

Bye-law 1: Board of Trustees



1. Introduction

This Bye-Law outlines the role, responsibilities, composition, sub-committees, and proceedings of the Board of Trustees of the University of the West of Scotland Students' Union ("the Union"). It should be read in conjunction with the Memorandum and Articles of Association of the Union, which set out the Union's constitutional framework and legal obligations.

The Board of Trustees is the highest governing body of the Union, with responsibility for overseeing the strategy, finances, legal compliance, and governance of the organisation. The Board ensures that the Union operates in line with its charitable objectives and in the best interests of all students.

The Board is committed to upholding the Union's core values: being Welcoming, Innovative, Student-Led, and committed to Equality. Trustees aim to foster a positive organisational culture by promoting transparency, accountability, inclusion, and collaboration in all of their work.

2. Composition of the Board

- a. The Board of Trustees shall consist of:
 - i. The President (Chair)
 - ii. The Vice President Education
 - iii. Up to four Student Trustees
 - iv. Up to four External Trustees
 - v. Additional co-opted Trustees as outlined in the Articles

- b. All Trustees are Company Law Members for the duration of their term on the Board.

3. Responsibilities of the Board

The Board is collectively responsible for:

- i. Upholding the charitable objectives of the Union
- ii. Setting and monitoring the Union's strategic direction
- iii. Approving and overseeing the annual budget
- iv. Ensuring legal and regulatory compliance
- v. Overseeing risk management
- vi. Championing a positive organisational culture that reflects the Union's values and fosters wellbeing, respect, and collaboration
- vii. Ensuring that governance and strategic decisions reflect the diverse needs and voices of UWS students across all campuses
- viii. Holding the Chief Executive accountable for operational delivery

4. Role of the Chair and Vice Chair

- a. The President shall act as Chair of the Board.
- b. The Vice Chair shall be appointed by the Board from among the External Trustees.
- c. In the absence of the Chair, the Vice Chair shall preside. In the absence of both, a Chair shall be appointed by those Trustees present.
- d. In the case of a long-term absence, the Vice President Education shall assume the responsibilities of Chair until the President resumes duties or a new President is elected.
- e. **The Chair** (President) is responsible for:
 - i. Lead and chair Board meetings, ensuring discussions are inclusive, well-structured, and focused
 - ii. Ensure that the Union complies with its governing document and any other relevant legislation or regulations and make sure that the organisation pursues its objectives as defined in its constitution.
 - iii. Support an effective relationship between trustees and senior staff
 - iv. Collaborates with the Vice Chair and CEO to shape Board agendas
 - v. Holding the casting vote in the event of a split decision
 - vi. Ensuring that AGMs and EGMs are carried out according to the governing document.
 - vii. May jointly approve urgent actions (non-substantive matters) between Board meetings with the Vice Chair
 - viii. Ensure the Union's governance reflects and upholds the values of being Welcoming, Innovative, Student-Led and committed to Equality
 - ix. Meets monthly with the CEO and Deputy CEO to review management accounts and discuss operational performance
 - x. Conduct the CEO's annual appraisal, alongside the Vice Chair.
- f. **The Vice Chair** (External Trustee) is responsible for:
 - i. Act as a sounding board and governance advisor to the Chair (President)
 - ii. Collaborates with the Chair and CEO to shape Board agendas
 - iii. Provides strategic support and challenge to the CEO.
 - iv. Meets monthly with the CEO and Deputy CEO to review management accounts and discuss operational performance
 - v. Deputises for the Chair when necessary, including chairing Board meetings
 - vi. Conduct the CEO's annual appraisal, alongside the Chair.

5. Meetings and Decision-Making

- a. The Board must meet at least four times per Academic Year.
- b. Meetings may be held in person, online, or in hybrid format.
- c. A minimum of four Trustees (including the President or Vice President Education and at least one Student Trustee) shall form a quorum.
- d. Decisions shall be made by simple majority, with the Chair holding a casting vote if necessary.
- e. Minutes shall be recorded for all meetings and made available in line with the Union's Articles.

6. Sub-Committees of the Board

The Board may establish sub-committees to support effective governance. Each sub-committee shall:

- i. Operate under a remit approved by the Board
- ii. Keep accurate minutes and report to the Board regularly.

The following sub-committees shall normally be in operation:

b. Finance, Audit and Risk Committee

- i. Purpose - The Audit and Risk Committee is responsible for:
 1. Ensuring the Union's compliance with its legal obligations, including submitting the necessary returns to OSCR, Companies House, HMRC, and the Pensions Regulator.
 2. Monitoring and updating the Union's risk register.
 3. Updating the Scheme of Delegated Authority (SODA).
 4. Reviewing financial policies and procedures.
 5. Ensuring compliance with health and safety legislation.
- ii. Membership
 1. The Student President
 2. One Student Trustee
 3. Two External Trustees
 4. Chief Executive and Deputy Chief Executive - Governance & Finance
- iii. Frequency - The Committee will meet at least twice per year.
- iv. Committee **Chair** - One Union Trustee who is not a current student will chair the committee as agreed by the Committee. In their absence, one of the other non-student trustees may chair the meeting.
- v. Quorum - Two Union Trustees who are not current students.
- vi. Required **Information** - This committee will receive:
 1. Copies of any audit reports received
 2. Copy of the most recent incidents and accidents recorded in our logs.
- vii. Reporting **Information** - Minutes, including updated Risk Register and SODA will be submitted to the Board of Trustees for noting

c. People and Culture Committee

i. Purpose

1. Oversees staffing matters, including HR policies, organisational structure, and Union culture
2. Ensures that policies and practice reflect the Union's values of inclusion, equality, and care
3. To receive recommendations from the Chief Executive on staffing structure, salaries and other matters as appropriate and consistent with the scheme of delegated authority (SODA)

ii. Membership

1. All External Trustees
2. The President of the Students' Union
3. The Chief Executive shall be in attendance.

ii. Frequency – Twice a year

iii. Committee Chair - One of the non-student trustees

iv. Quorum - Any two trustees plus the Chief Executive

v. Required information – The committee shall receive relevant HR information to support its decision-making responsibilities

vi. Reporting Information - Minutes, Board of Trustees, for noting

d. Appointments Committee

i. Purpose

1. This committee will be convened when necessary to coordinate the recruitment and appointment of new trustees.
2. Responsible for shortlisting, interviewing, and recommending appointments to the Board
3. Ensures appointments reflect the Union's commitment to student leadership, diversity, and inclusive governance

ii. Membership

1. The President or Vice President
2. One External Trustee
3. One Student Trustee
4. Sub-committees may co-opt additional members (including staff or external experts) to enhance their work, subject to Board approval.

iii. Frequency - As required

iv. Committee Chair - A Chair will be selected by the members of the Committee.

- v. **Quorum** - Any two members

- vi. **Required Information** - This committee shall receive
 - 1. Application forms from prospective Trustees
 - 2. References from selected Trustee candidates

- vii. **Reporting Information**
 - 1. Any appointments shall be submitted to the Student Members Meeting for ratification in line with Articles 19, 21 and 23 of the Articles of Association.
 - 2. The Committee should also report any recommendations to the Board of Trustees for co-option onto the board.

7. Conduct and Accountability

- i. All Trustees shall adhere to the Nolan Principles of Public Life.
- ii. Trustees are expected to attend meetings, declare conflicts of interest, and participate in training and Board evaluation.
- iii. Trustees may be removed from office for persistent non-attendance or breach of conduct, in accordance with the Articles.

Bye-Law 1: Board of Trustees V1.3

1. To the Board of Trustees as required.

Document Control		
Review Date	Changes	Version
19/05/2019	Initial Approval	V1.0
5/12/2023	Updated membership of audit and risk committee so that it didn't include all board members.	V1.1
20/01/2025	No changes required apart from Board of Trustees requested spelling/errors be checked throughout i.e. SAUWS removed and replaced	V1.2
22/05/2025	Updated membership of audit and risk committee to include Deputy Chief Executive – Governance & Finance	V1.3
6/10/2025	Improved structure and enhanced explanations of different Trustee Roles. Clarified the role of the Chair and Vice Chair.	V1.4

Approving Body	Board of Trustees
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