



Date: Thursday 3 February 2022
 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	✓		
Jenna Ali, Student Trustee (JA)	✓		
Noora Almarri, Student Member (NA)			✓
Osman Teklies, Union Affairs Officer, Chair	✓		

In Attendance:
Rebecca McLoughlin, Governance & Administration Coordinator, minutes
Simon To, Policy, Governance & Insight Manager

1. Welcome & Introductions

The Chair welcomed members to the meeting of Governance Committee and members introduced themselves. The Chair noted apologies from the Education Officer.

2. Minutes and Matters Arising from the meeting on 23 November 2021

The Governance Committee approved the minutes for the meeting dated 23 November 2021 as a true and accurate record.

APPROVED

3. Returning Officer's Report (Autumn)

The Policy, Governance & Insight Manager noted that the Union has two rounds of elections annually, one in the Autumn and then in the Spring. The Returning Officer, (who is the Election Manager at Camden Council), provides a report after each election round to confirm the elections returned as well as issues and observations arising. The Returning Officer's Report for the recent elections in Autumn 2021 is provided for consideration and reporting thereon to the Board. The Policy, Governance & Insight Manager highlighted that there were two observations and recommendations from the report which were regarding co-opted positions and influencer regulations.

The Committee discussed the recommendation regarding influencer regulations and what the definition of an influencer was. The Policy, Governance & Insight Manager confirmed that the term influencer was regarding paying celebrities to endorse your campaign and not regarding affiliations with student groups. The Committee agreed that a clearer definition was needed. The Policy, Governance & Insight Manager confirmed that they would feed this back.

ACTION: The Policy, Governance & Insight Manager confirmed that they would feed back that the definition of an influencer needs to be clearer in any new regulations.

The Committee asked why there was a lower election turnout. The Policy, Governance & Insight Manager responded that since the opening of lockdown, this seems to have led to a slight decrease in online engagement. They added that how the Union supports candidates' campaigns both online and in person is being looked at. It was also noted that the recent referendum had the highest voter turnout ever. The Committee noted that the elections involve a high number of constituency-based positions such as Hall Reps and thus voting is not open to all students which restricts who can vote for certain positions. The Committee suggested that some narrative around the reason for lower election turnout should be included in the report especially as it goes onto the University.

The Committee discussed how the influencer sponsorship could be regulated. It was noted that currently most issues are brought up through the complaints procedure and as issues arise, they are investigated. Candidates and voters can report breaches of rules. The Committee noted that there were three complaints this year and asked if this was the usual amount received. The Policy, Governance & Insight Manager confirmed that this is the typical number of complaints received.

The Committee discussed the recommendation around co-opted positions and how this would work. It was noted that there is currently not a formalised process.

RECEIVED

4. Review the election arrangements for Student Trustees

The Policy, Governance & Insight Manager explained that the Board's composition currently consists of four student trustees. These student trustees are elected in the Autumn each year and their terms of office run from 1 November to 31 October. The election arrangements for the student trustees have not been reviewed significantly since we incorporated, when the Board was established in 2011. They went on to outline the various possible options around the election arrangements for student trustees. These options were formulated by discussions held at the last meeting and from looking at how other Students' Unions appoint their student trustees. The Policy, Governance & Insight Manager noted that options 2 and 3 were probably the closest options to what has been previously discussed.

The Committee discussed the idea of 2 year terms for student trustees and how this would bring more continuity to the Board. However, this would mean that the student trustee elections would only be every 2 years. It was noted that these positions are governance positions as opposed to representative positions. The Policy, Governance & Insight Manager suggested that elections could be staggered or there could be a mixture of 1 and 2 year terms. It was noted that there is often a gap on the Board between June and November when students have graduated and when new student trustees are elected. The Policy, Governance & Insight Manager noted that this creates a risk as if a Board meeting needed to be called it may not be quorate. They also added that as the Board ratifies the committee positions, and this also holds up when the first committee meetings can be held. The Committee looked at how student trustees would bond if the elections were staggered and how this might affect

when student trustees decide on the committees they join. The suggestion of all student trustees being on all committees was made and the Policy, Governance & Insight Manager responded that we are currently looking at the composition of the Board committees. However, the sub-committees report into the Board and are another layer of scrutiny for the Board so not all trustees should sit on all the sub-committees.

The Committee noted that it would be good to have a split of Undergraduate and Postgraduate students on the Board so all student experience is represented. The possibility of appointing student trustees was looked at but the Committee felt this was not democratic.

The Committee agreed that option 2 and 3 were the preferred options and that it may be good to map out the impact of each of these options and further define them. The Committee suggested that a paper be taken to the Board with a further discussion of option 2 and 3 and an appendix be included outlining the discarded options of 1, 4, 5 and 6. This will then come back to be discussed at the next meeting.

The Committee asked that their reasoning behind their preference for options 2 and 3 be included in the paper which are:

- Need to ensure quoracy for Board meetings
- Appointing will not be democratic
- Option 1 prevents majority of PG students applying

The Chair confirmed that a paper would be compiled to be brought to the Board for consultation and will then come back to the next Governance Committee meeting for further discussion.

ACTION: The Policy, Governance & Insight Manager to compile a paper for the Trustee Board outlining the Committee's preferred options of 2 and 3 and explanation of reasoning.

RESOLVED

5. Governance Improvement Plan Progress Report (Quarter 2)

The Policy, Governance & Insight Manager noted that the appended Governance Improvement Plan outlines progress as of 21 January 2022. They went on to highlight that action AE in the Governance Improvement Plan, states that we scope the development of a Social Responsibility Policy and asked the Committee to consider the scope and development of a Social Responsibility Policy. The Committee decided that this should be on the agenda at the next meeting for further discussion.

ACTION: The Chair to include the scoping of a Social Responsibility Policy on the agenda for the next Governance Committee meeting.

The Policy, Governance & Insight Manager noted that action AG commits us to consider and articulate our strategy to guide our equity & inclusion work with clear milestones and targets. They added that the Committee is asked to consider the scope and development of such as strategy to guide our work. They highlighted that this strategy would encompass staff, students & volunteers and we would be consulting widely to ensure we have a robust and strong strategy.

The Committee discussed the importance of the breadth of the consultation and the need to reach out to the wider community. They discussed the possibility of a subgroup, and it was noted that there is currently an internal working group, and they are working closely with the Equity & Inclusion Unit. The Committee noted that there was not currently a timeframe for the strategy development as we are in the very early stages but the Strategy will go to the Board for consideration.

The Committee asked which committees fall under the remit of Review Area 3 Action L in the Governance Improvement Plan. The Policy Governance & Insight Manager replied that these were all the committees of the Board and added that we are currently recruiting for an external chair for our Risk & Audit Committee.

RESOLVED

6. Review of register of interests

The Committee noted that the External Trustee (non-UCL) had a new job title, 'Director of Policy, Campaigns & Communication at Become.


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7. Any Other Business

The Committee discussed the upcoming strikes and the Chair noted that any meetings on those days are in the process of being moved to ensure all committee members are able to attend.

The Committee discussed the Bye-Laws and what they allow observers to participate in Union Executive. It was noted that Policy Zones are different to Union Executive meetings, and this is outlined in the Bye-Laws. Observers are allowed to observe Union Executive meetings at the discretion of the Chair. It was noted that as some policy proposals go directly to Union Executive there is no discussion on them outside the Union Executive members especially if observers are not allowed to speak at Union Executive meetings. The Policy, Governance & Insight Manager confirmed that this only ever happened in exceptional circumstances. The Chair noted that this needed to be looked into. They added that removal of participants at meetings is at the consideration of the chair and is usually over issues of conduct and meeting decorum.

Minutes approved as a true and accurate record

Chair:	Osman Teklies, Union Affairs Officer
Signature:	
Date:	24/05/22

Action List

Actions	
The Policy, Governance & Insight Manager confirmed that they would feed back that the definition of an influencer needs to be clearer in any new regulations.	Policy, Governance & Insight Manager
The Policy, Governance & Insight Manager to compile a paper for the Trustee Board outlining the Committee's preferred options of 2 and 3 and explanation of reasoning.	Policy, Governance & Insight Manager
The Chair to include the scoping of a Social Responsibility Policy on the agenda for the next Governance Committee meeting.	Chair