

# **Board of Trustees**

## **Terms of Reference**

### **Purpose**

The Board of Trustees has ultimate responsibility for directing the affairs of Kent Union, ensuring it is solvent, well-run and delivering its objects, as detailed in the Constitution.

### **Remit**

1. To ensure compliance with the objects, purposes and values of the organisation and with its governing document.
2. To review the Union's Constitution, Mission, Vision and Values every five years.
3. To ensure development of a strategic plan for the Union.
4. To monitor implementation of such plan on a periodic basis.
5. To ensure the solvency, financial strength and good performance of the organisation.
6. To oversee management of the Union's financial affairs, including ensuring preparation of the Union's annual accounts, reviewing management accounts and annually agreeing a programme of work with the Union's auditors.
7. To review and oversee the Union's audit framework, approve internal and external audit systems and ensure that audit checks are carried out in all key areas of the Union, including legal, financial and tax management, health and safety and insurance
8. To review the University Internal Audit reports and monitor implementation of any recommendations detailed therein.
9. To receive the Union's Financial Statements and discuss any issues arising from the External Auditor's accompanying report.
10. To ensure that the organisation complies with relevant laws, regulations and requirements of its regulators.
11. To review and approve the Union's terms and conditions of employment and other staffing policies and to consider matters relating to staff discipline and grievance.
12. To oversee the appointment (and if necessary the dismissal) of the Chief Executive.
13. To determine the Chief Executive's reward package and to appoint members to appraise and performance-manage the Chief Executive (normally the Chair and Vice-Chair).
14. To determine and maintain a framework of delegation and internal control, including authority to establish committees of the Board as deemed necessary.
15. To agree or ratify all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.
16. To appoint members to the sub-committees of the Board and to empower such members to act on behalf of the full Board, within parameters set by the Board.

### **Responsibility and Authority**

- The Board must ensure that the organisation's vision, mission and values and activities remain true to its objects.
- Trustees are bound by an overriding duty, individually and as a Board, to act reasonably at all times in the interests of the organisation and of its present and future members.
- All trustees are equally responsible in law for the Board's actions and decisions, and have equal status as trustees.

- Trustees must act personally, and not as the representative of any group or organisation; this applies regardless of how that person was elected or selected to become a trustee.
- The trustees must ensure that they remain independent, and do not come under the control of any external organisation or individual.
- The quorum for Board meetings shall be 50% + 1 of the filled positions.

### **Membership**

- Chair (President)
- Deputy Chair (one of the Trustees)
- Four Sabbatical Officers
- Four Student Trustees
- Four External Trustees
- Chief Executive (in attendance)
- Governance Support Manager (in attendance)

### **Resources**

- Any financial resources necessary to achieve the Board's objective
- Any management resources necessary to achieve the Board's objective
- Chief Executive to draft papers and reports for the Board and to develop the agenda for Board meetings in conjunction with the Governance Support Manager and the Chair
- Governance Support Manager to take minutes and collate papers for Board meetings

### **Regularity of Meetings**

At least four meetings per annum