

Imperial College Union
Board of Trustees / September 2024

Board of Trustees Effectiveness Review

Author(s): Tom Newman (Managing Director)
Clem Jones (Governance and Executive Manager)

Purpose: To approve the proposed approach to reviewing the Board of Trustees effectiveness and consider the timeline for the process.

Decision: To **approve**.

1. Context

The Board last conducted an effectiveness review in 2021/22. It is considered best practice for governing bodies to periodically assess their effectiveness. We propose adopting a triennial review cycle for the Board.

The previous review did not evaluate the effectiveness of the subcommittees. In the upcoming review, we will assess the Governance and Membership Committee, and include findings from the recent review of the Finance, Audit and Risk Committee. This comprehensive approach will ensure that the Board's subcommittees are fulfilling their roles effectively, while also enabling the Board to identify areas for continuous improvement and if required any change.

2. Authority and Purpose of the Board

The review aims to assess the Board's effectiveness in the context of its authority and purpose as defined in its governing documents. The Board's authority is defined in section A.4 of the Union's Articles of Association:

- This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss any of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.

The Board's purpose, objectives and activities are further defined within Byelaw B:

- The Board of Trustees shall be the sovereign and governing body of the Union and (subject to the Education Act, the Constitution and Bye-Laws) shall exercise all the powers of the Union
- The Board of Trustees shall further the aims and objects of the Union with the assistance of the Union Council.
- The Board's powers shall include but not be limited to responsibility for the governance of the Union, the budget of the Union, and the strategy of the Union.

3. Proposed Approach

The approach will consist of three phases of data collection with the aim of providing opportunities for Board members to offer feedback and reflect on their experiences on the Board. We propose to use the Charity Commission's [Good Governance Code](#) as an assessment tool to help formulate questions and to measure performance and member perceptions against. This will also provide a standardised and external good practice benchmark.

Phase One: Compliance

Phase one will be a desktop exercise to ascertain whether the committee has satisfied its purpose via its specified objectives and activities during 2023/24. A desktop evidence

gathering exercise will be undertaken by the Governance and Executive Manager and Managing Director.

Phase Two: Written Data Collection

Phase two will invite committee members to offer written feedback on positive aspects of Board business, interaction and discussions by utilising the following prompts (to be circulated via email):

- i. I know things are working really well when...
- ii. My favourite sort of committee meeting/discussion is...
- iii. I really enjoy committee meetings/discussions that...
- iv. I am proudest of our committee/it feels great when...
- v. On a good day, we/our committee...

Phase two will also include questions to measure the Board's compliance with the Charity Good Governance Code.

Phase Three: Consultative Calls

We propose to hold optional 15–30-minute phone calls with Board members for considering “what might be” and envisioning processes that would work well in the future.

A report will be provided to the November meeting of the Board for approval.

4. Recommendation

Board's opinion is sought on if it wishes to proceed with an effectiveness review and is asked to approve of the proposed approach if so.