TB/25-26/76

Imperial College Union
Board of Trustees / 29 July 2026

Board Effectiveness Review and Action Plan

Author(s): Tom Newman (Managing Director)
Purpose: To present the findings/recommendations of the 2026 external Board Effectiveness Review and to seek Board approval of the associated action plan
Decision(s): To **note** the findings of the Review and **approve** the Action Plan

1. Context

ICU's Board last conducted an internal effectiveness review in 2024/25, which committed the Board to an annual internal review and a triennial external review. Gardner Training and Consultancy (lead consultant: Jim Gardner) were commissioned to conduct this external Board Effectiveness Review between January and May 2026, anchored throughout in the Charity Governance Code ("the Code") and its 8 Principles.

The review comprised eight elements: observation of the February 2026 Board meeting; review of the Board paper bundle; three trustee surveys (Governance Code compliance, competency, diversity); a review of 17 governance documents; one-to-one interviews with all 15 trustees and 3 senior managers; two milestone meetings with the Chair and management; a Board workshop in May 2026; and the final report itself.

31 recommendations were made: 29 'Core' (Category A) recommendations, considered uncontroversial and implementable in the short-to-medium term (3–18 months), and 2 'Growth' (Category B) recommendations, which are less clear-cut and likely to take 1 to 5 years to resolve. No amendments to the draft recommendations were proposed at the May Board workshop; there was general agreement that the findings and recommendations reflected the Board's broad view.

2. Recommendations and Action Plan

The full report makes 31 recommendations, set out in the table below with a proposed owner and target timeframe. Category A (Core) recommendations are recommended for delivery within the current and next planning cycle (to 18 months); Category B (Growth) recommendations require further Board consideration and are proposed for scoping over the next 12–24 months, with full resolution over a longer horizon.

#	Recommendation	Category	Owner	Target
1	Require 24 hours' notice of any agenda items trustees wish to un-star, to support agenda planning.	A (Core)	Governance & Executive Manager	Sept 2026 (Standing Orders update)
2	Improve how higher-risk issues are flagged to trustees in advance, to ensure appropriate time for scrutiny.	A (Core)	MD / Governance & Executive Manager	Sept 2026
3	Develop a clearer Board/Committee paper template covering risk, financial and compliance implications, prior consideration and confidentiality.	A (Core)	Governance & Executive Manager	Sept 2026 (first use: Sept Board)
4	Ensure comprehensive trustee induction on key governance documents; make documents easily accessible (e.g. governance portal).	A (Core)	Governance & Executive Manager	Jan 2027 (next induction cohort)
5	Strengthen member communications planning for critical projects (e.g. digital platforms, key events).	A (Core)	MD	Q1 2027
6	Minimise use of Any Other Business; require a supporting paper and allocated time where an item is unavoidable.	A (Core)	Governance & Executive Manager	Sept 2026
7	Revisit the EDI Strategy for fitness for purpose, with robust performance measures and regular Board reporting.	A (Core)	MD, with Inclusion Trustee lead (tbc)	Nov 2026
8	Review the Trustee Code of Conduct; require annual sign-off by all trustees and cover it in induction.	A (Core)	Governance & Executive Manager	Sept 2026 (start of year)

#	Recommendation	Category	Owner	Target
9	Improve full-Board visibility of risk management, rather than relying solely on FAR Committee oversight.	A (Core)	MD / FAR Committee Chair	Dec 2026
10	Ensure Board visibility of the needs and perspectives of ICU's full membership, including outlying campuses.	A (Core)	Representation Manager / MD	Q1 2027
11	Review trustee competency survey results and confirm the skills required on the Board.	A (Core)	Chair, with Governance & Executive Manager	Oct 2026
12	Address identified competency gaps via recruitment, external expertise or other means.	A (Core)	Chair	From Oct 2026 (ongoing)
13	Develop a consolidated set of Governance Policies and Procedures.	A (Core)	Governance & Executive Manager	March 2027
14	Develop clear Terms of Reference for the Board and each Board Committee.	A (Core)	Governance & Executive Manager	Dec 2026
15	Introduce a dedicated Conflict of Interest Policy.	A (Core)	Governance & Executive Manager	Dec 2026
16	Develop a standard Trustee role profile, including officer/student/external-specific content.	A (Core)	Governance & Executive Manager	Dec 2026
17	Develop role profiles for Chair, Deputy Chair and a generic Committee Chair profile.	A (Core)	Chair / Governance & Executive Manager	Dec 2026
18	Appoint and train a Lead Safeguarding Trustee; articulate the role in the Safeguarding Policy.	A (Core)	Chair	Sept 2026
19	Introduce a Risk Management Policy, including a statement of risk appetite and oversight responsibilities.	A (Core)	MD / FAR Committee	Dec 2026
20	Split the strategic risk register from an operational risk register; review risk scoring methodology.	A (Core)	MD / FAR Committee	Dec 2026
21	Introduce a dedicated ICU Whistleblowing Policy, with an externality option (e.g. third-party disclosure line).	A (Core)	MD / Governance & Executive Manager	Dec 2026
22	Develop the Board's effectiveness across Fiduciary, Strategic and Generative modes of governance.	A (Core)	Chair / MD	Ongoing; first Board Away Day 2027
23	Develop use of trustee buddy groups, allocating meeting time with senior management available.	A (Core)	Chair	Sept 2026
24	Improve co-ordination and Board visibility of Committee work (annual reporting, Chairs' Meetings, oral updates).	A (Core)	Governance & Executive Manager	Oct 2026
25	Review trustee induction to ensure all trustees receive a comprehensive, consistent induction.	A (Core)	Governance & Executive Manager	Jan 2027
26	Review broader trustee learning and development (financial management, safeguarding, inclusion, regulation updates).	A (Core)	Governance & Executive Manager	Rolling from Jan 2027
27	Introduce an appraisal process for the Chair, Deputy Chair and Committee Chairs; consider extending to all trustees.	A (Core)	Chair / MD	March 2027

#	Recommendation	Category	Owner	Target
28	Develop a simple model explaining the Union's Democratic, Governance and Management functions for induction/training.	A (Core)	MD / Union President	March 2027
29	Develop Union Council training and induction; consider an annual joint Union Council / Board session.	A (Core)	MD / Representation Manager/ Union President	Jan 2027 (induction); annual from 2027
30	Review the decision-making responsibilities of the Union's Democratic, Governance and Management functions.	B (Growth)	MD / Board	12–24 months
31	Reconsider whether the Union should incorporate and, in turn, take on direct employment of its own staff.	B (Growth)	MD / Board	24–60 months (scoping paper by 2027)

3. Compliance, Risk and Financial Implications

3.1 Compliance Implications

- The Charity Governance Code is recommended, not mandatory; however, the review's findings and recommendations are directly relevant to demonstrating good governance to the Charity Commission, Imperial College and other stakeholders.
- Several recommendations (Conflict of Interest Policy, Whistleblowing Policy, Risk Management Policy, Safeguarding Trustee) close gaps against the Code's suggested evidence and assurance requirements.

3.2 Risk Implications

- Not progressing the EDI Strategy, risk register restructuring, and Democratic/Governance/Management clarity risks the recurrence of themes already twice identified (in this review and, for the EDI point, in the Governance Code Survey specifically).
- The two Growth recommendations carry longer-term strategic and financial risk/opportunity and are not suited to a single Board decision; a phased scoping approach is recommended.

3.3 Financial Implications

- Most Core recommendations are deliverable within existing staff capacity (principally the Governance & Executive Manager) and are not expected to require material additional budget.
- The incorporation question (Recommendation 31) carries a materially different cost profile depending on route: prior advice suggested circa £100K, against a comparator range of under £20K where work is largely completed in-house; this should be tested as part of any scoping work before a resourcing decision is sought.

4. Recommendations & Next Steps

The Board is asked to:

i. Approve the action plan at Section 2, including the proposed owners and target timeframes for the 29 Core recommendations.

ii. Agree that the 2 Growth recommendations be scoped further by the MD (and other relevant roles) and brought back to the Board within 12 months with options for consideration.

iii. Agree that progress against the action plan be reported to the Board at each regular meeting via the Governance & Executive Manager, with a full review at the next annual (internal) effectiveness exercise.

Next steps: the Governance & Executive Manager, working with the MD and relevant owners identified above, will incorporate the Core recommendations into the 2026/27 Operating Plans and governance work programme, with first progress reporting to the Board at its next scheduled meeting following approval of this paper.

*Board is asked to **note** this summary and to **approve** the proposed action plan.*