



Date: Tuesday 22 November 2022  
 Time: 18.00  
 Venue: Hybrid/South wing G14 Committee Room

## Governance Committee Minutes

Chair: Hamza Ahmed, Education Officer

Members:	P	AP	AB
Clare Bracey, External Trustee, Non-UCL	✓		
Dimitris Dimitropoulos, Student Trustee	✓		
Hamza Ahmed, Education Officer	✓		
Mary McHarg, Activities & Engagement Officer	✓		
Nick Miao, Accommodation & Housing Officer, appointed by Union Executive	✓		
Peter Kanyike, UCL East Student Officer, appointed by Union Executive	✓		
Umair Mehmood, Welfare & Community Officer	✓		

In Attendance:
Rebecca McLoughlin, Governance & Administration Coordinator, minutes
Simon To, Director of Policy, Governance & Advocacy

### 1. Welcome & Introductions

The Chair welcomed members to the first meeting of Governance Committee for this academic year.

### 2. Terms of Reference & Membership

**RECEIVED**

### 3. Minutes and Matters Arising from the meeting on 26 April 2022

The Committee approved the minutes for the meeting dated 26 April 2022 as a true and accurate record.

**APPROVED**

### 4. Returning Officer's Report (Autumn)

The Director of Policy, Governance & Advocacy 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 to confirm the elections returned as well as issues and observations arising. They noted that there were zero complaints for this election round.

The Director of Policy, Governance & Advocacy highlighted two observations and recommendations from the Returning Officer which were:

- 1) Scenarios for rule violations shared with Deputy Returning Officer (DRO) prior to the election.
- 2) Plans for vacant positions to be made earlier.

The Committee asked if the Returning Officer made any reflections on why there were zero complaints. The Director of Policy, Governance & Advocacy replied that a lot of work has been done on clarifying the rules which may have contributed to no complaints. There was also limited campaigning activity which could also be a factor.

The Committee asked about the high voter turnout, and it was noted that this year we had a 12.16% voter turnout which was a big increase. The Committee noted that the voter turnout average at most Students' Unions is around 10% but it does vary. The Committee went on to discuss ways of increasing voter turnout and noted the importance of communicating clearly about what our current Officers and Representatives do in order to raise awareness of the positions throughout the year.

The Committee discussed why there were no nominations for the Disabled Students' Network positions. The Director of Policy, Governance & Advocacy replied that the network positions were recently reviewed. They also noted that as there is only smaller demographic that can put themselves forward for these positions.

The Committee asked how much the candidate budgets were overspent. The Director of Policy, Governance & Advocacy confirmed that it was by a minimal amount.

The Committee asked if there would be an update at the next meeting regarding the progress of the recommendations. The Director of Policy, Governance & Advocacy responded that they would ask that progress on the previous report's recommendations be included in subsequent Returning Officer's reports.

**ACTION:** The Director of Policy, Governance & Advocacy to ensure that progress on the previous report's recommendations be included in subsequent Returning Officer's reports.

**RECEIVED**

## **5. Codes of Conduct (updated)**

The Director of Policy, Governance & Advocacy confirmed that we have established Codes of Conduct that all trustees and committee members agree to when they take up their role. They reported that the Codes have been updated to reflect our new Mission and updates in relation to data and information. There is currently a brief clause around confidentiality, following a review process we are recommending that this be strengthened to cover data and information that trustees and committee members have access to in their roles.

The Committee noted that they would like the following sentence in both Codes of Conduct to include 'gender identity':

*I will commit to not discriminate against any person on the grounds of colour, race, ethnic origin, sex, age, disability, sexual orientation, nationality, marital status, caring or parental responsibilities, or beliefs on matters such as religion and politics.*

The Committee resolved to approve the updated Trustee Code of Conduct subject to the amendment above.

**APPROVED**

The Committee resolved to approve the updated Committee Code of Conduct subject to the amendment above.

**APPROVED**

**6. Trustees and Committee Members Induction and Training Report**

The Director of Policy, Governance & Advocacy gave a summary of the induction and training programme for trustees and committee members.

Members of the Committee felt that the induction is very useful and asked if some of the information, especially around the history of the Union, is available on the website. The Director of Policy, Governance & Advocacy responded that there is an ongoing history project at the moment. They added that in 2023 the Union will be 130 years old so there will be celebrations regarding all our past achievements and future plans.

The Committee asked if the governance structure is available on the website. The Director of Policy, Governance & Advocacy replied that this information is available on the website. The Committee noted that the Union Affairs Officer was intending to make democracy and policy making more transparent this year.

The Committee suggested that it would be good to have a handover with the previous trustees as part of their induction. The Director of Policy, Governance & Advocacy replied that we will certainly look into this as it has been difficult previously due to when trustees were elected. However, going forward there will be a staggered election for student trustees so there could potentially be a handover period. The Committee discussed how to advertise the role of a student trustee more widely throughout UCL. The Director of Policy, Governance & Advocacy welcomed suggestions and noted that communications was sometimes challenging as the role is not a representative role for issues but is to represent students' interests on the Board. The Committee agreed that communication can be difficult to get right.

The Committee received the Trustees and Committee Members Induction and Training Report.

**RECEIVED**

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

The Director of Policy, Governance & Advocacy stated that the Committee has agreed an action plan in response to the recommendations outlined in the review of our governance arrangements undertaken in 2019. They noted that the Governance Committee is responsible for the monitoring and oversight of progress against our Governance Improvement Plan. They confirmed that the Governance Improvement Plan Progress Report outlines the progress up to November 2022.

The Director of Policy, Governance & Advocacy highlighted that due to the refresh of the Charity Governance Code, there were additional actions added in December 2021. Overall, we are on target and planning to complete all actions by the end of this year.

The Committee noticed that two of the deadlines were incorrect under action AF & AK which referred to 2022 rather than 2023. The Director of Policy, Governance & Advocacy confirmed that they would correct these typos.

The Committee received the progress report on the action plan.

**RECEIVED**

The Director of Policy, Governance & Advocacy stated that the Committee were asked to discuss the development of a Social Responsibility Policy which is outlined in action AE. They commented that currently the Union has a comprehensive Strategy which has recently been refreshed and a new Sustainability Strategy which covers elements of a Social Responsibility Policy. They added that it was up to the Committee to decide whether this is sufficient or if a separate policy should be developed.

The Committee asked if there was something that would be in a Social Responsibility Policy that may not be covered by our current Strategies. The Committee discussed how comprehensive both the current Strategies are and felt that there was no need for a separate Policy.

The Director of Policy, Governance & Advocacy advised that the question around having a separate Social Responsibility Policy has come from our mapping against suggested practice to demonstrate compliance with the Charity Governance Code and is not a requirement. The Committee noted that whilst it would be good to have a separate policy, there is no need to rehash information we already had.

The Committee agreed that there is no need for the development of a Social Responsibility Policy.

**RESOLVED**

## **8. Revisions to the Articles**

The Director of Policy, Governance & Advocacy gave a brief overview of the current plans to revise the Memorandum & Articles of Association which are the written rules which the Union abides by. They noted that under the Education Act they must be reviewed at intervals on not more than five years. Once the revisions have been approved by our members at a Company General Meeting, they must be ratified by UCL and sent on to the Charity Commission and Companies House for confirmation. They added that we are currently seeking legal advice on the proposed changes.

The Committee asked how the Company General Meeting will take place and the Director of Policy, Governance & Advocacy responded that as we need just over 500 members participate in the meeting or by proxy.

The Committee asked what would happen if we do not reach meet the quorum required. The Director of Policy, Governance & Advocacy replied that we would reconvene a meeting to be held a week later at the same time. If this did not reach quoracy, we would hold another

meeting a week later at the same time. If we still do not meet the quorum required, it is then referred onto Union Executive for adoption.

The Committee received the plans to revise our Articles.

**RECEIVED**

## 9. Terms of Reference for Committees

The Director of Policy, Governance & Advocacy confirmed that as per the Governance Improvement Plan, there was a commitment that the terms of reference for the Board's Committees be removed from the Bye-Laws and became the sole property of the Board of Trustees. In June 2022, the Union Executive resolved to remove the terms of reference for the Committees from the Bye-Laws. The Committee was asked to adopt the terms of reference as part of our Governance Policies & Procedures. The Director of Policy, Governance & Advocacy outlined that a more in depth review of the terms of reference for the Committees will be undertaken with proposal being brought back to be considered at the next meeting. They welcomed any reflections and suggestions in the meantime.

The Committee asked why there were external advisors on the membership for the committees and whether any had been appointed. The Director of Policy, Governance & Advocacy replied that this is being reviewed especially in light of External Trustees being added to all of the Committees.

The Committee agreed to adopt the following term of reference as part of our Governance Policies & Procedures:

- Finance Committee Terms of Reference
- Governance Committee Terms of Reference
- Risk & Audit Committee Terms of Reference
- Remuneration Committee Terms of Reference

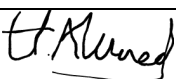
**RESOLVED**

## 10. Review of Register of Interests

**RECEIVED**

## 11. Any Other Business

There was none.

Minutes approved as a true and accurate record	
Chair:	Hamza Ahmed, Education Officer
Signature:	
Date:	10/05/2023

