

Regulation A2: Trustee Board

Revised: November 2020

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1. Powers of the Trustee Board

- 1.1 There shall be a Robert Gordon University Student Association Trustee Board.
- 1.2 The Trustee Board shall be responsible for the strategic oversight of the Robert Gordon University Student Association (the “Union”) and shall be ultimately responsible for all of the affairs and property of the Union and may exercise all of the powers of the Union as it thinks fit, save only as otherwise provided by the Union’s Constitution and in accordance with the Union’s regulations.
- 1.3 The Trustee Board’s powers shall include, but shall not be limited to, responsibility for:
- 1.3.1 the governance of the Union;
 - 1.3.2 the budget of the Union;
 - 1.3.3 the strategy of the Union.

2. Remit of the Trustee Board

- 2.1 The members of the Trustee Board shall have a number of duties which cover the remit of the Trustee Board’s powers. These duties shall include:
- 2.2 Governance of the Union
- 2.2.1 ensuring that the Union operates in accordance with its charitable purposes and activities;
 - 2.2.2 being knowledgeable of the Union’s Constitution, Objects and Regulations, ensuring they are appropriate and relevant, and acting in accordance with its terms and relevant legislation;
 - 2.2.3 ensuring that the activities of the Union are conducting in compliance with statutory and regulatory requirements, particularly the Education Act 1994 (as amended) and the Robert Gordon University (the “University”) Code of Practice.
- 2.3 Strategy of the Union
- 2.3.1 having an up-to-date knowledge of the operating environment and the work of the Union including its promise and principles as expressed in its Strategic Plan;
 - 2.3.2 periodically reviewing the Union’s promise and purpose statements;
 - 2.3.3 contributing to giving strategic direction to the Union and ensuring that strategic plans and operational plans are in place, regularly reviewed, with clear targets to provide long-term direction for the Union;
 - 2.3.4 ensuring that the views and policies of the Union’s democratic bodies and processes are enacted as far as possible.
- 2.4 Finance and Risk of the Union
- 2.4.1 overseeing the finances of the Union, ensuring fiscal stability, scrutinise and approve the annual budget and accounts and maintain the Union’s sustainability;

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- 2.4.2 considering a report from the Finance Committee of the Trustee Board at each of its meetings;
 - 2.4.3 ensuring financial information is accurate and that appropriate risk measures and controls are in place and approve the financial regulations of the Union
 - 2.4.4 reviewing the risk register at least annually and satisfy themselves that appropriate mitigating actions are being taken for the key risks identified;
 - 2.4.5 overseeing the Union's compliance with health and safety legislation ensuring appropriate insurances are in place;
 - 2.4.6 safeguarding and monitoring the reputation of the Union.
- 2.5 Performance of the Union
- 2.5.1 overseeing all the arrangements, including core HR documents, relating to the staff employed by the Union;
 - 2.5.2 delegating powers to management staff on day-to-day operations and implementation of the strategy, as well as receiving updates to ensure there is effective management of the Union's affairs;
 - 2.5.3 approving a scheme of delegation of its powers to the Sabbatical Executive Committee, Executive Committee, Standing Forums and any other committee set up from time to time;
 - 2.5.4 monitoring the achievement of targets to ensure the Union is satisfactorily performing to its own goals and to the expectations of key stakeholders.
- 2.6 The Trustee Board shall have the authority to act even where exceptional circumstances may impact the functioning of the Board.
- 2.7 No alteration of the Constitution or the Regulations shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 2.8 The Trustee Board shall not cease to operate or function simply because of there being, from time to time, vacancies on the Trustee Board. Where vacancies on the Trustee Board result in the number fixed as the quorum for Trustee Board meetings not being met, the continuing Trustees may only act to increase the number of Trustees, including by arranging an election, so that quorum can be met.
- 2.9 All acts done by a meeting of the Trustee Board, or of a committee of the Trustee Board, shall be valid, even if later discovered that any Trustee who participated in the act:
- 2.9.1 was not properly appointed;
 - 2.9.2 was disqualified from holding office;
 - 2.9.3 had vacated office; or
 - 2.9.4 was not entitled to vote.
- 2.10 The Trustee Board may override any decision or policy made by the members in a Referendum or a General Meeting which the Trustees consider, in their absolute discretion:
- 2.10.1 has or may have adverse financial implications for the Union;
 - 2.10.2 is or may be in breach of, contrary to, or otherwise inconsistent with charity or education law or any other legal requirements;
 - 2.10.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 2.10.4 will or may otherwise affect the discharge of any or all of the remit and duties of the Trustee Board as outlined in this regulation.

3. Membership of the Trustee Board

- 3.1 The membership of the Trustee Board, as provided within the Union's Constitution, consists of:
- 3.1.1 Sabbatical Officers;
 - 3.1.2 Five Ordinary Members;
 - 3.1.3 One University Trustee;
 - 3.1.4 Four External Trustees.
- 3.2 The Sabbatical Officers ("Sabbatical Trustees") shall be elected by the student body and shall be *ex officio* members.
- 3.3 The Ordinary Members ("Student Trustees") shall be either elected from the student body, or appointed to the Trustee Board based on their skills and experience.
- 3.4 The University Trustee and External Trustees shall be appointed to represent the broad range of the Union's activities and, wherever possible, at least one External Trustee shall have current expertise and knowledge in the field of sports development, and one in finance.

4. Appointment of Trustees

- 4.1 Sabbatical Trustees
- 4.1.1 Sabbatical Officers shall be elected by a cross-campus ballot by Ordinary Members of the Union. They shall become Sabbatical Trustees by virtue of their position.
 - 4.1.2 Sabbatical Trustees shall be members of the Trustee Board for a period of one year, unless re-elected for a second and final term.
- 4.2 Student Trustees
- 4.2.1 Five Ordinary Members shall be elected or appointed to be Student Trustees on the Trustee Board.
 - 4.2.2 In the first instance, there should be two appointed Student Trustees and three elected Student Trustees.
 - 4.2.3 Elected Student Trustees shall be selected by a cross-campus ballot by the Ordinary Members of the Union.
 - 4.2.4 Appointed Student Trustees shall be nominated by the Executive Committee and presented to the Trustee Board for selection. Student Trustees shall be selected on the basis of their interest, ambition, skills, knowledge and experience.
 - 4.2.5 Where there are vacancies for Elected Student Trustees, if the opportunity for election has been offered, and every reasonable effort to open the position for election has been taken, the Trustee Board may fill vacancies through appointment.
 - 4.2.6 Student Trustees shall be members of the Trustee Board for a period of two years, unless they cease to be a student or Ordinary Member.
- 4.3 University Trustee
- 4.3.1 One University Trustee shall be nominated by the University's Board of Governors from amongst the staff of the University with any nominations subject to approval by the Trustee Board.

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- 4.3.2 The University Trustee shall be nominated on the basis of their skills, knowledge and experience of working with the Union.
- 4.3.3 The University Trustee shall be a member of the Trustee Board for a period of three years, unless reappointed for a second and final three-year term.

4.4 External Trustees

- 4.4.1 Four External Trustees shall be nominated and approved by the Trustee Board from outside of the Union and University community.
- 4.4.2 External Trustees shall be selected on the basis of their skills, knowledge and experience and there must be at least one member with a background in sport and one with a background in finance.
- 4.4.3 Either through the Nominations Committee or the Trustee Board, the Trustee Board shall manage membership, and where there are vacancies, recruit and nominate for External Trustees. The Trustee Board shall be responsible for the nomination and appointment of External Trustees.
- 4.4.4 External Trustees shall be members of the Trustee Board for a period of three years, unless reappointed for a second and final three-year term. As far as possible External Trustee's terms of office shall not run concurrently.

5. Positions on the Trustee Board

5.1 Chair of the Trustee Board

- 5.1.1 The Chair of the Trustee Board shall be elected from one of the External Trustees by the Trustee Board.
- 5.1.2 The Chair shall usually serve for a period of three years, unless reappointed for an extended term.

5.2 Vice Chair of the Trustee Board

- 5.2.1 The Vice Chair of the Trustee Board shall be elected from one of the Sabbatical Trustees by the Executive Committee.
- 5.2.2 The Vice Chair shall serve for a period of one year, unless re-elected for a second term.

5.3 Committee Chairs

- 5.3.1 The Chair of any Committees established by the Trustee Board, such as the Finance Committee, shall be elected by the Trustee Board.

6. Meetings of the Trustee Board

6.1 The Trustee Board shall meet on at least four occasions each academic year. Meetings shall be called by one of the following mechanisms:

- 6.1.1 the Chair of the Trustee Board;
- 6.1.2 a requisition of 50 per cent plus one of the members of the Trustee Board; or
- 6.1.3 by the Executive Committee.

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- 6.2 The quorum for the Trustee Board shall be 50% plus one of the current members so long as this number includes at least one Sabbatical Trustee, one Student Trustee and one other (either External or University).
- 6.3 The Trustee Board shall not cease to operate or function simply because of there being, from time to time, vacancies on the Trustee Board. Where vacancies on the Trustee Board result in the number fixed as the quorum for Trustee Board meetings not being met, the continuing Trustees may only act to increase the number of Trustees, including by arranging an election, so that quorum can be met.
- 6.4 The Trustee Board shall have the right to require the Chief Executive Officer of the Union to attend the meetings of the Trustee Board.
- 6.5 Whenever a matter is to be discussed at a meeting and a Trustee has a personal interest (being a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee) in respect of that matter, then they must:
- 6.5.1 declare their interest to the Trustee Board;
 - 6.5.2 remain only for such part of the meeting as, in the view of other Trustees, is necessary to inform the debate; and
 - 6.5.3 not be counted in the quorum for that part of the meeting or decision-making process, and withdraw during the vote and have no vote on the matter.
- 6.6 In particular, the preceding clause shall apply to any matter that may directly or indirectly relate to the position of a President who is or is to be remunerated as an employee by the Union.
- 6.7 If any question arises as to whether a Trustee has a personal interest, the question shall be decided by a majority decision of the other Trustees.

7. Delegation of Powers

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- 7.1 The Trustee Board may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such condition as they determine.
- 7.2 Committees
- 7.2.1 The Trustee Board may delegate any of their powers or functions to any other committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any committee in accordance with the conditions set out in this Clause;
 - 7.2.2 The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
 - 7.2.3 The composition of any such committee shall be entirely in the discretion of the Trustee Board and may comprise such of their number (if any) as the resolution may specify;
 - 7.2.4 The deliberations of any such committee shall be reported regularly to the Trustee Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustee Board and for that purpose every committee shall appoint a secretary;
 - 7.2.5 All delegations under this clause shall be revocable at any time;

- 7.2.6 The Trustee Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

7.3 Finance Committee

- 7.3.1 The Trustee Board shall form a Finance Committee which shall meet from time to time as required and shall be chaired by one of the External Trustees elected by the Board;
- 7.3.2 The Finance Committee shall have the right to require the Chief Executive Officer of the Union to attend the meetings of the Committee;
- 7.3.3 The Finance Committee shall consist of the Chair of the Finance Committee, one other External Trustee, the Sabbatical Trustees, and the University Trustee;
- 7.3.4 The Finance Committee shall monitor the financial activity of the Union to ensure compliance with the budget; and
- 7.3.5 The Finance Committee shall undertake any other activities which the Trustee Board shall from time to time delegate to it, which may include making arrangements for the opening and operation of any Bank Accounts according to such mandate as it shall think fit.

8. Disqualification and Removal of Trustees

- 8.1 The office of a Trustee shall be vacated if a member is deemed to have breached one or more of the subsequent clauses.

8.2 Sabbatical Trustees

- 8.2.1 they cease to be a Sabbatical Officer of the Union, either due to expiry of their term of office, or through resignation;
- 8.2.2 they must have been considered as employees through any disciplinary action and the Union shall ensure steps are taken to consider the Sabbatical's contract of employment.

8.3 Student Trustees

- 8.3.1 they cease to be a matriculated student of Robert Gordon University, and therefore cease to be an Ordinary Member of the Union;

8.4 University Trustee

- 8.4.1 they cease to be employed as a member of staff at Robert Gordon University;
- 8.4.2 they are removed from post by virtue of a motion of no confidence passed by a majority of the Trustee Board. The motion must pass with a majority with the Trustee concerned and any Trustee with a conflict of interest not voting on the resolution.

8.5 External Trustee

- 8.5.1 they are removed from post by virtue of a motion of no confidence passed by a majority of the Trustee Board. The motion must pass with a majority with the Trustee concerned and any Trustee with a conflict of interest not voting on the resolution.

- 8.6 All Trustees
- 8.6.1 they become prohibited by law from being a charity trustee;
 - 8.6.2 they are removed from post or membership as a result of disciplinary proceedings;
 - 8.6.3 they are removed from post by virtue of a motion of no confidence at a General Meeting triggered by a secure petition of at least sixty members. The motion must achieve a two thirds majority of voting members to pass;
 - 8.6.4 they are removed from post by virtue of a motion of no confidence in a Referendum triggered by a secure petition signed by at least sixty members. The motion must achieve at least one-thousand three-hundred members vote and be passed by 50% + 1 of the voting members;
 - 8.6.5 they resign from post giving notice to the Union, so long as at least four Trustees remain in office when the resignation takes effect;
 - 8.6.6 they are suffering from a mental or physical disorder and becomes incapable of acting as a Trustee and the Trustee Board resolve that they should be removed from office;
 - 8.6.7 they fail to attend three consecutive meetings of the Trustee Board and there are no mitigating circumstances and the Trustee Board resolve that they should be removed from office;
 - 8.6.8 they are deceased.
- 8.7 If there is a vacancy for a position on the Trustee Board due to disqualification, dismissal or resignation prior to their term of office ending, the vacancy shall be filled in accordance with the procedure outlined in this regulation.

9. Extraordinary Decisions

- 9.1 The Trustees may, in the circumstances outlined in this Clause, make a simple majority decision without holding a Trustee Board meeting, and any such decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustee Board meeting duly convened and held, only in the instance that:
- 9.1.1 a Trustee has become aware of a matter on which the Trustees need to take an urgent decision; and
 - 9.1.2 all reasonable steps have been taken to make all Trustees aware of the matter and the decision; and
 - 9.1.3 reasonable opportunity has been afforded to Trustees to communicate their views on the matter and the decision to each other; and
 - 9.1.4 a simple majority of the Trustees vote in favour of a particular decision on that matter.
- 9.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Clause may:
- 9.2.1 be in different places, and may participate at different times; and
 - 9.2.2 communicate with each other by any means.
- 9.3 No decision shall be taken by the Trustees in accordance with this Clause unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Clause shall be the same as the quorum for Trustees Board meetings as set out in this regulation.

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- 9.4 The Chair of the Trustee Board, or such other Trustee as shall be appointed by the Trustees, shall be the Chair of the process of decision-making in accordance with this Clause. The process shall include:
- 9.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 9.4.2 the nomination of a person to whom all Trustees' votes must be communicated;
 - 9.4.3 upon a majority of Trustee votes in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval;
 - 9.4.4 the nominated person must prepare a minute of the decision.
- 9.5 In the case of an equality of votes in any decision-making process in accordance with this Clause, the Chair of the process of decision-making shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with the regulations, the Chair of the process of decision-making is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.