

Appointments and Governance Committee – Monday 10th March 2014
Eliot Taylor Room

NOTE: From Minute Item 9.0 (Board Review and Trustee Appraisals) the meeting was inquorate. The minutes and business were ratified offline by 4 of the 6 trustees, including both the Chair and the President of the Board)

SUMMARY

3.0	Minutes of last meeting	Approved
5.0	Actions Log	Noted
6.0	Conflicts of Interest	None declared
7.0	Trustee Terms of Office	Approved for onward submission to Board
8.0	Governance Review	Approved
9.0	Board Review and Trustee Appraisals	Approved to take place annually
10.0	Governance Policies and Procedures	Approved for onward submission to Board
11.0	Trustee Buddy Role	Discussed – to be looked at as part of Governance Review
12.0	Compliance with Education Act	Approved
13.0	ACEVO Governance Commission Report	Approved
14.1	Offline Business - Student Officer HR Policies	Approved
15.0	AOB: Chair of the Board	Discussed
16.0	Next Meeting	1 st September at 3pm

1.0 Present

Deborah Cartwright, Chair and External Trustee
Chelsea Moore, President
Misha Upadhyaya, Student Trustee
Mel Sharman, Representation and Democracy Manager
Alex Murray, Deputy Chair and VP Education
Kirsty Monk, Director of Graduate Employability and Medway
Jim Gardner, Chief Executive

2.0 Apologies

Megan Wells, VP Welfare
Chris Bull, VP Sports

To note: Alia Kawalit, Student Trustee, has agreed to be a member of Appointments and Governance Committee but the date for this meeting was not forwarded to her.

3.0 Minutes of the last meeting

The minutes of the last meeting held on 2nd September were approved

4.0 Matters Arising

- 4.1 Student Trustee recruitment process – there are some outstanding actions such as putting a video link on the website, along with interviews from current trustees, and that recruitment for student trustees should not take place over the summer period.
- 4.2 Website Progress Update – there has been progress but there are still some bits to do, though it was noted by the committee that the Governance section of the website has improve significantly.

5.0 Actions Log

All actions are either completed or ongoing. An application pack for membership of the Fundraising Standards Board has been requested and Kent Union will look at the value for pursuing membership once received.

Appointments and Governance Committee noted the updated Actions Log

6.0 Conflicts of Interest

There were no conflicts of interest declared

PART 1: For Discussion and Approval/Note

7.0 Trustee Terms of Office

- Both Ted Friswell (External Trustee) and Elliot Massey's (Student Trustee) terms of office finish on 30th June 2014. Ted Friswell has indicated his willingness to remain for a second term of office. Elliot Massey is unable to apply for a second term of office as he is on an internship as part of his course next year. The selection process to replace Elliot will start in the autumn. In replacing Elliot, Kent Union will look for applications from Medway students again.
- The Committee were informed that separate to this more formal governance arrangements will be put in place for GK Unions along the lines of a separate GK Partnership Board, with reporting lines to Kent Union's Board of Trustees and the equivalent at Greenwich Students' Union. As part of these arrangements there has been discussion on having a Medway student on that board which may or may not impact on the targeted selection.
- There will be 3 student trustees leaving at the end of June, along with 4 sabbatical officers. The Committee discussed arrangements for a 'thank you' to student trustees once their term of office is complete and arrangements will be put in place for this. The Committee discussed whether there is more that can be done around the trustee role to stress the importance of the Board and trustee role. This will get picked up further at the sabb residential and the Medway Away Day.

AR: Maria Mann to contact Elliot to see if he would be able to extend his term of office to cover some of the summer period, before a new trustee can take up office from 1st November.

AR: Jim Gardner to bring the recruitment pack for the new student trustee position to the September meeting of Appointments and Governance Committee, covering the demographic to be targeted and bearing in mind any implications from the GK Partnership Board. It should also specify whether a Medway student would have to be learning there, not just living there.

Appointments and Governance Committee approved recommending to the Board that Ted Friswell be able to undertake a second term of office.

8.0 Governance Review 2014

Agenda Item 6.0 recommends that A&G Committee undertakes a formal review of the Union's Governance arrangements over the next 6 months, bringing the final recommendations to the September meeting of A&G. The paper sets out the scope of the proposed review. A&G discussed:

- The opinions of those trustees leaving should be taken into account and can be done through the exit interview process
- It should be a standing agenda item of each Committee to get input from the group on how the Committee is functioning
- The GK Unions formal process is also included. The recommendations from the ACEVO Governance Committee report will also feed into the governance review (appraising the performance of trustees; reviewing the induction programme and processes for new trustees; consider how mechanisms to address and resolve conflict between trustees could be introduced).
- A survey of previous trustees should be undertaken, probably around 20 people in total
- A meeting should be arranged for late March, giving a more detailed plan of scope, visits, and survey ideas
- Membership: Misha, Alex, Deb, Keith Lampard, Chelsea, Mel S, Maria, Megan

- The Review should consider how Governance and Democracy support each other – that could be through Board members attending Union Council, holding officers to account as trustees, not just sabbs.

The timetable could be extended so a final report goes to the December Board.

AR: Maria Mann to contact Keith Lampard to be a member of the Governance Review Group and arrange the first meeting of the Governance Review Group

Appointments and Governance Committee approved the Governance Review including extending the scope to cover the points above.

Misha Upadhyaya and Alex Murray left the meeting. With only 2 trustees remaining the Committee was inquorate. The quorum is at least 3 trustees, one of whom must be the Chair of the Board or the Chair of the Appointments and Governance Committee. Further items for approval will need to be ratified offline before the next meeting in September

9.0 Board Review and Trustee Appraisals

The Board Review was conducted by an external governance consultant and the results were presented to the February Board meeting. As a result of the discussion at Board, there will be more social time planned for the Board to spend time together and better communicate. As a result the Board residentials will increase from one to three. There was further discussion at Board about being more student led and having more time for blue sky thinking. More items will be moved to the Taken as Read Section. Board-only time can be put in at anytime.

Appointments and Governance Committee agreed another Board Review should take place next year, and the trustee appraisals should be conducted annually. The Committee suggested looking at alternative providers.

10.0 Governance Policies and Procedures

The Governance Policies and Procedures have been revised to reflect a series of minor amendments made over the past year, to add in documentation for the Union Chair acting as an observer on the Board and to update the delegation of authority, particularly around the authority delegated to Director Group to amend staff salaries. The document now includes the Union Council Chair descriptions, incorporate changes to the Board's delegated authority in relation to remuneration changes to the CEO and director group pay. It makes reference to the HR Policies for Student Officers around removal of office. Appointments and Governance Committee discussed that there was only one external trustee on Remuneration Committee which could propose a potential risk, and therefore Deb Cartwright agreed to join the Committee.

AR: Maria Mann to amend the procedures to reflect the change to membership for Remuneration Committee and circulate to the Board for offline approval.

Appointments and Governance Committee approved the Governance Policies and Procedures for onward submission to the board, and that Deb Cartwright would act as second external trustee on Remuneration Committee.

11.0 Trustee Buddy Role

Newly elected officers and trustees are assigned a buddy with a longer-serving member of the Board to help address any concerns, go through Board papers and generally provide coaching and mentoring support. Feedback has been received that further clarity is needed over the role. The Committee discussed the buddy role will be different depending on the needs of each relationship and individual's needs. There was some confusion highlighted around the director/officer mentoring relationships which have now been worked through.

Appointments and Governance Committee agreed that the Trustee Buddy role should be looked at as part of the Governance Review.

12.0 Compliance with the Requirements of the Education Act 1994

The Education Act 1994 imposes a series of requirements on higher education institutions to be observed in relation to their students' unions. There are currently 12 sections affecting students' unions in the Act, with 21 individual requirements. Kent Union currently complies with 16 of these requirements, and the

paper provides actions on ensuring compliance with the remaining 5. Appointments and Governance Committee discussed formalising the process for compliance.

AR: Maria Mann to speak with Keith Lampard to involve him in compliance with the Education Act, the governance review and the constitution review.

AR: Mel Sharman to bring an Elections Report to the next meeting of A&G (section e)

AR: Peter Cole to include details of the cost of affiliating to external organisations in its annual financial statements (section h)

AR: Peter Cole/Mel Sharman to ensure publication of a list of all external affiliations with the cost of such affiliations on the website.

AR: Maria Mann to arrange to discuss this further with Keith Lampard. In particular in relation to a Complaints Procedures (section m and n), which although Kent Union is compliant it is not cross-referenced with the University's procedures, and vice versa.

AR: Maria Mann to amend the Terms of Reference for Appointments and Governance Committee to include Review of the Constitution as part of its remit.

Appointments and Governance Committee approved the report and actions in the Compliance with Requirements of the Education Act 1994

13.0 ACEVO Governance Commission Report

The ACEVO Governance Commission Report contains recommendations for improving charity governance. There are 4 recommendations which Kent Union does not currently comply with and the paper provided details how Kent Union could respond to these recommendations.

1. Consider how Kent Union appraise the performance of its trustees.
2. Require that Kent Union introduce a section in its Annual Report reporting on key governance processes and standards;
3. Review the induction programme and process for new trustees at its next meeting;
4. Consider how mechanisms to address and resolve conflict between trustees could be introduced.

Points 1, 3 and 4 will get picked up by A&G and the Governance Review.

AR: Peter Cole to include a section in the Annual Report reporting on key governance processes and standards

Appointments and Governance Committee approved the report and its recommendations.

PART 2: Taken as Read and Approved/Noted

14.0 Offline Business

14.1 Student Officer HR Policies

The HR Policies have been approved by both the Board of Trustees and Appointments and Governance Committee, to come into immediate effect. Deb Cartwright will be Supervising Trustee

AR: Kirsty Monk is currently cross referencing the HR Policies with the Student Disciplinary Procedures

AR: Maria Mann to pass the approved version to Vicky Todd, along with the contract of Employment

AR: Vicky Todd to keep the HR Policies for Student Officers and talk through with the new officer team as part of their induction.

Appointments and Governance Committee noted the update on the approved Student Officer HR Policies

15.0 Any Other Business

15.1 Chair of the Board

Appointments and Governance Committee were asked if it was set in stone who should be chair of the Board. It is detailed in the Constitution that this will be the President but more can be done, particularly at the beginning of the year, to provide simple tips and guidance and this will be covered further at residential training. More can be done regarding coaching for the Chair as the relationship moves along

16.0 Next Meeting

The next meeting of Appointments and Governance Committee will be on 1st September at 3pm.

Signed: Date: 1st September 2014

Name:
(Chair, Appointments and Governance Committee)