# 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 504788). The organisation has adopted the name Heriot-Watt University Student Union (HWUnion).

1. **PURPOSE OF HWUnion**

The objectives (known as the ‘Objects’) of HWUnion as set out in its governing document (the [Articles of Association](https://www.hwunion.com/about-us/policies-and-references/)) 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.
1. **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 projections) and annual objectives to include impact assessment, management information and Key Performance Indicators (KPIs); and to monitor progress in delivery/ implementation
* Agree or ratify all policies and ensure compliance with legal requirements and regulations including employment, company, charity, and health and safety law
* Oversee the appointment of the HWUnion Chief Executive Officer (CEO) and appoint Trustees to appraise and manage the performance of the CEO through the Chair and Deputy Chair of the Board
* 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.
1. **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](https://www.hwunion.com/about-us/policies-and-references/) for the Board of Trustees 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 considering Remuneration Committee recommendations for annual remuneration packages and approving awards
* 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 Parliament (responsible for all aspects of policy on student representation and campaign issues), ensuring that such policy does not present an unacceptable risk to legal compliance or HWUnion’s reputation and ensuring that the Student Parliament does not cause the Union to operate in contravention of the Charity’s Objects
* Responsibility for the Annual Student Meeting for Members of HWUnion (previously known as the Annual General Meeting (AGM))
* 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 and diversity, and with due regard to the interests of stakeholders
* 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.
1. **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](https://www.hwunion.com/about-us/policies-and-references/)  (which supplement the Articles). In accordance with the Articles of Association, the minimum number of trustees will be not less than four and the maximum number is twelve. This is comprised of: four Officer Trustees; two Student Trustees; five External Trustees (one of whom must be an alumnus); and one University-nominated Trustee.

**Categories of Trustees**

The different categories of Trustees on the HWUnion Board are:

* Officer Trustees, comprising the President and three Vice-Presidents of HWUnion. The Officer Trustees are also known as Full Time Officers (FTOs) or ‘Sabbaticals’ or Major Union Office Holders[[1]](#footnote-1)) 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 fromJune 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.
* Two ‘Student Trustees’ who are appointed to the Board to reflect the diversity of the student population following an open recruitment process. The aim is to have representation from both undergraduate and postgraduate students where possible. While the Student Trustees remain as students of Heriot-Watt University, they can hold office for a period of two years, with a further two-year extension.

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 Parliament.

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

* 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 are recruited by the Board of Trustees following a selection process and may serve a maximum of two consecutive or non-consecutive four-year terms. Appointments will be reported to the next Annual Student Meeting of Members of HWUnion (previously known as the AGM).

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 as an HWUnion trustee on the Board will be considered.

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 and is elected annually at the first meeting of the session 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. The role of the Deputy Chair is to support the Chair. The Chair or Deputy Chair acts as the line manager for the CEO on condition that they are an External Trustee. 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 CEO is in attendance at meetings of the Board of Trustees as are other members of the Senior Management Team.

A Register of Trustees must be maintained by HWUnion on behalf of the Board in accordance with the Articles of Association.

**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 current 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 are invited to attend the annual induction programme to refresh their knowledge and take account of any new legal requirements and responsibilities. A mentoring programme may also be offered to trustees as relevant.

1. **MEETINGS OF THE BOARD OF TRUSTEES**

A minimum of four Board meetings are held per year (September, December, March and May). Additional meetings may be convened if requested by either the Trustees or the CEO and Senior Management Team for specific business reasons. The 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.

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

An additional annual strategic session is usually held in January. The meeting with the External Auditors takes place around February/March. Trustees are invited to attend the Annual Student Meeting (previously known as the AGM) in March which is a responsibility of the Board and at which the Student Parliament reports to HWUnion Members (the UK student body). Meetings of the Remuneration Committee of the Board of Trustees take place as required throughout the year

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 shall consist of at least two Officer Trustees and two External Trustees. No business will be transacted 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 will be made available to the full Board and retained on record. Ratification of decisions will be brought to the subsequent Board meeting.

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 Away Day, and of any sub-groups or committees of the Board of which they are members. Trustees 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 newly appointed Trustee for justifiable reasons.

The Board of Trustees may allow any person who they reasonably consider appropriate to attend and speak at any meeting of the Trustees; such individuals may be asked to leave in circumstances where confidential or sensitive information is being shared. Any such person shall not be entitled to vote.

1. **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 of meetings and papers will be taken at Board meetings 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.

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

A trustee who has a ‘personal interest’ in any matter of business relating to HWUnion must declare this as a conflict of interest and 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, May)**

* 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 review of Risk Register September meeting
* Annual review of Society affiliations September meeting
* Annual review of Policies and Procedures’ Schedule December meeting
* Strategy Away Day (Annual update on Strategic plans) January meeting
* Annual Trustees’ Report and Financial Statements (Audit) March meeting
* Annual Advice Hub Report May meeting
* Annual Board of Trustee Performance Review May meeting
* Project reviews and updates; ad hoc reports As relevant
* CEO’s Business (CEO and trustee discussion) Each meeting
* Chair’s Business (informal trustee 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](https://www.hwunion.com/about-us/policies-and-references/) following approval by the Board.

From time to time, issues arise between Board meetings which require an urgent discussion and/or formal decision or 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 expedient 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 other 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 recorded in the formal minutes of the 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.

1. **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 May (the final meeting of the academic year). This timescale will allow recommendations for change to be considered for implementation in the following academic year.

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

Version 8; Revisions approved by the Board of Trustees December 2024

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 [↑](#footnote-ref-1)