

BYE-LAW | SUB COMMITTEES OF THE BOARD

1. The Bye-Laws are subject to the Articles
2. Words and phrases used in these Bye-Laws have the same meaning as given to them in the Articles
3. The Secretary of every subcommittee shall be a member of staff from the Union.
4. These Bye-Laws were last updated and approved in 3rd April 2014

APPOINTMENTS PANEL

5. Composition, quorum and reporting
6. The Appointments Panel will consist of 5 members; the Chair of the Trustee Board, and four others who will be appointed by the Trustee Board:
 - a. Another Officer Trustee;
 - b. A Student Trustee;
 - c. An External Trustee;
 - d. A representative of the University of Manchester.
7. The Chair of the Trustee Board will be the Chair of the Appointments Panel.
8. A quorum of the Appointments Panel will be three members, at least one of which must be the Chair of the Trustee Board.

Overall Responsibility

9. The Appointments Panel will take delegated responsibility on behalf of the Trustee Board for identifying, and proposing an Industry Director of Manchester Academy Venues Ltd, Student Trustees and External Trustees in accordance with the Articles of Association and for their induction, support and development.

Main duties

10. To carry out regular skills, experience and diversity audits of the Trustee Board and identify the skills, experience, characteristics and backgrounds that are needed to provide high quality effective governance
11. To prepare job descriptions, person specifications and an information pack for prospective appointees and to be open about the time commitments involved and what is expected of each Trustee. It is essential that prospective Trustee Board members share the Union's mission and values; are team players; and can be constructively challenging and independently minded
12. To prepare a recruitment plan and timetable, and to consider whether vacancies should be advertised internally, through newsletters, the internet etc, advertised externally, through the web, local or national press or in specialist journals if specialist skills are needed
13. To identify a list of prospective appointees and develop their interest in the work of the organisation
14. To meet the prospective appointees, to scrutinise their suitability and to make recommendations to the Board
15. To inform successful and unsuccessful candidates
16. To induct, mentor and involve new appointees
17. To appoint the Union Director

AUDIT AND RISK COMMITTEE

Purpose

18. To ensure that the Union complies with all relevant laws and regulations and that an internal system of accountability is formally set up
19. To review and consider appropriate methods of controlling the Union's activities (financial and otherwise)
20. To analyze and manage the Union's overall risk profile

Membership

21. The Committee shall consist of 5 trustees appointed by the Trustee Board, of which a maximum of 2 will be external trustees. It will have non voting membership of the external auditor and 2 external members who will be individuals of appropriate skills and expertise (of which a minimum of 1 are independent and not otherwise associated with the Union). The Union Director shall be in attendance
22. Each member cannot serve for more than 3 years , with the exception of the external auditor (see clause 25)
23. Trustee members may be members of Audit and Risk Committee as long as they are members of the Board of Trustees
24. The External Auditor shall be a member of Audit and Risk for the duration of their company's contract with the Union

Proceedings

25. The Trustee Board will appoint the Chair of the Audit and Risk Committee
26. The quorum of the Committee shall be 3 and shall meet at least 3 times per year
27. Any trustee may attend a meeting of the Audit and Risk Committee, even where they are not a formally appointed member of the Committee
28. The Audit and Risk Committee may require the attendance of any Officer Trustees or employee of the Union to report on any matter raised by the Audit Committee, and may appoint or instruct any external professional advisor, legal or otherwise, to properly perform its functions
29. The Audit Committee may review, investigate or analyze on behalf of the Trustee Board any matter or issue which may threaten or adversely impact the Union's objects and governing documents, operations, assets, compliance with applicable law and regulations, records, data and overall reputation

Remit

30. To review the risk profile of the Union and any existing audit framework (both internal and external)
31. To structure and recommend appropriate levels of internal and external audit systems
32. To monitor the performance of existing audit systems and to present regular reports to the Trustee Board in respect of the results of any auditing exercise

33. To advise on and ensure that audit checks are carried out in all key areas of the Union's operations: in particular, legal, financial and tax management, investment policies and performance, health and safety insurance
34. To promote a culture of accountability throughout the Union's operations and among its staff and members
35. To review and advise the Trustee Board in respect of any matter which threatens or carries a risk for the Union
36. To institute and monitor any special or ad-hoc audit or investigation, providing a report of its findings to the Trustee Board
37. To offer an ultimate port of call for the more urgent or sensitive concerns raised in respect of the Union's integrity, financial and otherwise
38. To liaise with external auditors and promote a more efficient and coordinated audit process involving internal and external auditors⁴⁰ To appoint other professional advisers where necessary and request specialist advice as may be required to perform its role effectively
39. To make other decisions of a financial nature but only as delegated by the Trustee Board

External Audits

40. To monitor frequency and scope of external audits
41. To advise the Trustee Board on the appointment and to monitor the performance of external auditors
42. To review existing arrangements of external auditors (and their terms of business/engagement) and to advise on tenders if appropriate
43. To liaise with external auditors and review the preparation of the audit report
44. To co-ordinate the relationship between the Trustee Board and external auditors
45. To review the documentation provided by the Trustee Board to external auditors, for the preparation of the charity's statutory accounts and other financial statements

PEOPLE & CULTURE COMMITTEE

Purpose

46. To agree amendments to employee policies
47. To approve the Union wide pay award
48. To agree the pay award for the Union Director

Membership

49. The committee shall consist of 3 trustees appointed by the Trustee Board and may include 1 non voting external member who will be an individual of appropriate skills and expertise. The Union Director shall be in attendance
50. Trustee members may be members of People & Culture Committee as long as they are members of the Board of Trustees
51. External members may not serve for more than 3 years

Proceedings

52. The Trustee Board will appoint the Chair of the People and Culture Committee
53. The quorum of the Committee shall be 3 and it shall meet at least 3 times per year. The Union Director shall not take part in any decision concerning their remuneration

54. Any trustee may attend a meeting of the People & Culture Committee even where they are not a formally appointed member of the Committee
55. The Committee will meet approximately two weeks before and report to the Trustee Board after each meeting or at any time it may be necessary or desirable
56. The Committee may require the attendance of any Officer Trustees or employees of the Union to report on any matter raised by the Committee, and may appoint or instruct any external professional advisor, legal or otherwise to properly perform its functions