

Board of Trustees: Terms of Reference

General Authority

As set out in Clauses 41 and 42 of the Unions Memorandum and Articles:

- 41.1. The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.
 - 41.1.1. The Board's powers under Article 41.1 include but are not limited to responsibility for:
 - 41.1.2. the governance of the Union;
 - 41.1.3. the budget of the Union; and
 - 41.1.4. the strategy of the Union.
 - 41.2. The Board of Trustees may override any decision or Policy made by the Members by ordinary resolution in general meeting or by Referendum or by the Union Actioning Body which the Trustees consider (in their absolute discretion):
 - 41.2.1. has or may have any financial implications for the Union;
 - 41.2.2. 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);
 - 41.2.3. is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 41.2.4. will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 41.2.
 - 41.3. No alteration of these 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.
 - 41.4. 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:
 - 41.4.1. was not properly appointed;
 - 41.4.2. was disqualified from holding office;
 - 41.4.3. had vacated office; or
 - 41.4.4. was not entitled to vote.
42. Trustees may delegate
- 42.1. Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
 - 42.1.1. to such person or committee;
 - 42.1.2. by such means (including by power of attorney);
 - 42.1.3. to such an extent;
 - 42.1.4. in relation to such matters or territories; and
 - 42.1.5. on such terms and conditions as they think fit.
 - 42.2. If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
 - 42.3. The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

The complete requirements of the Trustee Board are set out in clause 42-59 of the Unions Memorandum and Articles and are supported by the following Terms of Reference.

Board of Trustees: Terms of Reference

Responsibility

Subject to the Education Act 1994, the Articles of Association and the Bye Laws, the Board of Trustees has the following responsibilities. In carrying out these responsibilities, the Board has a duty to seek and consider the views of students through elected officers, UAB, democratic structures and other means as it deems appropriate.

Remit

- **Vision and Strategic Direction**
 - After appropriate consultation, to determine a vision and/or mission for the Union, and to keep this under periodic review.
 - To develop, agree and determine the strategic direction of the Union, designed to achieve its objects and reflect its vision and/or mission, and to keep this under periodic review.
 - To determine the mechanisms for measuring the performance of the Union, in relation to its vision, strategic aims and supporting business plans and to apply these mechanisms. To review the mechanisms from time to time.
 - To exercise oversight of any trading or other subsidiary companies or bodies established by the Union.

- **Governance and Compliance**
 - To determine, implement and keep under regular review the governance structure of the Union.
 - To determine, implement and keep under review the governance structures of any subsidiary companies or bodies established by the Union.
 - To appoint such sub committees as are needed, and to approve their terms of reference and constitutions. To keep the roles and responsibilities of such sub committees under review.
 - To approve, implement and keep under review a Code of Conduct for Trustees.
 - To ensure that the Union complies with all relevant legal, charitable and constitutional requirements.
 - To oversee relationships with the University, including responsibilities derived from the Education Act, 1994.
 - To appoint the Returning Officer for the Union elections, in accordance with the Bye Laws.
 - To ensure that the major risks to which the Union is or could be exposed are regularly reviewed and that arrangements are made to mitigate or minimise these risks.
 - To ensure that the Union has appropriate policies and processes in place to fulfill its objects.

- **Financial and Resource Matters**
 - To oversee the financial strategy of the Union
 - Through the Unions Finance and Risk Committee:
 - ensure that there are adequate financial controls in place to safeguard the Union's assets.
 - monitor income, expenditure and financial matters generally
 - approve annual budgets
 - appoint the Union's auditors, bankers and other professional advisors.
 - To approve the Union's annual budget audited Annual Accounts and Financial Statements as recommended by Finance and Risk Committee
 - To oversee operational structures to enable the Union's strategy to be delivered.
 - To review and monitor the viability and use of any Union owned systems, buildings and facilities.

- **The Chief Executive**
 - To appoint the Chief Executive
 - To determine the role, responsibilities and remit of the Chief Executive with regard to the day to day leadership of the Union
 - To establish mechanisms for the oversight of the Chief Executive's performance and for his/her remuneration.

Board of Trustees: Terms of Reference

Membership - In accordance with Clause 35 & 54 of the Unions Memorandum and Articles

The Trustees shall be made up of following persons:

- not more than five Officer Trustees, elected in accordance with Article 32
- not more than three Student Trustees, elected in accordance with Article 33
- not more than one University Nominated Trustee, appointed in accordance with Article 34
- not more than three External Trustees, appointed in accordance with Article 35
- The President shall be the Chair of the Trustees.
- The Trustees shall appoint a non Officer Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

The Chief Executive shall attend in an advisory capacity

Quorum - In accordance with Clause 53 of the Unions Memorandum and Articles

At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 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 seven. Unless otherwise fixed, the quorum shall be seven and such quorum must include at least two Officer Trustees and at least one External Trustee. 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 four.
- 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 a general meeting so as to enable the Members to appoint further Trustees.

Resources

- Any financial or management resources necessary to achieve the remit
- Appointment of other professional advisors as required to perform its role effectively
- Chief Executive to develop the agendas in conjunction with the Clerk and the Chair
- A minute taker.

Regularity of Meetings

- There shall be a minimum of four meetings within each Academic year, appropriately timed for key decisions
- Additional meetings may be called by: Two Trustees may call a Trustees' meeting. At least one of these should be a Sabbatical Officer