

**Imperial College Union  
Board of Trustees / 28 February 2023**

**Democracy and Corporate Structure Review Project Update**

Author(s): Clem Jones (Governance & Executive Manager)  
Purpose: To update Trustees that a report on Corporate Structure is due in November  
Decision(s): To note

**1. Reminder of Context**

Board approved a new 2023-2028 Strategic Plan in July 2023. Within that plan we articulate:

**Our vision that we strive to achieve:** “For every student to have a transformational experience at Imperial College London”.

**Our mission that we are striving to deliver:** “To be a high-performing Students’ Union run by and for students, with exceptional services and people, which positively transforms the lives of all Imperial College students”.

To achieve our **vision** and deliver our **mission**, we need to be highly effective and for the Union to achieve its impact for our members. So, we have an accompanying [enabling plan](#) supporting the seven strategic enablers set out in the Strategic Plan, the fourth of which is “strong, accessible democracy and effective governance”, with the key piece of work to secure this enabler identified as being a “democracy and governance review” project.

**2. Reminder of Background Information**

In February 2024, Board approved the release of up to £30k from reserves for use towards the project in agreement with the proposal to appoint an independent organisation or person to undertake the review. Please review paper [TB/23-24/36](#) for more detail on the background.

A tender process was undertaken, and four bids were received. Two were taken forward to interview. The panel (consisting of the Union President, Managing Director, Representation Manager and Governance & Executive Manager) determined that the joint bid from two organisations, **Counterculture LLP** and **Bates Wells**, should be accepted. Counterculture are a sector consultancy expert in everything higher education and students’ unions, with extensive experience of charity sector governance consultancy, and will lead on the wholesale review of the entire representational functions and democratic engagement mechanisms of the Union. Bates Wells is a law firm that has a leading charity team and have previously advised the National Union of Students on governing documents plus have worked with at least 20 Students’ Unions to provide legal services including advice on incorporation and governance reviews. They will lead on advising the Board for the Corporate Structure stream.

**3. Project Management**

The Representation Manager and Governance & Executive Manager are assuming operational (‘silver’) command of project management internally, meeting weekly with the lead consultant/project manager from Counterculture. The following plans are currently in place for the Democracy stream:

- College/Union staff/student leader stakeholders have been contacted noting the consultants will offer them a stakeholder interview ASAP.
- Student focus groups will take place in October.
- Mass student survey in October/November, based on themes emerging from focus groups.

- The lead Counterculture consultant will attend the ICU All Staff meeting on 16 September and Union Council on 12 November for consultation/a briefing.
- The anticipated plan at this stage is that the lead consultant will return to the following union council meeting on 10 December to share the draft findings and proposed recommendations, for obtaining student/council's feedback on the proposed recommendations.

Regarding the corporate structure stream, the Union is completing Bates Wells' due diligence questionnaire. Once returned, BW will then review our responses and meet with us to discuss key points arising. They will then prepare a report for November Board outlining options and their view on incorporation or otherwise for trustee decision.

#### **4. Recommendation**

Board is asked to **note** the update.