

Proposal for the addition of an External Trustee to the Board of Trustees

Proposer: Rob Tomkies (Union President)

Seconder: Alex Compton (Council Chair)

Union Notes:

- The Board of Trustees current make up is outlined in the Imperial College Union Bye-Laws. This states that there shall be the following trustees:
 - 5 elected Officer Trustees (OTs)
 - 2 elected Student Trustees
 - 2 appointed Student Trustees
 - 1 Council Chair
 - 1 Alumni Trustee
 - 4 External Trustees
 - For the sake of this paper “Student Trustees” will refer to the OTs, the Council Chair, and the 4 Student Trustees except where in bold. References to External Trustees shall also include the Alumni Trustee except where in bold.
- When being designed the Board of Trustees make up was deliberately weighted towards a student majority student however with sufficient external expertise that it was satisfied in could govern itself correctly and comply with legal regulations. This ratio was selected as 2:1.
- For various reasons – In the table below we see over the past three years in 50% of Board of Trustee meetings only three External Trustees were present and also 50% had considerably higher ratios than the desired 2:1. In this time only on 1 occasion was there a lower ratio than 2:1. Only once in three years have all external trustees been able to attend. Currently on average Student Trustees attend 83% of Board meetings and External Trustees attend 72%. This means that in practice the ratio in 2.31: 1.
- The adding of one more external trustee would, continuing current attendance trends, adjust the ration from 2.31 to 1.92. This is much closer to the desired ratio in practice and would also provide greater external expertise to be present.

Board of Trustees			
Date	External present	Student present	Ratio
28/06/2018	3	8	2.666667
24/10/2018	4	8	2
12/12/2018	4	8	2
20/02/2019	4	8	2
26/10/2017	3	9	3
23/05/2018	5	8	1.6
27/10/2016	3	9	3
01/02/2017	3	9	3
24/05/2017	3	8	2.666667

01/02/2018	4	8	2
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- An additional **External Trustee** may be an alumnus or may be someone with a particular knowledge set desirable to help run the Board of Trustees however an Alumni Trustee is restricting to having to be an Alumnus.
- The Board of Trustees have expressed concerns over reduced external expertise being present over a number of meeting leading to a lack of continuity and previous experience in situations and support for the addition of an **External Trustee**.
- Union Council, as per the byelaws will ratify any candidates that are selected.
- The time requirements on an external trustee goes way beyond just the meetings but subcommittees, mentoring, investigations, crisis situations etc.

Union Believes

- Having sufficient external oversight is key to the running of Imperial College Union.
- Currently the design of Board is leading to occasions where Trustees are not reassured that enough experience is present for the responsible running of the Charity.
- The addition of an **External Trustee** is preferable to the addition of an alumni trustee due to the flexibility of the people to fill it but also that the desired attribute is experience outside Imperial – which an Alumni may not have as much.
- The addition of an external trustee would lead to a more informed discussion at Board level. This would lead towards more informed decision making while still ensuring a student majority.
- Having fewer external trustees places ever growing pressure on the few we have to deal with a growing work load.

Union Resolves

- To adjust the Constitution and Byelaws to allow for the addition of an extra external trustee – these changes are shown in Appendix A and B – solely changing the word “four” to “five” when referring to the number of external trustees.
- To start the advertising process to appoint this external trustee.

Appendix A – Constitution Changes (changes in red)

F. Trustees

1. The Trustees shall be made up of the following persons:

- 1.1. not more than five Officer Trustees, elected in accordance with the Bye-Laws;
- 1.2. not more than two Elected Student Trustees, elected in accordance with the Bye-Laws;
- 1.3. not more than two further Student Trustees, appointed in accordance with the Bye-Laws;
- 1.4. one Alumni Trustee, appointed in accordance with the Bye-Laws;
- 1.5. not more than ~~four~~ **five** External Trustees, appointed in accordance with the Bye-Laws;
and
- 1.6. the chair of Union Council, elected in accordance with the Bye-Laws

Appendix B – Byelaw Changes (changes in red)

B.16 Up to ~~four~~ **five** External Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each External Trustee is ratified by a two thirds majority vote of the Union Council.