



Date: Tuesday 21 November 2023
 Time: 18.00
 Venue: Hybrid/South wing G14 Committee Room

**Governance Committee
 Minutes**

Chair: Shaban Chaudhary, Education Officer

Members:	P	AP	AB
Shaban Chaudhary (SC) – Education Officer	✓		
Ahmad Ismail (AI) – Equity and Inclusion Officer		✓	
Issy Smith (IS) – Postgraduate Officer	✓		
Callie Yoo (CY) – Student Trustee	✓		
Grace Hu (GH) – Student Trustee		✓	
Clare Bracey (CB) – External Trustee		✓	

In Attendance:
Joshua Scarlett (JS) - Governance and Compliance Manager, also minutes
Simon To (ST) - Director of Policy, Governance & Advocacy

1. Welcome & Introductions

The committee received apologies from the Equity and Inclusion Officer and therefore the Education Officer assumed the chair in their absence. Apologies were received from three members.

2. Terms of Reference & Membership

The Terms of Reference & Membership were received and noted.

RECEIVED

3. Minutes and Matters Arising from the meeting on 9 May 2023

There were questions about matters arising from the previous minutes. The Postgraduate Officer asked about whether the Representation and Democracy Manager had followed up on data analysis work to understand the barriers to voting students face. The Director of Policy, Governance and Advocacy said this was an ongoing action that remained in progress. There is also an officer review taking place.

The Education Officer asked the committee whether it would be worthwhile for a group to form to assess why turnout in the recent elections was lower than the previous year. The Director of Policy, Governance and Advocacy replied that Leadership Team would meet to discuss future elections so sabbatical officers would feed into the conversations. They also said that the high turnout last year was at odds with previous years and so if we try and benchmark an average, we will find this year was in line with previous turnout figures, although multiple factors make an accurate benchmark challenging.

The Postgraduate Officer also asked whether the Representation and Democracy Manager had looked at whether Varsity and the rep elections in the Spring would coincide, as indicated in the minutes. The Director of Policy, Governance and Advocacy said that the Varsity date is not something that Students' Union UCL can influence, and the date has not yet been announced.

There was also discussion on the action from the previous meeting for Trustees to have an opportunity to meet informally outside of meetings.

ACTION: It was agreed for Governance and Compliance to arrange for Trustees to meet informally over a meal in early 2024, possibly before or after the next Board briefing, subject to availability.

The Committee approved the minutes for the meeting dated 9 May 2023 as a true and accurate record.

APPROVED

4. Returning Officer's Report (Autumn)

The Director of Policy, Governance and Advocacy introduced the item and noted that the Union has 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 issues and observations. They noted that there were zero complaints for this election round. The report includes feedback from candidates as well as observations for consideration.

They noted it is difficult to compare years as the roles and numbers of changes means comparison is not easy. Over the longer term, the median average turnout has been around 6% but last year was much higher at 12%. This year the turnout is in line with the average. They also highlighted three aspects to be reviewed by the Representation and Democracy Manager: the timing for preparation and campaigning, the guidance around job shares (which is not explicit on how many people could share a single post) and thirdly the role of WeChat posts during campaigns.

The Postgraduate Officer brought up issues with the usability of the website when voting.

ACTION: It was agreed for this to be reviewed and for Systems to explore whether the voting preference could be tracked as a user scrolls down the page.

The Education Officer asked about the overall timing of elections and how these align with committees those officers are expected to sit on as there appears to be a discrepancy. The Director of Policy, Governance and Advocacy replied that the committee year runs from 1st November until 31st October and so the reps elected should continue on their committees until the elections. However, it was noted that this is not always possible as some people may have left UCL and it is also not possible for Halls Reps or PGT reps. One way we have sought to mitigate this at Students' Union UCL is to divide the student trustee elections between Spring and Autumn.

The Postgraduate Officer noted the very positive feedback included in the report from students and asked how some of this would be built on and suggestions implemented. The Director of Policy, Governance and Advocacy replied that all the suggestions will feed forward into the coming year and planning for the next elections will be discussed by the Leadership

Team. Any sabbatical officer putting themselves forward for re-election would not be included due to the conflict of interest.

The committee approved the Returning Officer's Report (Autumn).

APPROVED

5. Governance Improvement Plan Progress Report (Quarter 1)

The Director of Policy, Governance and Advocacy gave an overview of the report and the context of the Governance Review that took place in 2019. We are coming to the end of the current action plan and are nearing completion. A significant piece of work that took place following the review was amendments to our Articles of Association and Bye-Laws. There were questions from the committee about areas of the tracker that do not have a RAG rating or written update. These are on areas that are in progress such as EDI. The parts of the Governance Improvement Plan that relate to EDI can soon be updated as green because they are captured by the People Strategy that has recently been approved. It is expected by the next Governance Committee that all aspects will be green and completed.

The committee approved the report.

APPROVED

6. Board Effectiveness Review

The Governance and Compliance Manager introduced the report and the context of the Review that took place in Spring 2023. This is based on the 7 principles of the Charity Governance Code. This year the survey was completed for the first time and the full results show a very high level of engagement from trustees, and a consensus that they are working well together. The full results are appended to the report. They asked the Committee to consider the timing of the review and whether this should be brought forward and for other feedback on the review and its findings.

The Education Officer asked whether obtaining feedback from trustees in person would be more effective. It was agreed this would be difficult for student trustees and external trustees who volunteer their time. They also noted that the feedback from last year around individual time with the chair was less positive than other answers. This may be down to individual styles and it was confirmed that trustees will have one-to-one meetings with the chair of the Board this year.

The Postgraduate Officer raised the mixed feedback about the Buddy System. The Director of Policy, Governance and Advocacy replied that this a system we introduced following the 2019 Governance Review as an opportunity for all Trustees to have a contact. Since then some changes had been made such as only opening this to Sabbatical Officers and Student Trustees for simplicity. It is not a mandatory part of being a Trustee but an informal arrangement that individuals may find helpful. The Governance and Compliance Manager added that this Autumn a different approach had been made and Sabbatical Officers were asked first if they were open

to acting as a Buddy to a Student Trustee before the pairings and introductions were made and all had indicated they were happy to be involved.

There were further questions about the sections of the questionnaire on transparency and openness and it was agreed for this section to be reviewed.

ACTION: Governance and Compliance to reconsider the phrasing of questions in the Board Effectiveness Review to ensure they are in plain English and easily understood.

The committee approved the report and the recommendation for the Review to take place from January 2024 for the Governance Committee and the Board to review the findings before the next Sabbatical Officer term starts.

APPROVED

7. Review of Trustee Governance Policies

The Committee received the report.

RECEIVED

8. Trustees Induction and Training Report

The Committee received the report.

RECEIVED

9. Review of Register of Interests

The Committee received the Review.

ACTION: It was agreed that interests related to hardship funds that individuals had received should not appear on the Register due to privacy reasons.

RECEIVED

10. Any Other Business

ST noted that Trustees would be invited to the staff Christmas Party on 5 December. No further business was raised.

Minutes approved as a true and accurate record	
Chair:	Shaban Chaudhary, Education Officer
Signature:	<i>Shaban.</i>
Date:	30/05/24.