

9. TRUSTEE BOARD AND ITS SUB-COMMITTEES

9.1 Quorum for Trustees' meetings

Quorum for Trustees meetings shall be two thirds of the total number of Trustees' appointed or elected and such quorum must include at least two Officer Trustees and at least one External Trustee and at least one Student Trustee, unless the posts are not filled. Where the resolution or issue under discussion concerns a matter in respect of which some of the Trustees have a Conflict of Interest, the quorum shall be the same as four.

9.2 Terms of office for Trustees

The terms of office for Student Trustees and External Trustees shall not exceed the limits set out in the Union's Articles of Association. Where possible the Union may choose to appoint new Student and External Trustees to terms of office of differing lengths to maximise continuity and experience. The term of office for any vacancy arising in the Trustee Board or its Committees shall be agreed by the Appointments and Governance Committee.

9.3 Resignation, disqualification or removal of an Officer Trustee

- 9.3.1 If an Officer Trustee resigns, is disqualified or otherwise removed from their position before commencement of the Academic Year a replacement Officer Trustee shall be elected in a bye-election to be held as soon as reasonably practicable and before the end of the first semester.
- 9.3.2 If an Officer Trustee resigns, is disqualified or otherwise removed from their position after the commencement of the Academic Year but before 31 December in that Academic Year a bye-election will be held to elect a replacement for the remainder of the term of office.
- 9.3.3 If an Officer Trustee resigns, is disqualified or otherwise removed from their position on or after 1 January in that Academic Year the position shall remain vacant until the start of the next Full Time Executive Officer team's term of office begins.

9.4 Executive Committee

The terms of reference and membership of the Executive Committee are set out elsewhere in these Bye-Laws.

9.5 Remuneration Committee

9.5.1 Purpose

- (a) The Remuneration Committee shall have delegated responsibility on behalf of the Board of Trustees to review the Full Time Executive Officers' pay and terms and conditions of employment.

9.5.2 Responsibility and Authority

9.5.3 The Committee shall ensure that:

- (a) Full Time Executive Officer remuneration is reviewed at least every three years to ensure the Union's reward package is appropriate.

- (b) The Full Time Executive Officers' terms and conditions of employment are updated at least every three years or sooner if required.

9.5.4 Membership

- (a) Voting Members:
 - i. The External Trustees
 - ii. The Student Trustees
- (b) Observing and Advising Members:
 - i. The Chief Executive or their nominee

9.5.5 The Committee shall meet at least once in each academic year

9.5.6 The Chair shall be selected at the start of each meeting by the voting members.

9.6 Appointments and Governance Committee

9.6.1 Purpose

The Committee shall have delegated responsibility on behalf of the Board of Trustees to:

- (a) appoint, induct, support and develop Student Trustees, External Trustees and the Chief Executive;
- (b) oversee the ongoing development of efforts to induct, support and develop the Officer Trustees;
- (c) promote good governance throughout the Union; and
- (d) review the Union's governance arrangements on a continuous basis and identify improvement opportunities.

9.6.2 Responsibility and Authority

The Committee shall ensure that:

- (a) all positions on the Board are filled as quickly and effectively as is practicable;
- (b) the Board has the right balance of skills, knowledge, experience, background and characteristics to facilitate as effective and robust governance as possible;
- (c) new trustees are inducted quickly and comprehensively to enable them to fulfil their duties; and
- (d) areas of work within its remit are scrutinised and reviewed and shall make recommendations to the Board, as necessary.

9.6.3 Membership

- (a) Voting Members
 - i. The Chair of the Board of Trustees; and
 - ii. Three other Trustees (including at least one External Trustee and one Student Trustee) appointed by the Board.

- (b) Observing and Advising Members
 - i. Up to two Members;
 - ii. Up to two Expert Members who shall not be Members of the Union; and
 - iii. The Chief Executive or their nominee
- 9.6.4 The Chief Executive or their nominee shall act as Secretary to the Committee and shall arrange for minutes to be taken as required.
- 9.6.5 The Committee shall meet at least once in each Academic Year
- 9.6.6 The Committee shall agree and the Board shall confirm one of the Committee's voting members as the Chair of the Appointments and Governance Committee.
- 9.6.7 The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or the Chair of the Appointments and Governance Committee.

9.7 Finance and Risk Committee

9.7.1 Purpose

The Committee shall have delegated responsibility on behalf of the Board of Trustees to:

- (a) ensure that the Union complies with relevant legislation and regulations;
 - (b) act in accordance with the Union's mission, vision and values;
 - (c) ensure the Union remains solvent and is in sound financial health; and
 - (d) analyse and manage the Union's overall risk profile.
- 9.7.2 Responsibility and Authority
- The Committee shall:
- (a) promote a culture of accountability and transparency throughout the Union's operations and among its staff and officers.
 - (b) call any investigation considered necessary and call any individual or document relevant to any such investigation in order to meet the objectives and remit detailed above.
 - (c) scrutinise and review the areas of work within its remit and make recommendations to the Board, as necessary.
- 9.7.3 Members of the Committee have the right to ask some or all of those 'in attendance' to leave, especially during presentations by, or discussions with, the external auditors.

9.7.4 Membership

- (a) Voting Members
 - i. The Chair of the Board of Trustees; and
 - ii. Three other Trustees (including at least one External Trustee) appointed by the Board.

- (b) Observing and Advising Members:
 - i. Up to two Members;
 - ii. Up to two Expert Members who shall not be Members of the Union;
 - iii. The Chief Executive or their nominee; and
 - iv. The Union's Finance Assistant
- 9.7.5 A finance or risk expert who is an employee of Anglia Ruskin University may be invited to attend any meeting to discuss certain items at the discretion of the Voting Members.
- 9.7.6 The Chief Executive or their nominee shall act as Secretary to the Committee and shall arrange for minutes to be taken as required.
- 9.7.7 The Committee shall meet at least twice in each Academic Year
- 9.7.8 The Committee shall agree and the Board shall confirm one of the Committee's voting members as the Chair of the Finance and Risk Committee.
- 9.7.9 The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or the Chair of the Finance and Risk Committee.

9.8 HR and Employee Engagement Committee

9.8.1 Purpose

The Committee shall have delegated responsibility on behalf of the Board of Trustees to:

- (a) ensure the Union has a highly motivated and engaged workforce and that it excels at volunteer management;
- (b) approve and oversee implementation of the Union's People Strategy, which covers the Union's paid workforce and volunteers;
- (c) ensure that the Union's reward package is effective at attracting and retaining talented staff, whilst paying due regard to utilising the Union's limited resources as effectively as possible.

9.8.2 Responsibility and Authority

The Committee shall:

- (a) Monitor the Union's progress against the relevant targets contained within its chosen strategy;
- (b) promote a culture of accountability and transparency throughout the Union's operations and among its staff and officers;
- (c) receive the results of any employee or volunteer engagement surveys and agree any subsequent action to be taken;
- (d) maintain a watching brief over the Union's pension provision, ensuring compliance with legislation and best practice; and
- (e) scrutinise and review the areas of work within its remit and make recommendations to the Board, as necessary.

9.8.3 Membership

- (a) Voting Members
 - i. The Chair of the Board of Trustees; and
 - ii. Three other Trustees (including one External Trustee, one Officer Trustee and one Student Trustee) appointed by the Board
 - (b) Observing and Advising Members
 - i. Up to two Members;
 - ii. Up to two Expert Members who shall not be Members of the Union;
 - iii. The Chief Executive or their nominee; and
 - iv. The HR and People Operations Manager.
- 9.8.4 An HR or employee engagement expert who is an employee of Anglia Ruskin University or any other relevant organisation may be invited to attend any meeting to discuss certain items at the discretion of the Voting Members.
- 9.8.5 The HR and People Operations Manager shall act as Secretary to the Committee and shall arrange for minutes to be taken as required.
- 9.8.6 The Committee shall meet at least twice in each Academic Year
- 9.8.7 The Committee shall agree and the Board shall confirm one of the Committee's voting members as the Chair of the HR and Employee Engagement Committee.
- 9.8.8 The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or the Chair of the HR and Employee Engagement Committee.
- ### 9.9 Recruiting Student and Expert members to the Committees
- 9.9.1 The Board of Trustees shall confirm the number and appointment method of Members to Committees;
- 9.9.2 Expert members shall be recruited to compliment the mix of skills of the Committee's Voting Members. Their appointment shall be via an external recruitment and selection process. The Board of Trustees shall confirm the number of external members for each Committee;
- 9.10 Committees may expect to benefit from any reasonable financial or staff resources necessary to achieve their objectives, within the overall resource constraints and annual budget of the Union.
- 9.11 Committees shall be expected to create and regularly monitor a set of regulations that shall include an annual schedule of activity to ensure Committee members are given sufficient opportunity to prepare presentation, workshops or reports and to service the Committee effectively.
- 9.12 Where appropriate a Committee may wish to delegate responsibilities to its Chair or another member. When doing so the committee shall be mindful of the Union's obligations to its Articles of Association, these Bye-Laws, any direction provided by the Committee or the Board of Trustees and any Scheme of Delegated Authority that may be in place from time to time.