



Date: Tuesday 19 January 2021
 Time: 17.00
 Venue: Online

Governance Committee Minutes

Chair: Ayman Benmati, Education Officer

Members:	P	AP	AB
Aparna Sree Asok, Student Trustee (ASA)	✓		
Asad Rajput, Student Member (AR)	✓		
Ayman Benmati, Education Officer, Chair	✓		
Carol Paige, Democracy, Operations & Community Officer	✓		
Clare Bracey, External Trustee, Non-UCL		✓	
Jim Onyemenam, Postgraduate Students' Officer	✓		
Oluwakemi Gbadamosi, Student Member (OG)		✓	

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

1. Welcome & Introductions

The Chair welcomed members to the meeting. The Chair noted apologies from the External Trustee (Non-UCL) and the Student Member (OG).

2. Minutes and matters arising from the meeting on 24 November 2020

The Board approved the minutes for the meeting dated 24 November 2020 as a true and accurate record.

APPROVED

3. Business Cycle 2020-21

The Leadership Development & Change Manager noted that there had been some changes to the timings on the Business Cycle 2020-21 which was due to scheduling and confirmed that this was the final revised version.

The Democracy, Operations & Community Officer suggested that some items be moved from the June meeting of the Board to the April meeting where possible to balance out the load for the two meetings. The Chief Executive agreed that if possible some items from June should be moved to April.

The Leadership Development & Change Manager noted that quite a few items at the June Board were for information only but they confirmed that they would look into the possibility of moving some items from June to April. They added that some items may be difficult to move as they may have to be considered by the relevant committee before being reported thereon to the Board.

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ACTION: The Leadership Development & Change Manager to review the business scheduled for the April and June meetings of the Board.

4. Officer Portfolio Review and implications on governance structures (Review Action Y)

The Leadership Development & Change Manager confirmed that a revised structure of the Sabbatical Team had been agreed at the Union Executive meeting held on 18 January 2021. This revised structure includes making all six of the Sabbatical Officers trustees of the Union

The Leadership Development & Change Manager went on to ask Governance Committee if they had any opinion or views on how the Chair of the Trustee Board should be selected. The Chair asked if there was a paper on the revised structure. The Leadership Development & Change Manager responded that there was not a paper as this had only been agreed at yesterday's meeting of Union Executive. They noted that the revised structure would be communicated to members in the next few days. The Chief Executive added that there would be a new shape to the sabbatical team with Sabbatical Officer roles moving from a seven officer structure to six officers. The Democracy, Operations & Community Officer commented that it would be useful for Governance Committee to have a paper on the current role of the Chair of the Board to enable a discussion to take place on how the Chair is appointed.

The Student Member (AR) asked how the revised Sabbatical structure came about. The Chief Executive responded that the Union had an independent review of its governance arrangements in 2019. One of the issues that came up is that not all our Sabbatical Officers are trustees. The reason for this is that not all Sabbatical Officer roles are elected through a cross campus ballot of all members and these Officer roles were not considered major office holders and therefore not trustees. They added further, we undertook an Officer Portfolio Review with the assistance of a consultancy firm which included gathering opinions in a student survey, focus groups and interviews with current and past Sabbatical Officers as well as other key stakeholders. Various options came out of this review and two options were taken to the Union Executive who considered these at their meeting last night. The Chief Executive confirmed that a paper on this can be brought back to the Governance Committee on the revised structure and the role of the Chair of the Board. At the moment, current Sabbatical Officers decide on who becomes the Chair of the Board and it will continue this way until this is reviewed by Governance Committee.

ACTION: The Leadership Development & Change Manager to bring back a paper to the Governance Committee on the revised officer structure and appointment of the Chair of the Trustee Board.

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5. Review of election arrangements for Student Trustees (Review Action T)

The Leadership Development & Change Manager outlined the current election arrangements for Student Trustees. They explained that the Governance Action Plan considered Practical Steps to Facilitate Good Governance (Review Area 6), which included an action (T) to explore the timing of elections of Student Trustees to allow more time for a more formalised handover; whilst ensuring first year students are not disadvantaged. The Leadership

Development & Change Manager asked if Governance Committee had any views and opinions on this. The Democracy, Operations & Community Officer responded that they felt the current arrangements were good as it meant that PGT as well as other students can be appointed as Student Trustees. However, they noted that it can pose an issue as to when their term of office ends. It should end in October but if a student has graduated, then they cannot continue to be a Student Trustee which often leaves a gap and no opportunity for handover to the new trustees.

The Student Member (AA) asked about the possibility of electing Student Trustees at the same time as the Sabbatical Officers. They noted that Sabbatical Trustees being elected before Student Trustees gives them a chance to familiarise themselves with the role and therefore would be able to offer more support to the Student Trustees.

The Chief Executive commented that there is no perfect solution but we need to find the best option possible. They noted that they liked the idea of a split election with some student trustees elected in the Spring and others in the autumn to help manage the issue of continuity but also else that all students can stand for election including PGT students and first year undergraduates. They also suggested that this role needs to have students who understand the Union and the University and therefore if first year students are elected as Student Trustees we need to ensure they receive proper training and handover. The Democracy, Operations & Community Officer responded that the first Board meeting for Student Trustees elected in Autumn, is in December so that still gives a first year student time to prepare before their first meeting. They added that one of the Student Trustees should be a postgraduate student.

The Student Member (AA) said that they were a postgraduate student and were elected as a Student Trustee during their first term. They added that they found the first meeting of the Board difficult as they did not have a great understanding of how the Union was run.

The Leadership Development & Change Manager confirmed that there were various options to look at regarding when Student Trustees are elected. They noted that some Unions have a two year cycle for Student Trustees. They also suggested that the Articles of Association can be amended if they are currently too constraining. The Leadership Development & Change Manager went on to explain that there is sometimes a void between June and November as Student Trustees could have graduated and thus no Student Trustees are in place until after the election in October. This also does not facilitate a handover between Student Trustees and can create issues for decision making by the Board in that period.

The Democracy, Operations & Community Officer suggested that an undergraduate election takes place in the Spring and a postgraduate election takes place in the Autumn. They added that the Board may decide to increase the number of Student Trustees as the number of Sabbatical Trustees is increasing. The Chief Executive said that they would advise against increasing the number of Board members without further consideration, as large Boards do not work well and it would be important to consider the overall balance of the Board. However, they liked the idea of two separate elections.

The Governance Committee went on to discuss the possibility of Student Trustees who have graduated still sitting on the Board of Trustees but in terms of governance this would not be allowed as all elected students need to be members. It was suggested that the University might be able to extend their student status but it was noted that this would be unlikely and require a lot of consideration.

The Democracy, Operations & Community Officer suggested that by splitting the elections and having one in the Spring, it would ensure that at the November meeting of the Board, there would be at least two Student Trustees and would ensure that there is not a gap.

The Chair suggested that the possible options be brought back to the next meeting of Governance Committee in a formal paper to be considered further.

ACTION: The Leadership Development & Change Manager to bring back a proposal with the various options for electing Student Trustees to the next meeting of Governance Committee.

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6. Returning Officer's Report for Reps Election 2020

The Leadership Development & Change Manager presented the report on behalf of the Returning Officer and confirmed that there were no significant issues to flag. They gave an overview of the recommendations and observations from the Returning Officer.

The Governance Committee discussed the recommendation regarding co-opted positions and the need to be careful when implementing it. The Leadership Development & Change Manager stated that a clause can be added to permit the co-option with voting rights onto a policy zone for individuals who have successfully been elected in their department, club or society.

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7. Governance Review Action Plan Progress Report

The Leadership Development & Change Manager gave a summary of the progress report against the Governance Review Action Plan. They noted that there are no red flags and we are on target with the revised timelines agreed at the last meeting. The Democracy, Operations & Community Officer asked if it would be possible to see the progress made between meetings and if this could be highlighted on the Action Plan. The Leadership Development & Change Manager responded that they would reflect this in future reports.

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ACTION: The Leadership Development & Change Manager to highlight on the progress made between meetings on the Governance Review Action Plan.

8. Updated Charity Governance Code

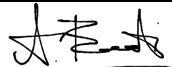
The Leadership Development & Change Manager confirmed that two sections of the Charity Governance Code had been revised and confirmed that they will be looking at these revisions to ensure we work to full compliance. They added if any changes are needed to reflect this in the Governance Review Action Plan, these will be highlighted and reported to Governance Committee.

ACTION: The Leadership Development & Change Manager will look at the revisions in the Charity Governance Code and will bring back any necessary changes these may make to the Governance Review Action Plan.

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9. Any Other Business

There was no other business.

Minutes approved as a true and accurate record	
Chair:	Ayman Benmati, Education Officer
Signature:	
Date:	22/06/2021

Action List

Actions	
The Leadership Development & Change Manager to review the business scheduled for the April and June meetings of the Board.	LDC Manager
The Leadership Development & Change Manager to bring back a paper to the Governance Committee on the revised officer structure and appointment of the Chair of the Trustee Board.	LDC Manager
The Leadership Development & Change Manager to bring back a proposal with the various options for electing Student Trustees to the next meeting of Governance Committee.	LDC Manager
The Leadership Development & Change Manager to highlight on the progress made between meetings on the Governance Review Action Plan.	LDC Manager
The Leadership Development & Change Manager will look at the revisions in the Charity Governance Code and will bring back any necessary changes these may make to the Governance Review Action Plan.	LDC Manager