

The Board of Trustees

1 Trustee role description

1.1. Key responsibilities

1.1.1 Ensuring UPSU has a clear vision, mission and strategic direction and is focused on achieving these through measured outcomes

1.1.2 Being responsible for the performance of UPSU and for its culture

1.1.3 Ensuring UPSU complies with all legal and regulatory requirements

1.1.4 Acting as guardians of UPSU assets, both tangible and intangible, taking due care over their security, deployment and proper application

1.1.5 Ensuring that UPSU's governance is of the highest possible standard

1.2. Duties and tasks to fulfil these responsibilities

1.2.1 To work in partnership with other Trustees, the Chief Executive and other senior staff to ensure that UPSU has a clear vision, mission and strategic direction and is focused on achieving these.

1.2.1.1. Ensure that UPSU has a clear vision, mission and strategic plan that have been agreed by the Board and that there is a common understanding of these by Trustees and staff;

1.2.1.2. Ensure that operational and other plans support the vision, mission and strategic objectives;

1.2.1.3. Set the Chief Executive's annual and longer term objectives and targets and ensure they support the achievement of the vision, mission and strategic objectives;

1.2.1.4. Ensure that Board of Trustee policies support the vision, mission and strategic objectives; and

1.2.1.5. Ensure that there are effective mechanisms in place to:

1.2.1.5.1 Listen to the views of current and future beneficiaries;

1.2.1.5.2 Review the external environment for changes that might affect UPSU;

1.2.1.5.3 Re-assess the need for UPSU and the services it does or could provide; and

1.2.1.5.4 Review regularly its strategic plan and objectives

1.2.2 To be responsible, with the other Trustees, for the performance and culture of UPSU:

1.2.2.1. To agree the method for measuring objectively the progress of UPSU in relation to its vision, mission, strategic objectives, plans and annual targets and to regularly receive reports on the performance of UPSU;

1.2.2.2. To ensure that the fundamental values and guiding principles of UPSU are articulated and reflected throughout the organisation;

1.2.2.3. To ensure that the views of beneficiaries on the performance of UPSU are regularly gathered and considered by the Board;

1.2.2.4. To receive regular reports from the Chief Executive on progress towards agreed strategic objectives;

1.2.2.5. To hold the Chief Executive to account for the management and administration of UPSU;

1.2.2.6. To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing UPSU and in meeting his/her annual and longer term targets and objectives;

1.2.2.7. To ensure that the Chief Executive develops a learning organisation and that staff and volunteers review their own performance and regularly receive feedback;

1.2.2.8. To articulate the values of UPSU;

1.2.2.9. To agree Board of Trustee policies; and

1.2.2.10. To ensure that there are mechanisms for students, employees, volunteers and other individuals, groups or organisations to bring to the attention of the Trustees any activity that threatens the probity of UPSU.

1.2.3 Ensuring that UPSU complies with all legal and regulatory requirements.

1.2.3.1. To be aware of and to ensure UPSU complies with all legal, regulatory and statutory requirements

1.2.3.2. To maintain familiarity with the rules and documents that govern UPSU to ensure that UPSU complies with its governing instruments and to review these regularly.

1.2.3.3. To agree the levels of delegated authority to ensure that these are recorded in writing by means of minutes, terms of reference for Board committees and sub-committees, job descriptions for Trustees, key staff, volunteers etc and to ensure that there are clear reporting procedures which are also recorded in writing and complied with

1.2.3.4. To ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood and directions given to him/her come from the Trustee Board as a whole.

1.2.4 Being guardians of all UPSU assets, both tangible and intangible, taking all due care over their security, deployment and proper application

1.2.4.1. To ensure that UPSU has satisfactory control systems and procedures for holding in trust for the beneficiaries all monies, properties and other assets and to ensure that monies are invested to the maximum benefit of UPSU, within the constraints of the law and ethical and other policies laid down by the Board of Trustees

1.2.4.2. To ensure that the major risks to which UPSU is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks.

1.2.4.3. To ensure that the income and property of UPSU is applied for the purposes set out in the governing document and for no other purpose and with complete fairness between persons who are properly qualified to benefit

1.2.4.4. To act reasonably, prudently and collectively in all matters relating to UPSU and always to act in the interests of UPSU

1.2.4.5. To be accountable for the solvency and continuing effectiveness of UPSU and the preservation of its endowments

1.2.4.6. To exercise effective overall control of UPSU's financial affairs and to ensure that the way in which UPSU is administered is not open to abuse by unscrupulous associates, employees or volunteers; and that the systems of

control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience.

1.2.4.7. To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, UPSU's good name and reputation etc are properly valued, utilised and safeguarded.

1.2.4.8. To ensure that all income due to UPSU is received and that all tax benefits are obtained and all rating relief due is claimed.

1.2.5 Ensuring that UPSU's governance is of the highest possible standard

1.2.5.1. To ensure that UPSU has a governance structure that is appropriate to an organisation of its size, complexity, stage of development and its charitable objects and that enables the Trustees to fulfil their responsibilities

1.2.5.2. To reflect annually on the Board of Trustees performance and that of individual Trustees

1.2.5.3. To ensure that the Board of Trustees has the skills required to govern UPSU well and has access to relevant external professional advice and expertise

1.2.5.4. To ensure that there is a systematic, open and fair procedure for the election or recruitment of trustees

1.2.5.5. To ensure that there are succession plans for the Trustees and the Chief Executive where possible

1.2.5.6. To participate in individual and collective development and training of Trustees.

1.2.5.7. To abide by the code of conduct for Trustees

1.2.5.8. To ensure that major decisions and Board policies are made by the Trustees acting collectively

2 Proceedings of Trustees

2.1. Three Trustees may, and the Chief Executive at the request of three Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting. The notice shall be sent by post or by electronic communication to each Trustee at least seven clear days before the meeting unless urgent circumstances require shorter notice or all the Trustees agree to shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

2.2. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the Board of Trustees shall have a second or casting vote.

2.3. No business may be dealt with at a meeting of the Trustees unless the meeting is quorate and at least half of the Trustees are present and the quorum includes a majority of Executive Officer Trustees.

2.4. The Trustees or a sole Trustee may continue to act despite any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.

2.5. Unless he or she is unwilling to do so, the Chair of the Board of Trustees shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint another Trustee to chair the meeting.

2.6. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

2.7. A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

2.8. The Trustees shall invite the Chief Executive of UPSU to attend and speak at meetings of the Board of Trustees. The Chief Executive shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.

2.9. The Trustees shall hold a minimum of four meetings in any Academic Year.

3 Trustee decisions without a meeting

3.1. The Trustees may take a majority decision without holding a Trustees' meeting if:

3.1.1 A trustee has become aware of a matter on which the Trustees need to take a decision;

3.1.2 That trustee has made all of the other Trustees aware of the matter and the need for a decision;

3.1.3 The trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

3.1.4 A majority of the Trustees indicate their agreement by any means, including without limitation by electronic means, to a particular decision on that matter.

3.2. A decision made in accordance with paragraph 3.1 above may, but need not, take the form of a resolution in writing, copies of which have been signed by a majority of the Trustees or to which a majority of the Trustees has otherwise indicated agreement in writing.

3.3. A decision made in accordance with paragraph 3.1 above shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

3.4. Approval from a majority of the Trustees must be received by one person being either such person as all the Trustees shall have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

3.5. Following receipt of response from a majority of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this paragraph 3;

3.6. The date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

3.7. The Recipient prepares a minute of the decision

4 General Provisions

4.1. The Board of Trustees may appoint committees as it sees fit.

4.2. The establishment of a new committee shall be agreed at a meeting of the Board of Trustees which shall provide a clear remit, the extent of delegated authority and the composition of the committee.

4.3. All committee meetings must be minuted

4.4. All committees meetings must be reported to the Board of Trustees, including any decisions and recommendations made.

4.5. All Executive Officer Trustee members of committees shall wherever possible be determined at the first meeting of the Board of Trustees attended by new Sabbatical Trustees, and shall serve for the full year. Other Sabbatical Trustees may attend meetings but voting rights cannot be transferred except by resolution of the Board of Trustees.

4.6. Independent Trustees who serve on committees should whenever possible serve continuously for consecutive years within their term of office, to provide year-to-year continuity

4.7. The Secretary of all committees will be the Chief Executive of UPSU or their nominee, who will attend all meetings when available along with any other relevant UPSU staff.

5 The Finance & Staffing Committee

5.1. The Finance & Staffing Committee shall be responsible to the Board of Trustees for monitoring UPSU's financial management, development, services and any staffing related issue.

5.2. In particular, the Finance & Staffing Committee shall be responsible for:

5.2.1 Agreeing and recommending annually for approval by the Board of Trustees, the UPSU budget containing estimates of all income and expenditure accruing to UPSU by cost centre and in summary form, including estimates of investments and provisions.

5.2.2 Monitoring all income and expenditure accruing to UPSU against the approved budgets.

5.2.3 Reviewing annually financial regulations and procedures for UPSU and monitoring their application.

5.2.4 Reviewing and then forwarding annually for approval by the Board of Trustees UPSU's annual audited accounts

5.2.5 Detailed scrutiny and approval of significant capital projects including the goals of the project, the case for investment and risk factors involved; the means by which they will be financed initially and recurrently, and evaluation of projects after completion.

5.2.6 The UPSU Financial Regulations will define clearly the level of capital expenditure which requires the approval of the Finance Committee.

5.2.7 Monitoring and reviewing UPSU's financial plans

5.2.8 Receiving and discussing UPSU's management accounts with a commentary prepared by UPSU's management team

5.2.9 Agreeing a process to tender the audit contract for UPSU and recommend the appointment of auditors to the Board of Trustees

5.2.10 Receiving periodic cash flow forecasts for UPSU and reviewing investment income and policies to maximise income

5.2.11 Receiving periodic reports on the staffing costs of UPSU and be notified of any action that impacts on staffing costs e.g. arising from pay awards, increase in minimum wage levels, pension fund contributions etc

5.2.12 Receiving and considering evaluation reports on initiatives undertaken in commercial services including their impact

5.2.13 Any other staffing needs as might be appropriate

5.2.14 Such other matters as may from time to time be referred to it by the Board of Trustees or Management Group.

5.3. The membership of the Finance & Staffing Committee shall be:

5.3.1 The President

5.3.2 The Deputy President

5.3.3 One Independent Trustee

2.3.4 The Senior Management Team

5.4. The Chair of the Finance & Staffing Committee will normally be the President

6 The Nominations Committee

6.1. The Nominations Committee will meet as required by the Board of Trustees and report to the Board.

6.2. The Nominations Committee will conduct a search for Independent and Students Trustees as directed by the Board of Trustees. The Nominations Committee will put in place arrangements for advertising and interviewing applicants. The Nominations Committee will produce a candidate profile of each nominee with a recommendation to the Board of Trustees as to which candidates should be appointed, this should then be referred for ratification by Student Parliament

6.3. The Nominations Committee will also seek candidates for the position of Returning Officer as a vacancy arises and ensure that any or all nominated candidates are suitable. They will recommend a candidate for appointment to the Board of Trustees.

6.4. The Nominations Committee will also make any other appointments or related activities that are delegated to it by the Board of Trustees.

6.5. The Nominations Committee shall comprise the following:

6.5.1 The President

6.5.2 One other Executive Officer Trustee

6.5.3 One of the Independent Trustees

6.6 The Trustees may appoint to the Nominations Committee any other person who in their view would bring relevant experience and advice.

7 The Management Group

7.1. The Management Group shall comprise the five Executive Officer Trustees, the Chief Executive and the senior managers of UPSU.

7.2. The Management Group will meet regularly, normally at least every two weeks to discuss and make decisions on operational issues relating to UPSU's activities and staff and to ensure that the strategic plans agreed by the Board of Trustees are implemented.

7.3. The Management Group will make recommendations to the Board of Trustees on strategic issues and matters which may require significant investment of UPSU finances or staff time.

7.4. Major decisions will be reported to the Board of Trustees.

7.5. The Management Group will also receive reports from each of UPSU's departments and review their activity against agreed objectives and resources.

7.6. The Management Group will provide to the Board of Trustees summary reports on the departments at regular intervals and on any exceptional matter which might require the Board's attention.

7.7. The Chief Executive will normally chair meetings of the Management Group