

**Imperial College Union
Board of Trustees / 28 February 2024**

Lay Trustee Appointments

Author(s): Camille Boutrolle (Union President)
 Stephen Richardson (Chair)
 Clem Jones (Governance & Executive Manager)

Purpose: To outline the current Lay Trustee membership of the Board and to propose reappointment of Dan Wagner's because his first three-year term is due to end soon

Action(s): To **approve**

1. Context

Article F of the Constitution sets out the required membership of the Board of Trustees as follows:

The Trustees shall be made up of the following persons:

- i. not more than five Officer Trustees, elected in accordance with the Byelaws;
- ii. not more than two Elected Student Trustees, elected in accordance with the Byelaws;
- iii. not more than two further Student Trustees, appointed in accordance with the Byelaws;
- iv. one Alumni Trustee, appointed in accordance with the Byelaws;
- v. not more than five External Trustees, appointed in accordance with the Byelaws; and
- vi. the chair of Union Council elected in accordance with the Byelaws.

Current Lay Trustee Membership & Terms of Office

The lay trustee membership of Board is currently:

| Type | Name | Which three-year trusteeship term are they currently holding (recommend # = max. 3)? | Current Term Appointed | Term Expires |
|--------------------------|-----------------------|--|------------------------|--------------|
| External Trustee (Chair) | Stephen Richardson | Second | 01 Dec 2022 | 31 Nov 2025 |
| External Trustee | Dan Wagner | First | 31 July 2021 | 01 Aug 2024 |
| External Trustee | Dorothy Griffiths | Third | 01 May 2023 | 30 Apr 2026 |
| External Trustee | Jane Coulson | First | 01 Aug 2022 | 31 Jul 2025 |
| External Trustee | Genevieve Landricombe | First | 01 Aug 2022 | 31 Jul 2025 |

2. Dan Wagner

Dan is an External Trustee and currently Chair of Finance, Audit and Risk (FAR) subcommittee. We are very keen not to lose Dan's financial etc. skills and insights from our Board, and Dan is willing to offer himself for reappointment.

Unfortunately, Dan will very likely face constraints on the number of Board meetings he would be able to attend in person due to an upcoming change in his professional role.

3. Recommendation

[1] Board reappoints Dan for a second term despite his travel constraints to retain his skills and to allow time for succession planning for the role of FAR Chair.

[2] Dan's appointment will be mutually reviewed with the Chair of the Board and President, i.e., with regards to early termination / succession.

[3] Dan agrees that he will undertake to attend key Board meetings in person, e.g., for budget approval. The specific arrangements will be agreed with the Chair of the Board based on calendar of business. FAR meetings are held via MS Teams already and will continue to do so.