

TRUSTEE BOARD BYELAW

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

Capitalised terms used but not defined in these Byelaws shall have the meaning given to them in the Articles of Association of the Union adopted with effect from 2 January 2023.

BOARD OF TRUSTEES

General

1. The Board of Trustees shall meet, and its business shall be conducted at all times, in accordance with the Articles.
2. The responsibilities of the Trustees are as detailed in the Articles, the Byelaws, the Trustee Code of Conduct, Charity law, Company law and, in respect of the Full Time Officer Trustees, the Full Time 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 the University of Lancaster and shall act in accordance with the same unless the Board of Trustees determines otherwise.

The Members of the Board

5. In accordance with the Articles, the Board shall consist of:
 - 5.1. four elected Full Time Officer Trustees;
 - 5.2. four elected Student Trustees; and
 - 5.3. five appointed External Trustees.

6. These positions shall be elected or appointed by the processes set out in the Articles and this Byelaw.
7. The Trustees shall each devote such time and attention as may be required to procure, so far as they are able, that all vacancies at the Board are filled promptly and all known future vacancies are addressed in advance.
8. Unless the Board determines otherwise, any vacancies arising in respect of Full Time Officer Trustees or Student Trustees shall to the fullest extent possible be the subject of an election held in the eight week of the term in which the vacancy arises or the following term (if the vacancy arises at any time after the fourth week of term).

Chair

9. The President shall be the Chair of the Board.
10. The additional duties of the President shall be as follows:
 - 10.1. In conjunction with the Chief Executive, Vice-Chair and the chairs of each Committee, setting the agenda for Board meetings;
 - 10.2. Chairing meetings of the Board and facilitating open, frank and respectful discussion of agenda items;
 - 10.3. Helping manage working relationships among the Trustees, including integrating new Trustees and leading a managed handover between successive Full Time Officer Trustees;
 - 10.4. As appropriate, convening the Appointments Committee to progress the recruitment and selection of future External 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;
 - 10.5. 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;
 - 10.6. Contributing to and sustaining a 'Learning Board', by participating in or leading (in conjunction with the Vice Chair and the Chief Executive) the induction and development activities of the Board where appropriate;

- 10.7. Acting, alongside the Chief Executive, as a channel of communication between the Board and Union Staff;
- 10.8. In conjunction with the Vice-Chair, coordinating support, guidance, mentoring and coaching for other Trustees, particularly those new to the Board; and
- 10.9. Serving as a member of any committees of the Board to which the Chair is appointed (whether ex-officio or otherwise).

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

11. An External Trustee shall be Vice Chair of the Board. Unless the Trustees determine otherwise, the longest serving External Trustee shall act as Vice Chair.
12. The duties of the Vice Chair shall be as follows:
 - 12.1. Acting as chair of meetings of the Board of Trustees in the absence of the President;
 - 12.2. Helping set agendas and manage the business of the Board and any committees to which the Vice Chair is appointed (whether ex-officio or otherwise);
 - 12.3. In conjunction with the President, leading on the development of the skills of the Trustees and their understanding of the role of a Trustee;
 - 12.4. In conjunction with the Chief Executive, coordinating support, guidance, mentoring and coaching for other Trustees, particularly those new to the Board;
 - 12.5. In conjunction with the President where practical taking urgent action when it is not possible or practical to hold a Board meeting;
 - 12.6. 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. External professional advice may be sought as appropriate;
 - 12.7. Acting as lead Trustee with regards to safeguarding; and
 - 12.8. Any other duties where directed and authorised to do so by the Board.

ELECTION OR APPOINTMENT TO THE BOARD

Full Time Elected Officer Trustees

13. The Full Time Officer Trustee positions shall be elected by secret cross-campus ballot in the following roles:
 - 13.1. President;
 - 13.2. Education Officer;
 - 13.3. Wellbeing Officer; and
 - 13.4. Activities Officer.
14. Subject to the terms of the Articles with regards to affirmation, the Full Time Elected Officer Trustees shall be Trustees for the duration of their term of office.
15. 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 and terminate on 30th June the following year, unless otherwise specified by the Board.
16. If a Full Time Officer ceases to hold office part way through their term of office, the term of office of their replacement shall be limited to the remainder of that term.
17. 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 Articles and the Democracy and Election Byelaw.

Student Trustees

18. The Student Trustees shall be elected by secret cross-campus ballot, in accordance with the procedures set out in the Articles and the Democracy and Elections Byelaw.
19. 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.
20. 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 Trustees

21. 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, and placing particular importance on experience in HR, Legal and finance or such other areas where the Trustees have identified a skills deficit.
22. The Appointments Committee shall interview potential External Trustee candidates to assess their skills and suitability.
23. The Appointments Committee may engage a third party to assist with the process of identifying and short-listing of suitable candidates.
24. 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.
25. Following determination by the Appointments Committee that an External Trustee is suitable for appointment or reappointment, the Union shall promptly organise a meeting of the Union Assembly to confirm (or reject, as the case may be) the appointment (or reappointment) of the External Trustee (the "Ratification").
26. A rationale for the recommended appointment or reappointment (as applicable) of each External Trustee shall be provided by the Appointments Committee to be considered by the Union Assembly for Ratification.
27. A Ratification cannot amend the proposed term of office of an External Trustee.
28. External Trustees shall ordinarily hold office for a period of four years, commencing on the date set by the Appointments Committee or (if later) on the date on which their appointment is affirmed by Ratification.

29. Prior to expiry of an External Trustee's term of office, the External Trustee may be proposed for reappointment by a simple majority vote of the Appointments Committee. Unless the Appointments Committee determines otherwise, the External Trustee's new term of office shall commence on the date of expiry of their current term.
30. 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 8 years in aggregate as a Trustee (whether consecutive or non-consecutive).
31. 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

32. The following shall be the mandatory Committees of the Board:
 - 32.1. Appointments;
 - 32.2. Commercial Services;
 - 32.3. Finance and Risk;
 - 32.4. Governance; and
 - 32.5. Human Resources and Remuneration.
33. 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.
34. 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.
35. The Board shall ensure that each Committee has terms of reference which will include the Committee's purpose, membership, quorum, remit and delegated responsibilities.

36. 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.
37. The terms of references shall be set out as appendices to this byelaw and shall be reviewed by the Board on an annual basis.
38. The chair of a Committee (the "Committee Chair") will be appointed in accordance with the terms of reference and should ordinarily be an External Trustee.
39. 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.
40. The Committee Chair shall have discretion to vary the dates and times of all meetings, and to call additional meetings as necessary on the same notice as the Articles require for meetings of the Board.
41. On the recommendation of the relevant Committee, the Board may appoint a maximum of two external members of skill and expertise to a Committee. Such persons shall be referred to in these Byelaws as Expert Members.
42. Expert Members will have a maximum term of two years.
43. 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.
44. Expert Members may be removed from their position if either:
 - 44.1. They fail to attend two consecutive meetings without sending apologies, and the Committee resolves there is no good reason for their absence; or
 - 44.2. The Board votes by a simple majority to remove them.

45. Trustee members of any Committee shall be removed from their position if they cease to be a Trustee or 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).
46. A designated member of staff from the Union shall act as Secretary to each Committee.

RELATIONSHIP BETWEEN UNION ASSEMBLY & TRUSTEE BOARD

47. The Board recognises the key role of the Union Assembly as the Union's primary representative and political authority, responsible for Policy, representation and political direction.
48. Setting Policy and referring Policy to the Student Members is the Union Assembly's primary 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.
49. If the political decisions of the Union Assembly 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.
50. The Board may nullify or override a decision of Union Assembly including any Policy for the reasons set out in Article 28.3.
51. Board business can be discussed within Union Assembly, but limited to that which would be disclosed to the Union's membership. Board will have the right to not disclose business which is commercially sensitive or business that is otherwise confidential including matters relating to the Union's staff and casework.
52. Any Trustee attending a meeting of the Union Assembly 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 Union Assembly, the Trustee must abstain from voting at the Union Assembly 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 Union Assembly proposes a motion that is contrary to any formal resolution of the Board passed during the then current Academic Year.

53. The power to amend the Byelaws rests jointly with the Board and Union Assembly, as set out in the Articles.

RELATIONSHIP BETWEEN THE BOARD AND THE CHIEF EXECUTIVE

54. The Chief Executive is a joint employee of the Union and the University and subject to the Memorandum on Staffing. The Board is responsible for providing the Chief Executive with a performance management structure in line with the University's PDR process to aid their work plan and development.
55. In conjunction with the Human Resources and Remuneration Committee, the Chair and the Vice Chair shall together:
- 55.1. Lead on behalf of the Union the recruitment and selection of the Chief Executive, including agreement of a job description and authority limits; and
 - 55.2. Act as the Chief Executive's line manager including:
 - 55.2.1. setting performance objectives and reviewing achievement or progress in respect of the same;
 - 55.2.2. managing the working relationship between the Trustees and the Chief Executive; and
 - 55.2.3. 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.

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