### **GOVERNANCE COMMITTEE**

The second ordinary meeting of the Governance Committee for the 2018/19 session, was held on Wednesday 21st November 2018 in Meeting Room 6, Beit Quad at 5:00pm.

# **Unconfirmed minutes**

Present:	Paul Beaumont (PB)	Governance Chair
	Robert Tomkies (RT)	Union President
	Alex 'Chippy' Compton (ACC)	Union Council Chair
	James Medler (JM)	Deputy President (Clubs & Societies)
	Claudia Caravello (CC)	Deputy President (Finance and Risk)
	Jarlath O'Hara (JOH)	Managing Director
	Dorothy Griffiths (DG)	External Trustee
	Stephen Naulls (SN)	Student Trustee
	Abhijay Sood	Student Trustee
In Attendance:	Jomana Al Ahmad (JA) (Clerk)	Administration Support Manager
Apologies:	Keriann Lee (KL)	Interim Head of Student Voice & Experience

Item 1 – Welcome and Chairs business	Actions		
The Chair welcomed the Committee to the second			
meeting of the academic year 2017/18.			
Item 2 – Conflict of interest			
1. None Declared.			
Item 03 - Apologies			
1. Keriann Lee.			
Item 04 – Minutes from 26 <sup>th</sup> Sept 2018			
Correction to be made: Dates for leadership election –			
ACC suggested March not Feb or Jan	JA to amend the		
	meeting minutes		
2. The meeting minutes were approved pending the above	incetting initiates		
correction.			

# Item 05 - Action tracker

- ACC updated the Committee that Council policies were not updated on the website last year, additionally, resource such as student staff is needed to do this update as it it's a large piece of work
- 2. RT added that many policies are in paper format and need to be turned to an online format, the deadline for completing this is the end of the year, December 2019.
- 3. ACC and RT also mentioned that they will work on updating the Exec policies to ensure they sit with the right Governance Committee
- RT mentioned that the removal of policy end dates will be delegated to student staff together with council policies updates

JA to update action tracker

### Item 10 - Sports Hub

- 1. JM updated the Committee that planning is currently underway for the change in the structure of CSPB, this Board will split into two sections: Sports Board and Societies and Projects Board. JM briefly mentioned that the type of support the sports societies have in terms of budgets is different to societies which is one of the main reasons for the split.
- JM added that more work needs to be done in terms of planning and the proposal will also be taken to Council, once Council approves the change of its Committees, it will be taken to Board to approve
- JM pointed out that the existing policies would be copied over for each Board and specific amendments will be made if needed
- 4. SN enquired about societies which may cross over between the two Boards, JM responded that these will have their own small Committee as there isn't many of them
- 5. JM finally mentioned that the deadline for completion is end of this term
- 6. PB mentioned that as a result the name change will require an update to the Bye-Laws, and will go to Board for approval, however, it would be useful for the Governance to also review this at the next meeting

JM to present the changes to Bye-Laws to the next Committee meeting

### Item 06 - Union Council

- RT updated the Committee that operationally, Union Council has been streamlined and is much more efficiently organised
- 2. In terms of the format and review of Council, ACC mentioned that there is better participation compared to the same period last year
- 3. ACC asked the Committee for advice on papers which are submitted to Council and require members to vote on a

- matter relating to Council, such as the catering at Council evening meetings, and whether there is a conflict of interest
- 4. PB mentioned that a wider question would be: how can this Committee support Council to make them understand what is appropriate for Council and whether there is a clear process?
- 5. RT pointed out that the acceptance of a paper is at the discretion of the Chair, additionally, Council are aware that they do not have the power to make decisions on where Union money is spent
- 6. ACC added that she has mentioned in training the only Board has the power to make a decision on matters that have financial implications
- 7. ACC pointed out that some of the decisions passed at Council may have had indirect financial implications such as adding to staff workload, PB responded that it is the SABBs responsibility to do the work rather than Union staff as they are the student representatives
- 8. PB mentioned that the wording needs to be clear that Council can only make recommendations and the ultimate decision in terms of budgeting/finance lies with Board
- 9. ACC responded that she will make it clearer at the next meeting
- 10. CC pointed out that a recent proposal by Council to redirect profits from certain newspapers to anti-racist charities was implemented, JOH responded that the right channels were used to escalate this, and again such a proposal is only treated as a recommendation
- 11. JOH agreed that it is important to enforce the line about what the power of Council is
- 12. RT updated the Committee that the standing order talks about reforming Council, improving post grads engagement, integrating with the business school, changing OT roles and adding GSU president as an OT role. RT then asked the Committee about what needs to be done as a priority?
- In terms of changing OT roles, PB mentioned that it is important to do it before leadership elections, additionally, they should be wary of spending too much time on structures
- 14. ACC added that any work done on OT roles must be done by December to be approved by Council in January
- 15. JOH pointed out that PG representation is agreed by Board as a priority and RT mentioned that the GSU working group have been formalized and work is currently being done to assess the GSU president role
- 16. ACC added that Council members feel that 53 people is too big for a meeting and a review of Council membership needs to be done, ACC pointed out that it would be a miss

not to carry it out this year as many people currently in Council support the review

### <u>Item 07 – Elections</u>

- JOH noted that AE18 were very successful according to previous metrics, the recommendations in the paper presented for LE19 are there to build on the current success
- DG enquired about why the PG turnout was bigger, RT responded that the move of PG roles online and direct communications to PG students were some of the main reasons, JOH added that a video targeted at PGs was also made
- 3. DG congratulated all those involved in this success
- 4. ACC pointed out that more work needs to be done and it is important to address the business school issue as they do not want to move their roles online
- 5. DG volunteered to speak to the Dean of the business school if needed
- 6. JOH mentioned that leadership elections is usually the bigger focus, however it is important to focus on Autumn Elections turnout as the roles influence all students
- 7. JOH pointed out that the LE19 working group has been set and will resume work as soon as KL is from annual leave
- 8. The Committee accepted the recommendations proposed by KL.

#### Item 08 - Policies

- 1. RT updated the Committee that the disciplinary procedures policy is ongoing and an update will be brought to the January meeting
- RT presented the Trustee declaration of interest which was put together based on the commission website recommendations and researching other unions, RT asked the Committee for Comments and advice on whether to put financial procedures or SORP
- ACC enquired about whether GDPR should be added instead of the data protection Policy, RT responded that he will look into updating the wording, the Committee agreed that both the financial procedures and SORP should be present in the policy
- ACC enquired about whether this policy has covered all legal grounds, RT responded that the commission website has a list of guidelines which was used to dictate what is in this policy
- 5. SN pointed out that as seen in this policy, COI is usually linked with financial activity and Council should not be

RT to update the Committee on the disciplinary procedures policy review next meeting

RT/ACC to review the need to sign a COI by council members

JA to add to Board agenda

- concerned about signing a COI as no financial decisions are involved.
- PB asked ACC/RT to check and remove the need for Council members to sign COI in the Constitution and Bye-Laws
- Subject to minor amendments in the format, this policy will be brought to Board to approve. Board members would not need to sign it again unless they have any new COIs to declare.

# <u>Item 09 – Constitution and Bye-Laws</u>

- RT updated the Committee that the Constitution and Bye-Laws changes have now passed at Council and will be brought to Board and College Council, and finally to Charity Commission
- PB pointed out that the online Constitution has references to Trustee Board not Board of Trustees and requested for an amendment
- RT responded that this will be brought as a later amendment at Council, PB requested making this change before it goes to College Council
- 4. ACC mentioned that there is a concern that the complaints and disciplinary procedures review will be a very large task that requires extra support, RT mentioned that he will ensure that extra support is requested if needed

### Item 11 - Terms of Reference

- The Committee requested the following amendments to be made: change the terminology from Lay to External trustee, list the individual names on the membership list, add the date for this year and include the HoSVC role into the purpose
- 2. Add appointed student trustees to Point 3, fulfil functions as dictated by the Bye-Laws, appointment and removal for point 2
- 3. The edits are to be made offline prior to Board

# <u>Item 12 – AOB</u>

- AS enquired about the reason why the Rugby club was able to play a game recently after the sanctions have been imposed on the club, JM responded that the game was not a competitive match. PB mentioned that the decisions should be more explicit to point out that friendly matches are allow to maintain fitness levels
- 2. ACC enquired about whether the Committee needs to implement a chairs action and have a trail of where

JA to add the Constitution and Bye-Laws approval to Board agenda

RT to change the wording in the Constitution as requested

JA to make the recommended changes before Board

decisions were made, as she tried to take away from the president to make singular decisions in the Constitution and Bye-Laws  JOH mentioned that the Committee must decide on what is a standard and outline it in the ToRs	

3.