



Date: Tuesday 23 November 2021  
 Time: 18.00  
 Venue: Online

## Governance Committee Minutes

Chair: Osman Teklies, Union Affairs Officer

Members:	P	AP	AB
Alex Skliros, Student Member (AS)	✓		
Arifa Aminy, Equity Officer	✓		
Ayman Benmati, Education Officer	✓		
Clare Bracey, External Trustee, Non-UCL		✓	
Noora Almarri, Student Member (NA)	✓		
Osman Teklies, Union Affairs Officer, Chair	✓		

In Attendance:
Jenna Ali, Student Trustee (JA)
John Dubber, Chief Executive
Rebecca McLoughlin, Governance & Administration Coordinator, minutes
Simon To, Policy, Governance & Insight Manager

### 1. Welcome & Introductions

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

### 2. Terms of Reference & Membership

**RECEIVED**

### 3. Minutes and Matters Arising from the meeting on 8 June 2021

The Chair noted that the following action will be carried forward to the next meeting of the Governance Committee:

**ACTION:** Policy, Governance & Insight Manager to bring back a proposal with the various options for electing student trustees to the next meeting of the Governance Committee.

The Governance Committee approved the minutes for the meeting dated 8 June 2021 as a true and accurate record.

**APPROVED**

### 4. Induction, Training and Development for Trustees and Committees

The Policy, Governance & Insight Manager outlined the new trustee induction programme. They highlighted that the following had been introduced:

- Improved Induction Pack.
- New induction Programme.
- Buddy Groups for Trustees.
- Board Briefing Series.

They noted that this will continue to be evaluated.

The Committee discussed when the Buddy Groups would be arranged for this year. The Policy, Governance & Insight Manager confirmed that this would be arranged in the next few weeks. They noted that the Buddy Groups would pair up each student trustee with a sabbatical officer, bar the Chair and Vice-Chair (Sabbatical).

The Chair noted that as the student trustees committee memberships will not be confirmed until the December meeting of the Board, they were invited to observe the first round of meetings for their respective Committee. The Policy, Governance & Insight Manager advised that this will be considered as part of the review of elections arrangements for student trustees.

**RECEIVED**

## **5. Board Effectiveness**

The Policy, Governance & Insight Manager stated that reviewing the Board's effectiveness is part of the Governance Improvement Plan which is why we have developed an Annual Board Effectiveness Review. A light touch Board Effectiveness Review will be conducted in April each year as that was seen as a good time for them to reflect and allow for discussions in the same year following the review. They also added that we had introduced an exit questionnaire for retiring Trustees. The Chief Executive noted that the Union needed to evaluate if the Board is following good practice, and this will be an annual internal review process to do that. They added that every few years the Union will have a larger external review of its governance arrangements.

The Committee discussed the Board Effectiveness Review. It was noted that there is an emphasise in the survey on the Nolan Principles and it was confirmed that this is covered as part of the induction for trustees. It was suggested that it might be good to also cover this for anyone who holds a significant position within the Union such as the Zone members. The Policy, Governance & Insight Manager said this was a good suggestion and would explore this.

The Committee discussed how the Board Effectiveness Survey would be presented. It was suggested that more free text fields for qualitative questions would be useful to be included. It was also noted that some questions related to the Board as a whole and others for reflection as individuals. The Policy, Governance & Insight Manager suggested that we could more clearly separate the survey into sections which allowed for more natural reflection and will add in more free text fields for qualitative reflections.

The Governance Committee resolved to adopt the Board Effectiveness Review process outlined.

**RESOLVED**

## **6. Governance Policies**

The Policy, Governance & Insight Manager noted that the Governance Improvement Plan commits us to develop a set of Governance Policies and Procedures. Four new governance

policies have been developed over the summer to cover the operations of the Board's committees:

- Role Descriptor for Committee Chairs
- Role Descriptor for Committee Members
- Committee Members Code of Conduct
- Committee Members Statement on Conflicts of Interest

The Governance Committee discussed the policies. It was suggested that some of the responsibilities in the policies were vague and it was asked how committee members be could obtain the views of all students. The Policy, Governance & Insight Manger outlined that members can request data and evidence on student interests and opinions as part of the discussions, but they should also draw on their own experience and views as they were currently students. The Chief Executive said that these policies are guidelines, and it is for the committee members to speak out if they feel these guidelines are not being met. The Governance Committee discussed how committee members can report a concern. The Chief Executive suggested that any concerns be reported to them or the Policy, Governance & Insight Manager.

The Chief Executive suggested that committee members contact the Policy, Governance & Insight Manager if they require further data on student insight. They can request more in-depth data on specific topics.

With reference to the Code of Conduct, the Governance Committee discussed the clauses under Reputation:

- "I will not speak as a trustee of the Union to the media or in a public forum without the prior knowledge and approval of the appropriate sabbatical officer."  
It was confirmed that the appropriate sabbatical officer would be dependent on the issue and to which portfolio the matter related to.
- "When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it."  
The Committee discussed a trustee's liability whilst in office and the difference between speaking out as a private citizen or as a committee member. The Policy, Governance & Insight Manager explained that this is referring to members' time in office and that members should maintain the essence of this code if referring to any issue in relation to a matter concerning the committee of which they were a member of. The Committee went on to discuss the wording around reputation and it was clarified that this is in regard to the reputation of the Union and not the University. The Committee suggested that the wording used needs to be clearer and less restricting. It was noted that the sentence is not about inhibiting free speech but is about when speaking publicly or to the media.
- "When I am speaking as a committee member of the Union, my comments will reflect current Union policy even when these do not agree with my personal views."  
The Chief Executive explained that this sentence is ensuring that we have effective

meetings and when information is shared it is properly contextualised. It is trying to outline how issues discussed are outlined to the media. They noted the difference between the Policy Zones which are democratic meetings and the Board committees which are governance meetings. The Chair suggested that if committee members are concerned about discussing a topic in public then they can refer this to the relevant Sabbatical Officer or to the relevant committee chair in the first instance. The Committee discussed the need to clarify when you are speaking as a committee member or as a representative of the Union.

The Chief Executive confirmed that the wording for the Code of Conduct originated from good governance recommendations from the National Council for Voluntary Organisations (NCVO).

The Committee agreed to change the wording in the second clause to “When speaking as a private citizen, I can speak freely and will strive to uphold the reputation of the Organisation and those who work in it.”

The Governance Committee resolved to adopt the following policies subject to the amendment above and any typos:

- Role Descriptor for Committee Chairs
- Role Descriptor for Committee Members
- Committee Members Code of Conduct
- Committee Members Statement on Conflicts of Interest

**RESOLVED**

**ACTION:** Policy, Governance & Insight Manager to make the amendments to the governance policies as discussed.

**7. Governance Improvement Plan Progress Report (Quarter 1)**

The Policy, Governance & Insight Manager gave a brief overview of the Governance Improvement Plan and progress to date. They noted that we were making good progress on the plan.


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**8. Any Other Business**

The Committee discussed when and how any changes to the Bye-Laws can be made. The Chair advised that this can be raised with the Chair of the Board.

The Committee noted that the Social Responsibility Policy is also considered by the Board and the timeline for the scoping of this policy was July 2022. The Policy, Governance & Insight Manager confirmed that if any committee members would like to discuss this, please contact them or the Chair.

Minutes approved as a true and accurate record	
Chair:	Osman Teklies, Union Affairs Officer

Signature:	
Date:	18/02/22

**Action List**

Actions	
The Policy, Governance & Insight Manager to bring back a proposal with the various options for electing student trustees to the next meeting of the Committee.	Policy, Governance & Insight Manager
Policy, Governance & Insight Manager to make the amendments to the governance policies as discussed.	Policy, Governance & Insight Manager