

SOAS Students' Union Board of Trustees Sub-Committee Terms of Reference

This document sets out how SOAS Students' Union Board of Trustees Sub-Committees shall operate. The Sub-Committees include Commercial Services Committee, Finance and Risk Committee, Governance Committee, Appointments Committee

Charity Number: 1150717

Approved Date: 19th September 2023

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Owner: Board of Trustees

1. Membership

- a. All members of the Committee shall be chosen by the Board of Trustees, except where specifically noted. This appointment should take place at the last meeting of the Board of Trustees of the previous academic year.
- b. The Committee shall be made up of at least three Trustees:
 - i. One Sabbatical Trustee
 1. People and Talent Committee – Co-President Equality and Liberation
 2. Governance Committee – Co-President Democracy and Education
 3. Finance and Risk Committee – Co-President Welfare and Campaigns
 4. Commercial Services Committee – Co-President Activities and Events
 5. Appointments Committee- appointed annually
 - ii. One External Trustee
 - iii. One Student Trustee
- c. Additional Trustees may be appointed to the Committee by the Board, providing that the number of Sabbatical and Student Trustees exceeds or is equal to the number of External Trustees.
- d. The Chair of the Committee shall be appointed by the Board of Trustees and shall ordinarily be an External Trustee.
- e. The Vice-Chair of the Committee shall be the Sabbatical Trustee.
- f. In the event of an equality of votes the Chair shall be entitled to a deciding vote, in addition to any other vote they may have.
- g. Any Trustee has the right to attend Committee meetings, however, only those formally appointed shall have voting rights.
- h. The Chief Executive shall be a non-voting member.
- i. The Committee may from time to time decide to invite Union staff to attend and grant them speaking rights.
- j. The Board of Trustees reserves the right to appoint a maximum of two external members of appropriate skill and expertise to the Committee.
 - i. External members shall have a standard term of two years and may serve a maximum of two terms.
 - ii. They shall be appointed in accordance with SOAS Students Union Constitution, Clause 12.12.
- k. Members of the Committee may be removed from their position if:
 - i. They fail to attend two consecutive meetings without sending apologies, and the Committee resolves there is no good reason for their absence;
 - ii. The Board of Trustees votes by simple majority to remove them; or
 - iii. In the case of a Trustee, they cease to be a Trustee

2. Secretary

- a. The Secretary shall be the Secretary to the Board, or their nominee.
- 3. Quorum**
 - a. The quorum necessary for the transaction of business shall be half the voting members, rounding up where required.
- 4. Meeting**
 - a. The Committee shall have at least one meeting per academic year.
 - b. Meetings of the Committees should be scheduled to coincide with the cycle of business for the Board of Trustees and other Committees.
 - c. The Chair of the Committee shall have the discretion to vary the dates and times of the Committee and to call additional meetings if necessary.
 - d. Ordinary meetings should be held between meetings of the Board of Trustees where reasonably practicable.
 - e. Extraordinary meetings may be scheduled as needed by the Chair of the Committee or at the request of any two voting members.
 - f. Meetings shall normally be held virtually.
 - g. Any Sub-Committee shall from time to time hold combined meetings with other Sub-Committee. Where business overlaps, the items may be voted on by all members. Where items relate to only one committee, voting may be reserved for members of the relevant committee only. Decisions as to whether to call a combined meeting and whether items should be voted on by members of both committees or reserved shall be decided by the Chairs of the committees.
- 5. Notice of Meeting**
 - a. Notice shall normally be served no later than three working days prior to the date of the meeting to each member of the Committee.
 - b. Notice shall include the venue, date, time, agenda and supporting papers.
- 6. Minutes**
 - a. The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
 - b. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
 - c. Minutes of Committee meetings, including deliberations, passed resolutions, and decisions shall be circulated promptly to all members of the Committee and once agreed, to all members of the board, unless a conflict of interest exists.
 - d. The minutes of the Committee shall be considered open and will be available to members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters.
- 7. Reporting**
 - a. The outcome and minutes of any meeting of the Committee shall be reported to the next meeting of the Board of Trustees.

- b. Any matters delegated to the Committee which are included in the Board's Schedule of Reserved Matters must be presented to the Board for formal approval.

8. Delegated Responsibilities and Authority

- a. The following Sub-Committees are Committees of the Board of Trustees from which it derives its authority and to which it regularly reports.
- b. The Committee has delegated authority from the Board in respect of the remit set out in these Terms of Reference.
- c. The Committee has delegated authority to make recommendations to the Board of Trustees on matters relating to these Terms of Reference.
- d. The Committee has authority to investigate any matter within its Terms of Reference and to obtain such information as it may require. This could include:
 - i. Mandating Union staff to provide research support, to perform its duties.
 - ii. Obtain, at the Union's expense, outside professional advice on any matter within its terms of reference.
 - iii. Call any employee to be questioned at a meeting of the Committee as and when required.

9. Terms of Reference

- a. The Committee has the power to amend its own Terms of Reference. However, the Board of Trustees 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.
- b. The Terms of Reference shall be set out as appendices to the Schedules.
- c. The Terms of Reference shall be reviewed by the Board of Trustees on an annual basis.

10. Commercial Services Committee

a. Committee

- i. The Committee shall be known as the Commercial Services Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- ii. The Commercial Services Committee is a Committee of the SOAS Student Union Board of Trustees.

b. Purpose

- i. The Committee shall provide guidance, scrutiny, oversight and make recommendations to the Board of Trustees where appropriate, on matters relating to Commercial Services. This includes commercial outlets, revenue events and marketing.

c. Remit

- i. The Committee shall be responsible for the oversight of policies, procedures and strategic projects relating to Commercial Services.

- ii. The Committee shall review and challenge where necessary reports and updates regarding commercial and trading performance, making recommendations and setting strategic goals.
- iii. The Committee shall regularly review management accounts.
- iv. The Committee shall be responsible for strategic projects relating to commercial income and facilities.

11. Finance and Risk Committee

a. Committee

- i. The Committee shall be known as the Finance and Risk Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- ii. The Finance and Risk Committee is a Committee of the SOAS Student Union Board of Trustees.

b. Purpose

- i. The Committee shall provide guidance, scrutiny, oversight and make recommendations to the Board of Trustees where appropriate, on matters relating to Finance and Risk. This includes finances, property and assets.

c. Remit

- i. The Committee shall be responsible for the oversight of policies, procedures and strategic projects relating to Finance and Risk.
- ii. In accordance with Constitution the Trustees may delegate all financial matters to any committee.
- iii. The committee shall review and challenge where necessary:
 - 1. The integrity of the financial statements of the organisation, including its annual and half-yearly reports, interim management statements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.
 - 2. The statutory external audit and summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.
 - 3. The effectiveness of the organisation's internal controls and risk management systems.
 - 4. The effectiveness of the organisation's internal audit function in the context of the organisation's overall risk management system.
 - 5. The effectiveness of the organisation's Health & Safety operation.
- iv. The committee shall receive the external auditor's management letter and recommend to the board any actions it deems to be required to remedy concerns raised.

- v. The committee shall oversee the relationship with the external auditor, subject to appointment by Student Members at the Annual General Meeting. This is to include making recommendations to the board in relation to the appointment, re-appointment and removal of the organisation's external auditor. The committee shall oversee the selection process for new auditors and if an auditor resigns the committee shall investigate the issues leading to this and decide whether any action is required.
- vi. The committee shall seek assurances and advise the Board regarding the organisation's legal compliance and obligations to its regulators including assessing any possible serious incidents as may occur – identifying lessons learned and evaluating control measures.

12. Appointments Committee

a. Committee

- i. The Committee shall be known as the Appointments Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- ii. The Appointments Committee is a Committee of the SOAS Student Union Board of Trustees.

b. Purpose

- i. The Committee shall provide recommendations to the Board of Trustees on matters relating to the appointment of External and Student Trustees.

c. Remit

- i. The Committee shall, in accordance with the Constitution and Schedules, be responsible for making recommendations to the Trustees regarding the appointment of Student Trustees and External Trustees.
- ii. The duties of the Committee are to:
 1. Prepare job descriptions, person specifications and an information pack for prospective External and Student Trustees.
 2. Prepare a recruitment plan and timetable for Trustee vacancies, including promotion.
 3. Identify a list of prospective External Trustees and develop their interest in the work of the organisation.
 4. Ensure all prospective Trustees meet the eligibility criteria.
 5. Meet the prospective Trustees to scrutinise their suitability. Ensuring that all prospective Trustees:
 - a. Are aware of the time commitment involved and what is expected of Trustees.
 - b. Share the ethos and values of the SU.

- c. Are team players, can be constructively challenging and independently minded.
- 6. Make recommendations to the Board regarding appointments.
- 7. Inform successful and unsuccessful prospective Trustees.
- 8. Induct, mentor and involve new Trustee Board members.

13. Governance Committee

a. Committee

- i. The Committee shall be known as the Governance Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- ii. The Governance Committee is a Committee of the SOAS Student Union Board of Trustees.

b. Purpose

- i. The Committee shall be responsible for upholding good governance within SOAS SU by keeping governance arrangements under review, ensuring Board compliance with relevant legislation not otherwise delegated to another Committee and ensuring good governance within the democratic processes.

c. Remit

- i. The Committee shall be responsible for the oversight of policies, procedures and strategic projects relating to good governance. This includes making recommendations to the Board of Trustees on the formation of such policies or recommendations for amendments.
- ii. The Committee shall be responsible for ensuring Board compliance with relevant legislation not otherwise delegated to another Committee.
- iii. The Committee shall be responsible for ensuring Board effectiveness, including coordinating evaluations of the Board and its members.
- iv. The Committee shall be responsible for keeping governance arrangements under review and making recommendations to the Board on approaches to be taken where appropriate.
- v. The Committee shall be responsible for ensuring good governance in the Election Process. This includes hearing the Returning Officers Report after each election and delegated responsibility to appoint the Returning Officer and Deputy Returning Officer.
- vi. The Committee shall be responsible for ensuring good governance in Referenda and Preferenda. This includes undertaking the necessary processes delegated to Committee in the Preferenda and Referenda Schedule and having delegated authority for the implementation of ideas passed by Preferenda or Referenda.

14. People and Talent Committee

a. Committee

- i. The Committee shall be known as the People and Talent Committee and shall fulfil the functions identified to that Committee in the governing documents and within these Terms of Reference.
- ii. The People and Talent Committee is a Committee of the SOAS Student Union Board of Trustees.

b. Purpose

- i. The Committee shall provide guidance, scrutiny, oversight and make recommendations to the Board of Trustees where appropriate, on matters relating to people management. This includes recruitment, reward, performance retention, development, culture and change.

c. Remit

- i. The Committee shall be responsible for the oversight of policies, procedures and strategic projects relating to recruitment, performance, reward, wellbeing, development, retention, culture and culture. This is to include making recommendations to the Board of Trustees on the formation of such policies or recommendations for amendments.
- ii. The Committee shall review annual pay award and benefits and make recommendations to the Board of Trustees.
- iii. The Committee shall consider and make recommendations for strategic restructures.
- iv. The Committee shall receive staff survey results and other staff feedback mechanisms, in order to make recommendations and monitor delivery of actions.
- v. The Committee shall identify and monitor strategic and operational staffing and people KPI's (including employment statistics, workforce composition and diversity data).
- vi. The Committee shall oversee arrangements for the recruitment of the Chief Executive and other senior management positions as appropriate, delegating authority where appropriate.
- vii. The Committee shall receive updates on the SU's Equality, Diversity and Inclusion performance.
- viii. The Committee shall consider and recommend recognition agreements for Trade Union/Staff Associations.
- ix. The Committee shall maintain and oversight on relevant developments such as legislative changes, good people management, employment and management trends, ensuring that HR processes and practices are up to date.
- x. The Committee shall receive reports on HR matters as appropriate, at the discretion of the Chief Executive or Committee Chair.

- xi. For clarity, this group will not deal with staff HR matters, nor discussion of individual's pay, progression or performance. These will be managed by the Chief Executive, or the Board of Trustees (in the case of the Chief Executive).