

MINUTES OF THE PROCEEDINGS
of the first ordinary meeting of
the
Trustee Board
of the
Imperial College Union
in the 2007-2008 Session

The meeting of the Trustee Board was held in meeting room 7 of the
Union Building on Thursday 8th November 2007 at 6.30pm

Present:

Lay Trustee - Chair	Ram Gidoomal (RG)
President	Stephen Brown (SB)
Council Chair	Mark Mearing-Smith (MMS)
Court Chair	Hamish Common (HC)
Student Trustee	Daniel McGuinness (DGM)
Student Trustee	Ali-AI Hussaini (AAH)
Student Trustee	Omar Hashmi (OH)
Lay Trustee	Mandy Hurford (MH)
Lay Trustee	Lewis Hands (LH)

Permanent Observers

Deputy President (Clubs & Societies)	Alistair Cott (AC)
Deputy President (Finance & Services)	Chris Larvin (CL)
Union Manager	Peter Haldane (PH)
ICU Honorary Senior Treasurer	Simon Archer (SA)
Administration Coordinator – clerk	Rebecca Coxhead (RC)

Apologies: Deputy President (Education & Welfare) Kirsty Patterson

1. CHAIRS BUSINESS

NOTED:

- a) The Board was welcomed by the Chair and Board members were asked to introduce themselves.
- b) The Chair requested that papers be submitted to the Clerk at least one week in advance of the meeting so that they can be circulated and read in ample time before the meeting.
- c) The Constitution requires that Board members are required to complete a Register of Interest.

ACTION:

- 1. The Administration Coordinator to circulate the Register of Interest document to the Board.**
 - 2. Board members to complete the Register of Interest and return to the Administration Coordinator by the next meeting**
- d) It is constitutionally required that Trustees receive training and induction from the Union.
- i. It was suggested that other Universities be approached to see how they train their Trustees.
 - ii. The President stated that he will move forward with formulating training and induction.

ACTION:

- 3. The President to create a training and induction programme for Trustees which is anticipated to occur by the next meeting of the Trustee Board.**

2. NOTES FROM LAST MEETING

RECEIVED: Notes from 17th September 2007

RESOLVED:

- 1) To accept the notes as a true record of the last meeting.**

3. MATTERS ARISING

NOTED:

- a) RG stated that he had received no reply from Jon Hancock in regards requesting a copy of the document expressing the legal opinion sought by College in regards to the legal state of the Union.
 - i. The steer needs to come from the Charity Commission in regards to the Union being required to register as a charity and as of yet, this has not given.
 - ii. The current legal position of the Union under the Royal Charter is that the Trustee Board is the sovereign body of the Union.
- b) In regards to the progress of the Nominations Committee, the 2 possible lay trustees known by RG are unable to offer their time to sit as board members.
 - i. HC is still pursuing the potential trustee recommended by SA.
- c) In regards to the Risk Register, a Risk Committee is to be set up once the Trustee Board is fully populated.
 - i. One of the key purposes of the Risk Committee will be to ensure that the risk register is a working document.
- d) In regards to the photos and biographies of Trustee Board members, it was requested that these are sent to RC by the next meeting.

ACTION:

- 1. Trustee Board members to send a 150 word biography and photo to RC by the next meeting.**

4. IMPERIAL COLLEGE UNION ANNUAL REPORT

RECEIVED: The report and appendix was presented by SB

NOTED:

- a) In the future, the Trustee Board will sign off the Annual Report.
 - i. Previously this was done by Union Council; however, the change to the Union Constitution means that this will now be undertaken by the Trustee Board.
- b) SB highlighted the success of the 2006 Summerball.
 - i. DMG pointed out that the Summerball is subsidised by College and thus in real terms the ball made a loss.
 - ii. For comparisons sake, SB pointed out that in the past, College have subsidised the ball.
 - iii. SB stated that College are considering an alternative way of subsidising the ball in that they will give 'credit' for College services.
- c) In regards to the management letter attached to the report, SB assured that the issues highlighted by the auditors are being addressed by Union management.
- d) RAG has been advised that the way in which money that has been collected needs to be processed more speedily.
 - i. It is unlawful to 'sit' on money collected for charity and is to be given to the charities for which the money has been collected for in 'a reasonable time'.

- e) The Deputy President (Finance & Services) stated that he is currently working on a project to put income and claim forms online which will alleviate some of the processing time.
- f) HC questioned in regards to what substantiated 'other income' on the balance sheet.
 - i. CL stated that this is a one off entry that has arisen due to the change in accounting methods.
- g) It was questioned by MH as to what it felt were the factors for the decrease in trading figures.
 - i. PH stated that the Masterplan works impacted on catering specifically at the start of the term as the main catering outlet was operating out of the secondary location and was not able to provide the normal level of service due to limited resources.
- h) In regards to the Union shop and refectory operating at a loss, LH questioned what the Union's thoughts were on this.
 - i. PH stated that the Union is to provide a service for students and that it is mindful not to price students out of the market.
 - ii. The Masterplan and staff restructure did impact heavily on the deficit of these areas.
 - iii. CL stated that in 2005, the shop and refectory made a reasonable profit and that hopefully the last period's loss s a 'blip'.
 - iv. RG stated that the Trustee Board ultimately wants assurance that these areas are operating efficiently.
 - v. SB stated that he is currently working on a strategy with the Union Deputy Manager on the Union Commercial services and will submit this to the Trustee Board.
- i) RG stated that in regards to page 1 of the management letter, it is assuming that the Union will be registering with the Charities Commission.
 - i. SB stated that he is 98% positive than Imperial College Union will be registering as a charity with the Charity Commission.
- j) It was highlighted that although the Union does not have any bad debts, it has old debts; however it is uncertain as to the age of them.
 - i. It was requested that a debt age analysis be presented to the next meeting. SB and PH to coordinate.

ACTION:

- 1. SB and PH to present a debt age analysis to the next meeting of the Trustee Board.**
- k) In regards to Union bank accounts, it was stated that some accounts have been closed and streamlined to improve efficiency of use.
 - l) In regards to shop takings, it was stated that the manufactures of the current software are being pursued to upgrade the software.
 - m) The board moved to accept the presented accounts and it was agreed unanimously.

RESOLVED:

- 1) To accept the present Imperial College Union Annual report and financial statements for the year ended 31st July 2007.**

5. DRAFT FIRST QUARTER ACCOUNTS

RECEIVED: The accounts were tabled by SB.

NOTED:

- a) It was explained that the tabled document was a first draft and there is still a large amount of work to undertake to bring them to a more acceptable standard.
- b) The accounts had been presented at the last meeting of the Executive Committee.
- c) In the opinion of SB, the budget that was set last year was not operational as it did not take in to account seasonal fluctuations and the impact of the redevelopment.
- d) It was clarified by SB that College calculate the subvention over the academic period of 10 months.
- e) SB stated that there had been a misallocation, specifically under the marketing budget where the website improvements should be allocated under the ICT budget.

6. RISK REGISTER

RECEIVED: The register was presented by SB.

NOTED:

- a) It was reminded that the risk register should be a management tool that Union staff should be referring to regularly
- b) The register has been presented to the relevant College committees.
- c) In regards to priority 2 of the Management and Governance section, it was pointed by MH that in regards to the risk of staff leaving, the possible mitigating action should be reworded to clarify when compensation is awarded.
 - i. In regards to the early warning indicator, PH stated that there is currently a line management structure that allows staff to feedback any displeasure they have in their work environment.
 - ii. It was suggested to that the feedback mechanism should be specified in to the early warning indicators.
- d) RG suggested that the early warning indicators be coded under a traffic light system of 'red, amber, green' to alert the Trustee Board of possible active risks.
- e) It was suggested that key performance indicators could be deduced from the register that are then be used as a management tool by the Union.

7. APPOINTMENT OF HONORARY SENIOR TREASURERS

RECEIVED: The paper was presented by the Deputy President (Finance & Services)

NOTED:

- a) The purpose of the paper is to clarify the reallocation of the Honorary Senior Treasurers.
- b) The board moved to approve the appointments and they were agreed unanimously.

RESOLVED:

- 1) **To appoint Matthew Smith as Honorary Senior Treasurer of the Media Group.**
- 2) **To appoint Dr Lorraine Craig as Honorary Senior Treasurer of the Recreational Clubs Committee.**

8. PRESIDENT REPORT

RECEIVED: The report was presented by the President.

NOTED:

- a) An outline of phase II of the Masterplan will come to the next meeting of the Trustee Board.
 - i. The Rector has stated that College would meet the cost of the inflation in the building quote due to College's delay in providing a decision in funding.
 - ii. It is the belief of the President that the Harlington Trust has £500k earmarked for phase II with the stipulation that this money is used to further benefit student activities.
 - iii. College have indicated that they will not be providing funding for phase III due to this phase being to improve the commercial services of the Union.
- b) After meeting with Paddy Jackman, Mr Jackman has indicated that he will be willing to take on the operational aspect of the Wye bar due to the financial burden the bar is currently weighing on the Union.
 - i. The details of the transfer are still to be agreed.
- c) With the resignation of the GSA Chair, this has left the GSA without any committee members.
 - i. The President has been consulting with the active Postgraduate Union members on a way to move forward and a social event will take place very shortly.
 - ii. Concern was expressed from DMG in that it is there appears to be a core of interested active Postgraduate students and the GSA is not 'moving forward'.

- d) In regards to Union Health and Safety, the President stated that the Union is meeting with College to assess the impact on the Union of the Colleges changes to Health and Safety policy.
- e) RG questioned if the Union had calculated its carbon footprint.
 - i. SB stated that the 06-07 Union Council passed an extensive environmental policy.
 - ii. PH stated that a environmental report had been commissioned as part of the Masterplan and he will circulate to the board.

ACTION:

- 1. PH to circulate the Union's environmental report to the Board by the next meeting.

9. GENERAL MANAGER'S REPORT

RECEIVED: The report was presented by the General Manager.

NOTED:

- a) Money is being withheld from the contractors for Phase I of the Masteplan due to the work not being completed to a reasonable standard.
 - i. The director of the project in College has agreed that this is reasonable action.
 - ii. PH is in negotiation with the contractors to complete Phase I to the desired standard.

10. COUNCIL CHAIR REPORT

RECEIVED: The report was presented by the Council Chair.

NOTED:

- a) It was questioned by OH as to what the opinion of the Council Chair was in regards to the perceived non participation of Council members, specifically the abstention of voting on contentious issues.
 - i. MMS stated that he will raise this at the next meeting of Council but it is members democratic right not to vote.
 - ii. DMG suggested that potentially Council members were unsure as to what they were voting on and thus abstained from voting.

11. COURT CHAIR REPORT

RECEIVED: A verbal report was given by the Court Chair.

NOTED:

- a) HC gave the background on the purpose and conception of Court.
 - i. The Court operates to oversee election protocol and procedure, discipline of officers and students and general interpretation of the Union Constitution.
- b) There has been 1 case this year that the Court has ruled on.
- c) An ordinary meeting of Court will take place by the end of the term.
- d) There is currently one vacant student member position on Court.
 - i. This position will be filled shortly.

12. ANY OTHER BUSINESS

12.1 SUSPENSION OF GSA ELECTIONS

RECEIVED: The paper was presented by the President

NOTED:

- a) The GSA Chair has resigned at the last meeting of Union Council thus leaving the current elections without a Returning Officer.
- b) Regulation 4 – elections and referenda, C. nominations and timetable,19. of the Union Constitution, dictates that in the event of a vacancy, nominations papers shall go up within 10 college days of the vacancy occurring.
 - i. The President requested that the Board act on behalf of Union Council to overrule this requirement.
- c) The President has consulted with the active Postgraduate members and they have recommended that this suspension occur.
- d) It is anticipated that the elections will be held in the spring term.
- e) The board moved to suspend Regulation 4 – elections and referenda, C. nominations and timetable,19. of the Union Constitution, and it was agreed unanimously.

RESOLVED:

- 1) **To suspend Regulation 4 – elections and referenda, C. nominations and timetable.19. of the Union Constitution.**

12.2 CODE OF CONDUCT

NOTED:

- a) HC stated that the as the Trustee Board is responsible for the disciplining of Sabbatical Officers, a policy for this should be created

ACTION:

1. **HC to discuss with SB the requirement and creation of a Code of Conduct document.**

12.3 AUDIT COMMITTEE

NOTED:

- a) SA reminded that an audit sub committee of the Board is to be set up.

ACTION:

1. **SA to discuss with SB how to move forward with the formation of the audit sub committee.**

12.3 VACANT STUDENT TRUSTEE POSITION

NOTED:

- a) SB stated that the currently vacant student trustee position will be elected at the next meeting of Union Council on the 10gth December 2007.
 - i. SB assured that the election process will be open and transparent.

The meeting moved in to closed session at 7.50pm

Approved as a correct record at a meeting
of the Trustee Board on

_____ 2007/08

_____ Chair of the Meeting