

UPSU Governing Documents

Trustee Board Bye Law

October 2019

Approval Details

Approved by	Trustee Board	Date	October 2019
Ratified by	Union Council	Date	October 2019
Ratified by	SU UEG	Date	August 2019
Review lead staff member	Director of Central Services		

Reviewing this document

This document may be amended with the permission of the Board of Trustees, following pre-approval by Governance and Appointments Committee.

Union Council will then review any significant changes to this Bye-Law prior to any such change taking effect in order to permit the Council the opportunity to provide feedback and raise any concerns in respect of any such change directly with the Union Chief Executive who will refer such feedback and concerns to the Board of Trustees for further consideration.

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1. Appointment of Trustees

1.1 The Trustees shall be made up of the following persons:

- 1.1.1 not more than six Sabbatical Officer Trustees, elected in accordance with Article 22 of the Memorandum and Articles of Association;
- 1.1.2 not more than two Student Trustees, appointed in accordance with Article 23 of the Memorandum and Articles of Association; and
- 1.1.3 not more than four External Trustees, appointed in accordance with Article 24 of the Memorandum and Articles of Association.

1.2 Trustees shall be elected or appointed as set out in the Memorandum and Articles of Association.

2. Trustees' general authority

- 2.1 The Board of Trustees is responsible for the management and administration of UPSU and (subject to the Education Act, the Articles and the Bye-Laws) may exercise all the powers of UPSU.
- 2.2 The Board's powers under Article 31.1 the Memorandum and Articles shall include but not be limited to responsibility for:
 - 2.2.1 the governance of UPSU;
 - 2.2.2 the budget of UPSU; and
 - 2.2.3 the strategy of UPSU.
- 2.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Union Council which the Trustees consider (in their absolute discretion):
 - 2.3.1 has or may have any negative financial implications for UPSU;
 - 2.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 2.3.3 is not or may not be in the best interests of UPSU or all or any of its charitable objects; or
 - 2.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 31.2 of the Memorandum and Articles.
- 2.4 No alteration of the Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 2.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
 - 2.5.1 was not properly appointed;
 - 2.5.2 was disqualified from holding office;
 - 2.5.3 had vacated office; or
 - 2.5.4 was not entitled to vote.

3. Other key responsibilities

- 3.1 To work in partnership with other Trustees, the Chief Executive and other senior staff to ensure that the Union has a clear vision, mission and strategic direction and that it is focused on achieving these.
 - 3.1.1 ensure that the Union has a clear vision, mission, purpose and strategic plan that have been agreed by the Board and that there is a common understanding of these by Trustees and staff.
 - 3.1.2 ensure that operational and other plans support the vision, mission and strategic objectives.
 - 3.1.3 set the Chief Executive's annual and longer-term objectives and targets (via the strategic plan) and ensure they support the achievement of the vision, mission and strategic objectives.

- 3.2 To ensure that the Board of Trustees policies support the vision, mission and strategic objectives; and ensure that there are effective mechanisms in place to:
 - 3.2.1 listen to the views of current and future beneficiaries,
 - 3.2.2 review the external environment for changes that might affect the Union,
 - 3.2.3 re-assess the need for the Union and the services it does or could provide; and
 - 3.2.4 review regularly its strategic plan and objectives.

- 3.3 To be responsible, with the other Trustees, for the performance and culture of the Union;
 - 3.3.1 to agree the method for measuring objectively the progress of the Union in relation to its vision, mission, strategic objectives, plans and annual targets and to regularly receive reports on the performance of the Union,
 - 3.3.2 to ensure that the fundamental values and guiding principles of the Union are articulated and reflected throughout the organisation,
 - 3.3.3 to ensure that the views of beneficiaries on the performance of the Union are regularly gathered and considered by the Board,
 - 3.3.4 to receive regular reports from the Chief Executive on progress towards agreed strategic objectives,

- 3.3.5 to hold the Chief Executive to account for the management and administration of the Union,
 - 3.3.6 to ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Union and in meeting his/her annual and longer-term targets and objectives,
 - 3.3.7 to ensure that the Chief Executive develops a learning organisation and that staff and volunteers review their own performance and regularly receive feedback,
 - 3.3.8 to articulate the values of the Union,
 - 3.3.9 to agree the Board of Trustees Policies; and
 - 3.3.10 to ensure that there are mechanisms for students, employees, volunteers and other individuals, groups or organisations to bring to the attention of the Trustees any activity that threatens the property of the Union.
- 3.4 To ensure that the Union complies with all legal and regulatory requirements;
- 3.4.1 to be aware of and to ensure that the Union complies with all legal, regulatory and statutory requirements,
 - 3.4.2 to maintain familiarity with the rules and documents that govern the Union to ensure that the Union complies with its governing instruments and to review these regularly,
 - 3.4.3 to agree the levels of delegated authority to ensure that these are recorded in writing by means of minutes, terms of reference for Board committees and sub-committees, job descriptions for Trustees, key staff, volunteers etc. and to ensure that there are clear reporting procedures which are also recorded in writing and complied,
 - 3.4.4 to ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood and directions given to him/her come from the Board of Trustees as a whole.
- 3.5 To be guardians of all of the Union's assets, both tangible and intangible, taking all due care over their security, deployment and proper application:
- 3.5.1 To ensure that the Union has satisfactory control systems and procedures in place for holding in trust, the beneficiaries' monies, properties and other assets and to ensure that monies are invested to the maximum benefit of the Union, within the constraints of the law, ethical and other Policies laid down by the Board of Trustees,

- 3.5.2 to ensure that the major risks to which the Union is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks,
 - 3.5.3 to ensure that the income and property of the Union is applied for the purposes set out in the governing document and for no other purpose and with complete fairness between persons who are properly qualified to benefit,
 - 3.5.4 to act reasonably, prudently and collectively in all matters relating to the Union and always to act in the interests of the Union,
 - 3.5.5 to be accountable for the solvency and continuing effectiveness of the Union and the preservation of its endowments,
 - 3.5.6 to exercise effective overall control of the Union's financial affairs and to ensure that the way in which the Union is administered is not open to abuse by unscrupulous associates, employees or volunteers; and that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience,
 - 3.5.7 to ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Union's good name and reputation etc. are properly valued, utilised and safeguarded,
 - 3.5.8 to ensure that all income due to the Union is received and that all tax benefits are obtained and all rating relief due is claimed.
- 3.6 To ensure that the Union's governance is of the highest possible standard;
- 3.6.1 to ensure that the Union has a governance structure that is appropriate to an organisation of its size, complexity, stage of development and its charitable objects and that it enables the Trustees to fulfil their responsibilities,
 - 3.6.2 to reflect on the Board of Trustees performance and that of individual Trustees,
 - 3.6.3 to ensure that the Board of Trustees has the skills required to govern the Union well and has access to relevant external, professional advice and expertise,
 - 3.6.4 to ensure that there is a systematic, open and fair procedure for the election or recruitment of Trustees,

- 3.6.5 to ensure that there are succession plans for the Trustees and the Chief Executive where possible,
- 3.6.6 to participate in individual and collective development and training of Trustees,
- 3.6.7 to abide by, and review, the code of conduct for Trustees,
- 3.6.8 to ensure that major decisions and Board Policies are made by the Trustees acting collectively.

4. Trustees to take decisions collectively

- 4.1 Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 46 (Majority decisions without a meeting).

5. Trustees' meetings

- 5.1 The Trustees must hold a minimum of four meetings in each Academic Year.
- 5.2 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

6. Calling a Trustees' meeting

- 6.1 Two Trustees may, and the Chief Executive at the request of two Trustees must, call a Trustees' meeting.

7. Length of Notice

- 7.1 A Trustees' meeting must be called by at least seven clear days' notice unless either:
 - 7.1.1 all the Trustees agree; or
 - 7.1.2 urgent circumstances require shorter notice.

8. Contents of Notice

- 8.1 Every notice calling a Trustees' meeting must specify:

- 8.1.1 the place, day and time of the meeting;
- 8.1.2 the general particulars of all business to be considered at such meeting; and
- 8.1.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9. Service of Notice

- 9.1 Notice of Trustees' meetings must be given to each Trustee, but need not be in writing.
- 9.2 Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

10. Participation on Trustees' meetings

- 10.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - 10.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 10.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 10.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for Trustees' meetings

- 11.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than five. Unless otherwise fixed, the quorum shall be five and such quorum must include at least three Sabbatical Officer Trustees and at least two External Trustees. Where the resolution or

issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be five.

- 11.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

12. Chair and Deputy Chair

- 12.1 The President shall be the Chair of the Trustees.
- 12.2 The Trustees must appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.
- 12.3 The Chair, or in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

13. Casting vote

- 13.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.
- 13.2 This does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Majority decisions without a meeting

- 14.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.
- 14.2 A decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held if:
- 14.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 14.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

- 14.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 14.2.4 a majority of the Trustees vote in favour of a particular decision on that matter
- 14.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this:
 - 14.3.1 may be in different places, and may participate at different times; and
 - 14.3.2 may communicate with each other by any means.
- 14.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 43 of the Articles.
- 14.5 The Chair or such other Trustee as shall be appointed by the Trustees in accordance with Article 44.3 of the Articles shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
 - 14.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 14.5.2 the nomination of a person to whom all Trustees' votes must be communicated;
 - 14.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - 14.5.4 the nominated person must prepare a minute of the decision in accordance with Article 53 (Minutes)
- 14.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the Chair shall be entitled to a casting vote in addition to any other vote the Chair may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- 15.1 Unless Article 47.2 of the Articles applies, a Trustee must declare the nature and extent of:

- 15.1.1 any direct or indirect interest which they may have in a proposed transaction or arrangement with UPSU; and
 - 15.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of UPSU or their duties to UPSU.
- 15.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.
- 15.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of UPSU, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 15.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of UPSU, they may participate in the decision-making process and may be counted in the quorum and vote unless:
- 15.4.1 the decision could result in the Trustee or any person who is connected with the Trustee receiving a benefit other than:
 - 15.4.1.1 any benefit received in their capacity as a beneficiary of UPSU (as permitted under Article 6.4.1) and which is available generally to the beneficiaries of UPSU;
 - 15.4.1.2 the payment of premiums in respect of indemnity insurance effected in accordance with Article 5.34;
 - 15.4.1.3 payment under the indemnity set out at Article 58; and
 - 15.4.1.4 reimbursement of expenses in accordance with Article 6.4.2; or
 - 15.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary; in which case the Trustee must comply with the article below.
- 15.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article they must:
- 15.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

- 15.5.2 not be counted in the quorum for that part of the decision-making process; and
 - 15.5.3 withdraw during the vote and have no vote on the matter.
- 15.6 Where a Trustee or a person who is Connected with the Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:
- 15.6.1 the Trustee shall not be in breach of their duties to UPSU by withholding confidential information from UPSU if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and
 - 15.6.2 the Trustee shall not be accountable to UPSU for any benefit expressly permitted under these Articles which they or any person who is Connected with them derives from any matter or from any office, employment or position.
- 15.7 The Trustees must cause a register of Trustees' interests to be kept.

16. Sabbatical Officer Trustees

- 16.1 Sabbatical Officers shall be elected by secret ballot of the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws.
- 16.2 The Sabbatical Officers from time to time shall be the Sabbatical Officer Trustees. Except where otherwise indicated, references in these Articles to "Sabbatical Officer Trustees" are to individuals acting solely in their capacity as Sabbatical Officer Trustees
- 16.3 The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Student Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
- 16.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 11, each Sabbatical Officer shall become a Student Member on commencement of their appointment or re-appointment as a Sabbatical Officer. Such Student Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

16.5 The Sabbatical Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.

16.6 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with UPSU for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Officer shall be as set out in the Bye-Laws.

17. Student Trustees

17.1 Subject to the below, Student Trustees shall be appointed by a simple majority vote of the Governance and Appointments Committee provided that the appointment of each Student Trustee is ratified by the Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Union Council.

17.2 Each Student Trustee must be a Student at the time of their appointment and for the duration of their term as a Student Trustee.

17.3 Student Trustees shall remain in office for a term of one year, usually for a maximum of 2 years. Extension of this 2 year term is at the discretion of the Trustees provided that any such extension is ratified by the Union Council.

18. External Trustees

18.1 External Trustees shall be appointed by a simple majority vote of the Governance and Appointments Committee provided that the appointment of each External Trustee is ratified by the Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Union Council.

18.2 External Trustees shall remain in office for up to a term of three years, in accordance with the Bye-Laws.

18.3 External Trustees may serve for a maximum of three terms, plus one additional year, which may either be consecutive or non-consecutive.

19. Disqualification, Resignation and Removal of Trustees

19.1 The office of a Trustee shall be vacated if:

- 19.1.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 19.1.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 19.1.3 in the case of a Sabbatical Officer Trustee, they cease to be a Sabbatical Officer or an employee of UPSU;
- 19.1.4 in the case of a Student Trustee, they cease to be a Student;
- 19.1.5 in the case of a Sabbatical Officer Trustee or a Student Trustee, they are removed from Student Membership of UPSU in accordance with UPSU's code of conduct or disciplinary procedure for Student Members;
- 19.1.6 they resign by notice in writing to UPSU (but only if at least five Trustees will remain in office when the notice of resignation is to take effect);
- 19.1.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
- 19.1.8 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
- 19.1.9 they cease to be a Company Law Member; or
- 19.1.10 they are removed from office under Articles 26 or 28.

20. Removal of Trustees by the Student Members or the Union Council

20.1 The office of a Trustee shall be vacated if:

- 20.1.1 a motion of no confidence in the Trustee is passed by a majority of the Student Members voting in a Referendum, provided that at least 3% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members; or
- 20.1.2 a motion of no confidence in the Trustee is passed by a majority in a vote of the Union Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members

21. Rights of a removed Trustee

- 21.1 A resolution to remove a Trustee shall not be passed unless the Trustee concerned has been given 10 working days' notice in writing that the resolution has been proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations as determined by the Trustees.
- 21.2 A Trustee removed from office shall be entitled to appeal the decision to remove him or her to an appeal panel within 10 working days of the resolution. The panel shall be constituted as directed by the Trustees.

22. Removal of External Trustees by the Board

- 22.1 The office of an External Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be no less than four Trustees, two of which should be Sabbatical Officer Trustees.

23. Removal of Elected Officers

- 23.1 An Elected Officer shall be removed from office if they:
- 23.1.1 resign or die;
 - 23.1.2 are removed from office as an Elected Officer by:
 - 23.1.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Student Members voting in a Referendum, provided that at least 3% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members; or
 - 23.1.2.2 a motion of no confidence in the Elected Officer is passed by a majority in a vote of the Union Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members;

provided that, in the case of a Sabbatical Officer, such removal shall be subject to UPSU having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

24. Replacement of Trustees

- 24.1 If a Sabbatical Officer Trustee resigns, is disqualified or is removed from office before the commencement of the Academic Year the resulting vacancy shall be filled in accordance with the Bye-Laws.
- 24.2 If a Sabbatical Officer Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
- 24.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with Article 23.
- 24.4 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee may be appointed to the vacancy in accordance with Article 24.

25. Delegation by Trustees

- 25.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee or person.
- 25.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of UPSU to any person or committee.
- 25.3 Any delegation by the Trustees may be: by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think fit.
- 25.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 25.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 25.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of UPSU for such purposes and on such conditions as they determine.

26. Committees

- 26.1 In the case of delegation to committees:
 - 26.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution

may allow the committee to make co-options up to a specified number);

26.1.2 subject to Article 33.3 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

26.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

26.1.4 no committee shall knowingly incur expenditure or liability on behalf of UPSU except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

26.2 The Trustees must establish committees as defined in the Articles.

26.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 32 and 33) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committees to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of UPSU except in accordance with a budget which has been approved by the Trustees.

26.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

27. Delegation of day-to-day management powers to the Chief Executive

27.1 In the case of delegation of the day-to-day management of UPSU to the Chief Executive:

27.1.1 the delegated power shall be to manage UPSU by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

27.1.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

- 27.1.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing UPSU and provide them regularly with management accounts which are sufficient to explain the financial position of UPSU; and
- 27.1.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

For further help and advice, please contact the Governance Team

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Appendix 1: F&S Terms of Reference (Updated November 2018)

Purpose of committee

Responsibility is delegated by the Board of Trustees to the Finance and Staffing Committee regarding the monitoring and development of financial and staffing management at UPSU

Monitoring responsibilities:

Finance

- Monitor UPSU's management accounts with a commentary prepared by UPSU's management team
- Monitor all income and expenditure against the approved budgets.
- Monitor the Balance Sheet
- Monitor Clubs and Societies budgets
- Monitor Capital Projects
- Monitor debtors, with a focus on overdue debts
- Monitor cash discrepancies and cash flow
- Monitor application of financial regulations and procedures

Staffing

- Monitor staffing levels, including recruitment and turnover
- Monitor sickness levels and Equality of Opportunity
- Monitor progress of approved restructures
- Scrutiny of the staffing structure and any changes to this

Organisational matters

- Scrutiny of significant capital projects including the goals of the project, the case for investment and risk factors involved
- Monitoring of business plans for new ventures

Full decision-making authority:

Finance

- Approval of some capital projects including the goals of the project, the case for investment and risk factors involved; the means by which they will be financed initially and recurrently, and evaluation of projects after completion. *The UPSU Financial Regulations will define clearly the level of capital expenditure which requires the approval of the Finance Committee – some projects will need full Board approval.*
- Approve UPSU's financial plans
- Approve investment policies and investments to maximise income

- Approve evaluation reports on initiatives undertaken in commercial services including their impact

Staffing

- Approve staffing costs of UPSU including any action that impacts on staffing costs e.g. arising from pay awards, increase in minimum wage levels, pension fund contributions.
- Approval of annual increments for salaried staffs
- Approval of staffing restructures (except for SMT-level restructures which require Board approval)
- Individual staffing pay grade reviews, changes to hours etc. (unless there is no increase in budget or significant wider impact)
- Approval of significant staffing related projects and other costs
- Approval training and development projects in excess of £700 which are not within budget, or which involve a transfer from staffing reserves

Note that the following items do not require F&S approval (they can be approved at SMT level):

- Changes to individual Job Descriptions or Job Titles that do not require regrading
- Annual leave (with the exception of long-term sabbaticals)
- Training (unless the cost is over £700 and outside of budget as above)
- Staffing changes where there is no increase in budget, and there is no significant wider impact

However, all significant staffing items should be reported to the committee monthly, for full scrutiny. If the committee has any concerns, it may ask to approve particular items on a case-by-case basis.

Organisational matters

- Approval of organisational matters with financial or staffing impact or risk, except for those with very significant impact, which will be referred to the Board with a recommendation (see below)
- Scrutiny of significant capital projects including the goals of the project, the case for investment and risk factors involved

Recommendations to Board:

(following scrutiny from relevant subcommittees where appropriate)

- Annually review UPSU's annual audited accounts and forward for approval by the Board of Trustees
- Approve a process to tender the audit contract for UPSU and recommend the appointment of auditors to the Board of Trustees

- Annually agree the UPSU budget containing estimates of all income and expenditure accruing to UPSU by cost centre and in summary form, including estimates of investments and provisions, and recommend for approval by the Board of Trustees
- Annually agree the reforecast budget
- Annually recommend annual major capital works to Board
- Annually review financial regulations and procedures for UPSU to recommend to Board
- Recommendation regarding organisational decisions that have very significant financial or staffing impact or risk
- The subcommittee will forward minutes to each Trustee Board meeting for general oversight of decisions

Appointment of members

The membership of the Committee shall be:

- President (Chair)
- Another Officer (chosen by the Leadership Group)
- One External Trustee (chosen by the Leadership Group)
- Chief Executive
- Director of Membership Services
- Director of Commercial Services
- Director of Communications and Digital
- Director of Central Services
- Finance Manager
- Buildings Manager

Quorum

The quorum shall be not less than three Trustees, one of which must be an External Trustee and two of which must be Sabbatical Officers. Only Trustees are entitled to vote upon any business dealt with at these meetings. In the absence of any voting committee member, a substitute may be agreed by the Committee.

Length of service

There is no maximum length of service for membership of this committee, other than any maximum lengths of service for any of the posts as defined in the constitution and bye-laws. Membership will cease when the member leaves the post described above which attracts membership.

Removal of members

Members may be removed from this committee by a vote by the Trustee Board.

Frequency

The Committee shall meet for a minimum of 10 meetings in any academic year.

Funding for the committee's work and authorisation of expenditure

Expenditure approved by the committee may require further authorisation by relevant budget holders.

Administration

The Executive Assistant will be responsible for recording and producing minutes and any administration relating to the Committee.

Agenda items and papers are submitted by the relevant parties to the administrator in advance of the meeting. The agenda and papers are then circulated in advance of the meeting to all members and relevant parties. Minutes of the meeting are recorded and circulated to all members following the meeting.

Appendix 2: Audit and Risk Terms of Reference (Updated July 2019)

Purpose

The Board of Trustees have given delegated responsibility to the Audit and Risk Committee to enable them to ensure that the Union is compliant with all relevant legislation and regulations; to adhere and maintain the Union's mission, vision and values; that the Union remains solvent and in robust financial health; and assessing, analysing and managing the Union's overall risk profile.

Membership

The membership of the Audit and Risk Committee shall be:

- Chief Executive
- Director of Central Services
- One External Trustee (Chair)
- 1 Sabbatical Officer
- Director of Commercial Services
- Director of Membership Services
- Director of Communication and Digital
- One Student Trustee
- Finance Manager

Meetings

In addition to the Committee members, other designated/appropriate Senior Manager(s), may be invited to attend on relevant issues. Only Trustees are entitled to vote or count in the quorum upon any business dealt with at such meetings.

An External Trustee will chair the meetings. When this is not possible the committee may elect another member to fulfil this role.

Quorum

The quorum shall be not less than two Trustees, one of which must be an Independent Trustee and one of which should be an Executive Officer

Frequency

The Committee shall meet for a minimum of 2 meetings in any academic year.

Administration

The Executive Assitant will be responsible for recording and producing minutes and any administration relating to the Audit and Risk Committee.

Reporting mechanism

Agenda items and papers are submitted by the relevant parties to the administrator in advance of the meeting. The agenda and papers are then circulated in advance of the meeting to all Trustees and relevant parties. Minutes of the meeting are recorded and circulated to all members and relevant parties following the meeting. A summary of the minutes is produced for inclusion on the website.

Duties

A full list of the duties of the Audit and Risk Committee can be found in the Constitution. In particular, the Audit & Risk Committee shall be responsible for:

1. immediately informing the Board of Trustees of any issues or matters that may threaten or carry a serious risk to the Union and take appropriate steps to mitigate such risk,
2. to scrutinise the risk profile of the Union, review and approve risk management policies and procedures, oversee and monitor the compilation and implementation of the risk register and resulting action plans,
3. to annually review the operation and effectiveness of the risk management activity within the Union on the basis of audit reports received and the annual report from the Senior Management Team,
4. to assess and monitor the performance and effectiveness of existing audit systems and forward reports to the Board of Trustees in respect of the results of any auditing exercises. The committee will oversee the tender of auditors as appropriate, including reviewing annually whether there is a need to tender that year.
5. to scrutinise and review the terms of reference and scope of the external auditor, oversee the appointment, and monitor the performance of the external auditor,
6. to be available to address any urgent or highly sensitive concerns that are raised in respect of the Union's integrity, on all subjects that are financial or otherwise
7. Usually Annual Accounts will be pre-approved in October and the Risk Register will be pre-approved in May.

Appendix 3: Governance and Appointments Terms of Reference (Updated 2019)

Substantive Terms of Reference

Purpose of committee

Responsibility is delegated by the Board of Trustees to the Governance & Appointments Subcommittee to maintain and develop governance at UPSU.

Topics, issues and areas of work authorised to cover

Full decision-making

- Induction and development of the Student and External Trustees.
- Induction and development of the Executive Officers.
- Oversee any governance projects

Recommendations to Trustee Board

- Design of the recruitment and appointment process for the Chief Executive
- Induction and development of the Chief Executive
- Undertaking Trustee Board audits to identify required skill sets, experience, background and personalities.
- Design of the recruitment and appointment process for the Student and External Trustees
- Review of the constitution, bye laws and codes of conduct
- Oversee implementation of an annual board evaluation and monitoring of the action plan
- Identify and implement opportunities to improve UPSU's governance

Reporting to Trustee Board

The Governance & Appointments Sub-Committee will forward minutes to each Trustee Board meeting.

Administrative Terms of Reference

Appointment of members

The membership of the Committee shall be:

- the President (Chair)
- one External Trustee (chosen by the Trustee Board)
- one Student Trustee (chosen by the Trustee Board)

- the Chief Executive
- the Director of Communication and Digital
- the Director of Central Services

In addition to the Committee members, other designated/appropriate Directors and Senior Managers may be invited to attend on relevant issues.

Quorum

The quorum shall be not less than two Trustees, one of which must be an External Trustee and one of which must be an Executive Officer.

Only Trustees are entitled to vote upon any business dealt with at these meetings.

In the absence of any voting committee member, a substitute may be agreed by the Trustee Board.

Length of service

There is no maximum length of service for membership of this committee, other than any maximum lengths of service for any of the posts as defined in the constitution and bye-laws. Membership will cease when the member leaves the post described above which attracts membership.

Removal of members

Members may be removed from this committee by a vote by the Trustee Board.

Frequency

The Committee shall meet for a minimum of 3 meetings in any academic year.

Funding for the committee's work and authorisation of expenditure

Expenditure approved by the committee may require further authorisation by relevant budget holders.

Administration

The Executive Assistant will be responsible for recording and producing minutes and any administration relating to the Committee.

Agenda items and papers are submitted by the relevant parties to the administrator in advance of the meeting. The agenda and papers are then circulated in advance of the meeting to all members and relevant parties. Minutes of the meeting are recorded and circulated to all members and relevant parties following the meeting. A summary of the minutes is produced for inclusion on the website.

Reviewing this document

This document may be amended with the permission of the Board of Trustees, following pre-approval by Governance and Appointments Committee.

Union Council will then review any significant changes to this policy prior to any such change taking effect in order to permit the Council the opportunity to provide feedback and raise any concerns in respect of any such change directly with the Union Chief Executive who will refer such feedback and concerns to the Board of Trustees for further consideration. (is this needed?)

Appendix 4: H&S Terms of Reference (Updated October 2019)

Purpose

The Health and Safety Committee is responsible to the Board of Trustees for monitoring Health and Safety at UPSU. The Health & Safety Committee is an advising and consultative committee.

Topics, issues and areas of work authorised to cover

The Health and Safety Committee will normally discuss Health and Safety matters, and escalate these matters to Trustee Board either via suggested amendments to the Health and Safety policy or via ad-hoc escalations to the Board.

The Committee has the authority to discuss the following matters, but significant changes and key documents are always approved by the Trustee Board.

Matters may include (but are not limited to):

- The provision and maintenance of a working environment for employees, that is safe, without risks to health
- Safe Systems of Work
- Management of Contractors and permits to work
- Accident and Incident Reporting
- Health and Safety Inspectors Visits
- Fire Prevention
- First Aid
- Competence, Training & Awareness
- Risk Management
- Control of Substances Hazardous to Health (COSHH)
- H&S Equipment
- Smoking policies
- Drugs and alcohol
- Pregnant, Post-Natal and Breastfeeding Mothers
- Display Screen Equipment
- Vehicles and driving
- Noise
- Lone Working
- Communications
- Record keeping
- Emergency procedures
- Manual handling
- Personal Protective Equipment
- To represent staff and Union views
- To agree implementation strategies

- To disseminate information throughout the organisation
- To discuss employee wellbeing initiatives, accreditations and plans

Membership

The membership of the Health & Safety Sub-Committee shall be:

- Chief Executive
- Director of Central Services
- Buildings Manager
- Director of Commercial Services
- External Trustee
- Bars Manager
- Retail Manager
- Events Manager
- Security Manager
- Sports Centre Manager
- Business Development Manager
- Director of Membership Services
- Societies Manager
- Volunteering Manager
- Sport Development Manager
- Trade Union Representative

In attendance

- University Safety Manager (advisory)

Meetings

In addition to the Committee members, other designated/appropriate Senior Manager(s), may be invited to attend on relevant issues.

The Chief Executive of UPSU will chair the meetings. When this is not possible the Chief Executive may elect another member to fulfil this role.

Frequency

The Committee shall meet for a minimum of 2 meetings in any academic year, usually on a quarterly basis.

Administration

The Executive Assistant will be responsible for recording and producing minutes and any administration relating to the Health and Safety Committee.

Reporting mechanism

Agenda items and papers are submitted by the relevant parties to the administrator in advance of the meeting. The agenda and papers are then circulated in advance of the meeting to all relevant parties. Minutes of the meeting are recorded and circulated to all members and relevant parties following the meeting.