

# **UPSU Governing Documents**

## **Trustee Board Bye Law**

**April 2021**

## Approval Details

<b>Approved by</b>	Trustee Board	<b>Date</b>	28 <sup>th</sup> June 2021
<b>Ratified by</b>	Union Council	<b>Date</b>	
<b>Ratified by</b>	SU UEG	<b>Date</b>	13th July 2021
<b>Admin Update</b>			
<b>Review lead staff member</b>	CEO		

## 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.

SU UEG will then review any significant changes to this Bye-Law prior to any such change taking effect in order to permit SU UEG 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.

## 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 four 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.

- 1.3 In order to avoid potential conflicts of interest, Student Trustees may not hold positions on Union Council or Accountability Board.
- 1.4 Student Trustees may not be paid members of UPSU staff.
- 1.5 For avoidance of doubt, Student Trustees may be officials of UPSU clubs or societies, course reps or other volunteer positions within UPSU.

## **2. Other key responsibilities**

- 2.1 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.
  - 2.1.1 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.
  - 2.1.2 ensure that operational and other plans support the vision, mission and strategic objectives.
  - 2.1.3 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.
- 2.2 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:
  - 2.2.1 listen to the views of current and future beneficiaries,
  - 2.2.2 review the external environment for changes that might affect the Union,
  - 2.2.3 re-assess the need for the Union and the services it does or could provide; and
  - 2.2.4 review regularly its strategic plan and objectives.
- 2.3 To be responsible, with the other Trustees, for the performance and culture of the Union;
  - 2.3.1 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,

- 2.3.2 to ensure that the fundamental values and guiding principles of the Union are articulated and reflected throughout the organisation,
  - 2.3.3 to ensure that the views of beneficiaries on the performance of the Union are regularly gathered and considered by the Board,
  - 2.3.4 to receive regular reports from the Chief Executive on progress towards agreed strategic objectives,
  - 2.3.5 to hold the Chief Executive to account for the management and administration of the Union,
  - 2.3.6 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,
  - 2.3.7 to ensure that the Chief Executive develops a learning organisation and that staff and volunteers review their own performance and regularly receive feedback,
  - 2.3.8 to articulate the values of the Union,
  - 2.3.9 to agree the Board of Trustees Policies; and
  - 2.3.10 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.
- 2.4 To ensure that the Union complies with all legal and regulatory requirements;
- 2.4.1 to be aware of and to ensure that the Union complies with all legal, regulatory and statutory requirements,
  - 2.4.2 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,
  - 2.4.3 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,
  - 2.4.4 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.

- 2.5 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:
  - 2.5.1 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,
  - 2.5.2 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,
  - 2.5.3 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,
  - 2.5.4 to act reasonably, prudently and collectively in all matters relating to the Union and always to act in the interests of the Union,
  - 2.5.5 to be accountable for the solvency and continuing effectiveness of the Union and the preservation of its endowments,
  - 2.5.6 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,
  - 2.5.7 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,
  - 2.5.8 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.
- 2.6 To ensure that the Union's governance is of the highest possible standard;
  - 2.6.1 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,
  - 2.6.2 to reflect on the Board of Trustees performance and that of individual Trustees,

- 2.6.3 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,
- 2.6.4 to ensure that there is a systematic, open and fair procedure for the election or recruitment of Trustees,
- 2.6.5 to ensure that there are succession plans for the Trustees and the Chief Executive where possible,
- 2.6.6 to participate in individual and collective development and training of Trustees,
- 2.6.7 to abide by, and review, the code of conduct for Trustees,
- 2.6.8 to ensure that major decisions and Board Policies are made by the Trustees acting collectively.

### **3. Committees**

- 3.1 The following committees have been established by the Trustees in accordance with their powers under Articles 32 and 33.1:
  - 3.1.1 Leadership Group;
  - 3.1.2 Governance & Appointments Committee;
  - 3.1.3 Audit and Risk Committee;
  - 3.1.4 Finance and Staffing Committee and
  - 3.1.5 Health and Safety Committee.
- 3.2 Terms of Reference for Committees are included as Appendices to this Bye-Law. Terms of Reference do not form part of the Bye-Laws and may be amended by approval of the Board of Trustees.

## Appendix 1: Leadership Group (updated June 2021)



## Committee Terms of Reference

### Leadership Group

#### Purpose of Committee

The Leadership Group's responsibility shall not include the duties of the Trustees as set out in the Trustee Board Bye-law but shall include the coordination of UPSU's operational and policy objectives so far as these responsibilities have not been delegated to another committee.

#### Details

<b>Membership</b>	<ul style="list-style-type: none"><li>• Sabbatical Officers</li><li>• Chief Executive</li><li>• Director of Commercial Services</li><li>• Director of Finance and Staffing</li><li>• Director of Student Services</li></ul>
<b>Chair</b>	The Chief Executive will Chair the meetings.
<b>Reporting</b>	The Leadership Group will provide to the Board of Trustees regular summary reports on the departments and on any exceptional matter which might require the Board of Trustees attention.
<b>Frequency</b>	The Committee shall normally meet weekly.

#### Duties

<b>General</b>	<ol style="list-style-type: none"><li>1. The Leadership Group will make recommendations to the Board of Trustees on strategic issues and matters which may require significant investment of the Unions finances or staff time.</li><li>2. Major decisions will be reported to the Board of Trustees.</li></ol>
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## Appendix 2: Finance & Staffing Committee Terms of Reference (Updated Feb 2021)



### Committee Terms of Reference

## Finance & Staffing Committee

<b>Purpose of Committee</b>	
Responsibility is delegated by the Board of Trustees to the Finance and Staffing Committee regarding the oversight and development of financial and staffing management at UPSU in line with authorisation limits set in the Scheme of Delegated Authority (SODA).	
<b>Details</b>	
<b>Membership</b>	<ul style="list-style-type: none"> <li>• One External Trustee (chosen by the Board)</li> <li>• Two sabbatical Officers (chosen by the Board)</li> <li>• One Student Trustee (chosen by the Board)</li> <li>• Other co-opted members as may, from time to time be requested by the committee or the Board of Trustees</li> </ul>
<b>In Attendance</b>	The UPSU Chief Executive and Director of Finance & Resources will be required to attend all meetings. Other Directors of the Students' Union will be asked to attend by the Committee as required.
<b>Chair</b>	The External Trustee will act as Chair. In their absence another Trustee will be asked to take the Chair but must ensure that another External Trustee is present.
<b>Quorum</b>	The quorum shall be three members, one of whom must be an External Trustee and one of whom must be a Sabbatical Officer. The committee may request additional Trustees to attend to ensure quorum if required.
<b>Reporting</b>	The committee will forward minutes to each Trustee Board meeting for general oversight of decisions.
<b>Frequency</b>	The Committee shall meet for a minimum of 4 meetings in any academic year, usually quarterly in line with financial reports.
<b>Administration</b>	UPSU will provide staff to ensure minutes are recorded at all meetings and all administration relating to the Committee. Agendas and all paperwork for meetings will be made available to all members at least 3 working days in advance of meetings.



## Duties

### Finance

1. To receive and approve UPSU's annual budget and other financial plans. To pass to Board of Trustees for final sign-off
2. To annually review UPSU's annual audited accounts and forward for approval by the Board of Trustees.
3. To receive and monitor quarterly finance reports from UPSU's Senior Management Team.  
  
To include:
  - i) Quarterly Management Accounts and commentary
  - ii) Quarterly Balance Sheet
  - iii) Cashflow statements
  - iv) Year-end forecasts (from Q2)
  - v) Notification of potential or actual bad debts in line with Delegated Authority (SODA) limits
4. To receive proposals for all Capital Projects and New Venture proposals in line with spending limits identified in the SODA. To approve or reject proposals within the Committee's remit as identified in the SODA and to make recommendations to the Board on acceptance or rejection of proposals above that level, as appropriate.
5. To receive updates on budget and timescales for all such Capital Projects and New Ventures and to sign off on completion.
6. To ensure financial regulations are in place and effectively implemented across the organisation. To review such regulations as appropriate but formally at least once every three years.
7. To propose the reserves policy for the organisation for approval at the Board of Trustees.
8. To approve investment policies for UPSU and monitor investment returns to maximise income.
9. To lead and oversee a process to tender the audit contract for UPSU and recommend the appointment of auditors to the Board of Trustees.

### Duties (cont)

## Staffing

1. To receive quarterly reports covering:
  - i) Staff changes
  - ii) Days lost to sickness and other absences
2. To receive annual reports covering:
  - i) Total number of posts recruited and turnover of staff
  - ii) Equal Opportunities statistics for all posts recruited (and overall staff complement at time of reporting)
- 3 To receive and consider proposals for staff restructures. Where appropriate, to make recommendations to the Board of Trustees for their consideration (in line with SODA).
- 4 To receive and consider any and all proposals for staff re-grades or internal promotion.
- 5 To receive and consider reports from senior management on any staffing-related projects which require approval at the F&S or Board level

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

- Changes to individual Job Descriptions or Job Titles that do not require regrading
- Staffing changes where there is no increase in budget, and there is no significant wider impact.

## Appendix 2: Audit and Risk Terms of Reference (Updated Feb 2021)



### Committee Terms of Reference

#### Audit & Risk Committee

Purpose of Committee	
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 and is assessing, analysing and managing the Union's overall risk profile.	
Details	
<b>Membership</b>	<ul style="list-style-type: none"><li>• Two External Trustees</li><li>• One Sabbatical Trustee</li><li>• One Student Trustee</li><li>• Other co-opted members as may, from time to time be requested by the committee or the Board of Trustees</li></ul>
<b>In Attendance</b>	The UPSU Chief Executive will be required to attend all meetings. Other Directors and managers of the Students' Union may be asked to attend by the Committee as required.
<b>Chair</b>	One of the External Trustees will be appointed by the Board as the Chair of the committee. In their absence the other Lay Trustee will act as Chair.
<b>Quorum</b>	The quorum shall be not less than two Trustees, one of whom must be an External Trustee.
<b>Reporting</b>	Minutes of the meeting are included in the papers for the next Trustee Board meeting.
<b>Frequency</b>	The Committee shall normally meet 4 times per year. A cycle of business will be prepared and included as an appendix to these Terms of Reference.

<b>Duties</b>	
<b>Risk</b>	<ol style="list-style-type: none"> <li>1. Scrutinising the risk profile of the Union, reviewing and approving risk management policies and procedures, overseeing and monitoring the compilation and implementation of the risk register and resulting risk mitigation plans.</li> <li>2. Annually reviewing 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.</li> </ol>
<b>Compliance</b>	<ol style="list-style-type: none"> <li>1. To conduct a compliance audit on behalf of the Trustee Board at least once per year, to ensure compliance with all relevant legislation and regulations.</li> </ol>
<b>General</b>	<ol style="list-style-type: none"> <li>1. To be available to address any urgent or highly sensitive concerns that are raised in respect of the Union's integrity.</li> </ol>

**Appendix 3: Governance and Appointments Terms of Reference (Updated Feb 2021)**



**Committee Terms of Reference**

**Governance and Appointments Committee**

<b>Purpose of Committee</b>	
<p>Authority is delegated to the Appointments Committee for the process for all Student and Lay appointments to the Board of Trustees. To ensure induction and training programmes are in place for all trustees. The Committee is also responsible for overseeing all aspects of the recruitment, selection, induction, appraisal and on-going support for the Chief Executive.</p>	
<b>Details</b>	
<b>Membership</b>	<ul style="list-style-type: none"> <li>• The President of UPSU</li> <li>• The Deputy Chair of the Board (A Lay Trustee)</li> <li>• One Student Trustee (chosen by the Board)</li> </ul>
<b>In Attendance</b>	<p>The Chief Executive, Director of Student Experience and other senior staff may be asked to attend to support the work of the Committee</p>
<b>Quorum</b>	<p>Two members, one of whom must be a Lay Trustee, one of whom must be an officer trustee. The Board may designate alternate members to the Committee if required.</p>
<b>Reporting</b>	<p>Results of all recruitment processes will be forwarded to all members of the Board as soon as possible after completion. Reports from the Committee will be forwarded to the Board for noting as appropriate.</p>
<b>Frequency</b>	<p>The Committee will meet at least twice per year including for the Chief Executive’s Annual Appraisal. Additional meetings to be scheduled as required to conduct the business of the Committee.</p>
<b>Administration</b>	<p>UPSU will provide administrative support for the Committee as required.</p>
<b>Trustee Recruitment</b>	<ul style="list-style-type: none"> <li>• To propose recruitment processes for Lay and Student Trustees to the Board.</li> <li>• To ensure that recruitment is undertaken for vacant posts on the Board in a timely manner to maintain a full Board wherever possible.</li> <li>• To ensure induction programmes are in place for all new trustees.</li> </ul>

**Trustee  
Training and  
review**

- To arrange training for the Board on an annual basis
- To recommend Board Review processes to the Board of Trustees and to ensure implementation.

**Chief  
Executive**

- To be responsible for all aspects of the recruitment process for the Chief Executive.
- To include:
  - Selection of Recruitment search partners
  - Design of selection process including interview panel members.
  - Formal recommendation to Board of successful candidate
  - Completion of all pre-start checks.
- To be responsible for the induction programme for the Chief Executive
- To be responsible for the annual appraisal of the Chief Executive

**Notes**

The committee may request external support for aspects of its responsibilities including:

- External facilitation for Board Training
- External members for interview panels
- External facilitation of Chief Executive appraisal process

## Appendix 4: H&S Terms of Reference (Updated Feb 2021)



### Committee Terms of Reference

## Health & Safety Committee

Purpose of Committee	
<p>The Health and Safety Committee is responsible for monitoring Health and Safety at UPSU. The Health &amp; Safety Committee is an advising and consultative committee.</p>	
Details	
<b>Membership</b>	<ul style="list-style-type: none"> <li>• Chief Executive (Chair)</li> <li>• All Directors</li> <li>• One External Trustee</li> <li>• One sabbatical Officer</li> <li>• All Departmental Managers</li> <li>• A Trade Union Representative</li> </ul>
<b>In Attendance</b>	<ul style="list-style-type: none"> <li>• University Safety Manager</li> </ul> <p>Other designated managers and staff of UPSU and the University may be invited to attend as appropriate and where a designated manager is unable to attend, they may designate a member of staff to attend in their stead.</p>
<b>Chair</b>	<p>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.</p>
<b>Quorum</b>	<p>There is no minimum attendance for this committee, but absences are to be noted to ensure appropriate reporting from all areas</p>
<b>Reporting</b>	<p>Minutes and Action Plans are circulated to all departments after each meeting and minutes are included in the next Board Meeting for information</p>
<b>Frequency</b>	<p>The Committee will normally meet quarterly, and meetings must be held at least twice per year</p>
<b>Administration</b>	<p>UPSU will provide administrative support for the committee. This will include taking and distributing of minutes of each meeting.</p>

## Duties

The Health and Safety Committee is responsible for oversight of all Health and Safety matters relating to the operation of UPSU and to make recommendations for amendments to the Health and Safety policy.

The Committee has the authority to discuss the following matters, and to approve changes to policy and other documents. Any such changes will be brought to the attention of the Board for noting.

Matters may include (but are not limited to):

- The provision and maintenance of a safe working environment for employees, 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

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**END OF DOCUMENT**

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