

ROEHAMPTON STUDENTS' UNION

Minutes of a meeting of the board of trustees of Roehampton Students' Union (the "Union")

Held at [Chancellors Meeting Room Froebel College]

On [01/08/19] at [5pm]

PRESENT:	[Daniel Gerard O'Donoghue] (" Chair ") [George Walker – Vice President Community and Welfare, Levi Mbiya – Vice President Education] [Ian Robinson – Vice Chair, External Trustee, Tessa Willy – External Trustee, Guy Drury – External Trustee] (by telephone)
[IN ATTENDANCE:]	
[APOLOGIES:]	(Jeffrey Swanzy Arthur – Student Trustee)

1. NOTICE AND QUORUM

It was reported that proper notice of the meeting had been given in accordance with the Union's articles of association (the "**Articles**") and that a quorum was present. Accordingly, the Chair declared the meeting open.

2. BUSINESS OF THE MEETING

The Chair reported that the purpose of the meeting was to appoint a committee of the Trustees (the "**Transition Committee**") to which the Trustees proposed to delegate its powers for the purposes of regularising the financial position of the Union and to establish effective governance and management arrangements (the "**Purposes**").

3. DECLARATION OF INTERESTS

The Chair noted that no conflicts of interest had been declared by any of the Trustees.

4. APPOINTMENT OF TRANSITION COMMITTEE

4.1 The Chair noted that article 41 of the Articles permits delegation of the Trustees' powers to a committee, provided that pursuant to article 42 that:

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

4.1.2 The committee shall not knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

4.2 The Chair noted that the Transition Committee would be made up of the following members:

4.2.1 3 Officer Trustees;

4.2.2 3 Roehampton University ("the University") nominees which shall in the first instance be:

(a) Reggie Blennerhassett;

(b) Mark Ellul; and

(c) George Turner

(Together, the "**Transition Committee Members**").

4.3 The Chair noted that the Transition Committee is being set up in order to achieve the Purposes. It was proposed that the authority delegated to the Transition Committee is revoked immediately upon the date 6 months after the date of the meeting or the date on which the Purposes are fulfilled, if earlier (the "**Expiry Date**").

4.4 The Chair further noted that, pursuant to article 42.4, the Transition Committee will be obliged to act in accordance with the provisions of the Articles which relate to the regulation of the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.

5. **RESOLUTIONS**

5.1 It was noted that under section 172 of the CA 2006, each trustee must act in the way he considers, in good faith, would be most likely to achieve the charitable purposes of the Union and in doing so have regard (amongst other matters) to certain factors set out in that section.

5.2 Having carefully considered their obligations pursuant to section 172 of the CA 2006, **IT WAS RESOLVED** that :

5.2.1 the Transition Committee be formed and the Transition Committee Members be appointed to fulfil the Purposes and that the Transition Committee shall have delegated authority, until the Expiry Date, to:

(a) act on the Union's behalf in order to fulfil the Purposes and all related or connected matters (which for the avoidance of doubt shall include all matters specified in the **Appendix** to these minutes) provided that the committee shall act at all times in accordance with the charitable objects as set out in article 4 of the Articles; and

(b) do all things, take all steps and approve and execute (or procure to be executed) all such documents, acts and things, as it considers necessary or desirable in connection with the Purposes, in each case as and when the Transition Committee shall in its discretion see fit.

5.2.2 the delegation of authority to Finance Committee, Appointments Committee, Remuneration and HR Committee and any other ad hoc committee of the Trustees be suspended for the duration of the delegation of authority to the Transition Committee;

5.2.3 meetings of the Transition Committee shall have a quorum of 3 Transition Committee Members of which at least 1 shall be an Officer Trustee and 1 shall be a University nominee;

5.2.4 the Transition Committee shall have the power to sub-delegate any of its authority to any person on such terms and conditions as it thinks fit;

5.2.5 the Transition Committee may co-opt other individuals to serve on the committee up to a maximum of [3] in order to most effectively discharge the Purposes;

5.2.6 Meetings of the Transition Committee shall take place fortnightly and shall be minuted and published on the Union website. The Secretary to the Transition Committee shall be a member of the University Secretariat;

5.2.7 The Transition Committee shall report monthly to the Trustees on its activities.

- 5.2.8 The Chair of the Transition Committee shall be the Union President. The Vice-Chair to the Transition Committee shall be one of the other Officer Trustees, to be approved by the Transition Committee;
- 5.2.9 Decisions of the Transition Committee shall be made by a simple majority. In the event of an equality of votes, the Chair or Vice-Chair shall have the casting vote;
- 5.2.10 The following persons shall be in attendance at meetings of the Transition Committee:
 - (a) The Union Chief Executive (or person acting in such capacity);
 - (b) A member of the University Finance Department who shall be delegated authority and responsibility for the day-to-day management of the Union finances.

6. AUTHORISATION OF POTENTIAL CONFLICT OF INTERESTS

6.1 It was noted that the following Transition Committee Members, Reggie Blennerhassett, Mark Ellul and George Turner were all employees of Roehampton University ("the University"), the principal funder of the Union. Whilst it is acknowledged that these individuals would not be Trustees of the Union, **IT WAS RESOLVED** that, pursuant to article 57 of the Articles, the Trustees authorise any potential conflict of interest arising out of such Transition Committee Members employment by the University and they may participate in any vote and be counted in the quorum of any meeting of the Transition Committee on a matter affecting the relationship between the University and the Union.

7.0 VOTES OF APPROVAL FOR TRANSITION BOARD PROPOSAL

5 VOTES TO APPROVE

1 VOTE AGAINST

VOTE PASSES 5 TO 1

7.1 CLOSE

There being no further business the Chair declared the meeting closed.

Signed:  Daniel Gerard O'Donoghue "Chair"

Appendix

1. The Transition Committee shall have full delegated authority to exercise any of the powers of the Trustees (as prescribed in article 40 of the Articles) including without limitation the following powers:
 - 1.1 To establish and oversee the implementation of any service agreements between Roehampton Students' Union and Roehampton University or any other body.
 - 1.2 To oversee the establishment of subsidiary companies of the Union.
 - 1.3 To make relevant reports to external organisations, including but not limited to the police, the Charity Commission and the Office for Students, and to cooperate with external organisations in respect of such reports.
 - 1.4 To receive the report of a review of management and governance arrangements commissioned by the Board of Trustees and to agree and oversee the implementation of any recommendations made in such report.
 - 1.5 To oversee the implementation of recommendations made by Kingston City Group (KCG).
 - 1.6 To oversee the Chief Executive of the Union (or person acting in such capacity) in the discharging of their duties, including those set out in Article 43 of the Articles.
2. To approve amendments to the Union Bye-Laws subject to the approval of any changes by the Students' Union Council.
3. The Transition Committee shall also have the power to make recommendations to the Board of Trustees (and the Union Council, as applicable) regarding:
 - 3.1 their appointment of a Chief Executive of the Union;
 - 3.2 their appointment of the appointment of Trustees;
 - 3.3 the terms of a memorandum of understanding with the University and its adoption by the Board of Trustees;
 - 3.4 the adoption of the annual reports and financial statements; and
 - 3.5 The appointment of external auditors, following the Transition Committee's tender for external audit services.