

Amendment to Governing Documents: Removal of Bye-Law 11

What would you like to change in the Bye-Laws?

This AGD is to remove Bye-Law 11: Committee of the Boards of Trustees from the Bye-Laws altogether. Given that this Bye-Law relates to Committees of the Board of Trustees, Bye-Law 11 will be owned by the Trustee Board instead.

Why would you like to do this?

Bye-Law 11 relates to governance structures as opposed to democratic structures overseen by the Bye-Laws, therefore it makes sense that the Trustee Board has ownership of its committees moving forward.

How will this affect students?

This change will largely go unseen by students. However, it does mean that the Board of Trustee will have greater ownership and influence over its Committees, enabling more effective monitoring and decision-making.

Bye Law 11: Committees of the Board of Trustees

1. Union Executive shall receive, via the Chairs of the Committees, written reports of the meetings and decisions taken by them.
2. The Committees of the Board of Trustees are those outlined in the Bye-Laws. Quorum of Committees, except for Remuneration Committee, shall be 50% of the membership, to include at least two Non-Sabbatical Members. The quorum of Remuneration Committee shall be 100% of the membership.
3. Where the Chair of a meeting of a Committee of the Board of Trustees believes that matters to be discussed require confidentiality, they may request that guests or observers leave the meeting for the discussion of those confidential items.

4. Finance Committee

- a. Finance Committee shall be a committee of the Board of Trustees.
- b. Membership of the Finance Committee shall be:

- i. All Sabbatical Officers
 - ii. Sustainability Officer
 - iii. Two Student Trustees appointed by the Board of Trustees.
 - iv. Four additional students approved by Union Executive.
 - v. External advisor with appropriate expertise, who is appointed by the Board of Trustees.
 - vi. External Trustee.
- c. In attendance shall be:
- i. Chief Executive
 - ii. Head of Finance
 - iii. Other staff members proposed by the Chief Executive and agreed by the Chair.
 - iv. Any Members who wish to attend as observers
- d. The Chair of the Finance Committee shall be a Sabbatical Officer.
- e. The Finance Committee shall meet once per term.
- f. The Committee, constitutionally, considers strategic options for, and the overall general management of, the Union's finances, including setting annual budgets, key performance objectives, and monitoring the financial performance of the organisation. It is charged with:
- i. Consider and recommend, to the Board of Trustees, the annual income and expenditure budget for the coming year.
 - ii. Consider and report on statements of actual income and expenditure throughout the year and projected outturn against annual budget.
 - iii. Consider and take action where appropriate on the Union's long and short term investments, policy relating to the Union's insurances and arrangements for short-term and long-term borrowing.
 - iv. Consider the financial implications of capital projects and regularly report to the Board of Trustees on these projects.
 - v. Consider the Union's banking arrangements.
 - vi. Consider the approval of orders, contracts and financial commitments within the limits outlined in the Delegation of Authority.
 - vii. Consider and recommend, to the Board of Trustees, the Union's Reserves Policy.

- viii. Consider policies, reports, recommendations and requests of referenda, Union Executive and Policy Zones and make recommendations on their financial implications.
- ix. Report to the Board of Trustees and Union Executive, through submission of the minutes for each meeting of the Committee.

5. Governance Committee

- a. Governance Committee shall be a committee of the Board of Trustees.
- b. Membership of the Governance Committee shall be:
 - i. A Sabbatical Officer (Chair)
 - ii. Two other Sabbatical Officers
 - iii. One Student Trustee appointed by the Board of Trustees
 - iv. One External Trustee appointed by the Board of Trustees
 - v. Two additional student officers approved by Union Executive.
 - vi. External advisor with appropriate expertise appointed by the Board of Trustees.
- c. In attendance shall be:
 - i. Chief Executive
 - ii. Head of Student Engagement & Communication
 - iii. Any Member who wishes to attend as observers
 - iv. Other staff members proposed by the Chief Executive and agreed by the Chair.
- d. The Committee shall:
 - i. Examine any matters referred to it by the Board of Trustees, in relation to the oversight of democratic or organisational governance.
 - ii. Ensure that the appointment of External Trustees and Student Trustees are carried out in accordance with the relevant Articles.
 - iii. Ensure that new trustees are effectively trained and inducted, setting the culture and approach to welcoming new trustees.
 - iv. Oversee the implementation, development and ongoing management of governance within the Union.
 - v. Establish and maintain procedures and systems of internal control designed to give reasonable assurance that all aspects of governance are in place.
 - vi. Oversee reviews of the Union's governance arrangements.

- vii. Ensure arrangements are in place so that the Union meets the requirements of good governance practice.
- viii. Report to the Board of Trustees and Union Executive, through submission of the minutes for each meeting of the Committee.
- e. The Chair of the Governance Committee shall be a Sabbatical Officer.
- f. Meet at least once in the academic year.

6. Remuneration Committee

- a. Remuneration Committee shall be a committee of the Board of Trustees.
- b. Membership of the Remuneration Committee shall be:
 - i. Chair of the Board of Trustees (Chair)
 - ii. Two External Trustees appointed by the Board of Trustees
 - iii. In attendance shall be:
 - iv. Chief Executive, where appropriate
- c. The Committee shall have overall responsibility for considering the remuneration of the Chief Executive and Sabbatical Officers, and proposals regarding broader staff remuneration. The Remuneration Committee shall:
 - i. Recommend and monitor the level and structure of remuneration for the Chief Executive and Sabbatical Officers.
 - ii. Oversee any major changes in employee remuneration and benefits structures throughout the Union.
 - iii. Have authority to commission any reports or surveys which it deems necessary to help fulfil its obligations.
 - iv. Report to the Board of Trustees (Union Council and Finance Committee where appropriate), through submission of the minutes for each meeting of the Committee.
- d. No member of Remuneration Committee may stand in any elections for sabbatical officer positions.
- e. Meet at least once in the academic year.

7. Risk and Audit Committee

- a. Risk and Audit Committee shall be a committee of the Board of Trustees.
- b. Membership of the Risk and Audit Committee shall be:
 - i. An external person appointed by the Board of Trustees (Chair)
 - ii. Three Sabbatical Officers

- iii. One Student Trustee appointed by the Board of Trustees
 - iv. Two additional students approved by Union Executive
 - v. External advisor with risk/audit expertise appointed by the Board of Trustees
- c. In attendance shall be:
- i. Head of Finance
 - ii. Head of Operations
 - iii. Any Members who wish to attend as observers
 - iv. Other staff members proposed by the Chief Executive and agreed by the Chair
- d. The Committee shall have overall responsibility for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the organisation is complying with all aspects of the law, relevant regulations and good practice.
- e. The Committee shall:
- i. Recommend to the Board of Trustees, a framework of effective audit coverage, having reviewed the internal and external audit processes.
 - ii. Monitor the process for implementing the Union's Risk Register, report regularly to the Board of Trustees on the management of risks and associated controls.
 - iii. Advise the Board of Trustees on the minimum and optimum level of internal and external audit arrangements.
 - iv. Ensure that regular audits are carried out on significant controls as identified by the risk register.
 - v. Monitor internal and external audit reviews and to advise the Board of Trustees accordingly.
 - vi. On behalf of the Board, investigate any financial or administrative matter which may be considered as high risk.
 - vii. Examine reports on special investigations and to advise the Board of Trustees accordingly.
 - viii. Scrutinise and advise the Board on the contents of the draft audit findings report and of any management letter that the auditors may wish to present to the Board, and to formulate a response and action plan.
 - ix. Meet at least once per term.
 - x. Report to the Board of Trustees and Union Executive, through submission of the minutes for each meeting of the Committee.

- f. The Chair of the Board of Trustees shall not be a member of the Risk and Audit Committee

