**Imperial College Union / Board of Trustees**
**Closed minutes of the 27 May 2026 2pm meeting held in the Union Bar, Beit Building**
*Matters identified as confidential to Board and redacted indicated by [X]*

## 1. Welcome & Apologies

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| Trustees Present | | |
| Stephen Richardson | (SR) | Lay Trustee (and Chair of the Board of Trustees) |
| Nick Marley | (NM) | Lay Trustee (and Chair of Finance, Audit & Risk) |
| Jane Coulson | (JC) | Lay Trustee (and Chair of Governance & Membership) |
| Bulbul Basu | (BB) | Lay Trustee (and Chair of IUT Ltd Board of Directors) |
| Phil Power | (PP) | Alumni Trustee |
| Nico Henry | (NH) | Officer Trustee (Union President) |
| Emina Hogas | (EH) | Officer Trustee (Deputy President Education) |
| Tom Gordon | (TG) | Officer Trustee (Deputy President Activities) |
| Anson To | (AT) | Officer Trustee (Deputy President Welfare) |
| Basit Khan | (BK) | Student Trustee |
| Anthea MacIntosh-LaRocque | (AML) | Union Council Chair |
| Staff/Guests In Attendance | | |
| Tom Newman | (TN) | Managing Director |
| Peter Greaney | (PG) | External Director of Finance |
| Annie Willmot | (AW) | Interim Director of Membership Services (Maternity Cover) |
| Rob Pegg | (RP) | Director of Commercial Services |
| Clem Jones | (CJ) | Governance & Executive Manager |

SR welcomed all to the meeting. NOTED apologies from trustees Dot Griffiths (DG), Lilia Evans (LE), Sai Venkateshwaran (SV), and Yasmin Baker (YB).

NOTED the following matters would be discussed under Item 23 (Any Other Business): -

i. Recent EHRC guidance regarding use of bathrooms
ii. A potentially emerging commercial opportunity [X].

## 2. Approval of the Minutes of the Previous Meeting held on 25 February 2026

APPROVED as an accurate record of proceedings subject to correcting a reference to ‘ALW’ to read ‘AW’ instead.

AGREED that two elements of the DRAFT minutes that had been marked as confidential for the time being (elements of Items 12 and 23) could now be included in the public minutes.

## 3. Consideration of Any Matters Arising / Any Actions Not Covered Elsewhere (Action Tracker)

NOTED the Board of Trustees Action Tracker and the following verbal updates:

i. TN advised, re: action TB25008 (make sure that seeking funding for "Category C" activities as requested in the block grant negotiation is kept on the agenda), that he has written to IC Finance Division to seek clarity on what is included in the budget the Union is being awarded; it is not believed that Category C activity will be funded by the block grant, so there is a need to accelerate conversations with university stakeholders on how ICU can potentially fund this.
ii. TN advised, re: action TB25009 (Finance, Audit & Risk (FAR) to consider Capital Plan), that a discussion is scheduled for the June FAR meeting, noting that this also includes Union Council consultation in June, ahead of seeking Board approval for proposed

funding allocations in July. NM asked if the process would include going back to seek relevant funding from the university for relevant items, and TN confirmed this.

iii. RP advised, re: action TB25010 (apply for the 'working towards' LLW accreditation by July/Aug 2026) that management is committed to meeting London Living Wage by April 2027; regarding the 'working towards' accreditation, RP advised management are waiting until this FY concludes to see what the financial position is and can update trustees further at the July Board meeting.

iv. RP advised, re action: TB25011 (progress plans regarding the future of the Union's EPOS system and app and report back by next Board), that ICU is tendering for a new EPOS provider - submissions are due to close in first week of June, and once closed a panel will be convened to consider the options.

v. NM noted the previous meeting's discussion on the Scheme of Delegation had included a comment regarding what happens when student groups have large surpluses/deficits; NM noted there are Union plans in place for dealing with these, but the monitoring/enforcement needs to happen.

**4. Declarations of Conflicts of Interest**

NOTED a potential COI regarding Item 14 for anyone who was a University Council member candidate.

NOTED a potential COI regarding Item 17 for those who were candidates/voters in the Leadership Elections 2026.

NOTED a potential COI regarding Item 18 for trustees who are alumni/life members.

AGREED all trustees could manage any conflicting interests, could all remain present for the relevant discussions, and could all vote for all these items.

**5. Identification of Any Items of Confidential Business**

NOTED Item 14 to be confidential to Board until University Council formally appoints the proposed successful candidate.

NOTED paper TB/25-26/56 under Item 15 to be confidential to Board.

**6. Unstarring of items**

NOTED starred items on the agenda. No unstarring of items requested.

**7. Board Subcommittees Update**

TN, NM, BB and JC presented paper TB/25-26/33. NOTED the update, including the following:

i. TN highlighted that Management Committee met in March to review progress against the annual operating plan; TN noted that the review highlighted some key points to follow up on, e.g. systems procurement for the Temp Agency, refreshing of the SLA with the University Property Division, and a review of non-student ICU member categories.

ii. NM and BB commended the written summaries of FAR committee and IUT board activities contained in the paper. SR noted Item 13 (Debenture Documentation) on the agenda is being recommended to the Trustee Board by FAR.

iii. JC noted regarding Governance & Membership committee matters that the Union had received allegations about the handling of finances in BioSoc by the former BioSoc President; following a Level 2 Union Discipline Panel, the responding party admitted to using his personal bank account for society finances, in breach of the Union's

financial regulation. The panel also found that four society members were owed refunds for cancelled merchandise orders, however, an allegation of personal profit from ticket sales was not upheld due to insufficient evidence. JC outlined that while the panel recognised that there was no proof of personal gain, the panel expressed concern about the lack of transparency and financial management practices. JC noted the sanctions imposed on the member by the panel: formal written warning, removal from union financial responsibilities and elected roles roles, and ineligibility for union awards this academic year, and a requirement to ensure outstanding refunds are resolved. JC also outlined another incident relating to behaviour and culture in the RSM Men's Hockey. JC noted that these incidents highlight the importance of effective training for society leaders and suggested it might be worth a review of how the Union is delivering this. JC also noted the current risk escalation process can be long drawn out and unclear. PP asked what happens when student leaders do not follow the Union's student group requirements/training guidelines. It was suggested that this, and escalation processes, should be reviewed before the next influx of new committee members.

**Action:** AW to lead on ensuring effective training and training follow up is in place.

**Action:** CJ to lead raising challenges of current risk escalation procedures with NM.

**8. April 2026 Management Accounts**

PG presented paper TB/25-26/49, highlighting that the Union is c£70k ahead of forecast YTD.

PG provided a verbal update on the historic catering VAT liability, noting that the Union provided £280k for this in last year's accounts. Following conclusion of HMRC's review, the amount the Union has had to pay is £200k, however, a definitive answer has not yet been providing regarding whether any penalties are going to be levied.

DISCUSSED that Reynolds Bar has incurred a loss of £20k year-to-date.

NOTED that the Union is still in the process of budgeting for next academic year and NOTED that the next five weeks is crucial to the yearend position for Commercial.

EH noted she is going to be conducting some consultation around HBar soon, arising out of the Suggestions platform flagging that some postgraduate students would like to have some additional space for when existing spaces are oversubscribed.

NOTED the April 2026 management accounts summary.

**9. External Board Effectiveness Review**

SR noted that this item follows on from the workshop facilitated by Jim Gardner this morning. CJ noted a more substantive agenda item will be scheduled for the July 2026 Board meeting for trustees to consider the final report and recommendations.

**Action:** SR asked CJ to field trustees' first impressions on the draft report once it is received.

**10. Digital Systems Update**

AW presented paper TB/25-26/51. AW noted the SUMS Shop functionality needs to be resolved as a priority, as there is significant residual frustration from student groups about how the transition was handled. SUMS are working towards launching a new version of their online shop by 7 July 2026.

TN expressed keenness to stand up a digital steering group, involving key stakeholders in supporting exploration of the longer-term solutions for the Union.

i. SR asked about indicative timescales for the short-, medium- and long-term actions. AW noted that the short-term timeframe is until the new SUMS Shop is due to launch on 7 July. TN noted that the longer-term actions require appropriate resource so may take a few months to get this right but would hope that this would be possible by the new academic year.
ii. AML noted that the fact AW identified need to pause consultation and ensure appropriate action is taken was really valued at Union Council last night. AML asked, when student involvement takes place, how ICU can ensure that it engages not only student leaders who are already very engaged with the Union's digital systems but also those who may be less familiar or confident. AW noted having the digital steering group will be key for this.

NOTED the Digital Systems Update.

**11. Operational Planning Priorities**

TN presented paper TB/25-26/52, noting that this summarises priorities emerging from team-level workshops. TN asked the Board to feedback on whether this reflects the Board's assessment of the organisation's priorities for the next academic year. TN also noted that Union Council feedback will be sought on 9 June 2026.

i. AML stated she would feel more confident as a trustee if ICU were able to formalise its process for undertaking due diligence when it comes to contracts moving forward.
ii. AML also suggested, following the Board Effectiveness Workshop this morning, whether developing resources that better define the overlap and the differences between governance, management and democracy could be incorporated into annual planning.

TN agreed that both suggestions should be factored into annual planning.

**Action**: TN to have a conversation with IC procurement team in relation to contract processes.

RP assured Board that relevant contracts previously discussed did go through the right approvals processes at the time. AML suggested that in the list of checks moving forward, one could be about giving assurance that ICU has a full grasp of what the product is that is being purchased. EH suggested the Union could also include in risk management considerations what happens if a supplier doesn't deliver. AW suggested that a lot of this relates to transparency, noting that Union Council recently asked about previously made decisions. AW noted that, moving forward, the Union needs to be clear on where decisions have been made and what those decisions are, so that they can be clearly communicated to stakeholders.

NM reflected on the strategic role of the Trustee Board – the university has a 10-year strategic plan vs the Union's 5-year strategic plan; ICU has annual operating plans, 2-year financial settlement and then a Security Plan, Multi-campus approach, and a digital strategy. NM suggested the Union may need a layer of a "Strategic Operating Plan".

NOTED the emerging annual planning priorities and ENDORSED the direction of travel.

**12. Trading Subsidiary Review: Update on Governance & Director Recruitment**

TN presented TB/25-26/53, highlighting the proposed recruitment of independent director of the Trading Subsidiary.

i. BB asked about the timeline for an in-house recruitment campaign. TN noted the timing would be fairly tight; staff would seek interest parties from amongst professional networks in the first instance. Failing this, management would then look at engaging an external search organisation before the end of the financial year if a paid process if we needed.
ii. BB asked about the skill set of the ideal candidate. RP proposed looking for someone who has broader commercial knowledge, e.g. someone who would have a similar skillet to the Director of Commercial Services, to provide a set of checks and balances and constructive challenge to RP. SR suggested it may be helpful for Board to see a person specification.

**Action:** RP to circulate JD&PS, Board members to share in professional networks.

AGREED to seek to add 1x independent Director to IUT Ltd's Board of Directors.

CLARIFIED that this will mean a transition from 2 x external trustee Directors to 1 x external trustee Director + 1 x independent Director on IUT Ltd's Board of Directors in due course.

AGREED Trustee Board is content for staff to seek to recruit an Independent Director of IUT.

AGREED Trustee Board is content for an in-house recruitment process, to reduce costs.

AGREED to the proposed timeline i.e. to aim to propose a candidate at the 16 September 2026 Board of Trustees meeting.

**13. ICU/IUT Debenture Documentation**

CJ presented paper TB/25-26/54, highlighting that the proposed documents, if, executed would mean the ICU-IUT debenture charge would not need changing with Companies House.

RESOLVED*: In exercise of the power conferred by section 333 of the Charities Act 2011 we resolve that, for the period of three months after the passing of this resolution, any two of the charity trustees of the Charity from time to time be authorised to execute any document to which the charity trustees of the Charity from time to time are a party with the intention that any document executed under this authority will have the same effect as if executed by all of the charity trustees of the Charity.*

RESOLVED: *The Trustees approve the Documents listed in section 2 of paper TB/25-26/54 and authorise their execution by any two trustees pursuant to the s333 resolution, subject to any final amendments to aforementioned documents as may be approved by those trustees, such approval to be evidenced by their execution of aforementioned Documents as amended.*

NOTED that the matter would be noted at the next IUT Board of Directors meeting (10 June).

**14. University Council Second Student Member Appointment**

SR presented paper TB/25-26/55, noting there were some very strong candidates interviewed and it was a difficult decision but in the end the panel decided to propose Aisha Qadi as the Second Student Member of University Council for next academic year. SR and NH noted Qadi's PhD is on stakeholder voice on HE governance, but she has given assurances to respect the confidentiality of Council and not to refer to her Council work as part of her PhD. SR noted the appointment, if accepted by Board, is subject to ratification by University Council.

i. AT asked about the assessment criteria. SR noted all candidates were asked questions around what fitted them for the post, what the opportunity would mean for them, and what they could contribute in role.

ii. BK asked if the opportunity was advertised to all students. This was confirmed.
iii. NM asked what approach will be taken given the proposed candidate is not on Board or on Council at present. SR suggested the outgoing and incoming Union President have a handover meeting, with a meeting at least once a term. SR suggested the Board would like the ability to invite her to Board meetings from time to time. NH also noted that the candidate has an IC Business School background and is currently a student in CHERS, neither of which have student representation on Board currently.

APPROVED the proposed appointment of Aisha Qaidi, subject to University Council approval.

**15. Security Update**

RP presented paper TB/25-26/56, noting that the main element to bring to Board's attention is around infrastructure improvements. RP noted that Union staff have attempted to progress matters as much as they can to date but also noted the challenges of being part of the wider University estate, suggesting that the Union may wish to expedite funding some improvements itself [X].

i. BB asked whether the cost of upgrades could be paid by the Union and reimbursed by the university later, or whether the Union would need to bear the cost. RP noted that technically the university should pay for upgrades as the building landlord and noted that different options are being explored to see if this can be achieved.
ii. JC asked about the increased cost regarding external security provision. RP noted the venues were re-risk assessed and the increased cost relates to more security staff on site on each of the venue entry/exit positions.
iii. JC asked about access control via Beit Quad. RP advised that the ground floor needs to remain accessible to allow access to visitors to bars, which contributes to trading, but scenarios need to be worked through to manage access to levels beyond the ground floor.
iv. JC asked about the escalation process for concerns. RP noted that formally concerns should be raised to campus security, but a challenge is that the security provided are not Security Industry Authority badged. RP noted that relevant university colleagues are aware of this issue, and ICU staff understand how to escalate concerns appropriately.

RP noted that any change to access to spaces, particularly as to how this affects student group bookings, needs a clear comms plan. NOTED opportunities to work with incoming student group presidents. AML suggested having some student consultation regarding proposed changes. RP noted one issue will be around timing and engaging students over the summer – the intended phased-in approach would commence from August and then be gradually phased in (September). It was suggested that this could be explained as part of training for new student group leaders in the Summer.

**Action:** RP and SMT to consider comms plan and forward plan regarding building access changes.

**16. ICU/ICL Partnership Agreement: Annex 2 (Estates SLA)**

CJ presented paper TB/25-26/57.

i. PP noted some additions to be added to the Summary Schedule of Space occupied.

**Action:** PP to email CJ.

ii. NM asked about how the Union ensures that student groups complete risk assessment for their activities as per the Rules for Space usage section. TN confirmed this is undertaken by the Activities Team.
iii. BK asked how the agreement benefits the student body. CJ noted the SLA outlines the responsibilities of the university and the union regarding the upkeep of spaces that the union and its constituent parts (e.g. student groups) are allowed to use.

APPROVED the ICU-ICL Partnership Agreement Annex 2: Estates SLA and NOTED that University Management Board approval now would be sought for the Agreement and Annexes.

**17. Leadership Elections 2026: Deputy Returning Officer (DRO) Report**

AW presented paper TB/25-26/58. AW commended the number of engaged candidates during the elections and the engagement of the wider SU staff team with the project, particularly Representation Manager Helena Schofield. AW highlighted the lower number of complaints compared with previous years and some systems issues to address for future years. AW noted the election turnout was slightly down compared with last year, however postgraduate turnout was higher.

i. AML asked if the Union has a plan for measuring success against the recommendations listed in the paper. AW noted these would be carried forward by the Elections Working Group.
ii. NH noted the resource dedicated towards voter turnout drive initiatives and wondered whether seeking increased election turnout is always an accurate reflection of meaningful membership engagement with the democratic process. NH asked whether the Board would be content with a lower election turnout target if this were to more accurately reflect the percentage of students who chose to vote because they want to rather than in response to voter turnout drives. RP noted the value of interactions that engage students and get them starting to think about elections. NH suggested there may be more democratic outcome from candidates engaging with students rather than staff voter drive stalls. AW reflected that elections should be a year-round campaign so there can be opportunities to speak to students about elections far in advance of when they are being asked to vote. TN noted the balanced scorecard measure regarding election turnout is being evolved to focus let on turnout metrics and more on candidate engagement. BB asked if the Board would be happy with a 20% turnout. AW noted that a shift in approach may see a dip in turnout for the first year but after that sustained engagement should see satisfactory results. AT voiced support for the idea of treating elections as a year-round campaign. NH extended thanks to the team facilitating a free and fair election.

RECOMMENDED the Leadership Elections DRO Report to University Council.

**18. Memberships / Alumni Strategy**

AW presented paper TB/25-26/59.

i. JC commended the work and suggested that sec 4.5 was a helpful summary: *“The offer should be designed to add value to the student experience — through mentoring, skills, networks, and resources — not simply to serve alumni interests.”*
ii. NH noted he and TN have had conversations with some alumni who don’t see their engagement with the Union as having to have direct benefits to current students.
iii. AML asked if there are any improvements that could be put in place immediately prior to September. CJ noted a reminder could be issued to student group leaders reminding them that alumni taking part in their activities need to have obtained the appropriate

membership type. AW noted that making it easier for the Union to act upon complaints regarding alumni member misconduct could be prioritised.

iv. BK noted some disparity with other London university students being able to join ICU student groups but Imperial students not necessarily being able to join theirs.
v. NM reflected on the reasons why alumni become members – possibly to access union spaces but also for a sense of belonging. NM noted he sees the benefit of alumni but noted that it also has to work for the needs of the current union membership and trustees.
vi. PP noted the importance of having a provision in place for intercalating students and to consider the need or otherwise for students who defer entry
vii. TG noted that a statistic he provided under sec 4.6 (6,816 out of 7,268 life members have no contact details on record) has been updated since submitted. [*Post-script: TG advised after the meeting that ICU currently holds 7,384 life members. Out of these, 4,569 have a registered email and only 1,158 have a non-Imperial e-mail address on file, i.e. we have up-to-date contact details for 16%].*

NOTED and APPROVED the proposed approach to the review strategy.

**19. Managing Director Update**

RECEIVED paper TB/25-26/60 as a starred item and therefore NOTED the Managing Director update.

**20. Officer Trustee Update**

RECEIVED paper TB/25-26/61 as a starred item and therefore NOTED the Officer Trustee update.

THANKED DG *in absentia* for her work in developing and delivering the Executive Education course for the Sabbatical Officers.

**21. Union Council Chair Update**

RECEIVED paper TB/25-26/62 as a starred item and therefore NOTED the Union Council Chair update.

Also NOTED by way of a verbal update from AML that LE and SV's appointed trusteeships for AY 2026-2027 were ratified by Union Council at its meeting yesterday. AML also advised that proposed updates to Union Bye-Laws also were carried by Union Council at the meeting and will be presented to Board for ratification in July.

**22. Annual Calendar of Business Update**

RECEIVED paper TB/25-26/63 as a starred item and therefore NOTED the Annual Calendar of Business update. CJ highlighted meetings in June for FAR and IUT Board, and noted that the incoming Officer Trustees, and the University Council Second Student Member-designate, will be observers in attendance at the July 2026 Board meeting.

**23. Any Other Business (AOB)**

<u>EHRC guidance on single-sex spaces including bathrooms</u>

AML noted that, following a Supreme Court ruling, the EHRC has clarified their guidance on who can use which bathroom, and asked what the Union would be doing about this.

TN suggested the approach to responding to the guidance could be understood as being divided into different categories i.e. what must the university now do, and what can the Union

do. TN noted there are some challenges to resolve within the Beit Building but also noted the need to work with the university regarding staff and student welfare to ensure there are appropriate facilities for everyone. TN suggested it would help to have a Union Council policy to strengthen the Union's position so that it can be taken forward with university colleagues.

AT noted a call was held with sector policy body WonkHE yesterday to share what is happening in the sector –at one end of spectrum end some universities have gender-neutral toilets and gender segregated toilets, whereas on the other end some universities use gender segregated toilets + 1 disabled toilet made into a gender-neutral toilet in their buildings. [X]. AT also noted that there are couple of other points from the guidance requiring considerations as relates to sport.

NH suggested that the Union should communicate what the university is doing and reported that they have said that for new buildings there will be a variety of facilities made available. NH noted that some universities have interactive maps to indicate the availability of facilities.

<u>Emerging/potential commercial opportunity</u>

[X] RP suggested that a full business case would be brought to the July Board meeting. [X].

**Action**: RP to prepare business case.

[X]

**24. Discussion between Trustees and MD**

There was a discussion held between trustees and the Managing Director without other staff present.

**25. Trustee Discussion without Staff**

There was a trustee discussion without staff.

*ENDS.*