

## 2. TRUSTEE BOARD BYELAW

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*This Byelaw describes how the Trustee Board of the Union is constituted, how appointments to the Board are made, and the special responsibilities of certain members of the Board.*

### TRUSTEE BOARD

#### General

1. The Trustee Board shall meet, and its business shall be conducted at all times, in accordance with the Constitution and following Charity Commission guidance where applicable.
2. The responsibilities of the Trustees are as detailed in the Constitution, the Byelaws, the Trustee Code of Conduct, Charity law, CIO Regulations, and, in respect of the Full-Time Officer Trustees, the Officer Byelaw and their employment contracts.
3. All Trustees shall at all times conduct themselves in accordance with the Trustee Code of Conduct and the then current policies and procedures of the Union and, in respect of the Full-Time Officer Trustees, in compliance with their employment contracts.
4. All Trustees shall at all times have regard to the content of any agreement, arrangement, or memorandum (whether or not legally binding) in place between the Union and Liverpool John Moores University and shall act in accordance with the same unless the Trustee Board determines otherwise.
5. In the event that the Trustees determine to go against any agreement, arrangement, or memorandum, this shall be clearly recorded via minutes and the University notified.
6. In accordance with the Articles, the Board shall consist of:
  - 6.1 Four elected Full Time Officer Trustees;
  - 6.2 Four appointed Student Trustees; and
  - 6.3 Four appointed External Trustees.
7. The Trustees shall strive to ensure that all vacancies at the Board are filled promptly and that all known future vacancies are addressed in advance.

8. These positions shall be elected or appointed by the processes set out in the Constitution and this Byelaw.
9. Unless the Board determines otherwise, any vacancies arising in respect of Full-Time Officer Trustees shall to the fullest extent possible be the subject of a by-election where the Trustees deem this to be practical.

## **Chair**

10. The President shall be the Chair of the Board.
11. The additional duties of the President shall be as follows:
  - 11.1 In conjunction with the Chief Executive (in absence of the CEO a nominated member of the Senior Leadership Team), Vice-Chair, and the chairs of each sub-committee, set the agenda for Board meetings;
  - 11.2 Chair meetings of the Board and facilitate open, frank, and respectful discussion of agenda items;
  - 11.3 Help manage working relationships among the Trustees, including integrating new Trustees;
  - 11.4 As appropriate, convene the Appointments Committee to progress the recruitment and selection of future External and Student Trustees, including future planning to ensure that the number of External Trustees is maintained, and the number of remunerated Trustees does not exceed the number of unpaid Trustees at any time;
  - 11.5 Primary responsibility for the Union's compliance with Charity law, including Charity Commission guidance, and procuring that notification to the Charity Commission is made immediately should the Union at any time be in material breach of this rule including the submission of Serious Incident Reports;
  - 11.6 In conjunction with the Vice-Chair and CEO, coordinate support, guidance, mentoring and coaching for other Trustees, particularly those new to the Board; and
  - 11.7 Serve as a member of any committees of the Board to which the Chair is appointed (whether ex-officio or otherwise).
  - 11.8 The Duties of the President shall be in addition to their duties as a Full-Time Officer as set out in the Full-Time Officer Byelaw and their employment contract.

## **Vice Chair**

12. An External Trustee shall be the Vice Chair of the Board.

13. The duties of the Vice Chair shall be as follows:

- 13.1 Act as chair of meetings of the Trustee Board in the absence of the President;
- 13.2 Help set agendas and manage the business of the Board and any committees to which the Vice Chair is appointed (whether ex-officio or otherwise);
- 13.3 In conjunction with the Chair, lead on the development of the skills of the Trustees and their understanding of the role of a Trustee;
- 13.4 In conjunction with the Chief Executive, coordinate support, guidance, mentoring, and coaching for other Trustees, particularly those new to the Board;
- 13.5 In conjunction with the Chair where practical taking urgent action when it is not possible or practical to hold a Board meeting;
- 13.6 Overseeing the investigation of any complaints involving the President (unless the Vice Chair is also subject or party to the complaint) and taking appropriate action as necessary, in line with the Trustee Code of Conduct and any other relevant policies of the Union.
- 13.7 Any other duties where directed and authorised to do so by the Board.

## **ELECTION OR APPOINTMENT TO THE BOARD**

### **Full Time Elected Officer Trustees**

14. The Full-Time Officer Trustee positions shall be elected by secret cross-campus ballot in the following roles:

- 14.1 President;
- 14.2 Vice President Activities
- 14.3 Vice President Education; and
- 14.4 Vice President Community & Wellbeing

15. The Full Time Elected Officer Trustees shall be Trustees for the duration of their term of office.

16. Unless the Full-Time Officer was elected to fill a vacancy arising during an Academic Year, the term of office of each Full-Time Officer shall be for one year and ordinarily commence on 1st July after their election. The term of office shall terminate on 30<sup>th</sup> June

the following year, unless otherwise specified by the Board.

17. If a Full-Time Officer ceases to hold office part way through their term of office, the term of office of their replacement, should there be a replacement, shall be limited to the remainder of that term.
18. The Full-Time Elected Officer Trustees, each of whom is a “major union office holder” for the purposes of section 22 of the Education Act, shall be elected and appointed in accordance with the Constitution and the Elections and Democracy Byelaw.

### **Student Trustee**

19. The Student Trustees shall be appointed in accordance with the procedures set out in the Constitution and the Elections and Democracy Byelaw.
20. The term of office of each Student Trustee shall be for one year and shall commence on the date set out in the relevant notice of election unless the Board determines otherwise.
21. Student Trustees can propose themselves for reappointment, provided that they are still students at the University at the time of their proposed trusteeship. Student Trustees may serve a maximum of two years in aggregate as a Trustee (whether consecutive or non-consecutive) on the Board either consecutively or during their time at the University.
22. If a Student Trustee ceases to hold office part way through their term of office, the Board may (but shall not be obliged) determine that the term of office of their replacement be limited to the remainder of that term to ensure Student Trustee terms of office are staggered.

### **External Trustee**

23. Potential External Trustee candidates shall be approached and considered by the Appointments Committee based on their skills, knowledge, experience, and characteristics, considering the current composition and diversity of the Board. In doing so, the Appointments Committee shall place particular importance on areas where the Trustees have identified a skills deficit.

24. The Appointments Committee shall interview potential External Trustee candidates to assess their skills and suitability.
25. The Appointments Committee may engage a third party to assist with the process of identifying and shortlisting of suitable candidates.
26. If the Appointments Committee determines that an External Trustee candidate is suitable for appointment or re-appointment, it shall (by a simple majority vote) confirm the same and propose a term of office for the External Trustee.
27. External Trustees shall ordinarily hold office for a period of three years, commencing on the date agreed with and set by the Appointments Committee.
28. Prior to the expiry of an External Trustee's term of office, the External Trustee may be proposed for reappointment by a simple majority vote of the Board, the External Trustee's new term of office shall commence on the date of expiry of their current term.
29. There shall be no limit on the number of times that an External Trustee can be appointed, provided that they shall serve no more than 6 years in aggregate as a Trustee (whether consecutive or non-consecutive).
30. Where an External Trustee ceases to hold office part way through their term of office, the Appointments Committee may (but shall not be obliged to) recommend that the term of office of their replacement be limited to the remainder of that term to ensure External Trustee terms of office are staggered.

## **TRUSTEE BOARD COMMITTEES**

### **General Provisions and Procedures**

31. The following shall be the mandatory Committees of the Board:
  - 31.1 Appointments Committee
  - 31.2 Finance Audit and Risk Committee
  - 31.3 Governance and Policy Committee
  - 31.4 HR and Remuneration Committee

32. The Board has the right to create, alter, or dissolve any additional Committees, by resolution, at its absolute discretion but the Committees listed above must always be constituted.
33. The composition of each Committee shall be determined in accordance with the terms of reference of that Committee or as otherwise determined by the Board.
34. The Board shall ensure that each Committee has terms of reference which will include the Committee's purpose, membership, quorum, remit, and delegated responsibilities.
35. Each Committee will have the power to amend its own terms of reference. However, the Board reserves the right to revoke any changes, prevent proposed changes from being implemented, and make any changes to the terms of reference for each Committee as it sees fit.
36. The terms of reference shall be set out as appendices to this Byelaw and shall be reviewed by the Board on an annual basis.
37. The chair of a Committee (the "Committee Chair") will be appointed in accordance with the terms of reference and should ordinarily be an Officer Trustee supported by an appointed External Trustee as Vice Chair.
38. The deliberations and decisions of each Committee must be reported promptly to the Board. To facilitate an appropriate flow of information from Committees to the Board, meetings of Committees should be scheduled to coincide with the cycle of business for the Board and the other Committees.
39. The Committee Chair shall have the discretion to vary the dates and times of all meetings, and to call additional meetings as necessary on the same notice as the Constitution and Byelaws require for meetings of the Board.
40. On the recommendation of the relevant Committee, the Board may appoint a maximum of two external members with specific skills and expertise to a Committee. Such persons shall be referred to in these Byelaws as Expert Members.
41. Expert Members will have a maximum term of two years; however, the Board may stipulate a fixed period of time if required,

- 41.1 Save where a conflict of interest arises, Trustees who are not a member of a Committee may attend and speak at a meeting of any Committee, but they are not entitled to a vote.
- 41.2 Expert Members may be removed from their position if either:
  - 41.2.1 They fail to attend two consecutive meetings without sending apologies, and the Committee resolves there is no good reason for their absence: or
  - 41.2.2 The Board votes by a simple majority to remove them.
- 42. Trustee members of any Committee shall be removed from their position if they cease to be a Trustee if they cease to hold the position ex-officio or if the Board votes by a simple majority to appoint an alternative Trustee to that Committee (having regard to the terms of reference).
- 43. The Board may invite non-members to attend any of its meetings or of the Committees of the Board as observers and guests. It may revoke this invitation at any time. Such guests are permitted to attend and when requested by the Board able to participate in agenda items. At the discretion of the Board, they may receive all information provided to members of the Board (including minutes of Board meetings). However, they are not permitted to formally vote on matters submitted for a vote.
- 44. A designated member of staff from the Union shall act as Secretary to each Committee.

### **Appointments Committee Terms of Reference**

- 45. The Appointments Committee is established to recruit student and external trustees.
- 46. It shall convene at such a time as vacancies occur on the Trustee Board.
- 47. The Appointments Committee shall:
  - 47.1 Determine and recommend the required skills and recruitment profile for any trustee vacancies.
  - 47.2 Outline the timetable for appointments.
  - 47.3 Review the applications and shortlist any suitable candidates.
  - 47.4 Conduct interviews and propose individuals to the Trustee Board to be accepted as new members.

## **Membership of the Appointments Committee**

48. The President of the Students' Union shall be Chair of the Appointments Committee.
49. In the absence of the President of the Students' Union, the Vice Chair of the Board shall Chair, and in their absence, an External Trustee as nominated by the Board shall be the Chair.
50. The rest of the panel shall comprise one external and one student trustee.
51. The Chief Executive of the Students' Union or their nominee shall support the committee with advice throughout each stage of the process.

## **Finance Audit and Risk Sub Committee Terms of Reference**

52. There shall be a Finance Audit and Risk Sub-Committee with delegated responsibility from the Trustee Board to scrutinise all aspects of the Union's financial affairs to ensure that it is in sound financial health. Its remit shall be:
  - 52.1 Review and advise the full Board of any matter that may threaten the Union; propose actions necessary to mitigate such risk.
  - 52.2 Offer an ultimate 'port of call' for any urgent or highly sensitive concerns raised in respect of the Union's integrity, financial or otherwise.
  - 52.3 Act as a 'sounding board', providing advice and guidance for the CEO regarding financial, and other related matters, as required.
  - 52.4 Approve risk management policies and procedures; monitor the compilation and implementation of the risk register and resulting action plans.
  - 52.5 Review the terms of reference and scope of the external auditor; oversee the appointment process; monitor their performance.
  - 52.6 Receive the draft annual accounts from the auditors; provide feedback to the CEO; draft a Trustee report; sign off the final audited accounts.
  - 52.7 Receive and approve the Union's annual budget and accompanying commentary prior to final submission to the full Board.
  - 52.8 Receive and approve the Union's annual capital expenditure budget and accompanying commentary.
  - 52.9 Receive the Union's monthly management accounts with accompanying commentary; provide feedback to the CEO; agree on any actions necessary to improve financial performance.

52.10 Receive other information related to the Union's finances as relevant; provide feedback to the CEO.

52.11 Make other decisions of a financial nature as delegated by the full Board.

52.12 Ensure that meetings are minuted, minutes sent to the Trustee Board; published once agreed.

### **Finance Audit and Risk Sub Committee Membership and Meetings**

53. Membership of the Finance Audit and Risk Committee shall be:

53.1 The CEO will attend all meetings.

53.2 The Union's Finance Manager may be invited by the CEO to attend meetings as necessary.

53.3 A nominated secretary will attend and minute all meetings.

54. A Chair will be appointed by the Committee at its first meeting.

55. The quorum for meetings will be 3 trustee board members.

56. Minutes will be sent to the Trustee Board and published once agreed.

57. Meetings will be held with a frequency to be agreed by the Committee.

### **Finance Scheme of Delegated Authority**

58. Limits of Authority are specified in the Union Financial Regulations and Procedures, as follows:

58.1 No unauthorised member or employee may sign a contract or otherwise commit expenditure on behalf of the Union or any part thereof.

58.2 Managers/Budget Holders may authorise expenditure up to £2,000 within their own budget lines.

58.3 Heads of Departments may authorise expenditure consistent with their budgets for orders or contracts up to £10,000.

58.4 The Chief Executive Office shall authorise all expenditure from £10,000 up to £30,000.

58.5 The Trustee Board shall authorise all expenditure over £30,000.

### **Governance and Policy Committee Terms of Reference**

59. The Governance and Policy Committee shall:

- 59.1 Ensure that the governance arrangements of the Students' Union as a whole are effective and fit for purpose.
- 59.2 Regularly review existing policies and propose new ones as needed to align with the JMSU objectives and comply with legal and regulatory requirements.
- 59.3 Manage the processes associated with referenda and Preferenda in the Union.
- 59.4 Manage the agendas and delivery of Student Meetings, including the Annual Student Meeting.
- 59.5 Make recommendations to the Trustee Board

### **Governance and Policy Committee Membership and Meetings**

60. The membership of the Governance and Policy Committee shall be:

- 60.1 The Chair shall be an External Trustee
- 60.2 A Full-Time Officer trustee shall be a member.
- 60.3 The CEO or their nominee shall attend, support, and advise the committee.
- 60.4 Other such members as decided by the Trustee Board, under the advice of the Committee.

61. Minutes will be sent to the Trustee Board and published once agreed.

62. Meetings will be held with a frequency to be agreed by the Committee.

### **HR and Remuneration Committee Terms of Reference**

63. The HR and Remuneration Committee shall:

- 63.1 Oversee the Union's HR function.
- 63.2 Promote Liberation, Equality and Diversity throughout the organisation.
- 63.3 Monitor the Students' Union's compliance with employment legislation.
- 63.4 Monitor staff satisfaction and employment-related statistics.
- 63.5 Review all changes to employment related policies.
- 63.6 Makes recommendations to the Trustee Board regarding HR and remuneration.

### **HR and Remuneration Committee Membership & Meetings**

64. The membership of the HR and Remuneration Committee shall be:
- 64.1 The Chair shall be an External Trustee
  - 64.2 A Full-Time Officer trustee shall be a member.
  - 64.3 The CEO or their nominee shall attend, support and advise the committee.
  - 64.4 Other such members as decided by the Trustee Board, under the advice of the Committee.

65. Minutes will be sent to the Trustee Board and published once agreed.

66. Meetings will be held with a frequency to be agreed by the Committee.

### **RELATIONSHIP BETWEEN THE STUDENT FORUM & TRUSTEE BOARD**

67. The Board recognises the key role of the Student Forum as the Union's primary body for articulating the priorities of the membership through policy and campaign development as well as democratic scrutiny of the work of the full-time sabbatical officers.

68. Setting policy relating to the student experience is the Student Forum's responsibility but it is acknowledged that Policy and Policy statements may have financial, practical, and/or personnel implications for the Union which fall within the power and responsibility of the Board.

69. If the political decisions of the Student Forum carry major resource implications for the Union, the approval of the Board will be required prior to the issue of any formal Policy statement or any implementation of the same.

70. The Board may nullify or override a decision of the Student Forum, Annual Student Meeting, Student Meetings or Referenda, including any Policy, for the reasons set out in 31.3 of the Constitution.

71. Board business can be discussed within the Student Forum, but limited to that which would be disclosed to the Union's membership. The board will have the right to not disclose business that is commercially sensitive or business that is otherwise confidential including matters relating to the Union's staff and casework.

72. Any Trustee attending a meeting of the Student Forum must at all times act in accordance with their duties as a Trustee, a Director, and the Trustee Code of Conduct (including the principles of collective responsibility and confidentiality). If a conflict of interest or duty arises between a Trustee's duty as a Trustee and their duties as a member of the Student Forum, the Trustee must abstain from voting at the Student Forum in respect of the matter in question and shall decline to accept any related mandate offered to the Trustee. For the avoidance of doubt, a conflict of duty shall be deemed to arise if the Student Forum, Meetings, All Student Meeting or Referendum proposes a motion that is contrary to any formal resolution of the Board passed during the then current Academic Year.

73. The power to amend the Byelaws rests solely with the Trustee Board. Other mechanisms – Student Forum, Student Meetings, All Student Meetings, and Referenda can propose such changes to the Board, but it is only the Trustee Board which has the authority to enact such changes.

## **RELATIONSHIP BETWEEN THE BOARD AND THE CHIEF EXECUTIVE**

74. The Chief Executive is a senior employee of the Union providing support for political leadership through a combination of student leadership, both in strategic and operational capacities. The Board is responsible for providing the Chief Executive with a performance management structure to aid their work plan and development.

75. The Chair and the Vice Chair shall together:

- 75.1 Lead on behalf of the Union the recruitment and selection of the Chief Executive, including agreement of a job description and authority limits; and
- 75.2 Act as the Chief Executive's line manager including:
  - 75.2.1 Setting performance objectives and reviewing achievement or progress in respect of the same;
  - 75.2.2 Managing the working relationship between the Trustees and the Chief Executive; and
  - 75.2.3 Where required, managing the working relationship between the Chief Executive and Union Staff, having regard to the role of the Chief Executive as the operational lead for the Union.
  - 75.2.4 Annually review the role profile along with the CEO.

APPROVED BY TRUSTEE BOARD:	16/11/2023
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