & Regulations and Eligibility of Suspended Members for the Leadership and Summer Elections 2023.

Board noted the update.

19. Annual Calendar of Business

CJ presented paper TB/22-23/13.

- i. SR asked about the purpose of the Easter Away Day. CJ and TN noted that the Easter Away Day is to begin team building with and knowledge transfer to the incoming Officer and Student Trustees, who will have just been elected in the Leadership Elections of March 2023.

Board noted the Annual Calendar of Business for the 2022/23 Academic Year.

20. AOB

Expenses Policy

RS noted that the Trustee Expenses Policy had been circulated with papers and would welcome any feedback as it is scheduled for review. RS noted feedback had been received so far relating to care expense and the cost of London hotels if visiting for Board meetings.

- i. MF suggested referring to the College's expenses policy as the basis for any additions regarding childcare. GL suggested expanding the scope of care expenses to cover all care not just childcare. SR suggested that such aspect of the policy should indicate that it refers to all types of care 'within reason'.
- ii. NP asked if it would be acceptable to include safety as an 'other practical reason' for using taxis over other means of public transport (covered in sec 2.1.4 of the policy), for example, if a trustee is travelling to or from an engagement in the dark. SR agreed it would and RS said he would work this into the redraft.

Mentoring

SR asked trustees consult with HW via email regarding the Trustee Mentoring Trio arrangements for this year.

Two subcommittees

SR noted he has asked the incoming Lay Trustees to consider which Sub-Committees they would like to serve upon and the appointments will be confirmed in due course.

SR thanked everyone and closed the meeting at 4:45pm.

DRAFT