**HERIOT-WATT UNIVERSITY STUDENT UNION**

**TRUSTEE BOARD TERMS OF REFERENCE**

1. **BACKGROUND**

Since 1966, Heriot-Watt University Students Association has been constituted under the Charter of Heriot-Watt University. The Association is a Charitable Company Limited by Guarantee registered in Scotland (charity number SC011949; company number 504788). The organisation has adopted the name Heriot-Watt University Student Union (the Union) (‘HWUSU’).

1. **PURPOSE OF HWUSU**

The objectives of the Union as set out in its governing document are:

* The advancement of education of students at Heriot-Watt University by representing, supporting, advising and promoting the interests, health and welfare of students within the University during their course of study and within the wider community, and by promoting student participation in, facilitating, coordinating and developing the services, projects and activities of the Union;
* The provision of recreational activities through these services, projects and activities of the University, providing social, cultural and recreational activities, and forums for discussions and debate for the personal development of its students;
* The advancement of community development with the University and within the wider community through student participation in the Union and its services, projects and activities and by facilitating the involvement of students in the wider community;
* The relief of student needs by being the recognised representative channel between students and Heriot-Watt University, other academic organisations, the general public and any other external bodies, and promoting social and academic unity among students of the University.
1. **REMIT OF THE TRUSTEE BOARD**

The Trustee Board is responsible for the strategic leadership of HWUSU including achievement of objectives and operational oversight. It delegates day to day management to the Chief Executive Officer (CEO) who is required to report regularly to the Board. The Trustee Board has collective ownership and shared responsibility for the establishment, effective management and monitoring of overall systems of control and accountability in respect of the following:

To:

* Ensure compliance with the objects, purpose and values of the organisation as set out within the Union’s governing documents
* Review the Union’s Articles of Association, purpose and values, at least every five years
* Manage the process for development of a strategic plan including long-term corporate plans, management information and Key Performance Indicators (KPIs) and monitor implementation of any such plans on a periodic basis
* Agree or ratify all policies and ensure compliance with legal requirements and regulations including employment, company, charity, and health and safety law
* Oversee the appointment of the HWUSU Chief Executive Officer (CEO) and appoint members to appraise and performance manage the CEO through the Chair and Deputy Chair
* Determine and maintain a framework of delegation and internal controls including establishing Committees and Working Groups of the Trustee Board as deemed necessary
* Appoint members to the Trustee Board and conduct Trustee Board business in compliance with the Union’s governing documents.
1. **RESPONSIBILITY AND AUTHORITY OF THE TRUSTEE BOARD**

Trustees are bound by an overriding duty, individually and as members of a Board, to act in the best interests of HWUSU at all times, with a commitment to promotion and support of the Union. All Trustees are equally responsible in law for the Board’s actions and decisions, and have equal status as Trustees. Trustees must ensure that they remain independent and do not come under the control of any external organisation or individual.

Specific responsibilities of the Trustee Board include:

* Setting the strategic direction, purpose and values of the Union and ensuring that activities remain true to the Charity Objects
* Ensuring that financial structures are appropriate and approving any significant changes to practice, agreeing budgets and monitoring financial performance; having oversight of actions to address any significant variances to the budget; and safeguarding the Union’s assets.
* Approval of any non-routine item of expenditure above the value of £25,000
* Ensuring the correct and timely preparation of the Annual Report and Financial Statements in accordance with legal requirements and UK/Scottish accounting standards
* Assessment, review and mitigation of key strategic risks including prevention of fraud and other irregularities, both annually and at times of major change
* Agreeing employment terms and conditions for all staff, including considering Remuneration Committee recommendations of annual remuneration packages and approving awards
* Consideration of serious grievance or disciplinary matters and appeals as required by the Union’s policies or regulations
* Ensuring that policies and procedures are in place and reviewed annually, to ensure legal compliance relating to employment, charity, and health and safety law.
* Taking note of policy agreed by the HWUSU Parliament (responsible for all aspects of policy on student campaign issues), ensuring that such policy does not present an unacceptable risk to legal compliance or the Union’s reputation and ensuring that Parliament does not cause the Union to operate in contravention of the Charity’s Objects.
* Ensuring that the Union operates in an open, accountable and responsible manner, and that the business is conducted ethically, and with the observance of good practice in respect of equality and diversity, and with due regard to the interests of stakeholders
* Annual review and evaluation of the performance, effectiveness, composition and skills of the Trustee Board itself and of the individual members of the Board, together with annual review of these Terms of Reference.
1. **MEMBERSHIP OF THE TRUSTEE BOARD**

**Appointment of Trustees**

* Four Full Time Office bearers are elected annually by the students attending the University’s UK campuses, both undergraduate and postgraduate, and are accountable to the student body with respect to the delivery of their manifestos. They hold office as Sabbaticals from 1June to 31 May, with the possibility of a further one-year extension, and become Trustees of the charity for their period of appointment.
* The President of the Student Union will normally act as the Deputy Chair of the Trustee Board.
* Two student Trustees to reflect the diversity of the student population are appointed by the Trustee Board following an open recruitment process and can hold office for two years, with a further two-year extension.
* One Trustee is nominated by the University from amongst the staff of the University and must be ratified by the Board but would not normally act as the Chair of the Board.
* There may be up to six and no less than three external Trustees, one of whom must be an alumnus of the University. External Trustees are recruited by the Board and may serve a maximum of two consecutive four-year periods. The Board is chaired by one of the External Trustees. In exceptional circumstances, if the chair is not available, another member of the Board may be asked to take on this role.
* The CEO is in attendance at Trustee Board meetings and other members of the Senior Management Team attend for agenda items relevant to their roles.

**Induction of Trustees**

HWUSU provides all new Trustees with an annual induction programme encompassing:

* Legal responsibilities of Trustees
* Terms of Reference of the Trustee Board
* An introduction to the structure of the organisation
* Budgetary management and the current financial position of the Union
* The Strategic Plan

Existing Trustees are invited to attend the annual induction programme to refresh their knowledge and take account of any new legal requirements and responsibilities.

1. **MEETINGS OF THE TRUSTEE BOARD**

Trustee Board meetings are held four times per year, usually in September, December, March and May, and will be aligned with availability of budget statements for the previous quarter. A Trustee may participate in a meeting by means of a telephone, video conferencing facility or similar communications equipment so long as all the Trustees participating in the meeting can hear each other.

Trustees are entitled to claim reasonable expenses to enable them to attend a Board meeting.

A strategic session is usually held in November and the External Audit meeting takes place around February. Trustee Board members are invited to attend the Annual General meeting of the Student Union, which usually takes place in February; members of the student Parliament are required to attend the AGM to be accountable to the Union’s members ie the student body. Additional meetings of the Trustee Board may be convened if the CEO, the Chair, or other members of the Trustee Board feel it is appropriate for consideration of specific issues or for meetings with stakeholders.

The quorum for the Trustee Board is a minimum of 4 Trustees or 40% of the board rounded up to the nearest whole number, whichever is higher and shall consist of at least two Full Time Officers or Student Trustees and two External Trustees. In the absence of a quorum, the Chair will have authority to decide whether to proceed with the business of the meeting or adjourn it. If the meeting proceeds, comments relating to, and approval of, proposed decisions will be sought via correspondence from absent members as soon as possible after the meeting. All viewpoints expressed via correspondence will be made available to the other Board members and retained on record.

In accordance with the Union's Articles of Association, if at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee(s) may only act for the purpose of filling vacancies or calling a General Meeting.

The Chair is responsible for the orderly conduct of the meeting and is entitled to the cooperation of members in ensuring the fair and effective conduct of business and considerate and civil debate.

It is the practice of the Board and its sub-groups to reach decisions by consensus. Votes should be taken in exceptional circumstances only.   Where a vote is deemed necessary by the Chair, a decision will be taken by simple majority with the Chair holding a second, casting vote to be used where there is an equal division of votes. The numbers voting for and against any abstentions will be recorded in the minutes.

All members are expected to attend the meetings of the Board and of the sub-groups of which they are members. Members are expected to attend all Board meetings and the Strategy Away Day each year. Members who are unable to attend for good and sufficient reason should send their apologies at the earliest possible time.

Trustees may be removed from office in accordance with the Articles of Association.

1. **BUSINESS CONDUCTED BY THE TRUSTEE BOARD**

The agenda and papers for meetings will be issued in electronic format one week prior to the meeting. The agenda will state clearly whether papers are for Approval, Discussion or Information as appropriate. Trustee Board members will be required to read papers in advance of meetings and papers will be taken as read, with presenters and other Trustee Board members invited to highlight specific issues they wish to bring to the attention of the Board, in particular with respect to significant achievements and challenges. Strategic items for discussion may be brought to Board meetings from time to time.

During Board meetings all attending are asked to respect others by turning off mobile devices unless they are being used for the purpose of the meeting or placed on silent if an urgent call is expected.

Actions noted in Board meetings will be recorded in an Action List appended to the minutes, together with identification of the individual responsible for taking the matter forward and a proposed date for completion; the Action List will be reviewed at subsequent meetings.

**Annual Schedule of Business**

* Management accounts Each meeting
* Chief Executive Officer update Each meeting
* Full Time Officer updates Each meeting
* Annual review of Risk Register September meeting
* Annual review of Society affiliations September meeting
* Annual Trustees’ Report and Financial Statements March meeting
* Review of KPIs and progress against the Strategic Plan objectives March meeting
* Annual review of Policies and Procedures May meeting
* Annual Trustee Board Performance Review May meeting
* Project reviews and updates; ad hoc reports As relevant

An electronic resource hub for Trustee Board minutes and other documents relating to governance can be accessed at XXXX

From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board is empowered to take Chair’s action on business arising between meetings where it would not be expedient to delay until a Board decision can be taken. Where such a matter is foreseen, the Board may resolve to delegate it to the Chair for action.

Chair’s action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair’s action is appropriate, the Chair will consider calling an Emergency Meeting of the Board and, where the timescale prevents this, will consider other means of consulting with members wherever possible.

Any Chair’s action taken will be reported to the next meeting of the Board.

**Reserved Business**

The decision to declare items as ‘Reserved Business’ will normally be guided by matters such as respect for data protection principles or because highly sensitive information needs to be shared. The minute of the meeting will record the rationale for treatment as reserved business.

1. **REVIEW**

Feedback on Trustee Board members’ views of overall Board performance will be sought in March/ April; all members are expected to provide feedback. Overall anonymised findings will be reported to the final Board meeting of that academic year in May. This timescale will allow recommendations for change to be considered for implementation the following academic year.

Additionally, the Chair will aim to hold a brief meeting with each Board member towards the end of the academic year to discuss any sensitive issues.

The Trustee Board Terms of Reference will be reviewed annually at the May Board meeting.

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