Imperial College Union
Board of Trustees / Minutes of the 24 July 2024 Board of Trustees meeting

- Approved as an accurate record of proceedings at the Board of Trustees meeting held on 18 September 2024 at 2pm.
- Confidential Business/closed minutes denoted by [X]
- This file is stored in the following locations:
    - Open Minutes folder on the ICU Board of Trustees MS Teams group
    - Approved Minutes subfolder in the Policies and Procedures folder under the Documents tab on the Imperial College Union Sharepoint site, in both the:
        - By body folder, and
        - By meeting date folder
    - Committees page on the ICU website

Imperial College Union
Board of Trustees

DRAFT minutes of the 2pm Board meeting held on 24 July 2024 in UDH, Beit Building

1. Welcome & Introductions

SR welcomed everyone to the meeting and invited everyone to introduce themselves:

Trustees Present

Stephen Richardson	(SR)	Lay Trustee (Chair of the Board of Trustees)
Dorothy Griffiths	(DG)	Lay Trustee
Daniel Wagner	(DW)	Lay Trustee
Genevieve Landricombe	(GL)	Lay Trustee
Jane Coulson	(JC)	Lay Trustee
Phil Power	(PP)	Alumni Trustee
Camille Boutrolle	(CB)	Officer Trustee (Union President)
Christian Cooper	(CC)	Officer Trustee (Deputy President Clubs & Societies)
Andreea Cojocea	(AnC)	Officer Trustee (Deputy President Welfare)
Stephanie Yeung	(SY)	Officer Trustee (Deputy President Finance & Services)
Yi Yang	(YY)	Officer Trustee (Deputy President Education)
Nathalie Podder	(NP)	Student Trustee (Elected)
Thomas Fernandez Debets	(TFD)	Student Trustee (Elected)
Christian Oldfield	(CO)	Student Trustee (Appointed)
Dylan Hughes	(DH)	Student Trustee (Appointed)
Anthea MacIntosh-LaRocque	(AML)	Union Council Chair

Staff In Attendance

Tom Newman	(TN)	Managing Director
Peter Greaney	(PG)	External Director of Finance
Cat Turhan	(CT)	Director of Membership Services
Rob Pegg	(RP)	Director of Commercial Services
Ashley Cory	(AC)	Director of Support Services
Clem Jones	(CJ)	Governance & Executive Manager

Incoming Trustees In Attendance

Amandine Beaugé	(AB)	Student Trustee-designate
Ed Bird	(EB)	Student Trustee-elect
Nick Marley	(NM)	Lay Trustee-designate
Emina Hogas	(EH)	Officer Trustee-elect (Deputy President Education)
Nico Henry	(NH)	Officer Trustee-elect (Deputy President Welfare)

SR noted that he encourages all members to speak and to ask questions, including incoming trustees.

2. Apologies for Absence

Noted that Monica Jin Yang (incoming Appointed Student Trustee) had sent apologies as an invited observer for the meeting.

3. Approval of the Draft Minutes of the Previous Meeting held on 29 May 2024

Noted correction that a typographical error referring to JG should be corrected to JC throughout. Otherwise approved as an accurate record of proceedings.

4. Matters Arising

[X]

Noted that the action to review the allocation of reserved funds to the Student Experience Fund would be considered at the next Finance, Audit & Risk meeting.

i. NM asked about progress following the discussion at the last Board meeting regarding the Union potentially returning unspent funds to IC trust. CC noted the Union has had verbal indication that the Union may retain a portion of the funds and reallocate them, subject to a full spending report.

Regarding the action to provide information on how international students voted in the Leadership Election 2024, **noted** the headline on aggregate turnout was 39.01% for home students v 24.93% for non-home students.

*Board **considered** the Board Actions List /Action Tracker.*

5. Declarations of Interest

SR invited all present to return their Annual Declaration of Business and Pecuniary Interests forms for the period 1/8/2023 to 31/7/2024 to CJ as soon as possible.

6. Confidential Business Identification

The following were identified:

- Item 10 (Final Budget Approval for 2024-2025) is not confidential *per se* but an appropriate communication cascade would need to be determined before being made more widely available.
- Item 15 (H-Bar Service Provision) to be confidential to Board.
- Item 12 (Bank Mandate) details to be confidential to Board and redacted from wider minutes.
- NM's personal CV included in TB/23-24/69 to be confidential to Board.

7. Board Subcommittees Update

TN, DW and PP presented paper TB/23-24/58.

i. PP notified Board that Governance & Membership is due to meet on 25 July 2024 to consider a matter arising from the Summer Elections.

Board noted the update.

8. June Management Accounts

PG presented paper TB/23-24/59. PG highlighted that the Union has made a surplus year to date of £316k, which is £125k ahead of the mid-year forecasted surplus of £191k. PG also noted that it is thought that, at the end of the financial year in July, this will translate into a surplus of £220k, based on an exercise to be covered under the next agenda item.

PG also highlighted that the Union does not plan to have vacancies to the extent that it has had this year. PG further noted that in Commercial steps have been taken to review the budget to ensure better planning with reference to contingencies, to make this more accurate next year. PG finally noted that the loss on the Summer Ball was £12k, which was higher than anticipated.

i. GL noted that her trustee quad had discussed that it may be beneficial for all trustees to receive the same financial training. TN suggested that planned training sessions could be recorded for those who are unable to make the scheduled date.

Action: CJ

ii. GL commented that the Union appears to have £4.2m in cash and equivalents at the end of the period, and commented that this feels high, being over 100% of the Union's annual operating costs. PG noted that an element of this is represented by £1.6m of restricted funds (student groups and halls funds), and that the rest is represented by combination of surpluses, acknowledging that some of these are ahead of where the Union expected them to be at this point due to some timing factors. GL asked for a reminder on the Union's reserves policy. PG noted that the Union's target reserves level is £545k, noting that the Union was ahead of this last year and is also ahead of this again this year. PG also noted that the Strategic Investment Fund balance is currently believed to be c£250k, the plans for use of which the Union intends to line up for prioritisation in the near future.

iii. JC asked how it was that the Union incurred a greater loss than expected on the Summer Ball. RP noted that the Union did not achieve the revenue expected due to a two-week pause in promotion because of uncertainty surrounding the student encampment, meaning that c300-400 less tickets were sold than originally aimed for. RP further noted that out of all ticket holders only 1,900 attended on the day. CC asked if the Union had any data on previous event drop offs. RP noted that drop off last year was only about 8%. RP additionally noted that £12k worth of expenditure has come of which he was not previously made aware, and also noted that he suspects there may be £18k worth of income that will be attributed to Beit that is actually linked to Summer Ball activity e.g. the Beit Takeover afterparty.

iv. NM noted in Retail sales are up compared to last year, but gross profit has decreased to 51%. RP noted that the Union had a lot of inherent dead stock, but also had uncertainty surrounding the rebrand of merchandise in April. RP further noted that Retail has budgeted in a 5% reduction in margin next year. NM also asked if staff costs affected the net position. RP noted that there were gaps in permanent staffing this year and the Union has had to use a lot of temporary staff.

v. AML asked about the c£58k variance in Leadership. It was noted that £37k of this related to insurance (where the Union has now had to take out its own Insurance Policy as the new College broker will not cover the Union), and RP also highlighted spend on the Sustainability Conference.

*Board **noted** the June Management Accounts.*

9. Expected Financial Outturn 2023/24

PG presented paper TB/23-24/60.

i. NM noted that £100k i.e. c45% of the expected surplus would be release of the Retail sinking fund, and asked if management were satisfied that this was no longer needed, noting that it be unfavourable to use the surplus for Strategic Investment only to then realise that the sinking fund would be useful (e.g. for a stock write off). RP noted that the Union now has greater stock control measures in place, with external auditors coming in monthly.

*Board **noted** the Expected Financial Outturn 2023/24.*

10. Budget 2024/25

PG presented paper TB/23-24/61, noting that the budget is recommended by Finance, Audit & Risk. PG highlighted the budget has had a small adjustment since Finance, Audit & Risk, as the Union has now received final confirmation of its block grant (which is £11k higher than the draft figure provided, and has been allocated to contingency, leaving the Union with a £30k contingency overall).

PG also highlighted that the budget is planned to cover recurring core activity (intended to break even) and a commercial contribution for a two-year period (FY24/25 and FY25/26), with salary uplifts invoiced separately in Year 2. PG further highlighted that the block grant is going to cover a request for increased support around communities and belonging, and salary alignment with college roles for some posts. PG highlighted the budget ensures grant-funded activities break-even on a cash basis (before £30k of depreciation), and that the commercial budget includes a £50k contribution.

i. JC noted that mention of a Commercial Strategy talked about the potential for the Union to operate a temp agency as an income stream and asked for more information. PG noted that this is not included in the budget as it is a potential project. RP noted that a Commercial Strategy is under development, with an initial discussion paper being presented at the last meeting of Finance, Audit & Risk. RP noted that the proposal is not just limited to a potential temp agency scheme but also the potential for a shared services agency, as part of a wider commercial plan.
ii. NP suggested that one of the best ways to support hard-to-reach groups and elected officers is through a supported events programme and suggested that there is a risk of some events such as Pride not being supported if there is another wave of staff vacancies. TN noted that the liberation budget is protected, noting it will also be an objective of the Representation Team to support liberation officers regarding how to utilise that funding, also noting that EDI still a core piece of work that management is trying to embed in the union and is expected to be prominent this year; [X]. NP asked if an inflationary uplift had been applied to the liberation groups budget line. TN noted that the budget line had not been increased as it is often underspent by liberation officers.
iii. NP asked about the £0.5k for a new Hardship Fund. TN noted that eligibility criteria and an administration process for students to access this fund will be developed and likely administered by the Advice Centre.
iv. DH asked about the Strategic Investment Fund proposals. TN noted that these were only discussed briefly at Finance, Audit & Risk due to timing; TN noted it would be unfair to say that these proposals are fully-fleshed at present and noted there needs to be a substantial discussion at August's Finance first, Audit & Risk, with the aim of coming to September's Board with more developed proposals for use of the fund. AML noted that some of the proposed uses of the fund appear to be for operations that need to be core costs, e.g. carbon audit, exec support, as these would be ongoing rather than one-off costs. TN agreed and noted that the Union is seeking to balance being pragmatic within the constraints of the College's budgeting process.
v. DW queried the reduction in budgeted roles in Advice. TN noted that the advice administration role is now part time, resulting in a saving. TN also noted that the Union is trying to develop the advice service in the long-term since, as student numbers at White City student numbers grow, the Union will need to look at increasing FTE available for Advice at that stage; TN suggested that the Advice Centre is currently the right size for now in order to deliver the core service but noted that the Union will need to go back to college with business case in 2028.

*Board **approved** the proposed 2024/2025 budget.*

11. CSP Annual Budgeting

CC presented paper TB/23-24/62, noting that the number of appeals received was higher than previous years, which is believed to be due to the appeals process being promoted but also due to the CPS Annual Budgeting process becoming unmanageable. CC noted that the Union is therefore looking at adjusting the process more generally, and noted that the new coordinators to be recruited in Student Activities will have a role in this.

i. CO noted that over multiple years many individuals have tried to change this process and asked what will be different this time. CC noted that the Union will have a dedicated permanent staff member for the process.
ii. DG noted that, notwithstanding a process being followed, outcomes do not always seem very balanced, and asked whether this might be a widening partnership issue. CT suggested that part of the answer may be in ensuring there is the right amount of Union staff support available in order for groups to be able to put on events for a wide range of students. TN suggested that there is a broader question of why ICU does CSP annual budgeting in this way it does, noting that the process has been gradually tweaked over time; TN further noted that student volunteers are asked to give up a large amount of time in order to ensure completion of the process.

*Board **approved** the allocation of £424,983.90 for CSPs as per the proposed 2024/25 budget, and **approved** the per-CSP breakdown of funding as determined through the CSP Annual Budgeting Process.*

12. Bank Mandate Update

CJ presented paper TB/23-24/63.

Board approved the request to update the list of authorised signatories on the Union's bank account, and updated the bank mandate to authorise only the following individuals: [X]

13. Annual Balanced Scorecard Results

TN presented paper TB/23-24/64.

i. CC asked if response rates for student surveys could be provided in future.

Action: TN.

ii. CC asked about the definition of "underrepresented groups" in relation to the KPI to increase their engagement. TN noted that this refers to international students, postgraduate students, students with a disability and other student groups covered by widening participation criteria.
iii. YY asked whether reps would receive redacted free-text NSS student comments. TN and CT noted Union staff in Representation are meeting with Strategic Planning to confirm the arrangement for this year.
iv. CC suggested it might be worth dividing up the KPI target % by campus for the KPI of 75% of population actively participating in Union events and student groups. TN suggested that in future the Union analyse a breakdown of the total engagement number by different student demographics.

Action: TN

v. DH asked when the “not yet measured” KPIs would be measured. TN noted that:
   a. With reference to Service Level Agreements (SLAs), all Union directorates will be asked to articulate their service provision over the coming year.
   b. With reference to business processes being implemented, these will require SMT-monitoring over the coming year.
   c. College stakeholders survey - needs to be done over the late summer.

vi. GL asked about internal communication of the results and asked if the Board could make use of JC’s expertise in this field. JC suggested that the figures make sense but noted that the key consideration is how these are communicated and whether this is being done in the most effective way. TN noted that the Union has a new Head of Digital & Marketing which should help with this.

vii. AnC asked if the Deputy President (Welfare) could be invited to the People & Culture Committee. TN noted that the Union President currently attends in terms of Officer representation and suggested the arrangement moving forwards could be discussed with the new OT team.

[Secretary’s note added for clarification: SY also sits on the People & Culture Committee, as the People Team had asked for a returning sabbatical officer(s) to serve on the Committee].

*Board **noted** the results.*

14. Union Sustainability Strategy

SY presented paper TB/23-24/65.

i. CO commented that it has been clear that sustainability has been a big focus of the OT team this year, and asked if it is similarly a priority for the College. TN noted that sustainability is one of the top priorities of the College’s new strategy, with a commitment to being net zero by 2040 and substantial spending plans in order to meet this. TN further noted that the Union has worked with the College’s Director of Sustainability on the plan.

i. GL noted that working through much of the plan will be reliant on College’s relationship with local government with regards buildings, and asked how involved the Union is with external stakeholders. TN noted the Union is not as linked in with local government or MPs as it would like, and needs to have a more strategic approach to this.

ii. AML noted that the listed Outputs as described as being measurable building blocks but also noted that some of the statements are not worded in a way that seems unmeasurable e.g. “the College is transparent”. TN noted that the College has a Socially Responsible Investment policy that is not very accessible to students, and so making this more accessible to students would be a way of making this Output more measurable. TN also noted that this feedback can be reflected upon as the plan is taken forward.

iii. PP suggested that the Strategy is a good framework to work in strategically. PP noted a consideration regarding the Output that “Education for Sustainability is delivered to all Imperial students by 2030” is whether that would mean every single degree programme will be required to have a mandatory module or similar. SY noted that the College’s strategy states under Imperial Class of 2030 that they want their students to be able achieve a green career which is a key consideration.

iv. YY asked how many responses were received from surveys and how were they conducted. SY noted that in October about 30 attended a forum to provide comments and general insight into what students think is important to them regarding sustainability, which helped inform and shape the priorities in the

strategy. SY also acknowledged the survey responses were low, hence the proposal for the Strategy to be re-evaluated every year.

*Board **noted** the Union Sustainability Strategy.*

15. H Bar Service Provision

[X].

16. Review of Byelaw H: Members' Discipline

CJ presented paper TB/23-24/67.

i. NP praised the proposal to remove discipline against CSPs being covered under a separate policy. NP asked what type of training members might be asked to attend as part of the training attendance sanction. CJ suggested noted the College's Consent Matters course is a resource that may be relevant to some cases.
ii. DG suggested that some of the phrasing/terminology used could be made consistent throughout.

Action: CJ

*Board **approved** the proposed updates to Byelaw H subject to minor typographical changes.*

17. Partnership Agreement

CJ presented paper TB/23-24/68.

i. GL noted that the Annexes form a significant representation of the Union's relationship with the College and queried whether their approval should be delegated to Management Committee. TN noted that the Union does have some time if Board wishes to review the Annexes in more detail, as the Agreement is not due for review until November 2024.

Action: CJ

*Board **approved** the proposed updates to the Partnership Agreement but **rejected** the request to delegate approval of the Annexes to Management Committee.*

18. Trustee Board Appointments

SR presented paper TB/23-24/69.

*Board **approved** the proposed appointment of Nicholas Marley as a Lay Trustee, noting that his proposed appointment had also been ratified by Union Council, as required by the Union's Bye-Law B.*

*Board also **ratified** the proposed appointment of Christian Cooper as the second student member nominated by the Union from among its Board of Trustees to serve on College Council (alongside the Union President, ex officio).*

19. Sub-Committee Appointments and Terms of Reference

CJ presented paper TB/23-24/70.

*Board **approved** the proposed sub-committee appointments as outlined in TB/23-24/70, and **noted** the Terms of Reference & Membership of Board sub-committees.*

20. Safeguarding Policy

TN and CJ presented paper TB/23-24/71. TN noted that once approved the Union will run training for staff on implementation of the policy.

i. CC asked about the policy being reviewed every year. TN noted management would provide annual assurance to the Board on implementation of the policy.
ii. JC asked if the Union knows who the u18 students are at the start of the year. It was noted that the Union's member records system pulls data regularly from information provided by the College.
iii. AML queried whether the document should be called a policy, suggesting that it is debates that are passed by simple majority at Union Council, General Meetings or Referenda that are called Union Policy. CJ noted that Board of Trustees is the highest body that can set policy.
iv. GL suggested that Safeguarding is an area that will change significantly and suggested it would be worth a skilled expert having a view on the policy. CJ noted that the College's Director of Safeguarding had reviewed the policy.

*Board **approved** the Safeguarding Policy.*

21. Freedom of Speech Code of Practice

TN and CJ presented paper TB/23-24/72.

i. SR noted that under 2.7 "compatibility" should be corrected to "compatibly".
ii. PP asked if the College had reviewed the proposed Code. CJ noted that the proposed Code has been proofed and amended by Bridget McNulty (Regulatory Compliance Manager, leading on this area for the College) and Bridget Edminson (Deputy University Secretary and General Counsel) has also been made aware of the Union's proposed Code.
iii. DW suggested that protecting Freedom of Speech involves not just doing the right thing but also leaving a paper trail of having done the right thing, i.e. there needs to be processes in place to deal with any matters that may have Freedom of Speech implications.

*Board **approved** the Freedom of Speech Code of Practice.*

22. MD Update

TN presented paper TB/23-24/73, adding that:

- Consultants have been appointed for the Democracy & Corporate Structure Review, with a kick-off meeting having taken place last week.
- Two complaints regarding acts at the Summer Ball using their platform to express political sentiment had been received by the Union.
- SR and CB will conduct TN's annual appraisal taking in August to plan 2024-2025 objectives, which will be presented to the Board in September for noting.

i. TFD asked if the anticipated return of a student encampment would impact Welcome operations. TN noted the Union has plans in place and is confident that it can mitigate any disruption.
ii. NM asked how the White City engagement group reports to Board. TN noted that at the moment it does not report to board but suggested that:
    a. A multi campus strategy should be developed and come to the board.
    b. A White City business/operating plan should come to the board
    c. Once these are in place, an annual update should be provided.

*Board **noted** the update.*

23. OT/ST Reflections

TN presented paper TB/23-24/74.

i. DG expressed disagreement with the recommended action for the trustee discussions without staff to be more formalised formalisation, suggesting that this would change the nature of the discussion. SR expressed agreement with DG's view.
ii. JC asked how the recommended actions would be implemented and communicated. TN noted that a more detailed plan regarding implementation of the recommended actions needs to be produced.

Action: TN/CJ.

*Board **noted** the reflections.*

24. Union Council Chair Update

AML presented paper TB/23-24/75.

i. DG asked if attendance held up in the Summer Term. AML noted there was definitely a drop in attendance but all meetings were quorate.

*Board **noted** the update.*

25. Annual Calendars of Business

TN presented papers TB/23-24/76 and TB/23-24/77.

i. NP suggested capturing the appointment of the second College Council member in the 2025-2026 calendar.

Action: CJ

*Board **noted** the 2023/24 Annual Calendar of Business and **approved** the 2024/25-2025/2026 Annual Calendars of Business, subject to adding the appointment of the second College Council member.*

26. Any Other Business

i. DH praised the Union's work on the Summer Ball, noting that at the time of the May Board meeting the estimated potential liability with all the anticipated disruption was £62k, and in the event the total loss was only £12k.
ii. TFD suggested that it is disappointing that the Union does not appear to be in tune with the demographics of the student body it purports to represent, referencing the under engagement of postgraduate students.

*Board **noted** the other business.*

27. Trustee Discussion without Staff

There was a trustee discussion without staff.

ENDS.