

HERIOT-WATT UNIVERSITY

STUDENT UNION

TERMS OF REFERENCE FOR THE BOARD OF TRUSTEES

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 and registered on 1st May 2015 in Scotland (charity number SC011949; company number SC504788). The organisation has adopted the name Heriot-Watt University Student Union (HWUnion).

2. PURPOSE OF HWUnion

The objectives (known as the 'Objects') of HWUnion as set out in its governing document (the [Articles of Association](#)) 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.

3. REMIT OF THE BOARD OF TRUSTEES

The Board is responsible for the strategic leadership of HWUnion 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 Board of Trustees 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 HWUnion's governing documents
- Review the Union's Articles of Association, purpose and values, at least every five years
- Manage the process of development of a long-term strategic plan for all activities including: finance (budgets and investments); annual objectives including impact assessment, management information and Key Performance Indicators (KPIs); and monitoring progress in delivery/ implementation
- Agree/ratify all policies ensuring compliance with legal requirements and regulations including employment, company, charity, and health and safety law
- Oversee the recruitment and appointment of the HWUnion Chief Executive Officer (CEO), with management of the CEO through the Chair of the Board (as line manager) in consultation with the Board where appropriate
- Determine and maintain a framework of delegation and internal controls including establishing Committees and Working Groups of the Board of Trustees as deemed necessary
- Appoint Trustees to the Board and conduct the business of the Board in compliance with HWUnion's governing documents.

4. RESPONSIBILITY AND AUTHORITY OF THE BOARD OF TRUSTEES

- Trustees are bound by an overriding duty, both individually and as a Board, to act in the best interests of HWUnion at all times. This includes 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 in their role on the Board and do not come under the control of any external body.
- All Trustees must acknowledge the requirements of the role of a Trustee as outlined in the HWUnion [Code of Conduct](#) for the Board and must agree to act in accordance with the Code by signing the Declaration Form on appointment and annually thereafter.
- Specific responsibilities of the HWUnion Board of Trustees include:
 - Setting the strategic direction, purpose and values of HWUnion and ensuring that activities remain true to the Charity's Objects
 - Managing financial sustainability, 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 HWUnion'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 accounting standards, including liaison with auditors and approval of the Annual Accounts

- 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 members of staff, including consideration of Remuneration Committee recommendations for annual remuneration packages and approving awards brought forward by the Remuneration Committee
- Consideration of serious grievance or disciplinary matters and appeals in accordance with the policies and regulations of HWUnion
- Ensuring that policies and procedures are in place and reviewed on an agreed rolling programme and more frequently when required, to ensure legal compliance relating to employment, company, charity, and health and safety law.
- Taking note of policy agreed by the HWUnion Student Executive which is responsible for developing policy on student representation and campaign issues. The role of the Board is to ensure that such policy does not present an unacceptable risk to legal compliance or HWUnion's reputation, and does not cause the Union to operate in contravention of the Charity's Objects. Democratic policies which might present a financial, legal or reputational risk will be brought to the attention of the Chair of the Board by the President and CEO and may require Board approval prior to implementation.
- Ensuring that HWUnion 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, diversity and inclusion, and with due regard to the interests of stakeholders. Business to be shared with student 'Members' (ie students on Heriot-Watt University's UK campuses) will be communicated electronically by HWUnion (for example, the Annual Accounts).
- Annual review and evaluation of the performance, effectiveness, composition and skills of the Board of Trustees itself and of the individual Trustees, together with review of these Terms of Reference in accordance with, and as part of, the agreed rolling programme for HWUnion policies and procedures.

5. COMPOSITION OF THE BOARD OF TRUSTEES

The composition of the Board including number and category of trustees, eligibility and appointment processes and period of office are detailed in the Articles of Association and the [Bye-Laws](#) which supplement the Articles. In accordance with the Articles of Association, the minimum number of trustees will be not less than four; the maximum number is twelve. The Board aims to achieve equivalence in numbers of trustees across two areas: internal student representation; and external professional expertise.

The composition of the Board is:

Internal student representation: Up to six trustees from the Heriot-Watt student community, comprising a combination of Officer Trustees and Student Trustees. All Full time Officers (FTOs) automatically become Officer Trustees by virtue of holding office and the remainder to make up the quota will be Student Trustees;

External professional expertise: Up to six trustees with relevant experience, comprising five External Trustees (one of whom must be an alumnus of Heriot-Watt University); and one University-nominated Trustee.

All trustees will be entitled to participate fully in all matters under consideration by the Board.

Categories of Trustees

The different categories of Trustees on the HWUnion Board are:

- ‘Officer Trustees’, comprising the President and Vice-Presidents of HWUnion. The Officer Trustees are also known as Full Time Officers (FTOs) or ‘Sabbaticals’ or Major Union Office Holders¹) and are elected annually by secret ballot by undergraduate and postgraduate students attending Heriot-Watt University’s UK campuses. They hold office for one year from June to May and may be re-elected for one further year. They automatically become Officer Trustees of HWUnion for their period of election as FTOs. The President acts as Deputy Chair of the Board of Trustees.
- ‘Student Trustees’ who are appointed to the Board to reflect the diversity of the Heriot-Watt UK student population following an open recruitment process. The aim is to achieve diverse contributions and perspectives from across the whole Heriot-Watt student community represented by the Student Union. Student Trustees can hold office for a period of two years, with a possible two-year extension, on condition that they continue to be registered as UK-based Heriot-Watt students throughout that time.

Whilst acting in the role of Student Trustees, such individuals are not permitted to hold any other position within HWUnion. This is to avoid any conflict of interest and includes (but is not limited to) staff positions and acting as members of the Student Executive Team.

- One Heriot-Watt ‘University Appointed Trustee’ nominated by the University from amongst the staff of any section of the University. The University Appointed Trustee should have relevant senior experience and the ability to have influence at a high level within the University in whatever area the Board feels is required at the time of appointment. The preference is likely to be that this should be from a student-facing area but there may be times when there are other priorities for HWUnion. Following guidance from the Board on the area of University expertise needed at the time of appointment, the HWUnion CEO will liaise with the Secretary of the University on behalf of the Board. The University Appointed Trustee nominated must be ratified by the Board of Trustees prior to appointment.

The University Appointed Trustee may serve a maximum of two consecutive four-year terms. However, in recognition of the important contribution this role provides to HWUnion, there should be no period in which the Board is without a University Appointed Trustee; continuity

¹ Major Union Office Holder is the term used for the purposes of Section 22 of the UK Education Act 1994 (and subsequent amendments) relating to the organisation and activities of Student Unions

is essential. To avoid such a situation, the term of eight years may be extended to a maximum of ten years' service in exceptional circumstances as agreed by the Board and the CEO. The University-appointed Trustee would not normally act as the Chair of the Board and would automatically stand down if they leave their post at Heriot-Watt University.

- In addition to the University-appointed trustee, there may be up to five and no less than three 'External Trustees', one of whom must be an alumnus of the University having graduated at least five years prior to appointment as a HWUnion Trustee. External Trustees may serve a maximum of two consecutive or non-consecutive four-year terms.

Whilst terms of appointment for the various categories of trustee have been noted above, some minor flexibility may be necessary in exceptional circumstances, for example, during periods of transition or to address a specific skills gap. Having served the maximum term as a trustee, an interval of at least one full year will be required before further appointment will be considered and only if there is a vacancy for a trustee with the requisite experience.

To recognise the equal value of all trustees to the business of the Board, there will be no differentiation in individual titles used and all will be referred to as 'trustees'.

The Chair of the Board is usually an External Trustee. In accordance with the Charity Governance Code and recommended good practice, the election of a new or continuing Chair from amongst the trustees should be considered annually by the trustees at the first meeting of the session and must be supported by a two-thirds majority vote of the Board.

The HWUnion President usually acts as the Deputy Chair unless the President is elected as Chair, in which case the Deputy Chair would be elected from amongst the External Trustees by majority vote of the trustees. In exceptional circumstances, if neither the Chair nor Deputy Chair (HWUnion President) is available, another Board Trustee may be asked to take on the role of Chair. The Chair or Deputy Chair acts as the line manager for the CEO on condition that they are an External Trustee. If this is not the case, the trustees will select an External Trustee to act in this role on behalf of the Board.

The CEO is in attendance at meetings of the Board of Trustees and other members of the Senior Management Team may also attend.

A Register of Trustees must be maintained by HWUnion on behalf of the Board in accordance with the Articles of Association. Confirmation of the appointment of trustees to the Board will be communicated electronically to Members by HWUnion.

Appointment of Trustees

Student trustees and external trustees are recruited by the Board based on the relevance of their experience. Trustees will consider and prioritise areas of expertise considered beneficial to the business of the Board in conjunction with the CEO who will then advertise the vacancy. The CEO manages the interview and appointment process. Interviews are normally conducted by one Officer trustee and one External trustee, and the outcome of the selection process is reported to the Board.

Induction of Trustees

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

- Governance and legal responsibilities of Trustees
- Terms of Reference of the Board of Trustees
- An introduction to the structure of the organisation
- Budgetary management and the financial position of HWUnion including explanation of financial terms used in reports to and by the Board of Trustees
- Strategic plans and objectives.

Existing Trustees may attend elements of the annual induction programme to refresh their knowledge and to take account of any new legal requirements and responsibilities. A Board buddying system is also offered to all new trustees.

6. MEETINGS OF THE BOARD OF TRUSTEES

A minimum of four Board meetings are held per year in September, December, March and June. Additional meetings may be convened if requested by either the Trustees or the CEO and Senior Management Team for specific business reasons. The scheduled meetings will be aligned with availability of budget statements for the previous quarter.

A Trustee may, with prior agreement, participate in a meeting remotely on condition that they are able to fully engage throughout the meeting. Where possible, in-person attendance of Trustees is encouraged to enhance interaction and cohesion of the Board. In accordance with the Articles of Association, a trustee is not expected to be absent, without good reason, for more than three consecutive meetings of the Board of Trustees.

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

An additional annual Strategy Day is usually held in January. A meeting with the External Auditors takes place around February/March. Meetings of the Remuneration and Finance Committees of the Board take place as required throughout the year, usually prior to a Board meeting.

The quorum for the HWUnion Board of Trustees is a minimum of 4 Trustees or 40% of the Board rounded up to the nearest whole number, whichever is higher, and must consist of at least two Officer/Student Trustees (including at least one Officer Trustee) and two External Trustees. No business will be finalised at a Trustee Board meeting unless a quorum is present. In the absence of a quorum, the Chair will have authority to decide whether to proceed with discussion of essential business of the meeting or adjourn it. If the meeting proceeds, comments and approval of recommendations will be sought from absent Trustees via correspondence as soon as possible following the Board meeting and responses will be made available to the full Board and retained on record. Ratification of overall decisions will be brought to the subsequent Board meeting and recorded in the minutes.

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

It is the practice of the HWUnion Board of Trustees and its committees and any sub-groups to reach decisions by consensus. Votes should be taken in exceptional circumstances only. Where the Chair considers that a vote is deemed necessary, a decision will be taken by simple majority, with the Chair participating in the vote but also holding a second, casting vote to be used where there is an equal division of votes. If for any reason it is inappropriate for the Chair to participate in a vote or a casting vote, an alternative Chair will be appointed to manage this process. The numbers voting for and against any abstentions will be recorded in the minutes of the meeting.

All Trustees are expected to attend all meetings of the Board of Trustees, including the Strategy Day, and of any sub-groups or committees of the Board of which they are members. The expectation is that a trustee should not be absent for more than three consecutive meetings; those who are unable to attend any meeting for justifiable reason should send their apologies in advance as soon as possible.

Trustee appointments may be terminated and trustees may be removed, replaced or suspended from office in accordance with the Articles of Association of HWUnion and the Board of Trustees' Code of Conduct. Members of HWUnion have the right to request that the Board removes a Trustee for justifiable reasons by Special Resolution, in accordance with the processes outlined in the Bye Laws.

The Board of Trustees may permit any appropriate person to attend and speak at any meeting of the Trustees. Additionally, to facilitate succession planning, the Board may permit a proposed trustee (designated as a 'trustee elect') to attend Board meetings prior to formally joining the Board. Such individuals will be asked to leave in circumstances where confidential or sensitive information is being discussed. Any such person shall not be entitled to vote.

7. BUSINESS CONDUCTED BY THE HWUnion BOARD OF TRUSTEES

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. Trustees will be required to read papers in advance and papers subsequently presented at Board meetings will be taken as having been read. Those presenting papers will be asked to highlight any specific issues they consider should be brought to the attention of the Board, noting any significant achievements and challenges. All trustees will be invited to make comment and contribute to discussions and decisions, including any expertise and wider perspectives they may be able to offer. Strategic in-depth items may be brought to the Board for discussion from time to time.

During meetings of the HWUnion Board 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. No recordings will be permitted during Board meetings without the express prior permission of all attending the meeting.

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

A trustee who has a possible ‘personal interest’ in any matter of business relating to HWUnion must either declare this as a conflict of interest at the Board meeting or inform the Chair or the CEO in advance of the meeting. The trustee will not be permitted to engage in discussion, voting or decisions taken in respect of the matter.

Annual Schedule of Business across the Academic Year

(September, December, January, March, June)

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| • Management accounts/Balance Sheet update | Each meeting |
| • Chief Executive Officer update
(incorporating Management and Student reports) | Each meeting |
| • Progress on Strategic Plan Objectives/KPIs update | Each meeting |
| • Annual election of Chair of Board of Trustees | September meeting |
| • Annual review of Risk Register | September meeting |
| • Annual review of Society affiliations | December meeting |
| • Annual review of Policies and Procedures’ Schedule | December meeting |
| • Strategy Day (Annual update on Strategic plans) | January meeting |
| • Annual Trustees’ Report and Financial Statements (Audit) | March meeting |
| • Annual Advice Hub Report | June meeting |
| • Annual Board of Trustee Performance Review | June meeting |
| • Annual Full Time Officer Report
(following end of term of office) | June meeting |
| • Project reviews and updates; ad hoc reports | As relevant |
| • Chair’s Business (informal trustee unminuted discussion) | Each meeting |
| • CEO’s Business (CEO and trustee unminuted discussion) | Each meeting |

An electronic resource hub for Board minutes and other documents relating to governance of HWUnion, including Policies and Procedures, can be accessed on the [HWUnion website](#) following approval by the Board.

From time to time, issues arise between Board meetings which require an urgent discussion and/or formal decision. In such circumstances, trustees will be contacted to provide comments and make decisions between meetings, and the outcome will be reported to the next formal Board meeting.

Where a highly sensitive confidential matter arises, the Chair of the Board of Trustees is empowered to take Chair's action on business arising between meetings where it would not be appropriate 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 Board of Trustees meeting. In determining whether Chair's action is appropriate, the Chair will consider calling an exceptional Emergency Meeting of the Board at short notice; quoracy requirements will still apply. Where the timescale prevents this, the Chair will consider alternative means of consulting with other Trustees wherever possible.

Any Chair's action taken will be reported to the Board of Trustees either immediately or taken to the next meeting of the Board as appropriate and will be recorded in the formal minutes of the next Board meeting.

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 or confidential information needs to be shared (for example, involving complaints, discipline and grievance matters). A summary of the matter and the rationale for treating as Reserved Business will be recorded in the minutes. The details that need to be recorded will be contained in a confidential Appendix to the minutes and will be noted as 'Not for discussion outwith the Board Meeting'. The Appendix will not be included in the formal minutes that are publicly available and will not be circulated other than to Board members.

8. REVIEW

Annual feedback on Trustees' views of overall Board performance and any issues of concern or sensitive matters will be sought confidentially in March/ April together with the views of those in attendance at Board meetings; all are expected to provide feedback. Overall anonymised findings will be reported to the Board meeting in June (the final meeting of the academic year). This timescale will allow recommendations for change to be considered for implementation from the start of the following academic year commencing September.

These Board of Trustee Terms of Reference will be reviewed in accordance with the annual rolling programme for review of all HWUnion's policies and procedures.

Version 10; Revisions approved by the Board of Trustees February 2026