



Terms of Reference

SOAS SU Governance Committee

1. Committee

- a. 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.
- b. The Governance Committee is a Committee of the SOAS Student Union Board of Trustees.

2. Purpose

- a. 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.

3. 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 first meeting of the Board of Trustees of the academic year.
- b. The Committee shall be made up of at least three Trustees:
 - i. One Sabbatical Trustee, who shall be the Co-President Democracy and Education
 - 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 Co-President Democracy and Education.
- 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, the Returning Officer and the Deputy Returning Officer 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
4. **Secretary**
- a. The Secretary shall be the Secretary to the Board, or their nominee.
5. **Quorum**
- a. The quorum necessary for the transaction of business shall be half the voting members, rounding up where required.
6. **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.
7. **Notice of Meeting**
- a. Notice shall normally be served no later than five 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.
8. **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.

9. Remit

- a. 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.
- b. The Committee shall be responsible for ensuring Board compliance with relevant legislation not otherwise delegated to another Committee.
- c. The Committee shall be responsible for ensuring Board effectiveness, including coordinating evaluations of the Board and its members.
- d. The Committee shall be responsible for keeping governance arrangements under review and making recommendations to the Board on approaches to be taken where appropriate.
- e. 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.
- f. 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.

10. 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.

11. Delegated Responsibilities and Authority

- a. The Governance Committee is a Committee 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 Governance.
- 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.

12. 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.