

Minutes of 28 February 2024 Trustee Board meeting held at 2pm in MR3, Beit.
Matters confidential to Board and redacted have been replaced with [X].

1. Trustees Present

Stephen Richardson (SR) - Chair
Christian Cooper (CC)
Andreea Cojocea (AnC)
Stephanie Yeung (SY)
Yi Yang (YY)
Phil Power (PP)
Jane Coulson (JC)
Dot Griffiths (DG)

Dan Wagner (DW)
Thomas Fernandez Debets (TFD)
Christian Oldfield (CO)
Anthea MacIntosh-Larocque (AML)
Nathalie Podder (NP) until item 14

Via MS Teams:
Genevieve Landricombe (GL)

Staff In Attendance

Tom Newman, Managing Director (TN)
Peter Greaney, Interim Director of Finance (PG)
Rob Pegg, Director of Commercial Services (RP)
Cat Turhan, Director of Membership Services (CT)
Clem Jones Governance & Executive Manager (CJ)

2. Apologies

Noted from trustees Camille Boutrolle (Union President) (CB) and Dylan Hughes (Student Trustee) (DH). **Noted** also from staff member Ashley Cory (AC), Director of Support Services.

3. Approval of the Draft Minutes of the Previous Meeting of 29 November 2023

Approved as an accurate record of proceedings.

4. Matters Arising not elsewhere covered on the agenda

Noted the status of actions. **Noted** the Building Management Plan would come to the next meeting. **Noted** PG and TN would consider the auditor arrangements and update the next meeting of Finance, Audit & Risk.

5. Declarations of Interest

Noted that those holding or eligible in future to hold elected positions may have a real or perceived interest in Item 12 (Democracy & Corporate Structure Review Project). **Noted** that all trustees may have an interest in this item inasmuch as Corporate Structure affects trustee risk. **Agreed** all would remain present for this item.

Noted that DW had an interest in Item 13 (Lay Trustee Reappointment) as it proposed DW's reappointment. **Agreed** DW would leave the room for this item. **Noted** that student members of Board have a potential interest in Item 14 (Student Trustee Recruitment) in case they apply to be a student trustee for next academic year. **Agreed** all could remain present for this item.

Noted that TFD's eligibility to remain a student trustee beyond March depended upon Item 15 (Byelaw B). **Noted** that Item 15 may be a potential interest for student members of Board in case they intend to stand/apply to be a student trustee/student member of College Council in the near future. **Agreed** all could remain present for this item.

Noted for information that PP sits on some of the White City groups mentioned in Item 17 (MD Report), as part of his College role.

6. Identification of Items of Confidential Business

Noted Items 20 (Staffing Update) and the Commercial Dashboard (tabled) were confidential.

7. Board Subcommittee Updates

TN, DW and PP presented paper TB/23-24/31.

Board noted the updates.

8. Reforecast

PG presented paper TB/23-24/32, noting that the Reforecast has been reviewed and recommended by Finance, Audit & Risk, and highlighting that the Union is predicting a small surplus of £1k in the 23-24 financial year. PG noted the detailed commercial narrative considered by Finance, Audit & Risk had not been circulated to Board, but rather a high-level commercial dashboard had been circulated to Board instead. PG noted the dashboard indicates Retail is performing ahead of target but some of the venues (H-Bar and Reynolds) are currently loss-making, suggesting there needs to be clarity on whether commercial operations should be contributing to surpluses or if they are contributing to the charitable purposes of the Union.

RP noted two issues impacting performance in Events & Partnerships: an event budgeted for in April 2023 to take place in Welcome Week 2023 did not go ahead, resulting in an income gap; when the newly formed Events & Partnerships team was created, the expenditure for CSP events was not added to the new budget centre. RP summarised that the E&P budget centre was therefore at a £70k deficit before beginning the financial year. RP noted there had been an ambition to offset some of this, however, due to changes in Marketing and capacity to market events, this has been limited.

RP noted that Beit Bars budget centre used to contain the expenditure/operating costs for HBar and Reynolds, and so the deficits incurred by HBar and Reynolds were not previously highlighted. [X].

PG noted a labelling error on some of the detailed lines of the summary, which did not affect any of the numbers or overall conclusions. **Action:** CJ to correct labelling error for records.

- i. GL asked where the Union is learning from regarding marketing, so that it can be confident of success when investing in it. RP noted time has been spent drawing on the experiences of the team having worked in different organisations, as well as visiting two other Students' Unions and visiting events forums and conferences.
- ii. CO suggested student consultations ahead of the next academic year for H-Bar and Reynolds to find out what individuals would like to see there. RP noted plans to release a commercial-specific survey in Summer Term. CO suggested visiting the venues in person. DW noted that HBar historically catered to postgraduate students but does not at the moment, and therefore there is a question whether the Union should be operating it at all in its current state. RP noted plans to launch a three-tier price system for the space in April, which will give the Union a clear answer as to who is using the space and can inform future planning. AnC suggested a study could be conducted of the target population and users of Hbar.
- iii. [X]
- iv. GL asked to what extent the Union has considered its analysis of the underperforming spaces through the lens of Health & Safety e.g., the non-financial benefits: how the Union is ensuring it is providing warm spaces, if data is collated around how safe members feel etc. RP noted there is currently no data on this and

noted the intention is not for student spaces to be reduced but rather to consider whether or what service-provision is appropriate in those spaces. TFD asked if there is agreement on some spaces being for social purposes for which the Union will tolerate a loss. TN noted this will be addressed in the Commercial Plan and Membership Engagement Plans.

- v. DW, noting that the Union will now be reporting against the reforecast, noted that at the end of the year it will be important to look at why the reforecast was necessary and whether it improved the management accounts for the remaining part of the year. DW asked if the outturn could be presented against not just the reforecast but the original budget as well. **Action:** PG to present the outturn in July.

Board approved the Reforecast.

9. January Management Accounts

PG presented paper TB/23-24/33, noting there were small variances against the Reforecast.

- i. SR asked if, in general, paper authors could state which year (e.g. financial, academic, etc.) they are referring to in papers.

Board duly considered the January Management Accounts.

10. Enabling Plan Overview

TN presented paper TB/23-24/34.

- i. NP asked how the KPIs were mapped to each of the workstreams. TN noted the KPIs are taken from the Union's Balanced Scorecard. AML queried how the KPI of 80% of students agreeing the Students' Union had a positive impact upon their university experience matched onto the Health & Safety plan; AML further acknowledged the need to measure feedback from stakeholders, but also acknowledged that the Union cannot directly control these measures. AML noted DW had suggested having 'input' and 'output' KPIs could be helpful. JC also suggested, regarding Engaging Community & Strong Identity, that a key metric to put into the KPIs would be that a good percentage of students understand what the Union's purpose and values are. **Action:** TN/AC to review the KPIs.
- ii. YY asked about confidence in the Union's ability to run Autumn Elections 2024 on SUMS. CT noted that Autumn Elections is planned to take place on the current platform, and that SUMS will be launched for elections in time for Leadership Elections 2025, as there is still some integration work to do, and time is needed to test the new system.

Board noted the Enabling Plan Overview.

11. CSP Culture Review Update

CT presented paper TB/23-24/35.

- i. CO asked about the 19.6% spend rate of the Student Experience Fund. CC noted that this general level of uptake is not too bad given the small audience (undergraduate bursary students) and noted plans to expand this, particularly to international and postgraduate students, by the beginning of the Summer Term. CC noted that the Union has promoted the Fund along with the College Communications team, and acknowledged that some students may not engage. CT noted there had been some technical challenges in aligning the bursary data with the Fund (as the bursary comes in different iterations), but the Union's

- Systems Team were able to support this. TN noted that the Fund's target group is students from a lower socioeconomic background and therefore there may be other barriers to engagement e.g., time limitations due to part time work. CO commented that there is an opportunity to do work to find out why those who haven't engaged with the fund haven't done so, with a view to increasing engagement. CC noted there are challenges to contacting these students directly, noting that the Union may only use the data for the purposes of implementing the Fund. SR suggested speaking to other universities/unions who have similar challenges. PP suggested looking into the data sharing permissions, as the work would be valuable in terms of accessibility. DW concurred, noting that the College may be cooperative in this.
- ii. GL asked how the Union has prioritised the work already done. CT noted a lot of the work done to date has hinged upon current operating plans and operational planning cycles, noting some of the amber-rated goals are related to specific times in the academic year e.g., September training. CT also noted some are dependent on the Democracy Review (Item 12). CT further noted that she is working with TN and AC to create a tracking process around implementation across different teams of all of the goals that were laid out in the EDI Plan. GL suggested that in the next phase it may be helpful to apply impact/risk-rating to the different objectives so that clear reasons are articulated regarding why goals may be prioritised/deprioritised.
 - iii. NP suggested there may be an opportunity to collaborate with student finance on understanding how bursary students are using or not using the Student Experience Fund. NP noted that College's Head of Student Finance will typically ask the DPW to look at the Survey Questions for the annual bursary survey, which could be utilised. AnC noted she had received an email today on the most recent survey results. AnC also noted the Union is looking at a more holistic financial support scheme that can be put together with the College to support other remits e.g. commuter students etc.

Board noted the CSP Culture Review Update.

12. Democracy & Corporate Structure Review Project

CJ presented paper TB/23-24/36.

- i. GL asked about potentially bringing forward the consultancy element for the proposed Corporate Structure Review, noting that the Union will be probably looking for *recommendations* from a consultant, as well as the supporting activity of putting into place whatever structure the Union chooses, should the Union wish to pursue change. CJ noted doing this may affect the total project cost. PG noted there is room for manoeuvre within the excess reserves amount, and suggested that if there are quotes obtained that encompass some of this additional work but exceed the approved amount of spend from reserves, then increased authority could be sought from the Board. PG noted it is difficult to pre-empt without quotes.
- ii. DW suggested that the two streams of the project may require different consultants. CT noted there are sector consultancies that have expertise in both streams. DW also suggested that the scope of the democracy stream could be made more specific so that a consultant would know the degree of freedom available to them in making recommendations. CT also noted lessons learnt from working with previous consultancies.
- iii. CC asked about the maximum the project could end up costing. CJ estimated £40k. PG suggested speaking to other Unions who have done this work. TN noted clarity on the brief will help determine this.

- iv. PP confirmed that as Chair of Governance & Membership he would be happy to receive monthly updates on the work with the consultant, as proposed in the paper.
- v. CC asked at which stage the Union would involve the College. TN and CT noted they would be involved in the consultation.

Board approved the release of up to £30k for use towards the project.

13. Lay Trustee Reappointment

SR asked DW if he would like to speak to this item before leaving the room. DW reiterated from paper TB/23-24/37 that he has an upcoming change in his professional role which will likely constrain the number of Board meetings he would be able to attend in person if reappointed. DW noted that he would undertake to attend two or more Board meetings in person per year, noting the value of meeting in person. DW noted the paper proposed that the Chair and President would monitor the suitability of the arrangement, and noted that he would happily resign if it was felt not to be working.

DW left the room.

SR presented paper TB/23-24/47 and, noting the expiry dates of each of the Lay Trustees' terms of office, suggested that staggering the reappointment of Lay Trustees would be a good idea, due to the annual renewal of other categories of ICU trustees (student/officer trustees).

SR laid out three possible outcomes arising from the end of DW's first trusteeship term:

- Board decides not to reappoint.
- Board reappoints DW for a term of one year, possibly renewable to up to three years.
- Board reappoints DW for a term of up to three years, with a review after the first year.

SR noted his preference is reappoint for one year with the possibility of renewal for up to three years with the approval of Board, as it puts the onus on the appointee to meet the Board's expectations. SR invited the views of trustees so that Board could make a decision.

- i. GL expressed that DW has performed well as a trustee and is an asset to the Union. GL further noted that DW is about to experience a time of change and suggested that the Union should offer him as much support as possible. GL advocated for a three-year reappointment with a review in a year's time, suggesting that the risks associated with his remote participation did not outweigh the value he brings.
- ii. CC noted that DW's positive impact upon Finance, Audit & Risk Subcommittee is very significant. CC suggested it may be difficult to explain to Union Council and external stakeholders why Board has chosen to reappoint for one year versus three years. CJ noted Byelaw B clause 17 states "Unless their appointment is terminated in accordance with Clauses 22 to 24, External Trustees shall remain in office for a term of up to three years". SR noted Union Council has the right to not re-ratify DW.
- iii. AML noted DW is in her Trustee Mentoring Trio, and agreed with GL in advocating for a three-year re-appointment, stating that DW is currently very engaged with matters outside of Board meetings even when having to meet online.
- iv. DG noted she would prefer a one-year reappointment as it can be difficult to have a lot of mixed-mode meetings and suggested that, as this would be stepping away from the Board's norm, the arrangement should be tested for a year.
- v. JC noted the need for succession planning in the longer term and favoured a one-year reappointment.

- vi. RP noted that the Union is planning on installing better infrastructure for hybrid meetings over the summer.

SR summarised that there appeared to be consensus to reappoint DW but a question as to whether to do so initially for either one year or a full three years. SR noted there is enough time for the Board not to need to make a decision today, should more reflection be needed.

- vii. GL noted the importance of considering the impact on DW if not making a decision today. GL suggested that, if making a decision today, a vote could be taken. SR proposed making a decision as a Board together if possible, and noted he had already spoken to Dan about the possible outcomes. GL suggested there are some perspectives that are unlikely to change regarding hybrid meetings and suggested Board should be aware that there will be an impact if a decision is not made today, however suggested that communicating to DW that the concerns around are hybridity rather than around him as individual could address this.
- viii. TFD suggested that a consideration for succession planning is not just around hybrid meetings but also about time commitment for supporting student leaders and mentoring. TFD suggested appointing for one year with the possibility for renewal could highlight that the proposed arrangement with DW would be an exception until it is fully tried and tested.
- ix. PP agreed with JC's comment on succession planning and expressed a preference for taking the opportunity to think more about the decision before the next Board meeting.

SR proposed that Board take some more time to consider the matter that that it be included on the next meeting's agenda for a final decision.

- x. AML asked if Board could agree Recommendation 1 from TB/23-24/37 (to reappoint DW) even if not deciding on the succession planning mechanism today. CC and SR noted it would be difficult to agree to reappoint without defining a term length.

*Board **considered** the Lay Trustee Reappointment and decided to defer decision to the next meeting.*

14. Student Trustee Recruitment

CJ presented paper TB/23-24/38.

- i. DW noted there was some discussion last year around diversity criteria/constraints that the College was requesting of the Union regarding the process of selecting the Second Student Member of College Council, and asked if the Union has enough flexibility to appoint. SR noted that the Union will nominate to College Council the person that the panel determines to be the best candidate. TN noted the new Registrar & University Secretary is supportive of the Union's proposed approach.
- ii. CO offered availability to be the outgoing Student Trustee on the interview panel.

*Board **approved** the proposed process, timeline, and panel composition for selecting and proposing to the Board in due course the two appointed student trustees 2024-25 and second student member of College Council 2024-25.*

15. Byelaw B

CJ presented paper TB/23-24/39, highlighting that the OTs were proposing a slight further change to the wording of Byelaw B clause 7, ahead of seeking Union Council ratification. CJ

noted the wording seeks to balance the need to extend student trustee eligibility as far as possible, whilst ensuring that student trustees are indeed IC students for the majority of their trusteeship.

- i. PP suggested that the proposed alternate wording balances both needs well.

Board approved the proposed further amendments to the wording of Byelaw B.

16. Scheme of Delegation

TN presented paper TB/23-24/40, noting that the Board agreed in May 2023 that the Scheme of Delegation should be reviewed annually. TN also highlighted that the main proposed updates are: that Finance, Audit & Risk should have delegated authority to approve reforecasts; to codify in the Scheme the fact that Finance, Audit & Risk set the provisional total level of student group grant funding on behalf of the Board, as per the Student Group Funding Policy.

- i. DW noted that on budgeting the delegation is only extended as far as Senior Managers, and asked whether operational managers should have role as part of bottom up planning. **Action:** TN to add to Scheme.
- ii. CC noted there is a slight discrepancy with the budget procedures regarding the role of the DPFS and the Student Activities Managers and offered to pass on wording to address this. CC also noted that operational managers can approve contracts in line with their expenditure authorisation limit. TN suggested the Board approve the updates to the Scheme of Delegation subject to these additions.
- iii. AML asked where the requirement for College Council to approve changes to the Constitution comes from. CJ noted this a requirement of the Education Act (1994) which also requires College Council to review the constitution quinquennially. SR asked when the last quinquennial review was. TN noted it was in 2023.

Board approved the updates to the Scheme of Delegation, subject to the additions discussed.

17. Managing Director Update

TN presented paper TB/23-24/41, highlighting: -

- the next key meeting regarding College Block Grant is with the College CFO at the end of March; College colleagues have managed the Union's expectations but broadly agree with the Union's priorities.
 - the operating model for the Union with regards White City from 2028 onward will be worked on until the end of the year.
 - work with College Estates regarding a space masterplan for the Union building in South Kensington has begun.
 - the Office for Students is running consultations for Students' Unions on draft guidance relating to the implementation of the Higher Education (Freedom of Speech) Act 2023, to which the ICU will respond.
- i. SR asked how different ICU's context is from any other University in respect of Free Speech. TN suggested ICU probably has less politically motivated clubs and societies but has more active clubs and societies who invite a lot of external guests for events.

Board noted the update.

18. Officer Trustees Update

CC presented paper TB/23-24/42 on behalf of CB, noting:

- YY's report was written prior to a period of annual leave
 - The reports are much more concise this time, in response to Board feedback, and the OTs welcome further feedback what is desired and the style of the reports.
- i. AnC did not have any further to add to her written update but welcomed questions.
 - ii. SY noted the London Student Sustainability Conference went well last week and thanked all within the Union who supported her. DG commended SY's leadership.
 - iii. YY noted, regarding the PGR Mutual Expectations Document project, that her findings have been discussed with reps and the Graduate School, and it has been agreed that the campaign objectives are sensible and will be raised to PRQC.
 - iv. CC did not have anything further to add to his written update regarding his objectives, but noted that work on his objectives represents only about 20% of his work as an Officer, which he suggested is symptomatic of being an Officer but particularly of the DPCS role. CT noted this concern has been reflected in the Union's block grant request with regards additional capacity in the activities team to support some of the operational requirements currently undertaken by the DPCS and DPFS. TFD asked if this would also be part of the Democracy Review, which CT confirmed.
 - v. SR suggested that where updates are listed as "no progress" it may be helpful to note whether this is because an objective is not highly prioritised at present or if OTs are experiencing any difficulties. AML noted that if such is included in updates for Board and Council then members of Board and Council could offer support to the OTs where relevant.
 - vi. CC asked if it would be helpful for OTs to provide an update on other work undertaken beyond progress on their objectives. SR suggested an extra section on this could be useful. AML suggested it would be important for Board and Council to see the work the OTs undertake beyond progress on their objectives. **Action:** OTs to include a note on work beyond their manifesto objectives in next update.

Board noted the update.

19. Union Council Chair Update

AML presented paper TB/23-24/43.

- i. DG asked about the new format of OT scrutiny. AML noted that at the end of last academic year Union Council disestablished Scrutiny Committee, which had been scrutinised OT reports and provided a summary to Union Council; this year Union Council is trailing hearing oral reports once a term from the OTs instead. AML noted she has some thoughts on how this could be improved and noted she had also had feedback from members on the accessibility of only having an oral report with no written materials. AML further noted she is collecting feedback in a survey on how members and OTs have found this form of scrutiny.

Board noted the update.

20. Staffing Update

[X].

Board noted the update.

21. Annual Calendar of Business Update

TN presented paper TB/23-24/45, reminding Trustees that the Calendar now contains two academic years' worth of Board business, and noting that there were no significant updates to the Calendar.

- i. DG asked about the September 2024 meeting dates. TN noted the September 2024 Board meeting is on the 18th.
- ii. CJ noted the matter arising from a previous Board to hold a meeting at White City. TN noted that an optional tour of White City would be arranged for the morning of 24th July 2024, ahead of the Board meeting in South Kensington in the afternoon.

Board noted the update.

22. AOB

White City

- i. DG asked if the Union has space allocated to it at White City. TN noted that DZ1 is planned to be shared space between the Union and a few other college teams (e.g., Registry, Student Services). [X].

Trustee Code of Conduct

SR asked everyone to ensure they had signed the Trustee Code of Conduct

There was a trustees discussion without staff

Staff left the room for this item.

AnC asked if it at the July meeting the outgoing and incoming OTs and STs could have some one-to-one time together, so that any insights and advice could be passed on.

The Chair closed the meeting.