

**Imperial College Union
Board of Trustees / 16 September 2020**

Trustee Appointment & Recruitment Plan

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Purpose: This paper sets out a number of recommendations and decisions required by the Board relating to its membership and operation over the coming year.

Decision(s): To approve the formal suspension of the following subcommittees of the Board of Trustees, except for exceptional circumstances:

- i. Governance Committee (to meet where needed)
- ii. Communications Committee
- iii. People, Appointments & Remuneration Committee

To approve a number of appointments to subcommittees of the Board for the 2020/21 academic year.

To consider and approve the plan for the replacement of several Board vacancies in 2021.

1. Context

The Union is in the early phases of a turnaround process as it seeks to become an organisation that is more fit for purpose and impactful for its members. Good governance is a key enabler of this transformation, helping us make better decisions and to ensure we are focussed on the long-term sustainability of the organisation. Whilst not the only driver of good governance, the Board of Trustees and associated subcommittees are a critical component of our system.

2. Board of Trustees

Article F of the Constitution sets out the required membership of the Board of Trustees as follows:

The Trustees shall be made up of the following persons:

- i. not more than five Officer Trustees, elected in accordance with the Byelaws;
- ii. not more than two Elected Student Trustees, elected in accordance with the Byelaws;
- iii. not more than two further Student Trustees, appointed in accordance with the Byelaws;
- iv. one Alumni Trustee, appointed in accordance with the Byelaws;
- v. not more than five External Trustees, appointed in accordance with the Byelaws; and
- vi. the chair of Union Council elected in accordance with the Byelaws.

Current Membership & Terms of Office

The current membership of the Board is therefore as follows:

Type	Name	Term Appointed	Term Expires
Officer Trustee	Abhijay Sood	01 Aug 2020	31 Jul 2021
Officer Trustee	Shervin Sabgehi	01 Aug 2020	31 Jul 2021
Officer Trustee	Sam Lee	01 Aug 2020	31 Jul 2021
Officer Trustee	Ross Unwin	01 Aug 2020	31 Jul 2021

Officer Trustee	Michaela Flegrova	01 Aug 2020	31 Jul 2021
Student (elected)	Christopher Carter	01 Aug 2020	31 Jul 2021
Student (elected)	Lloyd James	01 Aug 2020	31 Jul 2021
Student (appointed)	Milia Hasbani	01 Aug 2020	31 Jul 2021
Student (appointed)	Kelvin Zhang	01 Aug 2020	31 Jul 2021
Alumni Trustee	Phil Power	02 Dec 2020	01 Dec 2023
External Trustee (Chair)	Jill Finney	24 Sep 2015	31 Jul 2021
External Trustee	Kate Owens	07 Jun 2015	31 Jul 2021
External Trustee	Dorothy Griffiths	01 May 2017 1 May 2020	30 Apr 2020 30 Apr 2023
External Trustee	Graham Parker	16 Apr 2018	15 Apr 2021
External Trustee	Stephen Richardson	02 Dec 2020	01 Dec 2023
Union Council Chair	Alex Auyang	01 Aug 2020	31 July 2021

3. Subcommittee Membership & Appointments

The Union's constitution gives the power to the Board to create subcommittees where it is required and sees fit. This is set out in Byelaw B, sections (38) to (41). The relevant clauses are as follows:

Delegation of Trustees' powers

(38) The Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

(39) The Board of Trustees may delegate some of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in these byelaws.

Delegation to committees

(40.2) [...] the composition of any such committee shall be entirely in the discretion of the Board of Trustees, except that the membership of each committee should contain at least one Student Trustee and one External Trustee and may otherwise comprise such of their number (if any) as the resolution may specify;

(41) The Board of Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 38 and 39:

- 41.1. People, Appointments and Remuneration Committee;
- 41.2. Finance and Risk Committee
- 41.3. Governance Committee
- 41.4. Communications Committee

It is important to note that the Board has the power to appoint its entire membership into any of the subcommittees set out in clause (41), therefore subsuming their responsibilities and placing them 'in suspension'. The Board meeting in July confirmed that only Finance & Risk committee would continue with normal business, with others placed in suspension. The Leadership Group would continue to ensure all Trustees were engaged with key issues outside of the formal governance structure (for example PARC and Communications).

Please note that the following are proposed memberships for Finance & Risk and Governance Committees, based on previous years and stated interests. If you have any thoughts or

objections, please email both the Managing Director and President by Tuesday 15 September at midday so we can ensure this is covered when the paper is considered.

3.1 Finance & Risk Committee

This will be primarily convened for the purposes of discussion and policy formation. Formal decisions should take the form of recommendation to the Board of Trustees, who will also exercise more financial scrutiny than in previous years.

Proposed membership

- Graham Parker (Chair – External Trustee)
- Stephen Richardson
- Abhijay Sood (President)
- Sam Lee (DPFS)
- Kelvin Zhang (Student Trustee)

Other attendees

- Tom Flynn (MD)
- Jayne Hufford (Outsourced FD)

3.2 Governance Committee (to meet where needed)

The Governance committee is explicitly referenced in our Byelaws regarding our complaints and disciplinary process, and our elections. It will therefore need to meet as required to prevent the full Board of Trustees being inundated with issues related to the former.

Proposed membership

- Dorothy Griffiths (Chair – External Trustee)
- Phil Power (External Trustee)
- Abhijay Sood (President)
- Shervin Sabeghi (DPW)
- Ross Unwin (DPCS)
- Alex Auyang (Council Chair)
- Milia Hasbani (Student Trustee)
- Lloyd James (Student Trustee)

Other attendees

- Tom Flynn (MD)
- Tom Newman (Head of Membership Services)

4. Board Vacancies & Chair of the Board

It is therefore the case that the following External Trustees will complete a term of office in 2021, creating a number of vacancies and decisions that now must be made:

- i. Graham Parker (15 April)
- ii. Jilly Finney (31 July)
- iii. Kate Owens (31 July)

It is also the case the Dorothy Griffiths currently requires confirmation by a ratification of Union Council in order to be approved for a full second term of three years.

Board therefore has a number of questions that need to be considered as a matter of urgency, in order to give the President and MD a clear steer for how the process might be managed.

- i. Does Dorothy Griffiths wish to be re-appointed for a second term? If this answer is yes, this must be taken for ratification at the next meeting of Union Council.
- ii. Does Graham Parker wish to seek a second term of three years in office? If the answer is yes, this should be considered by a Board meeting in 2021 and ratified by a meeting of Union Council. If the answer is no, this role will need to be filled. This will not need answering formally until the new year.
- iii. What timeline should we head towards for the replacement of (at least) Kate Own and Jill Finney as External Trustees of the Union? Are Trustees comfortable to start the process in December, in order to ensure an adequate handover is in place? What skills do we think are required, and what process should we follow?
- iv. What process do Trustees envisage for the selection of Chair of Trustees? Byelaw B (19) states this must be either an External Trustee or Alumni Trustee.
- v. How do we sufficiently engage College in the process of Trustee recruitment, to ensure they have confidence in our Board?