

Students' Union, University of Greenwich

Terms of Reference of Trustee Board Sub-Committees

1 Background

1.1 The SU Constitution (Article 64) states that:

64. The Trustees may establish the following Committees, the members and terms of reference of which shall be defined in the Bye Laws, in accordance with their powers under Article 63:-

- 64.1 Appointments and Staffing Committee;
- 64.2 Finance, Audit and Risk Committee;
- 64.3 Remuneration Committee.

1.2 The SU Bye Laws (Bye Law 4: Trustee Board) state that:

Sub-Committees of the Trustee Board

5. The Trustee Board shall set up Sub-Committees in accordance with Article 64, which shall include:

- 5.1 Appointments and Staffing Committee;
- 5.2 Finance, Audit and Risk Committee;
- 5.3 Remuneration Committee.

6. The terms of reference and members of all Sub-Committees shall be decided by the Trustee Board and included in amendments to the Bye Laws. These amendments shall be made in accordance with Article 30.1.

7. The Trustees shall appoint a secretary to be present at every meeting in accordance with the Article 68.11.

8. Observers and guests may attend meetings of the Trustee Board subject to the agreement of the Chair.

1.3 In accordance with the above, Terms of Reference for Sub-Committees were agreed at the 6th Trustee Board meeting on 29/3/11, agenda item 7.

The 6th Trustee Board minutes state that:

6.7 Trustee Board Sub-Committees

6.7.1 Matters for Sub-Committees

6.7.1.1 Secretary to Sub-Committees: Trustees agreed that the CEO should act as secretary to all Sub-Committees, or a nominee of the CEO if necessary, in the case of the Finance Committee only.

6.7.1.2 Remuneration Sub-Committee: Trustees agreed that this Committee, required by the Constitution, can be combined with the Appointments and Staffing

Committee.

6.7.1.3 Other Committee work: Trustees *agreed* that all other matters, including those which, in some other SU's, are dealt with by further Sub-Committees, should be dealt with by the full Trustee Board.

6.7.2 Sub-Committees Draft Terms of Reference

Trustees *agreed* the draft Terms of Reference (ToR) for the Finance, Audit and Risk Committee.

Trustees *agreed* the draft ToR for the Appointments and Staffing Committee. Further to 6.7.1.2 this will now be referred to formally as the Appointments, Staffing and Remuneration Committee.

2 Sub-Committees Terms of Reference

2.1 Finance, Audit and Risk Committee Terms of Reference

Overall purpose

The Sub-Committee has 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.

Remit

1. Review and advise the full Board of any matter that may threaten the Union; propose actions necessary to mitigate such risk.
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.
3. Act as a 'sounding board', providing advice and guidance for the CEO regarding financial, and other related matters, as required.
4. Approve risk management policies and procedures; monitor the compilation and implementation of the risk register and resulting action plans.
5. Review the terms of reference and scope of the external auditor; oversee the appointment process; monitor their performance.
6. Receive the draft annual accounts from the auditors; provide feedback to the CEO; draft a Trustee report; sign off the final audited accounts.
7. Receive and approve the Union's annual budget and accompanying commentary prior to final submission to the full Board.
8. Receive and approve the Union's annual capital expenditure budget and accompanying commentary.
9. Receive the Union's monthly management accounts with accompanying commentary; provide feedback to the CEO; agree any actions necessary to improve financial performance.
10. Receive other information related to the Union's finances as relevant; provide feedback to the CEO.
11. Make other decisions of a financial nature as delegated by the full Board.
12. Ensure that meetings are minuted, minutes sent to the Trustee Board; published once agreed.

Membership and meetings

1. Members of the Committee in 2010/11 are: S Al Mosawi, S Atkins, H Hill, M Sekhon.
 2. The CEO will attend all meetings.
 3. The Union's Finance Manager may be invited by the CEO to attend meetings as necessary.
 4. A nominated secretary will attend and minute all meetings.
 5. A Chair will be appointed by the Committee at its first meeting.
 6. The quorum for meetings will be 3 members.
 7. Minutes will be sent to the Trustee Board, and published once agreed.
 8. Meetings will be held with a frequency to be agreed by the Committee.
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2.2 Appointments and Staffing Sub-Committee

For information, the description of the Trustee Board supplied to Trustees states that it should do the following in relation to staff and volunteers:

1. Hold the Chief Executive to account for the management and administration of the Union; receive regular reports from the Chief Executive on progress.
2. Appoint the Chief Executive; set his/her terms and conditions and ensure that the Chief Executive and the Union invest in the Chief Executive's ongoing professional development.
3. Ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Union and in meeting his/her targets and objectives.
4. Ensure that the Chief Executive develops an organisation with robust and regularly updated human resource and training policies.
5. Ensure that there are succession plans for the trustees and the Chief Executive as far as possible.

Any of the above not covered by the Terms of Reference below will be dealt with by the full Board, or the Chair.

Appointments and Staffing Committee Terms of Reference

Overall purpose

The Sub-Committee has delegated responsibility from the Trustee Board to examine issues related to Union staff. Staff policies, proposals for changing staffing structure, pay changes, training and development will be covered.

Remit

1. Offer an ultimate 'port of call' for any urgent or highly sensitive concerns raised in respect of the Union's integrity, in relation to staffing policies and procedures.
2. Act as a 'sounding board', providing advice and guidance for the CEO regarding staffing and related matters, as required.
3. Receive information regarding staff recruitment from the CEO and provide feedback.
4. Receive and approve proposals for permanent or temporary changes to staff salaries.
5. Receive and approve proposals for changes to staff terms and conditions.
6. Receive information regarding volunteer policies and procedures from the CEO and provide feedback.
7. Receive communications from the CEO's direct reports as necessary, relating to: appeals against disciplinary action taken by the CEO; the Union's grievance procedure.
8. Receive other information related to the Union's staffing as relevant; provide feedback to the CEO.
9. Ensure that meetings are minuted, minutes sent to the Trustee Board, and published once agreed.

Membership and meetings

1. Members of the Committee in 2010/11 are: K Buck, N Jackson, D Jones, M Sekhon.
2. The CEO will attend all meetings.
3. A nominated secretary will attend and minute all meetings.
4. A Chair will be appointed by the Committee at its first meeting.
5. The quorum for meetings will be 3 members.

6. Minutes will be sent to the Trustee Board, and published once agreed.
 7. Meetings will be held with a frequency to be agreed by the Committee.
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