

**Imperial College Union
Board of Trustees / 19 July 2023**

Board Subcommittees: Updated Membership for 2023/24 and Terms of Reference Review

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Purpose: To approve subcommittees' Terms of Reference ahead of the new academic year

Action(s): To approve

1. Background Information: Why does/should the Board delegate work?

There is broad agreement that Board should delegate work to a smaller body / group only when the following principles apply:

- i. *Added value*: when doing so is preferable to undertaking the work by the full Board or delegating to key individuals.

This added value should largely be based on one of the follow four principles:

- ii. *Focussed expertise or experience*: in cases where the subject matter requires specific skills or experience to understand and fully engage with the topic being considered.
- iii. *Increased assurance*: in cases where the subject matter requires significant additional time, detail or commitment for assurance to be obtained on behalf of the Board.
- iv. *Increased engagement*: in cases where the involvement of specific key individuals in greater detail or depth (that may or may not be a member of the Board) is beneficial for the organisation.
- v. *Increased agility or speed*: in cases where the Board is required to respond to a specific challenge or deliver a specific piece of work within a compressed timeline.

As with the broader work of the Board, subcommittee business should usually take one of the following four forms of business:

Approve / Recommend	Where the subcommittee has been given delegated responsibility by the Board to approve something. This can also include the decision to 'recommend for approval at Board'.
Consider	Where the subcommittee is being asked to consider a range of relatively well 'worked up' options, with the ability to approve or send the item back for further work.
Consult	Where the subcommittee is being asked to discuss and consider an issue either open ended, or with a range of relatively underdeveloped options.
Note	Where the subcommittee is being updated on an issue.

2. What types of delegation does the Board currently use?

The Board currently has the following three levels of 'group delegation':

i. Standing Subcommittees

These are required where there is a substantial business need for the subcommittee, and there is an expectation that it will meet regularly (at least quarterly) over the course of the year. The annual calendar of business will include dates and an indicative agenda.

ii. Ad hoc Subcommittees

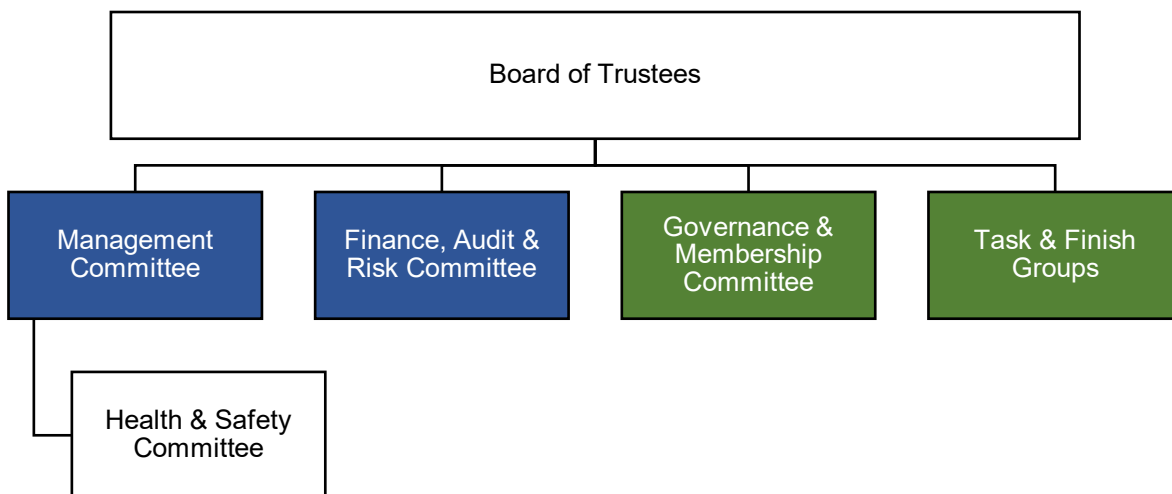
These are required where there is a substantial business need for the subcommittee. However, beyond an annual meeting identified in the annual calendar of business, it will meet only when required for specific business.

iii. Task & Finish Groups

These are required where there is a substantial business need (including responding to a specific critical incident) for a smaller group of Trustees to consider / develop specific projects of areas of work. They should be time limited with a narrowly defined SMART remit.

3. What are our current Board Subcommittees?

The diagram below is not a full organogram as it focuses on the “corporate” sub-committee aspect of the organisation, i.e. it does not include Union Council and its subcommittees (as the organogram can get quite large!).



Keys

- Blue = Standing Committee (meets regularly)
- Green = Ad hoc (meets annually and then as required)

4. How will slots for Student Trustee/OT vacancies on subcommittees be filled?

Subcommittee roles should usually be filled before the first meeting of the full Board in each academic year (particularly as the first Finance, Audit & Risk and Governance & Membership Committees meet before the September Board).

In advance of July Board, incoming student and officer trustees have been asked to indicate interests related to subcommittees. The proposed appointments will be aligned as close as possible with those interests.

5. Subcommittee Terms of Reference

Management Committee

A number of years ago this was called “Leadership Group” for the organisation, which was replaced with Management Committee for formalisation and is included in our Byelaws; for transparency and accountability in a democratic organisation, the role of Management Committee should be set down in writing and placed on a ‘constitutional footing’.

Why is it needed?

The committee adds value due to:

- Increased experience and expertise provided by the SMT and OTs in terms of managing the Union and its activities.
- Interpretive student representation/input through OTs to complement SMT sector experience.
- Increased agility and speed to make delegated tactical decisions more quickly on behalf of the Board.

Principal purpose

The principal purpose of the Management Committee is to take day-to-day decisions on behalf of the Board on the running of the Union and deliver the strategic plan.

Specific objectives, activities and powers

Specific objectives and activities of the committee outlined in Byelaw B include:

- Lead on the development and delivery of the annual planning, budgeting and monitoring rounds.
- Approve operational policies and procedures related to the services and activities of the Union.
- Approve plans for major projects that affect all areas of the Union.
- Lead the development of and propose items for consideration by the full Board.

Composition of the committee

Managing Director (Chair)

Officer Trustees

SMT (appointed by the MD)

Other Sabbatical Officers as required

Lifespan, frequency and reporting

The committee should usually meet about once a month.

A summary report should be provided to each Board on key discussions / work.

Finance, Audit & Risk Committee

Why is it needed?

The committee adds value due to:

- Increased experience and expertise provided by External Trustees in terms of financial management.
- Increased assurance provided for the Board in terms of detailed consideration of matters related to finance, audit and risk.

Principal purpose

The principal purpose of the Finance, Audit & Risk Committee is to oversee the Union's financial planning, performance and management, and to assure the Board of its approach to risk management.

Specific objectives, activities and powers

Specific objectives and activities of the committee outlined in Byelaw B include:

- Lead the development, approval and scrutiny of the Union's annual budgeting round and associated management account reporting.
- Oversee and ratify the allocation process of grant funding for student groups.
- Lead the development, approval and scrutiny of the Union's strategic risk register and associated policies and procedures.
- Receive the annual audit findings report (AFR) and College's internal audit report (IFR) and provide scrutiny over appropriate actions.
- Undertake detailed scrutiny of significant expenditure and contract items.

Composition of the committee

External Trustee (Chair) (with the expectation the postholder has a suitable financial qualification)

One External Trustee

Union President

Up to two Deputy Presidents

Up to two Student Trustees

College Appointee (in attendance)

Lifespan, frequency and reporting

The committee should meet at least quarterly in conjunction with the wider Board timeline.

Governance & Membership Committee

Why is it needed?

The committee adds value due to:

- Increased experience and expertise provided by Trustees with constitutional and governance knowledge.
- Increased assurance provided for the Board in terms of detailed consideration of matters related to governance, elections and membership / disciplinary matters.

Principal purpose

The principal purpose of the Governance & Membership Committee is to oversee the Union's democratic structures and consider issues related to membership and student disciplinary matters.

Specific objectives, activities and powers

Specific objectives and activities of the committee outlined in Byelaw B include:

- Approve the Union's election rules and regulations and recommend the appointment of an External Returning Officer to the Board.
- Lead the development, approval and operation of the Union's various membership disciplinary policies and procedures.

Composition of the committee

External/Alumni Trustee (Chair)

External Trustee

Union President

Up to two Deputy Presidents

Up to two Student Trustees

Council Chair

Lifespan, frequency and reporting

The committee should meet at least once every year to consider the detailed rules regarding the election cycle and recommend the appointment of an External Returning Officer to Board.

The committee should meet as required to consider membership and disciplinary matters.

6. Recommendation

It is recommended that the Board (particularly continuing trustees, plus incoming trustees in attendance at this meeting) approve the terms of reference of its subcommittees – specifically the role of each subcommittee detailed in the Union's Byelaws, as outlined in this paper. The Board will be asked separately to approve the subcommittee appointments in a separate paper under the Board membership update item at the September Board.