Imperial College Union
Board of Trustees / 26 February 2025

Board Effectiveness Review

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Purpose: To present the findings and recommendations of the review exercise

Decision(s): To **consider** the findings and to **accept** the recommendations

1. Context

At the last Board meeting, Board agreed a continuous improvement approach to reviewing its own effectiveness. To summarise the agreed approach moving forwards:

- For an internal reflection exercise to take place around the mid-point of each academic year, with an external observation and evaluation exercise triennially – Board agreed to undertake an internal review this current academic year, and to plan for an external appraisal to take place during the next academic year.
- To continue with the trustee discussion without staff at the end of Board meetings, with any key (anonymised) points and agreed changes/areas for future improvement to be verbally brought back to the next full Board meeting or to whoever is appropriate.

2. Internal Review Exercise 2024/25

Responses to the written prompts circulated were sought between December 2024 and January 2025. 13 out of 16 trustees chose to respond. We have developed a number of suggestions/recommendations, based on the themes and issues communicated by trustees in their survey responses, which we would like to ask trustees to consider and to accept if you agree with them.

3. Executive Summary of Recommendations

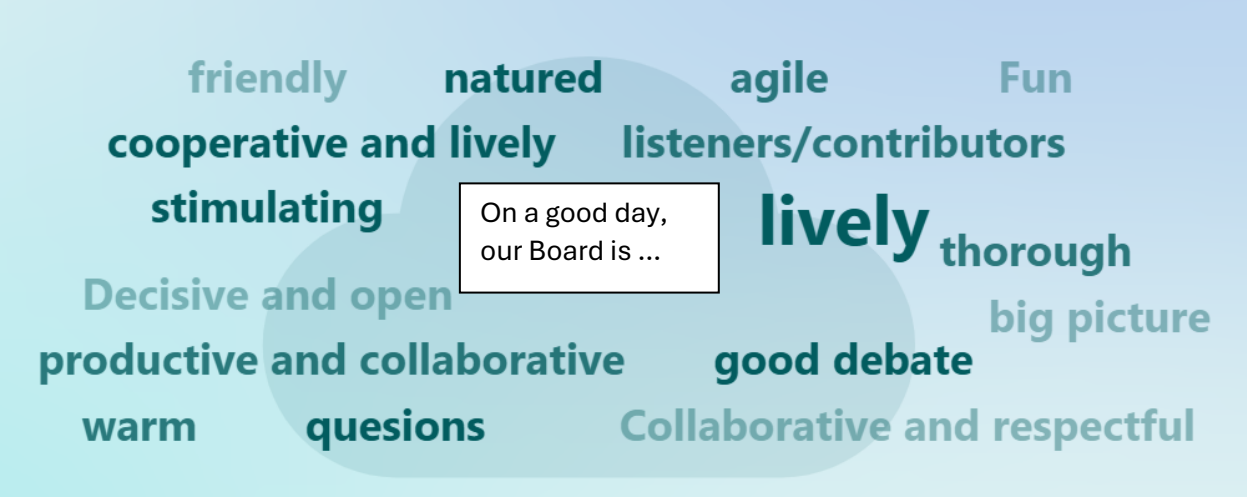
i. Recommendation i: Consideration of quantity and quality of one's own contributions to Board meeting discussions to be a possible point of reflection in trustee trio mentoring meetings.
ii. Recommendation ii: Trial discussion summary minute-taking for next Board meeting.
iii. Recommendation iii: Consider use of starred items, possibly on a trial basis, from the next Board meeting onwards.
iv. Recommendation iv: Consider adding 'deep dive' presentation items on areas of strategic focus to meeting agendas.
v. Recommendation v: Factor in refresher finance training with FAR Committee
vi. Recommendation vi: Schedule additional substantive items for FAR Committee
vii. Recommendation vii: Provide more regular updates on work arising from G&M committee discussions/actions.

4. Findings

In terms of what is working well, the themes below were prominent when trustees were reflecting on the Board when it is 'at its best':

- Effective Discussions: Many respondents highlighted that the most effective ICU Board meetings are ones when discussions are focused, collaborative, and result in actionable outcomes.
- Engagement: Trustees feel positive on the occasions when all members are engaged, contributing, and when diverse viewpoints are considered.
- Decision-Making: Trustees feel content when decisions are made based on thorough discussions and evidence, as it reassures them that they are doing their job properly.

The wordcloud also details how trustees experience the Board when it is at its best:



5. Thematic Areas for Development

The below summarises improvement themes that came through in trustees' responses and proposes recommendations to address them.

<u>Area A: Under-contributing of some/overcontributing of others</u>

One of the most emerging themes across trustee responses related to, on the one hand, the lack of verbal contributions from some trustees on some items and, on the other hand, that discussions can sometimes be dominated by a few voices:

"I know things aren't working when we do not hear from all members. What are they thinking about? What is their focus?".

"I know things aren't working when there is no discussion, members are silent when they have an opinion or perspective to offer".

"I know things aren't working well when Board members aren't contributing to discussions, or when those contributing are not doing so constructively".

"I know things aren't working when the lay trustees and ICU staff dominate the discussion".

"My least favourite sort of Board meeting is discussion is one where individuals feel excluded because of dominant voices or critical voices".

"I know things aren't working well when only one person is speaking for >50% of the time!"

One positive technique that has previously been used by a former trio grouping was that the trio would agree to be accountable to each other to make sure that they each ask at least one verbal question at each Board meeting, and then feedback on how this went could be discussed in their post-Board debrief trio meetings. An alternative possibility, for those who may be contributing more than others, could be for those individuals to reflect with their trustee trio upon how they might constructively be able to help draw out the contributions of those not being heard from.

i. Recommendation: Consideration of quantity and quality of one's own contributions to Board meeting discussions to be a possible point of reflection in trustee trio mentoring meetings.

<u>Area B: Exact minuting of discussions</u>

Related to the important above point about making sure everyone is encouraged to and feels able to contribute to discussions, some trustees raised that our current method of minuting discussions - in which individual contributions to discussions are attributed to that individual - may actually impede some trustees from feeling able to contribute freely; if every exact question and answer is minuted verbatim, members might feel hesitant to share their thoughts freely, especially if they fear potential misunderstanding:

"On a bad day, we don't encourage everyone to voice their opinions – perhaps as everything is on record"

We consider it important that trustees should feel able to 'think out loud', to feel able to try and formulate questions even if they aren't sure how exactly to phrase it, and even to feel able to ask potentially controversial questions. We therefore propose to trial minuting summaries of discussions and key decisions for the next Board meeting, for trustee feedback, which would capture issues discussed and questions asked of management but without necessarily attributing every individual comment to which specific trustee asked what.

ii. Recommendation: Trial discussion summary minute-taking for next Board meeting.

<u>Area C: Timings</u>

Another matter raised was that the amount of business to get through on meeting agendas can sometimes add time pressure to important discussions, or can mean that meetings feel too long to be effective (perhaps if energy/concentration is waning towards the end of the afternoon):

"I know things aren't working when there is not sufficient time to discuss the agenda within the timeframe provided".

"My least favourite sort of Board meeting/discussion is one that is too long".

Something that Imperial University Council uses – which was praised as best practice in their recent effectiveness review - was starred items, which is when certain items with a star against them on the agenda are received by the Board and are considered noted/approved at the meeting without discussion unless any member has requested discussion ('the unstarring of items') prior to the meeting. This practice may be something the Board wishes to consider utilising for uncontroversial items that require routine formal noting/approval by Board in order to maximise the Board's time for strategic discussions focused on impact (discussed below).

iii. Recommendation: Consider use of starred items, possibly on a trial basis, from the next Board meeting onwards.

<u>Area D: Desired Focus on Impact</u>
A strong positive theme from the survey responses was that trustees really value it when the Board is able to discuss, and ensure, the impact that that organisation is having upon students:

"My favourite sort of Board discussion is a discussion about change for which I can see a genuine impact on students".

"I am proudest of our Board/it feels great when we can clearly articulate the impact we have on students".

Conversely, trustees expressed frustration when the Board is not focused on this high-level strategic thinking and is instead being drawn into specific operational detail that would be more appropriately discussed in another forum:

"I know things are working really well when the conversation is not steered by operational/granular matter and more about the overarching impact of papers".

"My least favourite sort of Board meeting/discussion is one that forgets the needs of our students – it is why we are here".

"My least favourite sort of Board meeting/discussion dives too much into details that the management team should be discussing".

Of course, there may be organisational areas of regulatory compliance that the Board as a charity cannot avoid having to focus on in its meetings, even if these areas do not seem to focus upon student impact. Nevertheless, the point is well made that trustees are responsible for making sure that at a high-level the Union is focused on meeting its charitable purposes, all of which are focused on Imperial students,

A few years ago, Board had a practice of having a 'deep dive' presentation item on each Board meeting's agenda, allowing time for Board to consider a particular impact-focused area of Union work, often with Union staff (i.e. beyond SMT) being invited to share their work, insights and perspectives. Given trustees' feedback, it seems to us that it would be desirable to resurrect this

practice so that Board can be apprised of, and give feedback/insights/direction on, various streams of work being undertaken that are intended to have a positive impact on our students.

iv. Recommendation: Consider adding ‘deep dive’ presentation items on areas of strategic focus to meeting agendas.

6. Subcommittee-related Areas

The review also invited reflections and feedback on any of Board’s subcommittees. Feeback was offered by trustees in relation to Finance, Audit & Risk and Governance & Membership.

<u>Finance, Audit & Risk</u>

Generally positive feedback was submitted regarding this committee. Members praised the new Chair for their contribution and for making it clear how the Committee has scrutinised management recommendations.

Two areas of further feedback were suggested:

Finance Knowledge

It was suggested that the committee requires more financial knowledge in general and that refresher financial training could be offered after a couple of meetings so non-financial members can fully participate.

v. Recommendation: Factor in refresher finance training with Finance, Audit & Risk

It was also suggested that a more planned cycle of substantive items outside of the standing items could be developed. We consider that this overlaps with Area D (Impact) above, and recommend that we can factor in some more ‘deep dive’ agenda items on particular areas that need focusing on in upcoming meetings (e.g. the recently discussed risk crystallisation and escalation framework development work).

vi. Recommendation: Plot additional substantive items into FAR calendar of business.

<u>Governance & Membership</u>

Overall, the feedback for this committee was also positive:

> *G&M is very effectively managed and run. Focused, clear, and purposeful.*

The current Chair was similarly praised for his understanding of the issues at hand and for chairing discussions well.

One piece of feedback emerging regarding Governance & Membership was for more regular updates on actions that come out of meetings, which is a very reasonable and sensible suggestion.

vii. Recommendation: Provide more regular updates on work arising from Governance & Membership discussions/actions.