



Date: Monday 20 January 2019
 Time: 18.00
 Venue: Room 2.07, 2nd Floor, 25 Gordon Street

Governance Committee Minutes

Chair: Carol Paige, Democracy, Operations & Community Officer

Members:	P	AP	AB
Carol Paige, Democracy, Operations & Community Officer, Chair	✓		
Clare Bracey, External Trustee, Non-UCL	✓		
David Ruttenberg, Student Trustee, via skype	✓		
Emer O'Driscoll-Paton, Arts and Humanities Faculty Rep (PGT)	✓		
Nilisha Vashist, Women's Officer	✓		
Molly Hartill, Community Relations Officer	✓		
Mihir Gupta, Union Chair	✓		
Sandra Ogundele, Black & Minority Ethnic Students' Officer	✓		

In Attendance:
Rebecca McLoughlin, Academic Change Coordinator, minutes
John Dubber, Chief Executive
Simon To, Leadership Development & Change Manager

1. Welcome & Introductions

The Chair welcomed everyone to the first meeting of the Governance Committee for this academic year.

2. Review of Governance Arrangements

The Leadership Development & Change Manager stated that a review of the Students' Union's governance arrangements was commissioned in April 2019 and was undertaken by *g training & consultancy*. The review reported in June 2019 and the recommendations were discussed at the Board Away Day in September 2019. As a result of the discussion, an action plan is being developed.

The Chief Executive explained why they commissioned the review to take place and said that he believed that the current governance arrangements could be made more effective and transparent. The Chief Executive then gave an overview of how the review was conducted.

The Committee received the report.

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3. Governance Review Action Plan

The Leadership Development & Change Manager confirmed that the action plan has been developed to respond to the various recommendations across the seven areas of which the review considered. The action plan also takes into account of the discussions at the Board

Away Day when the review report and recommendations was discussed and considered. Further work will be undertaken to review our governance arrangements and compliance with the NCVO Charity Sector Governance Code and the NUS SU Governance Code, further actions may be added if this is required to further align our practice with the good governance codes. The Leadership Development & Change Manager asked for the Governance Committee to consider the draft action plan and whether this adequately reflects the review recommendations and whether the prioritisation of the actions are reasonable.

The Women's Officer asked if the SMT currently have 360° appraisals. The Chief Executive confirmed that they do not but that he would be looking to introduce a 360° element to their appraisals in the future, provided that this could be made compatible with the UCL policy on appraisals.

The Student Trustee (DR) commented that the trustee training that they had received from *g training & consultancy* had been excellent. The Student Trustee (DR) also asked about the timeframe for reviewing the term and selection arrangements for Student Trustees. The Leadership Development & Change Manager confirmed that the review will be looking at the composition of the Board and there will also be an Officer Portfolio Review which will be commissioned towards the end of the year. They noted that currently there are four student trustees (previously six) and the review will be looking at the possibility of extending their term to two years as well as other options. The external trustees currently serve a four year term. The ratio of trustees has not been reviewed since the consultation before incorporation in 2009 which suggested that student and sabbatical trustees should outnumber external trustees. The Chief Executive added that there is a gap between when some Student Trustees leave and when the new Student Trustees start. They added that the process of how trustees are appointed and elected will also be looked at. The Arts and Humanities Faculty Rep (PGT) asked how the process of appointing trustees would work if this change was made. The Chief Executive responded that they would probably be appointed by the Board.

The Chair suggested that the Governance Committee look at each area of the review for discussion.

Review Area 1 – Introduce an Officer Performance Management Framework

The Community Relations Officer suggested that it would be good if Action A which says that this will possibly include part-time officers could say that it will definitely include Part-time Officers. The Leadership Development & Change Manager added the timeframe of trying to complete these will need to be looked at. The Chair said that they are keen to see this happen. The External Trustee (CB) commented that External Trustees are volunteers so the idea of a 360° appraisal for External Trustees may need a different approach than that being introduced for Sabbatical Officers and senior staff. The Chief Executive confirmed that 360° appraisals for Sabbatical Officers are currently underway and the regular Officer Reports were considered at each Board meeting to ensure that Officers work is more transparent. The Chair commented that the disciplinary process for Officers also needs to be more transparent. The External Trustee (CB) asked under Action E, if there was a framework set up for holding Officers to account. The Chief Executive said that currently there was not a formal framework but there were some mechanisms in place.

Review Area 2 – Improve Board Leadership

The Chair asked if the Vice-Chair role could also be included in Action F. The Leadership Development & Change Manager confirmed that this can be done for both Action F and G. The Arts and Humanities Faculty Rep (PGT) asked why the Board decided to not have a specific Officer as the Chair of the Board. The Chair responded that having a different Officer each year brings a different perspective to the Board and offers more flexibility. The Chief Executive added that the Union does not have a President which is where this role usually lies, however this could be considered as part of the forthcoming Officer Portfolio Review if the Committee Board felt that would be helpful. The External Trustee (CB) commented that the Vice-Chair role needs to have a clear description set and Action H needs to be more specific.

Review Area 3 – Strengthen Board Committees

The Chief Executive noted that this is was an important recommendation from the review and that to achieve this the frequency of the committee meetings and calendar schedule of Board and Committees may need to be reviewed.

The Chair confirmed that they are in full support of Action J and there should be a clear separation of democracy and governance.

The External Trustee (CB) asked how Action J aligns with the Boards legal obligations. The Leadership Development & Change Manager responded that the Board has a legal obligation and that Union Council currently has the right to refer a matter back to the Board. They clarified that it is currently the wording that is making it unclear.

The Student Trustee (DR) agreed with the need to increase the number of times a year that committees meet. The Chair confirmed that there is an item later on the agenda to increase the number of times the committee meets this year.

The Leadership Development & Change Manager confirmed that where the Articles need to be revised the Union has to hold a Company General Meeting which will not happen this academic year. They further advised that it would be best to take all the revisions to Articles to one Company General Meeting.

Review Area 4 – Increase Management Capacity to Facilitate Effective Governance

The Chief Executive confirmed Action M will be incorporated in the Leadership Development & Change team with the intention to secure some additional resources. There is a model to take this through this current year but there is no plan in place for the coming year.

The Union Chair joined the meeting.

The Leadership Development & Change Manger commented that we have a compliance register which is under the Risk & Audit Committee. This can be aligned with the Action N. The Chair asked if we have to include non-engagement with the Prevent duty in this. The Leadership Development & Change Manager replied that we are not required to comply with this. The External Trustee (CB) said that it may be helpful to include this.

The Arts and Humanities Faculty Rep (PGT) asked at what point the budget for the Leadership Development & Change team be known. The Chief Executive confirmed that the Union is currently recruiting for an Interim Head of Finance and a report will be taken to the June Board with the proposed budget for 2020-21. The Chief Executive also confirmed that the bid for additional funding was submitted to UCL and a response is expected in the Summer.

Review Area 5 – Clarify and Codify the Role and Status of the Board

The Leadership Development & Change Manager reported that all instruments of governance need to be reviewed and this should be done every five years. They confirmed that this will be incorporated into the review. The Chair asked if there was a review of the Bye-Laws would it go to Union Executive. The Leadership Development & Change Manager confirmed that it would.

Review Area 6 – Clarify and Codify the Role and Status of the Board

The Arts and Humanities Faculty Rep (PGT) asked if this would mean changing the time of the student trustee elections. The Chair responded that this would exclude postgraduate taught students being able to apply for the role and would therefore exclude a lot of students. They noted that the length of the appointment needs to be clearer. The Leadership Development & Change Manager added that there needs to be handover process for student trustees and so there is the possibility of bringing the elections forward to enable a handover period.

The Chair stated that they supported Action T but the time commitment needed would have to be clear.

The Student Trustee (DR) comment that Action R is nearly completed already as currently the training is really good. The Chief Executive noted that Kent Union currently bring their Board together for a full day which is a very different model to ours. This model is very interesting and gets the Board to look at things coming up. The External Trustee (CB) confirmed that their Board has two away days a year and this works very well. The Chair agreed that getting together informally would improve the togetherness of the Board. The External Trustee (CB) added that away days need to have a focus.

The Black & Minority Ethnic Students' Officer asked if there were ways that we could use our current meeting structure to incorporate more informal meeting opportunities and briefings outside the Board such as before each Board meeting to have a bonding session or during the meeting have break-out groups. They also suggested that briefing sessions could be via video link as that would be easier for trustees to participate rather than having to be there in person.

The Chair asked for the committee members views on Action V. The Black & Minority Ethnic Students' Officer commented that Board cover papers can be very sparse and they need to be more purposeful so that they cover all the information that the Board needs. The Chair added that Committees of the Board need to be meeting at the correct times so they can scrutinise the papers first. The Leadership Development & Change Manager suggested that there needs to be a review of the business planning. They also noted that the cover page needs to clarify

whether or not the Board is required to make a decision on the matter. The External Trustee (CB) agreed that the decision required by the Board needs to be clearer.

Review Area 7 – Progress from Good to Great Governance in the Longer-Term

The Chief Executive noted that the Education Act 1994 stated that all major office holders of the Union have to be elected cross-campus which is why currently three officers attend the Board but are not Sabbatical Trustees. The Chief Executive said that this is in conflict with charity guidance and is an area of risk. The Black & Minority Ethnic Students' Officer added that it will be difficult to find a solution to this issue. The Leadership Development & Change Manager noted that there were many things to consider and the Education Act 1994 was written before Unions could register as Charities. The Leadership Development & Change Manager suggested that we need to look at what other Unions are doing. The Chair asked if this could be included in the Officer Portfolio Review. The Leadership Development & Change Manager said it could and noted that this could potentially be reviewed before the elections for 2021/22. They suggested that any comments or suggestions be sent to the Leadership Development & Change Manager or the Academic Change Coordinator.

Subject to the above revisions the Governance Committee resolved to agree the Action Plan.

RESOLVED

4. Meetings in 2019-20 session

The Leadership Development & Change Manager asked the Governance Committee to consider the addition of two more meetings for the remainder of 2019/20 session.

The Governance Committee agreed to the addition of two more meetings for the remainder of the 2019/20 session.

RESOLVED

5. Trustees Induction and Training Report

The Leadership Development & Change Manager gave an overview of the current trustee induction and training activities. The External Trustee (CB) commented that external trustees should receive the Introduction to Finance element as well.

The Community Relations Officer asked how external trustees are appointed. The Leadership Development & Change Manager outlined how trustees are appointed and highlighted that a skills and knowledge matrix is also utilised. The Chair commented that this happened very early on this year.

The Arts and Humanities Faculty Rep (PGT) asked if there is any bonding for officers during elections. The Black & Minority Ethnic Students' Officer confirmed that there was not. The Chief Executive asked for any ideas about this to be submitted to the Leadership Development & Change team. The Chair commented that a lot of campaigning is done virtually so there is not as much of a buzz on campus and when students were asked why they voted for a particular candidate, they suggested that this was because the candidate had spoken to them. They also noted that the two instances when candidates were allowed to visit student residence was during meal times. The Arts and Humanities Faculty Rep (PGT) added that in some Universities the candidates have a stall up for the whole week.


The External Trustee (CB) asked if any analysis had been done on the barriers that may stop students voting. The Leadership Development & Change Manager said that there is some analysis carried out on who votes but this does not look at diversity. The Black & Minority Ethnic Students' Officer commented that other Universities have a spreadsheet of their voters and their demographics which is something we should be doing.

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The Leadership Development & Change Manager gave a summary of the four Amendments to the Bye-Laws adopted by Union Executive.

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There was none.

Minutes approved as a true and accurate record	
Chair:	Carol Paige, Democracy, Operations & Community Officer
Signature:	
Date:	14/07/2021