



Date: Tuesday 10 March 2020
 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	✓		
Clare Bracey, External Trustee, Non-UCL	✓		
David Ruttenberg, Student Trustee (DR), via Microsoft Teams	✓		
Emer O'Driscoll-Paton, Faculty Representative for the Faculty of Arts & Humanities (PGT)	✓		
Mihir Gupta, Union Chair			✓
Molly Hartill, Community Relations Officer	✓		
Nilisha Vashist, Women's Officer			✓
Sandra Ogundele, BME Students' Officer		✓	

In Attendance:
Frankie Quinn, Policy & Research Coordinator, minutes
John Dubber, Chief Executive
Simon To, Leadership Development & Change Manager

1. Minutes and matters arising from the meeting on 20 January 2020

The Board approved the minutes for the meeting dated 20 January 2020 as a true and accurate record.

APPROVED

2. Mapping to Governance Codes

The Leadership Development & Change Manager presented a mapping of the Union's governance arrangements against the NUS' Students' Union Governance Code and thereon to the NCVO Good Governance Code. The Chair explained that a RAG (red, amber, green) rating system was used to indicate compliance of our current or planned review actions with the governance codes, and suggested a discussion on the issues marked in red which required input from the Committee.

With regards to point 14 ("Trustees consider the benefits and risks of partnership working and merger if other organisations are fulfilling similar charitable purposes more effectively and/or if the Union's is uncertain"), the Chief Executive suggested that there may not be a need to do anything at this stage, given the Union's relatively secure organisational future and the lack of other organisations it is likely to merge with. It was noted that the main issue that may arise in future is if UCL merges with other institutions, thus requiring the Union to consider merging or taking on operations of their respective students' unions.

With regards to point 43 (“The board is able to articulate how supporting students undertaking campaign activity enables political educational development in line with the union’s charitable purpose”), the Student Trustee commented that it would have been useful to have more information on the Union’s charitable purpose]when standing for election. The Chief Executive added that they felt the Union’s charitable purpose is not discussed enough, and suggested more visibility for this would be beneficial. The External Trustee suggested that an annual campaigns report might be useful in order to talk about the Union’s priority campaigns. The Chair added that it would be beneficial to see an area on the website related to campaigns in addition to the section on liberation, particularly related to how change at UCL can be influenced through a campaign. The Chief Executive questioned whether the Union’s charitable purpose was clear enough and whether this needed to be revisited, with the Leadership Development & Change Manager stating that it may be useful to go into how the Union represents the student voice in the ‘about us’ section of the website. The External Trustee further outlined that a new electronic customer relationship management (E-CRM) system for the website may strategically help the Union make its charitable purpose clearer, especially if campaigning is made a priority within this system.

On point 109 (“The union takes seriously its responsibility for building public trust and confidence in its work”), the Community Relations Officer emphasised the importance of more communication regarding the benefits of the Union, with the Student Trustee adding that capturing trust is insufficient if the loop is not closed through measured and quantifiable annual reports. The Leadership Development & Change Manager added that the organisation’s latest strategy contains an annual membership survey under the strategic theme on accountability, however it was noted that the Union does not currently have a systematic way of demonstrating its benefit to members. The Chief Executive added that the organisation’s NSS score at the moment (47% satisfaction) is low, and that based on the current situation it is worth considering that point 107 (“The organisation’s work and impact are appreciated by all its stakeholders”) should not be indicated as green. The Chief Executive also brought up the potential for an annual stakeholder survey to be conducted, with the Leadership Development & Change Manager adding that different service areas of the Union currently deploy their own feedback mechanisms, and that there may be a way to make this more uniform such as improving the Union’s E-CRM. The External Trustee also suggested looking at KPIs or scoreboard metrics for the year as a way to considered performance and benefit.

On any other points related to the mapping exercise, the External Trustee asked whether it would be possible to add the mention of inductions to the activity for point 3 (“The board can demonstrate how it uses its understanding of its students and what they want from their union to inform its decisions”) and point 10 (“All trustees can explain the union’s public benefit”).

The Chair thanked members for their contributions, and asked that any further comments, questions or queries be sent directly to the Leadership Development & Change Manager.

RESOLVED

ACTION: All members to send any further comments on the mapping exercise to the Leadership Development & Change Manager.

3. Area 1 Officer Performance Management (Officer Reports)

The Leadership Development & Change Manager presented work that will be undertaken as part of Review Area 1 to review the report templates that sabbatical officers provide for the Board. It was explained that the reports currently serve multiple purposes such as providing information to policy zones, the Board and the wider membership through the website, and that each of these will be considered in the evaluation. Members of the committee were invited to give their views on the proposed approach and the template as it is currently comprised.

The Chair mentioned that in a recent meeting of the Union Executive, officer accountability had been discussed, and that many of the members said they did not read these reports as they were not accessible. Suggestions for improvements from this meeting included a termly summary, more graphics and making sure that all students are communicated with about the reports. The Faculty Representative for Arts & Humanities added that they were aware that there was active union policy on the 'accountability of sabbatical officers', which requires twice-termly reports on current projects and progress against manifesto pledges. The point was made that separate strands for accountability to the Board and accountability to students may be required, which may require different content, format and communications.

The Community Relations Officer pointed out that if students were more aware of what was being done by sabbatical officers then there would be more engagement with the Union. The Leadership Development & Change Manager suggested that this might not need to focus exclusively on the sabbatical officers themselves given that students care more about the issues they relate to, and that leading on this within student-facing communication would be beneficial. The Chief Executive added that in the past officer teams who were not active and diligent have not been picked up on by the members, and that accountability measures need to provide greater transparency to show that sabbatical officers are attending meetings and carrying out their responsibilities, as well as showcasing the great work they do and providing updates to the Board. The External Trustee then suggested that action plans could come to the Board, in addition to sabbatical officers providing accountability reports.

The Faculty Representative for Arts & Humanities suggested the idea of introducing a scrutiny panel made up of six elected students, which would meet once per term and whose role would be to ask accountability questions of elected officers. The Leadership Development & Change Manager added that it was important that sabbatical officers see the value of accountability measures and want to be transparent, as well as the fact that points of escalation for officers may need to be looked at given that sabbatical officers sit outside the line management structure for Union staff. The Chair pointed out that during the current induction period, officers are told that students are their line managers, and the Chief Executive suggested that this could be something that the role description for Chair of the Board include, which is currently being produced.

The Chief Executive also suggested that more structured officer questions within the Union Executive could be useful, with the Chair making the point that this can be trialled at the last meeting of the year in June. The Leadership Development & Change Manager added that five

times a year for these accountability measures may not be enough and so frequency must be reconsidered, and that more can be done within training and normalising accountability as a part of officer preparation for the Union Executive as long as there is capacity and time.

On the issue of the timeframe laid out in the paper, the Chair asked if the piloting of suggestions at different policy zones could be included, given that the paper is coming back to the Governance Committee on 26 May. The Leadership Development & Change Manager stated that this process can be iterative and multi-method, and that it would be possible to incorporate views from the zones.

The proposed approach for the Review Area 1 was agreed with progress and recommendations reported back to the Governance Committee at its next meeting.

RESOLVED

4. Governance Review Action Plan Progress Report

RECEIVED

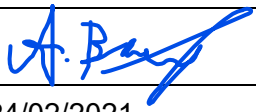
5. Any Other Business

The Student Trustee asked whether there was anything from a governance standpoint that was required for COVID-19, or whether the response mainly sat within operations. The Chief Executive informed the Committee that the hope is to still be open for the elections period, but that this may be an issue. The Union is represented in a wider strategy group at UCL, and officers are part of daily meetings on action plans for eleven streams. It was also noted that the Union is following UCL's advice on all issues related to COVID-19, and that all internal UCL communications are being cascaded to staff members, with managers asked to consider business continuity with staff and look at areas of priority such as projects and contracts.

On the financial impact of COVID-19, the Chief Executive stated that the Union is looking at relevant cover by our insurance, and despite the fact there may not be cover as COVID-19 is not on the list of notifiable diseases there may be some business interruption that can be claimed. It was also noted that the Union's reserves are still healthy, and that this issue is being considered as a part of reforecasting of budgets.

On governance arrangements during COVID-19, the Leadership Development & Change Manager added that a report would be going to Board in a few weeks on business continuity, however it was noted that the situation is currently extremely fast-moving.

The Community Relations Officer asked what the timeframe was for foreign travel being cancelled. The Chief Executive responded that the Union is following UCL's advice, which has gone further than the government's advice because of concerns of students not being able to get back, and with the potential for insurance advice and policy to be changed whilst students are aboard. The Leadership Development & Change Manager added that international students can return home if they wish to, and it was also noted that there may be significant disruption until the summer.

Minutes approved as a true and accurate record	
Chair:	Carol Paige, Democracy, Operations & Community Officer
Signature:	 Ayman Benati, Chair
Date:	24/02/2021