

Minutes of the Imperial College Union Governance Committee
6th September 2017
Meeting Room 6, 15.00

Apologies were noted:

Council Chair	Owen Heaney
Deputy President (Education)	Nick Burstow

Present:

Governance Chair	Dorothy Griffiths (DG)
Union President (2017-18)	Alex Chippy Compton (ACC)
Deputy President (Clubs & Societies)	Tom Bacarese-Hamilton (TBH)
Deputy President (Welfare)	Fintan O'Connor (FOC)

Permanent Observers:

Managing Director	Jarlath O'Hara (JOH)
Head of Student Voice & Communications	Andrew Keenan (AK)

1. Welcome and Chair's Business

Dot Griffiths, new Governance Chair, welcomed committee to first meeting of the new academic year.

2. Conflict of interest

None.

Matters to Report

The minutes of 1st June 2016 were discussed.

ACTION: AK/JOH to sign off as accurate.

3. Governance Review

1. Constitution and Bye-Laws

In October, Imperial College Union's Constitution & Bye-Laws expire. First Council of the year is constitutionally required to re-examine the governing documents by 30th October 2017. The opportunity to run a fully consultative process and develop the new Constitution and Bye-Laws has passed. There is a need to either pass the new version at the first Council of the new academic year or extend the lifetime of the current Constitution to allow a greater period of time for consideration. Governance Steering Group to continue undertaking. ACC to chair. Mix of Council representatives.

DG asked if there was a gap of legal expertise on the board. JOH suggested auditors can provide scope on this.

ACC - Constitution will not change much.

JOH and AK – Added aspects so focus is Union structures and subcommittees, Democracy and how we use technology.

AK -The Bye-Laws will review the disciplinary policies to ensure they fit in with college policies.

2. Governance Review Current Work

Proposed membership discussed. Should have a good mix of a demographic body. A quorum of 4 out of 8 must be present, ensuring either ACC or OH are always present. At the very least Union President or Alumni Trustee.

3. Governance Steering Group

The Governing Steering Group will have the following core membership:

Union President (Chair)

1 Deputy President

Governance Committee Representatives

5 council members (including 2 Constituent Union Presidents)

Previous Union President (NA) will not form part of the current Steering Group membership.

Frequency of meeting – move to monthly.

Finalise recommendations and Constitutions and Bye-Laws at Governance Committee by 13th March 2018. Submit Constitution and Bye-Laws to College Council by 18th May 2018.

DG – Are there any implications for having to extend the Constitution and Bye-Laws review until May 2018?

DG – To be written into the Constitution for next time, what happens if the Constitution is not reviewed on time? DG proposed that Board and Union Council get reports that will allow a discussion around this point.

DG - There needs to be a survey to get data to inform the Governance Steering Group.

Proposition to run a focus group consultation on how do we get more engagement. How will we know how to engage the other 50% of students?

ACC – The Liberation report made suggestions on how successful we've been in reaching the other 50%.

ACTION: ACC to report on these findings at next committee meeting.

JOH – Are we comfortable for Board of trustees to approve recommendations by email?

Proposition that there may be a meeting to vote to accept the Constitution during the Board Away Day on the 4th April 2018. JOH to inform Trustees that this will be an official meeting to increase the importance of attendance.

ACTION: Governance Steering Group to provide regular reports to the Governance Subcommittee on its progress.

TBH – It is undecided how we fill the Management Group Chair for the Steering Group. Currently held by a Deputy President.

**ACTION: TBH to find a Management Group Chair willing to take on the responsibility.
ACC to submit to Governance and Union Council for review**

4. Governance Committee Terms of Reference

Remit 2

DG – Who decides an election result is null and void if elections go terribly wrong?

AK- RO makes sure election is legal and above board. If there is a problem with the RO, then the matter is reported to the Governance Committee.

ACTION: AK to check if this is explicit enough to act as a secure safety net.

Remit 3

DG – We just agree what the process is for selecting external trustees and the chair of the Board.

ACTION: JOH to double check this does not conflict with the A&R Committee ToR.

Remit 4

DG – Do we have a process on how we handle disciplinary proceedings?

AK – We usually hand over to College to investigate.

DG – We need to be clear over that boundary. Ambiguity can cause problems.

DG – In the last meeting of the year there will be a review of the ToR and disciplinary process.

ACC – Proposed that the Committee discuss ToR in May 2018.

ACTION: AK to take the lead on working with College.

AK to amend wording from ‘aligned’ to ‘compatible’ on ToR.

Remit 6

ACTION: AK to amend from ‘decisions’ to ‘matters’.

Annual Work Plan

ACTION: Administration Support Manager to turn this into an Action Tracker so Committee can see future areas for consideration.

RESOLVED:

Committee agreed to accept the draft ToR

5. Council & Subcommittee’s Terms of Reference.

Discussion on proposed Standing Orders:

SO12 – Remove ‘speakers must not directly refer to each other’

SO16- Take off line and any other links made to SO 16 pending further review

SO24- Take off line pending further review

Appendix B – Standing orders of Subcommittees of Council

DG – CWB and ERB need to be re-written. This will need to go to Union Council. Nothing to do with Governance Committee.

ACTION: ACC to provide list of policies, when they are lapsing and which to review. Council Chair needs to be encouraged to set this up.

6. Returning Officer Appointment

The Committee moved to a vote accepting Ian Darcy, the Chief Executive at Students’ Union UCL, as RO for the October elections.

7. AOB

1. DG – Is there a process for appointing the Chair of the Board of Trustees?

Proposal made by DG. The Governance Committee will agree the process and A&R Committee will oversee the appointment.

DG – Is there a lay trustee that is willing to be Chair if not this needs to go out in an advert

ACTION: JOH to amend ‘Process for appointment’ document. To be circulated to Committee for approval and signed off by Chair’s action.

2. ACC- There is an empty Alumni Trustee position. Up until now no one had applied. There is now a potential candidate. Do we re-advertise and the candidate apply? There is a need for a process for appointing an Alumni Trustee.

DG – Governance Committee would agree on the advertising process and the panel. A&R Committee can follow through with the appointment.

ACTION: ACC to follow up and liaise with Chair of Governance and A&R to agree process.

Meeting closed: 16.30.

Please note:

Papers for future Governance Committee meetings will be sent out via email five working days before scheduled meeting. No copies of papers will be provided at the meeting unless a specific written request is made to James McDonald, Administration Support Co-ordinator, within 48 hours of the scheduled meeting.

Date of next meeting: Wednesday 22nd November 2017.