

Bye-Law 2: Board of Trustees

2.1. Purpose

- 2.2. This Bye-Law outlines the governance framework for the Board of Trustees, including meeting frequency, delegation to staff, and sub-committees. Composition and terms of office of Trustees are set out in the Articles 21 and 22 of the Articles of Association.

2.3. Members of the Board of Trustees

- 2.4. All Trustees will sign and uphold a Trustee Code of Conduct, which will be published on the Union's website, reinforcing their commitment to good governance and collaboration.

- 2.5. Roehampton Students' Union's Board of Trustees is currently composed of:

- 2.5.1. Two Sabbatical Officers
- 2.5.2. Four Student Trustees
- 2.5.3. Four Lay Trustees

- 2.6. The Board will always aim to maintain a majority of Student Trustees and Sabbatical Officers, ensuring that governance decisions remain student-led. The maximum number of Trustees is 12.

2.7. Trustee Terms of Office

- 2.8. The terms of office for all categories of Trustee are set out in Articles 21 and 22 of the Articles of Association.
- 2.9. Trustees can hold different roles at different times within the Board as long as their appointment is subject to the appropriate process. However, no Trustee may serve more than nine years in total (consecutive or non-consecutive).

2.10. Postholders of the Board

- 2.11. The Chair and Deputy Chair of the Board of Trustees are appointed in accordance with Article 13 of the Articles of Association

2.12. Trustee Eligibility

- 2.13. All Trustees must meet the eligibility requirements set out in the Eligibility Criteria defined in Schedule 2 of the Articles of Association and in Article 22 (disqualification and removal)
- 2.14. Trustees must comply with any additional compliance requirements set out from time to time, which may include signing an eligibility declaration confirming they are not disqualified from acting as a charity trustee and are a 'fit and proper person' for the purposes of HMRC guidance. Identity verification requirements under Companies House rules must also be satisfied prior to appointment.
- 2.15. Remuneration of Trustees is governed by Article 3 of the Articles of Association.

2.16. Board of Trustee Meetings

- 2.17. The Board of Trustees meets at least quarterly. Additional meetings may be called by the Chair or any two Trustees in accordance with Article 16 of the Articles of Association.

2.18. Delegation of Authority to Staff

- 2.19. The Board of Trustees delegates the day-to-day running of the organisation to the Chief Executive who reports directly to the Board. Delegation is exercised in accordance with Article 12 of the Articles of Association.
- 2.20. The Union has a Scheme of Delegation that is reviewed annually by the Board. This document sets out what powers and functions the Board has delegated to relevant committees, staff, and volunteers including limits and boundaries to that power.
- 2.21. The Board has a duty to ensure that its employees remain politically neutral in relation to democratic decisions and discussions, whilst also providing clear and competent advice and guidance.
- 2.22. The Board has a duty to ensure that democratic spaces are not used to mandate or hold employees accountable, and that its employees' rights are respected. Therefore, the Trustees shall ensure that no employee, or employee matter shall be discussed in debate, policy or mandates. For the avoidance of doubt, this provision does not apply to Sabbatical Officers, who may be subject to a Vote of No Confidence in accordance with the Articles of Association.

2.23. Trustee Appointments

- 2.24. Sabbatical Officers are elected in accordance with Bye-Law 4: Elections.
- 2.25. Student Trustees and Lay Trustees are appointed through a transparent and skills-based process overseen by the Appointments and Remuneration Committee to ensure the Board benefits from a diverse range of expertise.
- 2.26. Once selected, Student and Lay Trustee appointments are recommended to the Board of Trustees for approval.
- 2.27. Appointments to the Board of Trustees will be reported to the next available SU Council meeting.
- 2.28. Disqualification and removal of Trustees is covered within Article 22 of the Union's Articles of Association.

2.29. Sub-Committees of the Board of Trustees

- 2.30. The Board may establish sub committees as it considers necessary or appropriate but must always include an Appointments and Remuneration Committee. Sub-committees are established in accordance with Article 12 of the Articles of Association. The Board retains ultimate responsibility for any decisions made by or delegated to any sub-committee.
- 2.31. The current sub-committees of Board are:
- 2.31.1. Appointments and Remuneration Committee

2.31.2. Management Committee

2.31.3. Health, Safety and Wellbeing Committee

2.32. The terms of references, membership, and sub-committees of the Board will be reviewed annually.

2.33. Appointments and Remuneration Committee

2.34. The Appointments and Remuneration Committee exists to oversee recruitment, appointment and remuneration processes for key leadership roles within the organisation. The Committee ensures these processes are fair, transparent, and compliant with legal and regulatory requirements.

2.35. Responsibilities

2.36. The Committee will:

2.36.1. Search for, recruit, and recommend candidates for appointments to the roles of Chief Executive, Lay, and Student Trustees, subject to approval by the full Board.

2.36.2. Review and make recommendations to the Board regarding the remuneration and terms and conditions of employment for, the Sabbatical Officers and the Chief Executive.

2.36.3. Undertake the annual appraisal and performance management process for the Chief Executive, for report to the full Board.

2.36.4. Review pay benchmarking data and ensure remuneration is fair, competitive and proportionate to organisational scale and sector norms.

2.36.5. Submit summary notes or minutes of each meeting to the Board.

2.37. General Principles

2.38. The Committee will act in accordance with:

2.38.1. The Union's Articles, values and strategic objectives.

2.38.2. Policies established by the Board regarding pay, employment and recruitment.

2.38.3. Legal and regulatory requirements including employment law, charity law, and data protection.

2.39. Membership

2.40. The Committee shall consist of:

2.40.1. Vice Chair of the Board, a Lay Trustee (Chair)

2.40.2. A Student Trustee

2.40.3. A Sabbatical Officer

2.41. The Committee may choose to nominate a secretary from among their members or a person they deem suitable from the Union or University.

2.42. The Committee may invite individuals with relevant expertise to attend meetings as required.

2.43. Term of Membership

2.44. The Membership of the Committee shall be decided at the first Board of Trustees of each academic year and the members shall hold this position for one year, or until their term ends. Any vacancy on the Committee shall be filled by a decision of the Board of Trustees.

2.45. Meetings

2.46. The Committee will meet at least once per year, and additionally as required.

2.47. The Chair may call an extraordinary meeting where urgent business arises.

2.48. Quorum

2.49. A meeting shall be quorate when at least half of the voting members are present, including, at least one Lay Trustee, and at least one Sabbatical Officer.

2.50. Management Committee

2.51. Management Committee exists to take day-to-day decisions on behalf of the board regarding the running of the organisation and delivery of the strategic plan, within the limits set out in the Union's Scheme of Delegation. Matters that exceed those limits, or that present significant legal, financial, reputational, or operational risk, must be escalated to the full Board.

2.52. Specifically, the committee has power to:

- 2.52.1. Consider important operational issues which are timely or sensitive, and to identify opportunities and solutions for advancing the Objects and strategy of Union.
- 2.52.2. Consider and approve detailed guidance for the good management of the Union.
- 2.52.3. Discuss the development of the Union's budgets, strategic plan, operational plans and specific objectives, monitor progress against the budget, plans and objectives, and propose action to the Board.
- 2.52.4. Approve operational policies, procedures, and standing orders, related to the services and activities of the Union.
- 2.52.5. Receive, consider and propose action arising from the management accounts.
- 2.52.6. Consider other matters referred to it by the policy making process, or Board and its Committees.

2.53. Membership

- 2.53.1. The Chief Executive (Chair)
- 2.53.2. The Sabbatical Officers
- 2.53.3. Senior Staff, appointed by the Chief Executive

2.54. The Committee may invite individuals with relevant expertise to attend meetings as required.

2.55. Quorum

- 2.56. A meeting shall be quorate when at least half of the voting members are present, including, at least the Chief Executive (or nominated Senior Staff member), and at least one Sabbatical Officer.