

# Bye Law 2: Elected Officers and the Trustee Board

## Overview (purpose of Bye Law)

This Bye Law outlines regulations for the full-time elected Officer Trustees of the Union and it's Trustee Board, in addition to those that can be found in the Constitution of Worcester Students' Union in Clauses 37-70 and 75-93.

**If you have any difficulty in understanding or interpreting this Bye Law, please contact the Students' Union ([studentsunion@worc.ac.uk](mailto:studentsunion@worc.ac.uk)).**

## Key Terms

Members (of the Union)	All Worcester students automatically become full members of the Union (for free) when they join the University unless they choose to opt-out of membership. Alumni and University staff can apply and pay for associate membership of the Union. Student Council can also grant up to five people per year Honorary Life Membership of the Union.
Union Constitution	The legal document that sets out the Union's activities and provides a framework for the operations of the Union, defining what it can and cannot do.
Trustee	A person on the Union's Board of Trustees who is responsible for ensuring good governance of the Union.
Officer Trustee	One of the elected Full Time Officers of the Union - they are also Trustees of the Union (also see Trustee definition).
Lay Trustee	A person who is independent from the Union who is appointed to the Union's Board of Trustees (following an interview) as they have expertise in a particular field e.g. finance or HR (also see Trustee definition).
Student Trustee	A current student of the University who is appointed to the Union's Board of Trustees (following an interview) to help

	ensure good governance and continuous development of the Union.
Chief Executive	The most senior member of staff in the Union who is given responsibility by the Trustee Board to manage the Union's staff team, services and day-to-day operations.
General Meeting	A meeting open to all members of the Union.
Clause of the Union Constitution	The term used to describe a specific part of the Union's Constitution. Each clause has an individual number to make it easy to find in the document.
Quorum/Quoracy	The minimum number of people needed at a meeting to be able to conduct business (carry out votes etc.).
Core Staff	People who are employed on permanent contracts to deliver the Union's services and operations and to support the elected Officers to represent students.

## **Composition of the Trustee Board**

1. The Trustee Board will be made up of the following persons:
  - a. Not more than three elected Officer Trustees elected in accordance with Clause 37 of the Union Constitution.
  - b. Not more than four Student Trustees, elected in accordance with Clause 43 of the Union Constitution.
  - c. Not more than four Lay Trustees, appointed in accordance with Clause 46 of the Union Constitution.
2. The terms of office of the Trustees are laid out in Clauses 39-48 of the Union Constitution and in Points 25-37 below.
3. The removal, resignation and replacement of Trustees are as laid out in Clauses 49 to 56 of the Union Constitution.

## **Powers and Responsibilities of the Trustee Board**

4. The general powers and responsibilities of the Trustee Board are as laid out in Clauses 57-62 of the Union Constitution. These include but are not limited to:
  - a. the governance of the Union;
  - b. the budget and financial management of the Union;
  - c. the strategy of the Union.
5. The powers of the Trustees are also laid out in Clause 4 of the Union Constitution.
6. All Trustees will agree to abide by the Trustee Code of Conduct which is available on the Union's website.

## **Delegation of Responsibility of the Trustee Board**

1. The Trustees may delegate any of their powers to any person(s) or committees, as laid out in Clauses 63-67 of the Union Constitution. The Trustees will determine the number, remit and membership of any such committees. Such committees may include Officer Trustees, Student Trustees, Members of Student Council and non-elected Members of the

Union. To support this process, Trustees will review and agree annually a Matrix of Delegated Responsibility.

2. All such committees will report regularly to the Trustees in accordance with Clause 65.3 of the Union Constitution and may be required to submit reports to Student Council.
3. Members of the Union's core staff team may be invited to attend committee meetings to advise or support the committee, at the request of the Chair of that committee.
4. The Trustees can devolve responsibilities to the Union's Chief Executive or Executive Committee as they see fit.
5. The Trustees shall have the power to revoke in whole or in part or to amend any delegation of their responsibilities to any committee and can require any such committee (other than the Executive Committee) to no longer meet and cease to exist.

### **Delegated Responsibilities to the Chief Executive of the Union**

6. As laid out in Clause 68 of the Union Constitution, the Union's Chief Executive will have devolved responsibility for the day-to-day management of the staff of the Union (other than the Officer Trustees who are accountable to and managed by the Trustee Board). This will be laid out in the Matrix of Delegated Responsibility, which will be agreed annually by the Trustee Board.
7. The Chief Executive can, in turn, delegate responsibilities through the management structure.
8. The Chief Executive will, on behalf of the Trustees:
  - a. ensure the production of monthly management accounts, monitor expenditure against agreed budgets;
  - b. promote a culture of accountability throughout the Union's operations and staff;
  - c. ensure the appropriate insurance cover is undertaken for the Union's operations;

- d. advise the Trustees on the appointment of external auditors and their terms of engagement on tenders, where appropriate;
- e. report the findings of external audit reports and consider and monitor the implementation of any recommendations arising from such reports.

## **Appointments Committee**

- 9. The Trustee Board will establish an Appointments Committee to oversee the appointment of the Student and Lay Trustees and to ensure the Board as a whole has the necessary range and balance of skills and experience to enable effective governance.
- 10. In line with Clauses 43 and 46 of the Union Constitution both Student and Lay Trustees are appointed by the Appointments Committee.
- 11. The Committee will meet as and when required and ensure that vacancies are filled at the earliest opportunity.
- 12. The Committee will consist of:
  - a. The President (who shall be Chair);
  - b. One Officer Trustee;
  - c. A Lay Trustee selected by the Board of Trustees.
- 13. An appropriate member of Union staff will act as secretary to the Committee.
- 14. All members of the Committee must be present for the Committee to be quorate. The Committee cannot deal with any business if it is not quorate.
- 15. The functions of the Committee are to:
  - d. approve the information and documentation sent to potential candidates;
  - e. approve the process and timescales for recruitment, interview and selection of Lay Trustees and Student Trustees;
  - f. shortlist and interview candidates on behalf of the Trustees;
  - g. Appoint both Student and Lay Trustees.

## Finance Committee

16. The Trustee Board will establish a Finance Committee to review oversee the Union's financial strategy, including the annual budget process and block grant submission, to ensure the Union complies with all relevant laws and regulations, manage financial risk and receive reports from external audits.
17. Full Terms of Reference will be agreed annually by the Trustee Board.
18. The Finance Committee's membership will include:
  - a. At least 1 x Lay Trustee;
  - b. At least 1 x Student Trustee;
  - c. 1 x Officer Trustee (normally the President).
19. Quorum will be a minimum of 2 Trustees present.
20. The Union's Chief Executive and Finance Manager will be in attendance and a relevant member of Union staff will act as secretary of the Committee.

## Remuneration and HR Committee

21. The Trustee Board will establish a Remuneration and HR Committee to oversee the implementation and ongoing development of the Students' Union's HR strategy and to ensure the Students' Union complies with employment law and other legal/ statutory requirements in its HR practices.
22. Full Terms of Reference will be agreed annually by the Trustee Board
23. The Remuneration and HR Committee's membership will include:
  - a. At least 1 x Lay Trustee;
  - b. At least 1 x Student Trustee;
  - c. 1 x Officer Trustee (normally a Vice President). NB The Union can choose to have more than one Vice President on the Committee.
24. Quorum will be a minimum of 2 Trustees present.
25. The Union's Chief Executive will be in attendance and a relevant member of Union staff will act as secretary of the Committee.

## Officer Trustees

26. There shall be three Officer Trustees:
  - a. President

- b. Vice President Education
  - c. Vice President Student Activities
27. Any member of the Union may hold office as an Officer Trustee for a maximum of two years as outlined in the Education Act 1994.
28. Officer Trustees will assume their positions following their election in June and will be contacted by the Union to confirm their start date and facilitate the handover process.
29. Full time elected Officers cannot take up a core staff or student staff position within the Students' Union within a one-year period of holding a position as an Officer Trustee.
30. At the same time as commencing their term of office, the Officer Trustees must also enter into a written contract of employment with the Union, which will detail their terms and conditions of employment and remuneration
31. The general, specific and day-to-day responsibilities of all Officer Trustees will be laid out in role descriptions for each post and made available to all members of the Union via the Union's website.
32. If an Officer Trustee ceases to be a Trustee by virtue of any provision of Clauses 49 to 52 of the Union Constitution, they may also be subject to the Union's disciplinary procedures as laid out in the Staff Handbook. The outcome may include dismissal from employment.
33. Officer Trustees are expected to abide by rules and regulations set out in the Staff Handbook and these Bye Laws at all times. Breaches may result in disciplinary action.
34. Immediately following their election, successful candidates shall be designated Officer Trustees Elect and can be invited to attend Trustee Meetings, Executive Committee, Student Council and other committees relevant to their post as observers.
35. Officer Trustees Elect shall be remunerated at the same rate as Officer Trustees, pro rata, for any training hours or induction they undertake prior to the commencement of their contract of employment.

## Student Trustees

36. The term of office of Student Trustees shall be for two years from their date of appointment.
- a. Student Trustees appointed for positions in the following academic year will commence their term on the 31<sup>st</sup> August and end on 31<sup>st</sup> July two years later.
  - b. Student Trustees may serve a maximum of two terms which may either be consecutive or non-consecutive. Student Trustees who leave their role to complete a placement or sandwich year may complete their term on their return to study.
  - c. If a Student Trustee ceases to be a student during their term of office, they will cease to be a Student Trustee.
  - d. Students who are employed by the Union will not be able to be Student Trustees at the same time.
  - e. Students cannot have a position on both the Trustee Board and Student Council at the same time. If a Student Councillor subsequently becomes a Student Trustee, they will be required to step down from their position on Student Council. A Student Trustee cannot subsequently be elected to Student Council.

## Lay Trustees

37. The term of office of Lay Trustees will be for a period of up to three years and shall commence once the position has been ratified by the Trustee Board. In the case where a Lay Trustee is appointed to take over from a current trustee, the commencement of their term may be delayed until the conclusion of the outgoing trustee's term.
38. Lay Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.
39. When appointing Lay Trustees, the Appointments Committee will aim to ensure they provide a balance of relevant expertise e.g. finance, HR and legal knowledge to support the Board in its work.



## **Meetings of the Trustee Board**

40. The rules regarding the timing, content and organisation of meetings of the Trustee Board are laid out in Clauses 75-93 of the Union Constitution.

## **Chair, Deputy Chair and Secretary**

41. As laid out in Clauses 83-85 of the Union Constitution the Chair of the Trustee Board shall be the President of the Union. The Trustees will appoint annually a Lay Trustee as Deputy Chair whose role will be to support the Chair.
42. There will be a Secretary appointed to service meetings and support the Trustees.

## **Rights to Attend, Speak and Vote at Meetings of the Trustee Board**

43. The Trustees shall invite the Union's Chief Executive to attend and speak at meetings of the Trustee Board, but the Chief Executive will not be entitled to vote or count in the quorum of the meeting.
44. At the Chair's discretion, other persons may be invited to attend and speak at meetings of the Trustee Board as deemed appropriate but shall not be entitled to vote or count in the quorum of the meeting.