STUDENTS' UNION UCL

Governance Committee
Minutes

Date:	Tuesday 24 November 2020	
Time:	17.00	
Venue:	Online	

Chair: Ayman Benati, Education Officer

Members:	P	AP	AB
Aparnna Sree Asok, Student Trustee (ASA)	✔		
Asad Rajput, Student Member (AR)	✔		
Ayman Benati, 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) (from item 5)	✔		

In Attendance:
Rebecca McLoughlin, Academic Change Coordinator, minutes
John Dubber, Chief Executive (from item 8)
Simon To, Leadership Development & Change Manager

1.   **Welcome & Introductions**
       The Chair welcomed the members to the first meeting of the Governance Committee for this academic year. Everyone introduced themselves. The Chair noted apologies from the External Trustee (Non-UCL).

2.   **Terms of Reference & Membership**
       The Leadership Development & Change Manager gave an overview of the Terms of Reference for the Governance Committee and outlined that they were extracted from the Bye-Laws, August 2020.

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3.   **Minutes and matters arising from the meeting on 10 March 2020**
       The Board approved the minutes for the meeting dated 10 March 2020 as a true and accurate record.

                                                                                          APPROVED

4.   **Review of Governance Arrangements and Action Plan**
       The Leadership Development & Change Manager explained that a review of our governance arrangements was commissioned in April 2019 and was undertaken by g training and 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 was developed and endorsed by Governance Committee. The role of Governance Committee is to review and maintain an overview of the progress against the Action Plan.

The Leadership Development & Change Manager then went on to explain the seven main review areas in the report and action plan as follows:

1. Introduce an Officer Performance Management Framework.
2. Improve Board Leadership.
3. Strengthen the Board Committees.
4. Increase Management Capacity to Facilitate Effective Governance.
5. Clarify and Codify the Role and Status of the Board.
6. Take Practical Steps to Facilitate Good Governance.
7. Progress from Good to Great Governance in the Longer-Term.

The Leadership Development & Change Manager explained the traffic light system to indicate progress on the action plan:

- Teal – the action is completed.
- Amber – the action is in progress.
- Blank – the action due date is in the future.

Governance Committee noted that due to our response to COVID-19, some of the activities outlined in the Governance Review Action Plan were put on hold. The Leadership Development & Change Manger confirmed that we are beginning to resume our programme of work and have indicated the impact on the target dates as a consequence of this pause. This is detailed in the Governance Review Action Plan Progress Report.

The Democracy, Operations & Community Officer suggested that it would be good to review the completed actions at some stage. The Leadership Development & Change Manager confirmed that as part of the governance work, we would be building in an iterative review the process to evaluate our governance functions which will include evaluating new developments brought about through the Governance Review Action Plan. This is covered under Review Point 7 where the Union intend to progress from good to great governance in the longer term.

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5.   **Governance Policies**
The Leadership Development & Change Manager explained that a range of governance policies were introduced when we incorporated and registered as a charity in 2011, these policies had not been significantly reviewed since their introduction. It was noted that when we incorporated and registered as a charity, we introduced the following policies:

- Trustee Code of Conduct
- Trustee Declaration
- Statement on Conflicts of Interest
- Trustee Role Descriptor

The Governance Review Action Plan included three actions (Action F, G and Q) which related to development of a set of Governance Policies and Procedures as well as clarifying the roles of the Chair and Vice Chairs of the Board. All the above policies have been reviewed and updated. Role descriptors have also been developed in consultation with last year's Chair and Vice Chair of the Board.

The Student Member (OG) joined the meeting and introduced themselves.

The Student Member (AR) asked where the information for the role descriptors came from. The Leadership Development & Change Manager replied that the Board has a Schedule of Delegated Authority which is reflected in the Chair role descriptor. The Articles of Association outline the responsibilities of the Trustees and this is reflected in the Trustee role descriptor. The Vice-Chair role descriptor is built around supporting the Chair. The Leadership Development & Change Manager also noted that two Vice Chair roles were being proposed with one being a Sabbatical Trustee and the other an External Trustee which enables the Chair to receive more support especially if there is a conflict of interest. Also it gives more continuity as the External Trustee term is for up to four years.

The Leadership Development & Change Manager asked the Governance Committee to consider the approval of the policies outlined.

The Governance Committee approved the following polices:
- Trustee Code of Conduct
- Trustee Declaration
- Statement on Conflicts of Interest
- Trustee Role Descriptor
- Chair and Vice Chairs Role Descriptors

APPROVED

6. **Trustees Induction, Training and Development**
   The Leadership Development & Change Manger explained that Review Area 6 Take Practical Steps to Facilitate Good Governance included a range of actions to improve the induction, training and development of trustees and the wider Board. They reported on the following three developments in relation to this:
   - A new induction programme has been introduced for trustees for those appointed from August 2020 including a new Induction pack and training plan.
   - We will introduce buddy groups for mutual support and contribute towards development of the Board. This will involve setting up three buddy groups which will include a mix of Sabbatical, Student & External Trustees in each.
   - A briefing series is being introduced for trustees from November 2020 where Trustees will be able to discuss technical issues in greater depth.

RECIEVED

7. **Board Business Cycle 2020-21**
   The Leadership Development & Change Manager confirmed that the Board considered and approved the Board Schedule at its last meeting. They confirmed that a business cycle be developed for the Board and its committees and Governance Committee is asked to consider the Business Cycle and provide feedback and suggestions.

   The Democracy, Operations & Community Officer asked if the Remuneration Committee is usually held in May. The Leadership Development & Change Manager responded that the Remuneration Committee is usually held slightly earlier in the year. Due to the current

operating environment, there is a proposal to postpone the meeting of Remuneration Committee to later on in the year to consider the outcomes of the appraisal of the Chief Executive as well as consider any issues arising in relation to the Sabbatical Officers after the review of their portfolios have been considered.

The Student Member (AR) asked when the Annual Members Meeting will be held and if it will be in person or online. The Leadership Development & Change Manager confirmed that it is due to be held on 23 March 2021 and will most likely be an online meeting.

The Student Member (OG) asked if there were any plans for induction training for committee members. The Leadership Development & Change Manager replied that there are currently no formal induction arrangements for committee members. They agreed that this would be useful to consider and needs to be looked at further. The Leadership Development & Change Manager suggested that committee members contact them with any ideas and suggestions.

Action: Committee members to contact the Leadership Development & Change Manager with any ideas and suggestions regarding induction training for committee members.

RECIEVED

8. **Returning Officer's Reports for Elections 2019-20**
    The Leadership Development & Change Manager explained the role of the Returning Officer who currently is the Election Manager for Camden Council. The Deputy Returning Officer is Alex McKee, our Head of Student Engagement & Communication. The Leadership Development & Change Manager confirmed that the Union holds two rounds of elections annually, one in the Autumn and then in the Spring. The Returning Officer provides a report after each election to confirm the elections returned as well as any issues and observations arising. The Returning Officer's Report for the two election rounds in 2019-20 are provided for consideration and reporting thereon to the Board. They noted that this report was due to be considered at the last meeting of Governance Committee which was cancelled, thus the report has been delayed to now.

    The Chief Executive joined the meeting.

    The Democracy, Operations & Community Officer noted that it was more difficult to campaign remotely and that the Union ensured that we use a variety of different ways to promote the elections such as the all student newsletter and social media.

    The Student Member (OG) added that many students found it very difficult to campaign remotely this year and suggested that we need to explore various platforms so we can reach out to more students.

    The Student Trustee (ASA) agreed and confirmed that as there are a large number of students on their course it was easier to campaign, but they noted that students on a smaller course would have found it very difficult to reach out to students. Also, they noted that a large number of students were unaware of the elections. The Leadership Development & Change Manager confirmed that it was more challenging for students to campaign this year. A working

group to oversee the delivery of our Leadership Race is being set up and the Leadership Development & Change Manager confirmed that they would extend an invite for members of Governance Committee to feed into this.

Action: The Leadership Development & Change Manager to invite Governance Committee members to the Leadership Race working group.

The Leadership Development & Change Manager asked members to send them on any further feedback and suggestions regarding the elections process.

Action: The Governance Committee members to send on feedback and suggestions regarding the elections process to the Leadership Development & Change Manager.

9. **Revisions to Governing Documents**

The Leadership Development & Change Manager noted that Union Executive adopted eight Amendments to the Bye-Laws in the last session. The Board receives an annual report on the revisions to the Governing Documents on recommendation by the Governance Committee. As the last meeting of Governance Committee was cancelled last session, the Chair had provided the report to the Board at its meeting in June 2020.

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10. **Any Other Business**

There was no other business.

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