

## Minutes

City, University of London Students' Union is a registered charity (charity number 1173858) and a company limited by guarantee registered in England and Wales (company number 10834450).

### 10am Thursday 15 February 2024 | MS Teams

Members	Initials	Meeting 1 13.09.23	Meeting 2 06.12.23	Meeting 3 16.02.24	Meeting 4 05.03.24	Meeting 5 23.05.24	Meeting 6 17.07.24
Akanksha Kumar (President) (Chair)	AK	✓	A	✓			
Fortune Sampson (Deputy President)	FS	✓	✓	✓			
Yavuz Emin Kafadar (Deputy President)	YK	✓	✓	✓			
Jackson HE (Deputy President)	JH	✓	✓	✓			
Nick Ratcliffe (Lay Trustee and Deputy Chair)	NR	✓	✓	✓			
Alan Latham (Lay Trustee)	EP	X	✓	✓			
Liz Williams (Lay Trustee)	JL	✓	✓	N/M			
Jas Ahluwalia (Lay Trustee)	JA	N/M	A	✓			
Rachel Brown (Lay Trustee)	RB	N/M	✓	X			
Leila Ratnani (Lay Trustee)	LR	N/M	✓ / N/M	✓			
Saundarya Rastogi (Student Trustee)	SS	✓	N/M	N/M			
Eva O'Neill (Student Trustee)	EO	N/M	✓	X			
Prachi Barache (Student Trustee)	PR	N/M	✓	✓			

Key: "✓" = Present, "A" = Apologies given, "N/M" = Non-member, "P" = Partial attendance, 'X' = Non-attendance

Included in the circulation	Initials	Reason and Meeting Section
Philip Gilks	PG	Chief Executive (Company Secretary / Minute Taker)
Hannah Roberts	HR	Deputy Chief Executive (Not present)
Jeni Turner	JT	Head of Finance
Chris Moore	CM	Head of Communications and Business Development
Kany Lee	KL	Operations and Projects Manager
Professor Elisabeth Hill	EL	City Deputy President (Informal section only)

### Informal

AK welcomed everyone to the meeting.

### St George's Merger Update

PG introduced the section, followed by a presentation for KL on the timeline, key elements, and progress towards a potential merger of City, University of London Students' Union, and St George's Students' Union. The presentation included information on the changes to the Articles of Association, the legal merger, due diligence, and matters relating to staffing and finance.

EH then presented the rationale for the merger focusing on the scale and opportunities presented as a result of the merger including the creation of a health powerhouse. In addition to the benefits to health related courses, EH set out how it also makes City St George's one of the largest HEIs in London and how it provides clear benefit to disciplines within the other Schools across City. EH explained how the merger provides the potential for a positive benefit across City. EH further set out how St George's integrates into the structure of the existing City. EH confirmed the next steps, including the signing of the transfer agreement, and the legal and operational integration of both universities.

Trustees then asked a number of questions including the cost implications of the merger, the impact of the merger on the culture of both universities and the impact on future funding for the current students' union.

EH responded recognising there were two broad themes of money and culture. In regard to culture, EH confirmed the senior teams of both institutions placed culture on the table at the start of the negotiation process, which has been a key focus to make sure the culture is integrated and worked on from the outset. EH recognised there is a difference in culture, but to an extent that is as a result of the way teaching is happening within those disciplines and this already exists in the current School of Health and Psychological Sciences. It will be made clear from the outset that it's a single institution, however cultural integration will take longer than the technical matters. In regard to money, EH provided reassurance that City were not purchasing St George's, they are both choosing to merge into City. There will be costs as a result of merging, which will come before the efficiencies, however they have developed a combined financial plan which ensures the university can continue to deliver well for its students and not breach covenants relating to any loans the university has. EH explained cost efficiencies will be focused on as part of the merger. EH confirmed to the Board that the university is expecting to fund a single students' union – recognising that 2024/25 might not fit with planning rounds.

PG also explained that talks with City have provided a clear direction that we will be funded as a single students' union and the paper presented to the Board today is to ensure we get to that point.

FS asked a follow up question for confirmation there will be no increase in student fees or a reduction in the experience of City students as a result of the merger.

EH explained there would be no increase in fees or a reduction in the experience as a result of the merger, however the university will be continually making changes that are not linked to the merger. Both City and St Georges are both legally and financially compliant institutions and combining them does not change this, however, creates opportunities for efficiency savings.

EH was thanked for attending and sharing openly with the Board of Trustees. EH left the meeting.

**Formal**

## **1. Welcome and Apologies**

The Board noted that RB and EO were not present.

**2. Declarations of Interest**

(Paper: BT2346)

The Board noted the conflicts of interest register. No further conflicts were declared.

**Section A – Update from the Chief Executive and Strategic Progress**

**3. Proposed Merger with St. Georges Students' Union**

(Paper: BT2347)

PG introduced the paper explaining that the proposed amendments to the Articles of Association are in line with the commitments in the joint Memorandum of Understanding with St George's Students' Union (SGSU). SGSU have been clear that they had red lines regarding their identity, a dedicated sabbatical trustee and a Lay Trustee connected to the St George's Hospital, which would be defined in the Bye-Law.

PG explained the other proposed changes in the Articles of Association are to improve consistency or recommendations from the Lawyers, most notably the additions for the Student Members' Meeting and guidance on subsidiary companies. The Sabbatical Trustees have requested that it sets a clear quorum of 100 Student Members for a Student Members' Meeting where it is making changes to the Articles of Association. PG showed the Trustees how the Articles of Association has been updated to reflect this.

PG explained that as a result of the university requiring OfS, Privy Council and DfE approval to change their name, from 1 August 2024 they will go by a trading name of City St George's, University of London until the final approval is through later in the year. The university lawyers explained that this would impact on the Union's ability to change its name as the word 'university' is protected and requires a non-objection letter from the Secretary of State for Education. There is a risk we would not get this until the university officially changes its name. The Union lawyers have provided three options for the Board of Trustees to consider as set out below.

Option one was for the Union opt to adopt the name of City St George's Students' Union, instead of City St George's, University of London Students' Union. This is because it would then not require a non-objection letter as it no longer contains the protected word 'university'. The existing Union does not currently use the 'University of London' section of its name in any student facing communications so this change would have limited impact. The existing St George's Students' Union also doesn't use 'University of London' in its name. This was the recommended option from the Union lawyers.

Option two was to split the existing Proposal into two separate proposals. One proposal would be on the name only and the other proposal would be all the other changes. This means the Company Law Members would be able to approve all the other changes, however, wait to approve a Written Resolution for the name change until it comes into effect for the university. This option has risks and implications including delivering a referendum on just the name change, increased legal costs as we would need to go through the Charity Commission and Companies House approval process twice, increased resource costs in staff time and does not align with the commitments made in the Memorandum of Understanding. The Union would however still be able to operate under a trading name from 1 August of City St George's, University of London Students' Union while we waited for the university to get approval for its new name. this was the second preferred option from the Union lawyers.

Option three was to stick with the existing proposal presented to the Board and seek the name change, including the University of London, alongside all the other changes. The

risk for this option was that there was a greater chance we would not get DfE approval before the 1 August, meaning the merger would be delayed.

PG also explained that clarity had been provided on the final proposed name for the university and it did not include the dot after St, which would be updated in our proposed Articles of Association.

FS set out his concerns explaining that the Union is not a subsidiary of the university, and they cannot impose a name on the Union. The Union should only collaborate with the university when it would bring benefit to our members. FS explained he would rather stick with the existing Union name, regardless of what the university was called and if the Board put the question to the student body on the name, then he totally objects. FS recommended a survey of student members. However, if the Board did put the question to the student body, he would go with option 2. FS expressed his views on the need for a strong student movement in country.

JA further clarified that companies merge all the time and agrees the need to protect students, however we inherit the name from the university, and we are here to support and represent the views of those students from the merged university. It is not clear what value a survey would add at this stage if we were just inheriting this from the university.

AK further agreed with JA that the purpose of us going through the merger and changing our name is to replicate the university as our role is to represent the views of the university, whatever name it may be.

PG explained there are variations of names, however they all follow the overall brand of the university.

JA asked for further clarification on the cost of option 2 and running the process twice. PG explained that based on existing quotes it could cost up to another £3000, but the main cost would be staff time which would be taken away from other services.

Trustees then voted to agree to go with option 1 in the Proposal, which was to use the name of City St George's Students' Union. The Trustees also agreed to add an additional section to the Proposal, using the wording provided by the Union lawyers to allow for minor amendments for clarity and consistency in seeking the related authority consent.

### **Decision**

- The Board **agreed** the Proposal to be circulated to all Student Members to amend the Articles of Association (the "Proposal") – Article 7.2.1. This included the amendments to the Articles of Association to include the quorum for the Student Members' Meeting, the name changes to City St George's Students' Union and the addition of a section regarding minor amendments to the Proposal.
- The Board **agreed** to call a referendum in accordance with Article 15.2 to put as required a resolution to approve the Proposal (or a revised Proposal) to the Student Members in a referendum - Article 7.2.4. The referendum will take place after the initial consultation and the Board have considered any amendments.
- The Board **agreed** to extend Knox Cropper as the Union auditors for the 2023/24 academic year.