

BYE-LAW | TRUSTEE BOARD COMMITTEES

Last updated: 11th September 2014

General

1. The Board reserves the right (in accordance with Article 42.1.12) by resolution to constitute, alter or disband any Committee at any time at its discretion.
2. Except where specifically noted, all members of Trustee Board Committees will be chosen by the Trustee Board. In the case of any non-Trustee members, these shall be appointed by the Trustee Board on the recommendation of the Governance and Appointments Committee.
3. The Chair of a Board Committee (where not specified in this Bye-Law) may be appointed by the Trustee Board. If the Board does not directly fill the position, then the Committee will appoint the Chair itself.
4. All appointments of Trustees to Board Committees shall be reviewed annually.
5. A member of staff from the Union shall act as Secretary to every Board Committee.
6. The Chair of a Committee shall have discretion to vary the dates and times of all meetings, and to call additional meetings as necessary.
7. Members of any Board Committee may be removed from their position if either:
 - a. They fail to attend two consecutive meetings without sending apologies, and the Committee resolves there is no good reason for their absence;
 - b. The Trustee Board votes by a simple majority to remove them;
 - c. In the case of a Trustee, they cease to be a Trustee.

Governance and Appointments Committee

Composition and quorum

8. The Governance and Appointments Committee will consist of 5 members:
 - a. The Chair of the Trustee Board, who shall be Chair of the Committee;
 - b. Another Officer Trustee;
 - c. A Student Trustee;
 - d. An External Trustee;
 - e. A representative of the University of Manchester, invited by the Chair of the Trustee Board, who shall be a non-voting member.
9. A quorum of the Governance and Appointments Committee will be three members.

Remit

10. The overall remit of the Governance and Appointments Committee is to ensure that all appointed positions to Trustee Board and its Committees are filled with candidates of sufficient skills and experience, and to ensure that the governance arrangements of the Students' Union as a whole are effective and fit for purpose.
11. Specifically in respect of appointments, the remit of the Committee is to:
 - a. Identify and propose Student Trustees and External Trustees to the Trustee Board;
 - b. Identify and propose other non-Trustee members of Trustee Board Committees (including the Board of Manchester Academy Venues Ltd);

- c. Oversee the arrangements for the induction, support and development of Trustees and Board Committee members.
12. Specifically in respect of governance, the remit of the Committee is to review:
- a. The effectiveness or clarity of the Bye-Laws, on an annual basis;
 - b. The functioning of the Trustee Board and its Committees, and consider alterations to their terms of reference or composition;
 - c. All policies relating to the governance of the Students' Union.

Delegated powers

13. In respect of appointments, the Committee shall have power to:
- a. Carry out regular skills, experience and diversity audits of the Trustee Board and its Committees to identify the skills, experience, characteristics and backgrounds that are needed to provide high quality effective governance;
 - b. Prepare job descriptions, person specifications, information packs and other documents for applicants;
 - c. Advertise vacancies;
 - d. Receive and shortlist applications, and interview candidates;
 - e. Inform successful and unsuccessful candidates;
 - f. Induct, mentor and involve new appointees;
 - g. Recommend candidates for appointment to the Trustee Board.
14. In respect of governance, the Committee shall have power to advise the Trustee Board on changes to:
- a. The Bye-Laws;
 - b. The terms of reference or the composition of its Committees;
 - c. Any policies relating to the governance of the Students' Union.
15. The Committee may delegate the execution of its work to members of Staff or Officers.

Audit and Risk Committee

Composition and quorum

16. The Audit and Risk Committee will consist of up to 5 Trustees. At least one member must be an External Trustee and at least one member must be a Student Trustee.
17. The Board may also appoint up to 2 non-Trustee members of the Committee, who will serve for three year terms.
18. The External Auditors will be invited to attend every meeting.
19. A quorum of the Audit and Risk Committee will be three members.

Remit

20. The overall remit of the Audit and Risk Committee is to oversee all matters relating to audits, including the appointment of internal and external auditors, and to ensure satisfactory arrangements are in place in respect of internal controls and risk management.
21. Specifically in respect of the audit process and auditors, the remit of the Committee is to:
- a. Advise the Trustee Board on the appointment or removal of the external auditors, and on an annual basis recommend whether to re-appoint the external auditors;

- b. Monitor the performance and effectiveness of the external auditors to ensure the audit is of sufficiently high standard and represents value for money;
 - c. Discuss with the external auditors problems and reservations arising from all audits, including a review of the management letter incorporating management response and any other matters the external auditors may wish to discuss;
 - d. Consider the annual report and financial statements with the external auditors, and to submit them to the Trustee Board for approval;
 - e. Advise the Trustees on and regularly review arrangements for internal audit or other specialist advice;
 - f. Monitor the implementation of all actions arising from audit recommendations.
22. Specifically in respect of risk management, the remit of the Committee is to:
- a. Review operational risks and consider particular risks that are especially high risk, including contracts of a significant nature;
 - b. Oversee the management of all matters relating to Health and Safety;
 - c. Satisfy itself that all systems of internal controls and risk management are operating effectively;
 - d. Receive reports on any major incidents occurring within the Union, and in light of these look at the effectiveness of existing policies or other measures;
 - e. Investigate or scrutinise any other matters at the request of the Board which are of an important strategic nature or are viewed to pose a significant risk.

Delegated powers

23. The Committee shall have power to:
- a. Investigate (or order an investigation or audit of) any matter within its remit;
 - b. Interview any staff member in the course of its investigations;
 - c. Appoint or commission external, legal or other professional advice, provided that any expenditure may only be paid out of a budget authorised by the Trustee Board;
 - d. Make recommendations to the Trustee Board on any matter within its remit.
24. The Committee may delegate the execution of its work to members of Staff.

Reporting

25. The minutes of the Committee will be provided to every member of the Trustee Board.
26. The Committee will report regularly to the Trustee Board on any items of concern.

People and Culture Committee

Composition and quorum

27. The People and Culture Committee will consist of 4 members:
- a. An External Trustee;
 - b. Two Student Trustees;
 - c. An Officer Trustee.
28. A quorum of the People and Culture Committee will be three members.
29. The Chair of the Committee must not be an Officer Trustee.

Remit

30. The remit of the People and Culture Committee is to:
- a. Oversee the Students' Union's HR function;
 - b. Monitor the performance of the Union Director;
 - c. Review the remuneration of the Union Director and other senior staff;
 - d. Promote Equality and Diversity throughout the organisation;
 - e. Monitor the Students' Union's compliance with employment legislation;
 - f. Monitor staff satisfaction;
 - g. Monitor employment related statistics;
 - h. Review all changes to employment related policies.

Delegated powers

31. The Committee shall have power to advise the Trustee Board on:
- a. The performance of the Union Director;
 - b. Any change to the remuneration of the Union Director or other senior staff;
 - c. Any change to employment related policies;
 - d. Any other matter relating to the employment of staff in the Students' Union.
32. The Committee may delegate the execution of its work to members of Staff.

Board of Manchester Academy Venues Ltd

Composition and quorum

33. The Board of Manchester Academy Venues Ltd ("the MAV Board") will be composed as set out in its Articles of Association, that is:
- a. Three Sabbatical Officers;
 - b. A Student Trustee;
 - c. Another Students' Union Trustee;
 - d. The Union Director.
34. The quorum of the MAV Board will be as set out in its Articles of Association, i.e. four members.

Remit

35. The remit of the MAV Board is to overall govern the Company, in accordance with the directions of the Trustee Board.

Delegated powers

36. The MAV Board may exercise all the powers of the company, provided this is in accordance with the Scheme of Delegation issued by the Trustee Board from time to time.

Ethics Panel

Composition and quorum

37. The Ethics Panel will consist of 3 members:
- a. Two Officer Trustees;

b. A Student Trustee.

38. A quorum of the Ethics Panel will be three members.

Remit

39. The overall remit of the Ethics Panel is to consider any matter referred to it by the Trustee Board that is regarded to have an ethical implication that might impact upon the Students' Union.

Delegated powers

40. The Ethics Panel shall have power to investigate any matter referred to it as it sees fit and to advise the Trustee Board on an appropriate course of action.

41. The Ethics Panel may delegate the execution of its work to members of Staff.

Original Bye-Law approved by referendum on 08.02.2012

Revised in entirety by Trustee Board on 12.09.2014