

Byelaw 1 – Membership

1.1. Types of member

1. Full members – automatic membership on registration (no fee)
 - a. Any student on a course that leads to a University of Portsmouth award
 - b. All Union Sabbatical Officers

2. Associate members – May be subject to a fee set by Trustees
 - a. Union or University staff
 - b. Former students (alumni) of a course that led to a University of Portsmouth Award
 - c. Students on an approved scheme with an associated institution (see clause 1.3 for definitions of membership relating to International College Portsmouth, Erasmus and Exchange students)

3. Affiliate Member- subject to a fee set by Trustees.
 - a. Any student from an institution who has an affiliate agreement with UPSU (see clause 1.3 for definitions of membership relating to International College Portsmouth, Erasmus and Exchange students)

1.2. Privileges of membership

1. The privileges of Full Membership are
 - a. Ability to vote in Union Democratic Structures
 - b. Ability to run for office in Union Democratic Structures, or propose and second candidates for office
 - c. Representation on academic issues
 - d. Use of Union facilities
 - e. Access to Union support services
 - f. Ability to join Union Activities, subject to their conditions of membership

2. The privileges of Associate Membership are
 - a. Use of Union facilities
 - b. Ability to join Union Activities, subject to their conditions of membership

(see clause 1.3 for definitions of membership relating to International College Portsmouth, Erasmus and Exchange students)

3. The privileges of Affiliate Membership are:

- a. Use of Union facilities
- b. Ability to join Union Activities, subject to their conditions of membership

(see clause 1.3 for definitions of membership relating to International College Portsmouth, Erasmus and Exchange students)

1.3. Definitions relating to ICP, Erasmus and Exchange students;

1. International College Portsmouth (ICP)

- a. Students studying at the International College Portsmouth (ICP) have the privileges as defined in clause 1.2.2&3 as associate or affiliate members.
- b. However, whilst ICP students may become members of sports clubs and participate in the activities non-competitively (training) they are not able, according to Regulation 7 outlined by British Universities and College Sports (BUCS), which sets out individual eligibility, to compete and/or hold a committee position or vote in the Annual General Meetings of BUCS sports clubs.
- c. ICP students have access to and use University services and there is engagement of Union representatives and staff in some quality assurance processes therefore in addition to the privileges set out in 1.2.2&3, ICP students are entitled to;
 - i. Access Union support services
 - ii. Vote in Union Democratic processes and in all Union elections, including Student Officer and Sabbatical Officer elections.
- d. However, as UPSU elected Officers (Student and Sabbatical) do not have direct influence over the College and the institution has its own distinct student representation system;
 - i. ICP students are not entitled to stand for office in any election.

2. Erasmus and Exchange students

- a. Students studying at the University of Portsmouth as Erasmus or Exchange students have the privileges as defined in clause 1.2.2&3 as associate or affiliate members.
- b. However, whilst Erasmus or exchange students may become members of sports clubs and participate in the activities non-competitively (training) they are not able, according to Regulation 7 outlined by British Universities and College Sports (BUCS), which sets out individual eligibility, to compete and/or hold a committee position or vote in the Annual General Meetings of BUCS sports clubs.
- c. Erasmus and Exchange students have access to and use University services and their academic experience at the University may be shaped and influenced by the work

of Union representatives, therefore in addition to the privileges set out in 1.2.2&3, Erasmus and Exchange students, whilst studying at University of Portsmouth, are entitled to;

- i. Access Union support services
 - ii. Vote in Union Democratic processes and in all Union elections, including Student Officer and Sabbatical Officer elections.
- d. However, due to the limited period of their study at the institution;
- i. Erasmus and Exchange students are not entitled to stand for office in any election.

Byelaw 2 – General Meetings

2.1. Annual Members Meetings

1. Annual Members Meetings must be held once a year, at a time chosen by the Trustees, and will
 - a. Receive minutes of the previous Annual Members Meeting
 - b. Receive reports from Union Actioning Body, Zones and Sabbatical Officers
 - c. Receive audited accounts of the Union, for the previous financial year
 - d. Consider the register of external affiliations
2. The meeting will be chaired by the chair or deputy chair of Union Actioning Body. If neither is present or there is a conflict of interest the floor may elect any member to chair the meeting.

2.2. Extraordinary General Meetings

1. Any General Meeting, which is not the Annual Members Meeting or a Regular General Meeting, is known as an Extraordinary General Meeting (EGM).
2. The purpose of an EGM is to receive and consider motions.
3. EGMs may be called by the Trustees at any time, but must be called if:
 - a. Provided with a request signed by at least 500 members
 - b. Required to do so by the members under the Companies Act
 - c. Requested by a 75% majority vote of Union Actioning Body
4. EGMs must be held in one single location, and called with 14 clear days notice. Quorum is 50 full members or 0.25 % of the total membership; whichever is greater.
5. The meeting will be chaired by the chair or deputy chair of Union Actioning Body. If neither is present or there is a conflict of interest the floor may elect any member to chair the meeting.

2.3. General Meetings

1. A vote must be taken for, against and abstaining the motion. The Chair will have casting vote only.
2. All other rules for General Meetings are outlined in Articles 14-30 of the Memorandum and Articles of Association.

Byelaw 3 – Union Actioning Body

3.1. Membership

1. The membership of Union Actioning Body is:

- a. CCI Faculty Rep
- b. Humanities Faculty Rep
- c. Technology Faculty Rep
- d. Science Faculty Rep
- e. PBS Faculty Rep
- f. Chair of Course Rep Exec.
- g. Chair of AU Exec
- h. Chair of Media Exec
- i. Chair of RAG
- j. Chair of Societies Exec
- k. Chair of VIP
- l. Chair of Halls Executive Council
- m. BAME officer
- n. Disabled Students Officer
- o. Environment Officer
- p. EU Students Officer
- q. International Students Officer
- r. LGBT+ Students Officer
- s. Mature Students Officer
- t. Part Time Students Officer
- u. Post Graduate Students Officer
- v. Women's Officer

2. Good Governance Officer shall be chair. In their absence the VP Education and Democracy shall chair. If both are absent any Sabbatical Officer shall chair.

3.2. Powers and Duties

1. The committee has a check and balance responsibility to ensure policy passed at zones meets financial, legal and reputational requirements.

2. The committee is not ultimately a decision making body. It is there to implement policy passed at Faculty and Union Zones. It does however in the absence of these committees have the power to make decisions as well as the power to direct policy that may affect another zone or lacks clarity back to Faculty and Union Zones.

3. The committee are responsible for overseeing and ensuring the democratic structures are running correctly.

4. Full members of the Union may attend the meeting as observers and may comment on the implementation of ideas at the chair's discretion

Byelaw 4 – Zones

4.1. Definition

1. The Union has 12 Zones that pass policy for implementation by Union Actioning Body.
2. These are separated into two defined zonal structures
 - 1 Faculty Zones
 - a. CCI
 - b. Humanities & Social Science
 - c. PBS
 - d. Science
 - e. Technology
 2. Union Zones
 - a. Athletic Union
 - b. Course Rep
 - c. Halls Rep
 - d. Media
 - e. RAG
 - f. Societies
 - g. VIP

4.2. Membership

1. The membership of Faculty Zones is defined as any member outlined in Bye Law 1
2. The membership of a Union Zones is outlined in each individual zone constitution

4.3. Voting Rights

1. Every member attending Faculty Zone meetings has 1 vote.
2. The voting rights of Union Zones is defined in their individual zone constitution. Whereby there is a defined membership in a constitution on those defined members may have voting rights.

4.4. Decision Making

1. Any student can set policy by submitting an idea online or to a zone meeting.
2. Policy is made by 75% of persons present at each Zone meeting (Faculty & Union) agreeing to the proposed idea. If 75% of those present do not agree the idea is put to an online vote for the entire membership to vote on, with the exception laid out in 4.4.3. Quorum is a reflection of those participating in the vote, where an abstention does not count as participating in the vote.
3. Ideas put to an online vote for Union Zones that have defined membership in their constitution will only be open to the membership to vote on.

4.5. Meeting Conduct

1. Each Faculty Zone meeting will be chaired by the Faculty Rep. In their absence the meeting shall be chaired by the Deputy Faculty Rep. If either is not present Someone shall be elected from the floor by those in attendance at the meeting
2. Each Union Zone will be chaired by their executive chair unless outlined otherwise in their constitution.
3. Zone meetings shall last no longer than 90 minutes.
4. Each zone meeting will look at 3 Online idea submissions and 3 In the room submissions. If time allows more ideas can be heard at the chair's discretion.

4.6. Quorum

1. The quorum for each Faculty Zone shall be 15 members.
2. The quorum for each Union Zone is outlined in the constitution of that zone.

4.7. Duties of Union Zones

1. Union Zones promote encourage and provide for their student group.
2. Union Zones must report their progress to Union Actioning Body.
3. Each Union Zone will have a constitution that outlines that zones operational remit, membership and democratic participation.
4. Each Union Zone shall provide support and guidance to the relevant Sabbatical Officer as outlined in the Sabbatical Officer role descriptions.
5. Each Union Zone ensures members adhere to bye laws, policies and handbooks.

Byelaw 5 – The Rules for the Conduct of Elections

5.1. Sabbatical and Other Elected Officers by secret ballot

1. Sabbatical officers must be elected in accordance with the Memorandum and Articles of Association and these rules, before the end of March and before the Easter break unless under extraordinary unforeseen circumstances where this is not practical. Nominations for Sabbatical Candidates will only be accepted from full members of the Union. The term of office for Sabbatical Officers will be for a 12-month period, from July 1st until June 30th.
2. Any other Officer positions will be elected from their representative or activity group to the satisfaction of the Trustees, with reference to these rules.

5.2. Returning Officer

1. The Trustees will appoint a Returning Officer, who will at all times act independently of the electoral contest.
2. The Returning Officer is responsible for ensuring that elections run in accordance with these rules (Byelaw 5). They have sole and absolute discretion in interpreting these rules.
3. The Trustees shall be responsible for appointing a Returning Officer and a Deputy Returning Officer.

5.3. Election Officials

1. Election officials must be appointed no less than 48 hours before polling begins.
2. Candidates may object to up to two Election Officials. Where an objection is received and upheld, it is the choice of the Returning Officer whether that Election Official will be relieved of their duties.
3. Election Officials must not in any way seek to influence voters, and must abide by these rules. Election Officials will be required to sign a declaration to this effect.
4. If a complaint is lodged against any Election Official, it will be the responsibility of the Returning Office to resolve. This may include relieving the Election Official of their duties and disqualifying a candidate if they feel the Election has been prejudiced.
5. Election Officials may not register their own vote whilst on duty.

5.4. Notice Of Election

1. The notice calling an election will be issued by the Returning Officer at least 21 clear days before the date for the close of nominations.
2. The notice will state the following
 - a. The positions for which nominations are invited
 - b. The date for the opening of nominations
 - c. The date and time for the close of nominations. Nominations will close at least 14 clear days before the opening of the ballot.
 - d. Details of who is eligible to vote
 - e. Details of how to submit a nomination
 - f. If applicable the location and opening times for polling stations and the details of how to vote online.
 - g. Anything else that the Returning Officer thinks is necessary
3. A minimum of two notices of election must be posted in The Union and a message must be communicated to all students including a copy of the notice.
4. The Returning Officer will have flexibility in the interpretation of 5.4.2 in all elections other than the Sabbatical Officer election.

5.5. The Process Of Nomination

1. Nominations will only be accepted on receipt of a completed nomination form, as issued by the Returning Officer. Forms must be available both online and upon request in the The Union building from the date of nominations opening.
2. Candidates may not nominate themselves for more than one post in the same election.
3. The Nomination Form must state the candidates name, course and University Card number. It must also carry the signature of the candidate. Where applicable the candidate should also submit a photograph of themselves, a copy of their manifesto and a completed nomination pack. Candidates for Sabbatical Office must submit a signed statement of duties.
4. On receipt of nominations the Returning Officer or the Deputy Returning Officer must check that the nomination complies with the requirements as listed above in which event the Returning Officer or Deputy Returning Officer must declare that the nomination is valid.

5. The Deputy Returning Officer is responsible for deciding whether late submissions of nominations are accepted

6. A full list of all candidates must be published within 2 working days of the close of nominations.

5.6. Publicity

1. Candidate publicity must not be distributed before the close of nominations, however candidates are allowed to make their intent to run known to others.

2. Publicity will be released by the Union at a time decided by The Returning Officer

5.7. Question Time

1. The Returning Officer shall issue a timetable for Question Time.

2. The Deputy/Returning Officer must appoint a person to Chair Question Time, who must be a full member of the Union.

3. The Chair will allow as many questions as the time allows, which invite a response from all candidates for a particular post. Questions that make reference to an employed member of staff of the Union or any question that in the view of the Chair could be perceived as slanderous will not be allowed. The Chair will invite responses from the candidates, such that each candidate responds to each question in rotating order.

4. The format and running of Question Time will be determined by the Election Project group

5.8. Voting

1. Voting must be by cross campus ballot, using the system of Alternative Transferable Voting. To avoid doubt, this should operate in accordance with the procedures as recommended by the Electoral Reform Society of Great Britain and Ireland. This can be via an online election.

2. The duration of polling will be as stated in the notice of election, and must be at least one and not more than four and a half days, where a day is at least 8 hours and a half day is at least 4 hours in a time span of 24 hours. The Returning Officer shall have flexibility to amend this as appropriate for all elections except the Sabbatical Officer election.

3. The ballot paper/online system must display candidates' names alphabetically by surname (commencing with the letter randomly drawn by the Deputy Returning Officer) concluding with 'No Suitable Candidate'. Where used, the ballot paper must carry a unique, sequential reference number, and must allow for the retention of a stub with the voter's University card number.
4. The Deputy and/or Returning Officer is responsible for the safe storage of ballot papers, and the security of ballot boxes. This includes recording numbers, locations and signatures for ballot boxes should a paper ballot be used.
5. The Deputy and/or Returning Officer will arrange for polling stations to be staffed. This includes ensuring that ballot papers and boxes are signed for, and ensuring that the number of ballot papers issued to voters is recorded.
6. Should a paper ballot be used, ballot papers must only be issued to voters with a valid Student number, and must be stamped with the official Union stamp prior to issue.
7. The Returning Officer must ensure that, where a paper ballot is used, all ballot boxes and ballot papers are returned securely, and that ballot papers are not stored in the same location as ballot boxes.
8. The voting rights of members are outlined in Byelaw 1 under 1.2 Privileges of membership.

5.9. The Election Count

1. In the event of a paper ballot, the Returning Officer must ensure that at the close of polls all ballot boxes are accounted for, secured and sealed and that all ballot papers are returned. In the event of a paper ballot and with regards to an online vote the Returning Officer will also verify the total number of ballot papers issued per post.
2. In the event of a paper ballot the Returning Officer may permit the opening of boxes and a count at the end of each voting day.
3. The Returning Officer must make sure that those involved in the election count have played no active part in the election.
4. The only people in the count will be the Returning Officer and the counters. No one should leave or enter the room during the count.
5. Once the count for a particular post has been completed the Returning Officer shall reconcile the total number of votes recorded against the record of ballot papers

issued. In the event of a discrepancy the Returning Officer must decide whether the discrepancy could materially have affected the result, and take any appropriate action.

6. Once the count has been completed for all posts the Returning Officer will sign a declaration of the results. The result must be announced within three days of the count.

5.10. Restrictions On Campaigning

1. Where a current Sabbatical Officer is a candidate in an election, they must record as annual leave any time spent campaigning during work hours, they may however use Flexi time to campaign, but cannot wear Union clothing when campaigning.

2. Where a candidate holds temporary employment with the Union, they must not conduct their election campaign during work hours, nor in any way support their campaign with reference to their employment.

3. In accordance with the Student/Staff Protocol, candidates must not seek support from any member of Union staff, and staff must not show bias towards or against any candidate.

4. All Sabbatical Officers, unless running, should equally support all candidates, be unable to officially support any candidate(s) and show no preference with regard to Sabbatical or Student Officer elections. Sabbatical Officer candidates are able to back themselves.

5.11. By-Election

1. If any elected position becomes vacant during the year, the decision whether to hold a by-election will be that of the Trustees or General Meeting.

5.12. NUS Conference Elections

1. NUS Conference Election will be held in accordance with the NUS election rules.

5.13. Complaints and Appeals

1. All candidates will be provided with elections guidelines that will clearly outline the responsibilities and expectations of behaviour.
2. All complaints should be made in the first instance in writing to the Deputy Returning Officer. If you are unhappy with the decision of the Deputy Returning Officer you can complain in writing to the Returning Officer.

3. All complaints must be received prior to the close of voting.
4. The Returning Officer's decision is final.

Byelaw 6 - Accountability

6.1. Accountability of elected officers

1. An open accountability forum will be held at least once a term.
2. Union Actioning Body is required to provide reports to Annual Members Meeting, Board of Trustees and any other committee as required.
3. A monthly online update (Term Time) by elected officers must be given and available to all members.

6.2. Responsibilities

1. A Good Governance Officer will be elected to oversee the implementation of accountability.
2. The Good Governance Officer shall be an observer at Union Actioning Body to ensure transparency in the democratic process.
3. The Good Governance Officer has the ability to undertake any such activity to ensure the accountability of the Union.
4. Union Actioning Body are responsible for the implementation of the accountability process.

Byelaw 7 – Clubs and Societies

7.1. Recognition of clubs and societies

1. A club or society may be recognized by the Union, provided that:
 - a. It has 20 members, which are full members of the Union for a club
 - b. It has 15 members, which are full members of the Union for a society
 - c. The aims and objectives do not contravene Union Policy
 - d. The aims and objectives are not duplicating an existing club or society
 - e. The relevant Executive Committee approve its affiliation, based on the above criteria

7.2. Duties and Responsibilities of clubs and societies

1. The duties and responsibilities of clubs and societies are:
 - a. To affiliate to the Union, accepting the aims and objectives and the Union
 - b. To adopt the model constitution set out in the AU/Societies/ Media handbook, and to adapt as necessary, with approval from the AU/Societies/ Media Council
 - c. To send a representative to each meeting of AU/Societies/Media Council
 - d. To submit budget request forms as and when required
 - e. To allow for all members of the Union to join
 - f. To adhere to all policies, rules and regulations outlined in the AU/Societies/ Media Handbook, and all Union governing documents
 - g. To ensure that all committee members are full members of the Union
 - h. To ensure all handbooks are approved by Union Actioning Body.

Byelaw 8 – Duties of Sabbatical Officers

8.1. Term of Office

1. The term of office for Sabbatical Officers will be for a 12-month period, from July 1st until June 30th.
2. Sabbatical Officers will be remunerated in accordance with the Articles of Association.

All other terms and conditions of employment of Sabbatical Officers will be the same as employees of the Union.

8.2. Collective Responsibilities of Sabbatical Officers

The Sabbatical Officers are collectively responsible for:

1. Conveying the views of the student body to the University
2. Implementing the decisions of General Meetings, Zones, Union Actioning Body Referenda and any other Democratic Forums
3. Producing reports to Union Actioning Body and Democratic structures relevant to their role
4. Pro-actively support the effective handover of incoming trustees
5. Co-ordinating the activities of other Trustees in line with the principles of collective responsibility.
6. Answering in the first instance to the Trustees and to Union Actioning Body and acting on behalf of the Board of Trustees between meetings, reporting any action taken to the next Trustees' meeting.
7. Attending various Union committees as required and carrying out any action assigned from those meetings.
8. Producing reports to the Trustees from University committees, meetings, conferences etc whether verbal or written.

8.3. Specific Responsibilities of Sabbatical Officers

1. The specific responsibility of each Sabbatical Position shall be outlined in their relevant Job Descriptions.

Byelaw 9 – Student Officers

9.1. Term of Office

1. The term of office for Student Officers will be for a 12-month period, from July 1st until June 30th, although work outside of term time is not necessarily expected.
2. Part Time Officer roles are voluntary.

9.2. Collective Responsibilities Of Student Officers

The Student Officers are collectively responsible for:

1. Representing student views and opinions
2. Attending and reporting to Union Actioning Body and democratic structures relevant to their position
3. Ensure the Union is representing students from minority groups
4. Promoting principles of equality.

9.3. Specific Responsibilities Of Student Officers

1. The specific responsibility of each Student Officer Position shall be outlined in their relevant Job Descriptions.

Byelaw 10 – External Affiliations

10.1. External Affiliations

In accordance with the Education Act 1994 external affiliations can be approved at AGM, General Meeting or by Cross Campus. Where a cross campus ballot is used it should follow the guidelines outlined in 10.2

10.2. Cross Campus Ballot

1. Where external affiliations are decided by cross campus ballot. In this instance they should follow the guidelines outlined in 10.2.2,3 & 4
2. The ballot will only be valid if over 10% of the full membership vote, otherwise, the issue shall be put to the next General Meeting
3. The Trustees may appoint a returning officer, and allocate funds as they see fit
4. As far as possible, the ballot should comply with the Byelaw 5, the regulations for Elections

Byelaw 11 – Leadership Team

11.1. Membership

1. Leadership Team will include the Chief Executive (as Chair), up to three other senior managers and the Officer Trustees.

11.2. Meetings

1. The Team will be provided with administrative support.
2. The Team should normally meet every two weeks.

11.3. Duties and Responsibilities

1. To carry out duties and exercise powers as delegated by the Board of Trustees.
2. To set the operational objectives of the Union in line with the Union's strategy and actions of the Board of Trustees.
3. To adopt, agree and review the operating procedures of the Union.
4. To manage operational objectives against the Union's operating plan.
5. To develop and receive reports on the Union's financial performance in line with the Union's financial plan and the actions of the Board of Trustees.
6. To receive reports from The Senior Management Team as to the progress of the Union against its operating plan.
7. To receive reports from the Sabbatical Executive as to the progress of the Union against its representational campaigning plans.
8. To consider the actions of the Union Actioning Body, Annual General Meeting and other democratic forums.

Byelaw 12

This byelaw has been removed after a decision by the Board of Trustees at the meeting of 21st June 2016 to remove the Appointments & Remunerations Committee from the Board and Sub-Committee structure.

Byelaw 13 – Sub-Committees to the Board of Trustees

- **Finance & Risk Committee**
- **Student Focus & Governance Committee**
- **Operations Committee**

13.1. MEMBERSHIP

Finance & Risk Committee

1. Membership (quoracy is 50% + 1 to include an External Trustee and a Sabbatical Officer):
2. One External or University Trustee (elected by Leadership) who will vice-chair.
3. Two Sabbatical Officers (elected by Leadership) one of which will Chair.
4. One student trustee (elected by Leadership)
5. Head of Operations, Deputy to the Chief Executive
6. Finance & Central Administration Manager
7. In an advisory capacity only - The Chief Executive

Student Focus & Governance Committee

1. Membership (quoracy is 50% + 1 to include an External Trustee and a Sabbatical Officer):
2. One External or University Trustee (elected by Leadership) who will vice-chair.
3. Two Sabbatical Officers (elected by Leadership) one of which will Chair.
4. One student trustee (elected by Leadership)
5. Good Governance Officer
6. Head of Student Opportunities
7. Student Experience Manager
8. Marketing and Communications Manager
9. In an advisory capacity only - The Chief Executive

Operations Committee

1. Membership (quoracy is 50% + 1 to include an External Trustee and a Sabbatical Officer):
2. One External or University Trustee (elected by Leadership) who will vice-chair.
3. Two Sabbatical Officers (elected by Leadership) one of which will Chair.
4. One student trustee (elected by Leadership)
5. Head of Operations, Deputy to the Chief Executive
6. Finance & Central Administration Manager
7. In an advisory capacity only - The Chief Executive

13.2. Meetings

Finance & Risk Committee

- There shall be at least four meetings within each Academic year, to feed Board of Trustees meetings.
- Additional meetings may be called by:
 1. Union Actioning Body (signed by President)
 2. The Trustee Board (signed by Chair)
 3. The Chief Executive and two Sabbatical Officers (signed by all three)
 4. 25% or more of the committee other than those who are members of UAB (signed by those members).

Student Focus & Governance Committee

- There shall be at least two meetings within each Academic year, at least one before Christmas.
- Additional meetings may be called by:
 1. Union Actioning Body (signed by President)
 2. The Trustee Board (signed by Chair)
 3. The Chief Executive and two Sabbatical Officers (signed by all three)
 4. 25% or more of the committee other than those who are members of UAB (signed by those members).

Operations Committee

- There shall be at least two meetings within each Academic year, at least one before Christmas.
- Additional meetings may be called by:
 1. Union Actioning Body (signed by President)
 2. The Trustee Board (signed by Chair)
 3. The Chief Executive and two Sabbatical Officers (signed by all three)
 4. 25% or more of the committee other than those who are members of UAB (signed by those members).

13.3. Duties and Responsibilities

Finance & Risk Committee

The Finance & Risk Committee has responsibility as delegated by the Board of Trustees for ensuring that the Union;

- remains in sound financial health
- maintains effective risk management practices
- complies with relevant legislation and regulations

Student Focus & Governance Committee

The Student Focus & Governance Committee has responsibility as delegated by the Board of Trustees for ensuring that the Union;

- has in place and maintains a high quality, relevant and inclusive representation, co-curricular and student support provision
- maintains student leadership through fit for purpose and effective governance and democratic structures
- complies with relevant legislation and regulations

Operations Committee

The Operations Committee has responsibility as delegated by the Board of Trustees for ensuring that the Union;

- has in place and operates effectively, appropriate and robust procedures and business planning processes to deliver the union strategic aims
- maintains fit for purpose personnel, technology and space resource
- complies with relevant legislation and regulations

**Full terms of reference for each sub-committee are available
on the UPSU website**

Byelaw 14 – Trustee code of conduct

14.1. Standards in Public Life

As a trustee of the Union I promise to abide by the accepted standards in public life.

1. Selflessness. Trustees should act solely in the interest of the Union, and not in order to gain financial or other benefits for themselves, their family or their friends.
2. Integrity. Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. Objectivity. In carrying out Trustees business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Trustees should make choices objectively, based on merit.
4. Accountability. Trustees are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office.
5. Openness. Trustees should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the Union's wider interest clearly demands.
6. Honesty. Trustees have a duty to declare any private interests relating to their duties and to take steps to resolve any conflicts arising in a way that protects the Union's interest.
7. Leadership. Trustees should promote and support these principles by leadership and example.

Additionally, I agree to the following:

14.2. Law, governing documents, policies and objects

1. I will at all times abide by the law, including education law, charity law, company law and any other relevant legislation or regulations that impact my role as a trustee.
2. I will be fully familiar with, and at all time abide by the Unions Governing Documents, policies and procedures. These include the Memorandum and Articles of Association, the Byelaws,

14.3. The Unions Objects

1. I will support the Unions objects and consider myself its guardian, ensuring that the Union pursues its objects as defined in its Governing Documents and uses its resources exclusively to pursue those objects.

14.4. Relations with others

1. I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.

2. I recognise my responsibility to support the Chair and the Chief Executive and other senior staff members in their pursuit of the law and Governing Documents.

14.5. Protecting the Union's reputation

1. I will not represent the Union to the media or in a public forum without the prior knowledge and approval of the Chair or Chief Executive.

2. When I am representing the Union, my comments will be considered and where possible researched, and will reflect current Union policy even when these do not agree with my personal views.

3. When speaking as a private citizen, I will strive to uphold the reputation of the Union and those who work in it, remembering that even in this capacity my responsibility to the Union is not diminished.

4. I will respect organisational, Trustee Board and individual confidentiality.

5. I will take an active interest in the Union's public image and the students' union sector noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the Union.

14.6. Personal gain

1. Unless specifically and lawfully authorised to do so (for example, under the Education Act 1994), I will not personally gain materially or financially from my role as trustee.

2. I will document expenses and seek reimbursement according to procedure.

3. I will not accept substantial gifts or hospitality without prior consent of the Board of Trustees.

4. I will use the resources of the Union responsibly, when authorised, in accordance with the law and governing documents.

14.7. Conflicts of interest

1. I will always strive to act in the best interests of the Union and its present and future members.
2. I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Union.
3. I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises, whether or not it is lawfully intended.
4. I will submit to the judgement of the Trustee Board and do as it requires regarding potential conflicts of interests detailed in the Union's policy.
5. I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

14.8. In the boardroom

1. I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the Union.
2. I will abide by Trustee Board governance procedures and practices.
3. I will strive to attend all Trustee Board meetings, giving apologies ahead of time to the Chair if I am unable to attend.
4. I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
5. I will honour the authority of the Chair and respect his or her role as meeting leader.
6. I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
7. I will accept a majority Trustee Board vote on an issue as decisive and final, and will not act individually unless specifically authorised to do so.
8. I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Trustee Board to speak of it.

14.9. Enhancing governance

1. I will actively participate in induction, training and development activities for trustees.
2. I will continually seek ways to improve Trustee Board governance practice.

3. I will strive to identify good candidates for trusteeship and assist with the recruitment and appointment of new trustees on the basis of merit.
4. I will support the Chair in his/her efforts to improve his/her leadership skills.
5. I will support the Chief Executive in his/her executive role and, with my fellow Trustee Board members, will seek development opportunities for him/her.

14.10. Leaving the board

1. I understand that a breach of any part of this code may result in my removal from the Trustee Board.
2. Should I resign from the Trustee Board, I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview. If the Chair is resigning he or she will inform the Chief Executive.
3. If an Officer Trustee resigns, is disqualified or is removed from office at any time the Board of Trustee will make a decision on whether to fill such vacancy.

Byelaw 15 – Declaration of interests

15.1. Declaration of interest

1. Declarations of interest for Trustees are determined and outlined in the Memorandum and Articles of Association Part 3
2. Elected Officers (except Sabbatical Officers) should declare a conflict of interest to a member of the sabbatical officer team.

15.2. Definitions

1. “Conflict of Interest”

Means actions or situations that could lead to an individual's obligations to the Union being influenced by that individual's considerations of personal gain, or gain to the individual's family members or friends, whether financially or otherwise. These include but are not limited to:

Gifts and Hospitality (including tickets);

Services for personal use from people or companies who do business with the Union;

Executive and Non-Executive Directorships;

Licensing of intellectual property;

Other external activities;

Consultancy;

Research projects;

Disclosure of Union management decisions.

A Conflict of Interest will occur when there is a divergence between an individual's private interests (or those of immediate family members or friends) and the interests of the Union such that an independent observer might reasonably question whether the individual's actions or decisions are determined by considerations of personal gain, whether financial or otherwise.

2. “A financial interest”

A person is considered as having a financial interest in a company or organisation if he/she or any nominee of his/hers is the beneficial owner of

more than 1% of the issued capital [e.g. shares, bonds etc], is an Employee, partner, director, governor or owner.

3. “Duty of Fidelity”

Means the duty of faithfulness owed by an Employee to an employer by virtue of the employment relationship, which requires the Employee not to act against the interests of the employer.

4. “Conflict of Commitment”

Means the commitment of an individual’s time which results in the professional obligations of the individual to the Union being neglected or not fulfilled to the best of the individual’s abilities.

5. “Employee”

Means all Employees of the Union including honorary, visiting and emeritus post holders and Trustees.

6. “Supplier”

Means any individual offering goods or services to the Union or any Employee, director, governor or owner of any organisation offering such goods or services.

15.3. Purchase or supply of goods and services

1. Employees may be required in the course of carrying out their duties to make judgements upon, or recommendations concerning, the purchase or supply by other organisations or individuals of goods or services to the Union.
2. In carrying out their responsibilities, Employees may on occasion be in a position where a conflict of interest arises, or may be perceived as arising, for example:
 - a) The supplier is a personal friend
 - b) The supplier is related to the Employee
 - c) The Employee has a financial interest in the supplying organisation
 - d) The supplier is known to the Employee through membership of any organisation perceived as promoting mutual support, e.g. a Masonic order
 - e) The Employee may be perceived as having been offered present or future benefit or position

3. It is clear that precise guidance cannot be set down which covers all cases, but in case of any doubt, all Employees should seek guidance from the Financial Controller.
4. If it comes to the knowledge of any Employee that a contract or transaction in which they have financial interest, whether direct or indirect, has been, or is proposed to be entered into by the Union, in addition to making a declaration of interests they are asked immediately to give notice in writing to the Chief Executive.
5. The Chief Executive will ensure that, following any declaration of interests, the Employee concerned is not involved in the procurement process unless such involvement is unavoidable.
6. By making a declaration in good faith, Employees will be seen to be behaving properly in the process of the disbursement of the Union's funds, and will gain protection from allegations that they are not acting wholly in the interests of the Union.

15.4. How to make a declaration of interests

1. Declaration of interests should be made by email to the Central Administration Coordinator. If Employees do not have internet access, they should use the hard copy form at Annex A below.
2. All Trustees are required to make a declaration should the circumstances apply.

15.5. ANNEX A

DECLARATION OF INTERESTS OF TRUSTEES / EMPLOYEES OF THE UNION

Name (please print)

My declaration of interests

- I confirm that I have read and understood the Declaration of Interests Policy.
- I set out below, under the appropriate headings, my interests which are required to be declared under the Declaration of Interests Policy.
- I have put "none" where I have no such interests under a heading.

Other remunerated employment, office, trade, profession or vocation (see Para 762a)

If none, state none.

Financial Securities

If none, state none.

Contracts with the Union or University

If none, state none.

Directorships, Governorships, Charity Trusteeships

If none, state none.

Personal Relationship Interests

If none, state none.

Membership of mutual support organisations

If none, state none.

To be signed and dated

To the best of my knowledge, the above information is correct. I give my consent for it to be used for the purpose described in the Declaration of Interests Policy, but for no other purpose.

Name: (print) _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____

**Anna Clodfelter
Chief Executive**