

# Imperial College Union

## Bye-Law B Trustees

Approved September 2021

# A. Trustees

## Officer Trustees

1. Up to five Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
2. The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws, subject to compliance with Imperial College London's rules on Sabbatical terms. An Officer Trustee's terms of office may be either consecutive or non-consecutive.
3. Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall continue as, or become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee, unless they return immediately to studying at Imperial College London.
4. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
5. At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined in accordance with the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

## Student Trustees

6. Subject to the Constitution and Bye-Laws, up to two Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.
7. Each Student Trustee must be a Student at the time of their election (and must continue to be a Student for the duration of their term as a Student Trustee).
8. Elected Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
9. An elected Student Trustee may serve a maximum of two consecutive terms or non-consecutive terms.
10. Up to two Student Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Student Trustee is ratified by a two thirds majority vote of the Union Council.
11. Unless their appointment is terminated in accordance with Clauses 22 to 24, appointed Student Trustees shall remain in office for a term of one year.
12. Appointed Student Trustees may serve for a maximum of up to two terms which may be either consecutive or non-consecutive.

## Alumni Trustees

13. One Alumni Trustee shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Alumni Trustee is ratified by a two thirds majority vote of the Union Council.
14. Unless their appointment is terminated in accordance with the Bye-Laws, Alumni Trustees shall remain in office for a term of up to three years.
15. Alumni Trustees may serve further terms of office, subject to the appointment process outlined in Clause 13.

### **External Trustees**

16. Up to five External Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each External Trustee is ratified by a two thirds majority vote of the Union Council.
17. Unless their appointment is terminated in accordance with Clauses 22 to 24, External Trustees shall remain in office for a term of up to three years.
18. External Trustees may serve further terms of office, subject to the appointment process outlined in Clause 16.

### **Chair and Deputy Chair**

19. The Board of Trustees shall appoint an Alumni Trustee or External Trustee to act as Chair and may at any time remove them from office.
20. The Board of Trustees may appoint one of their number to act as Deputy Chair and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.
21. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Board of Trustees shall preside as chair of the meeting.

### **Disqualification, Resignation and Removal of Trustees**

22. The office of a Trustee shall be vacated if:
  - 22.1. they become prohibited by law from being a charity trustee;
  - 22.2. in the case of an Officer Trustee, they cease to be an employee of the Union;
  - 22.3. in the case of a Student Trustee, they cease to be a Student;
  - 22.4. they resign by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
  - 22.5. the Board of Trustees reasonably believe they are suffering from mental or physical disorder and are incapable of acting as a Trustee and the Board of Trustees resolve that they be removed from office;
  - 22.6. they fail to attend two consecutive meetings of the Board of Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or
  - 22.7. they are removed from office under Clauses 22 to 24.

23. The office of a Trustee shall be vacated if:
- 23.1. a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members cast a vote in the Referendum. Such a motion shall only be triggered by a petition of no confidence signed by at least 10% of Members; or
  - 23.2. a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Union Council.
24. The office of a Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 65.

### **Rights of Removed Trustee**

25. A resolution to remove a Trustee in accordance with Clause 23 and 24 shall not be passed unless the Trustee concerned has been given at least 10 clear College days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.
26. A Trustee removed from office in accordance with Clause 23 and 24 shall be entitled to appeal the decision to remove them to an Appeals Panel within 10 clear College days of the resolution. The Appeals Panel shall be made up of a nominee of Imperial College London, one independent person and an officer of another students' union. The independent person shall be a Member who is not a Trustee or a member of the Union Council.

### **Replacement of Trustees**

27. If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.
28. If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.
29. If an elected Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with the Bye-Laws.
30. If an Appointed Student Trustee, an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, a replacement shall be appointed to the vacancy in accordance with the Bye-Laws.

### **Powers of the Board of Trustees**

31. The Board of Trustees shall be the sovereign and governing body of the Union and (subject to the Education Act, the Constitution and Bye-Laws) shall exercise all the powers of the Union. A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
32. The Board of Trustees shall further the aims and objects of the Union with the assistance of the Union Council.

33. No alteration of these Bye-Laws or the Bye-Laws shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made.
34. The Board's powers under Clause 31 shall include but not be limited to responsibility for:
  - 34.1. the governance of the Union;
  - 34.2. the budget of the Union; and
  - 34.3. the strategy of the Union.
35. The Board of Trustees may override any decision and Policy made by the Members in a general meeting or Referendum or by the Union Council which the Board of Trustees considers (at their absolute discretion):
  - 35.1. has or may have financial implications for the Union;
  - 35.2. is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
  - 35.3. is not or may not be in the best interests of the Union or all or any of its charitable objects; or
  - 35.4. will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 34.
36. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 65, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
37. All acts done by a meeting of the Board of Trustees, or of a committee of the Board of Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
  - 37.1. was not properly appointed;
  - 37.2. was disqualified from holding office;
  - 37.3. had vacated office; or
  - 37.4. was not entitled to vote.

#### **Delegation of Trustees' powers**

38. The Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
39. The Board of Trustees may delegate some of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in these Bye-Laws.

#### **Delegation to committees**

40. In the case of delegation to committees:

- 40.1. the resolution making the 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);
  - 40.2. The composition of any such committee shall be entirely in the discretion of the Board of Trustees, except that the membership of each committee should contain at least one Student Trustee and one External Trustee and may otherwise comprise such of their number (if any) as the resolution may specify;
  - 40.3. the deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board of Trustees and for that purpose every committee shall appoint a secretary;
  - 40.4. all delegations under this Clause shall be revocable at any time; and
  - 40.5. the Board of Trustees 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.
41. The Board of Trustees shall establish the following subcommittees (which is a non-exhaustive list) in accordance with their powers under Clauses 38 and 39:
- 41.1. Management Committee
    - 41.1.1. Lead on the development and delivery of the annual planning, budgeting and monitoring rounds.
    - 41.1.2. Approve operational policies and procedures related to the services and activities of the Union.
    - 41.1.3. Approve plans for major projects that affect all areas of the Union.
    - 41.1.4. Lead the development of and propose items for consideration by the full Board.
  - 41.2. Finance, Audit & Risk
    - 41.2.1. Lead the development, approval and scrutiny of the Union's annual budgeting round and associated management account reporting.
    - 41.2.2. Oversee and ratify the allocation process of grant funding for student groups.
    - 41.2.3. Lead the development, approval and scrutiny of the Union's strategic risk register and associated policies and procedures.
    - 41.2.4. Receive the annual audit findings report (AFR) and College's internal audit report (IFR) and provide scrutiny over appropriate actions.
    - 41.2.5. Undertake detailed scrutiny of significant expenditure and contract items.
  - 41.3. Governance & Membership
    - 41.3.1. Approve the Union's election rules and regulations and recommend the appointment of an External Returning Officer to the Board.
    - 41.3.2. Lead the development, approval and operation of the Union's various membership disciplinary policies and procedures.

## **Delegation of day-to-day management powers to Union President and Managing Director**

42. The Union President shall be the Chief Executive of the Union.
43. The Union President will manage the Managing Director with the support of the Chair of the Board.
44. In the case of delegation of the day-to-day management of the Union to the Managing Director;
  - 44.1. the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Board of Trustees and if applicable to advise the Board of Trustees in relation to such policy, strategy and budget;
  - 44.2. the Board of Trustees shall provide the Managing Director with a description of their role and the extent of their authority;
  - 44.3. the Managing Director shall report regularly to the Board of Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
  - 44.4. the Board of Trustees shall provide the Managing Director with a performance management structure to aid their work plan and development.

## **Bank Account**

45. For the avoidance of doubt, the Board of Trustees may (in accordance with Clauses 38 and 39) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Board of Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for expenditure above a certain amount as set out in Board of Trustee Policy.

## **Financial Procedures**

46. The Union and all constituent parts thereof, its Members and Associate Members and all groups thereof, must abide by the Union's Financial Procedures, which are to be approved annually by the Board of Trustees and the Director of Finance of Imperial College London.

## **Irregularities**

47. The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or by reason of any business being considered which is not specified in the notice.

## **Minutes**

48. The Board of Trustees shall keep minutes of:
  - 48.1. all proceedings at general meetings of the Union and of meetings of the Board of Trustees, and of committees of the Board of Trustees, including the names of the Trustees present at each such meeting; and
  - 48.2. all resolutions of the Members and of the Board of Trustees

- 48.3. and any such minute, if signed by the chair of the meeting at the next succeeding meeting, after approval by the succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.
49. The minutes and papers of the meetings referred to in Clause 48 shall normally be considered open and shall be available to the 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.

### **Accounts and Reports**

50. The Board of Trustees shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.
51. The Members of the Union have the right to ask the Board of Trustees questions in writing about the content of any documents referred to in Clause 50.

### **Notices**

52. Subject to Clause 48, any notice to be given to or by any person pursuant to these Bye-Laws shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
53. The Union may give any notice to a Member either:
- 53.1. personally;
  - 53.2. by sending it by post in a prepaid envelope addressed to the Member at their address;
  - 53.3. by leaving it at the address of the Member held on record;
  - 53.4. by electronic communication to the Member's address; or
  - 53.5. by posting it on the Union's website.
54. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
55. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

### **Indemnity**

56. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

### **Trustees' Indemnity Insurance**



57. The Board of Trustees shall have power to resolve pursuant to the Constitution to effect Trustees' indemnity insurance, despite their interest in such policy.

### **Proceedings of the Board of Trustees**

58. Subject to the provisions of the Constitution and these Bye-Laws, the Board of Trustees may regulate their proceedings as they see fit.

### **Board of Trustees meetings**

59. The Board of Trustees shall hold a minimum of four meetings in any Academic Year.
60. Two Trustees may, and the Union President at the request of two Trustees shall, call a meeting of the Board of Trustees.
61. Guests or observers can attend meetings of the Board of Trustees at the discretion of the Chair.

### **Length of notice**

62. A meeting of the Board of Trustees shall be called by at least 5 clear College days notice unless either:
- 62.1. all the Trustees agree to shorter notice; or
- 62.2. urgent circumstances require shorter notice.

### **Contents of notice**

63. Every notice calling a meeting of the Board of Trustees shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

### **Service of notice**

64. Notice of Board of Trustees meetings shall be sent to each Trustee by post or by electronic communication.

### **Quorum**

65. The quorum for meetings of the Board of Trustees shall be 50% of its membership and such quorum must include at least two Officer Trustees, at least two Student Trustees and either two External Trustees or both the Alumni Trustee and an External Trustee.
- 65.1. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be eight.

### **Decision making by the Board of Trustees**

66. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote they may have.

### **Virtual meetings**

67. A Board of Trustees may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

## **Board of Trustees decisions without a meeting**

68. The Board of Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
69. A Trustees' resolution which is made in accordance with Clause 68 shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held, provided the following conditions are complied with:
  - 69.1. approval from each Trustee must be received by the Clerk to the Board;
  - 69.2. following receipt of response from all of the Trustees, the Clerk to the Board shall communicate to the Board of Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
  - 69.3. the date of the decision shall be the date of the communication from the Clerk to the Board confirming formal approval; and
  - 69.4. the Clerk to the Board prepares a minute of the decision in accordance with Clause 48.

## **Conflicts of Interest**

70. Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 66 and a Trustee has a Personal Interest in respect of that matter then they must:
  - 70.1. declare their interest to the Board of Trustees;
  - 70.2. remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 70.3. not be counted in the quorum for that part of the meeting (or decision-making process); and
  - 70.4. withdraw during the vote and have no vote on the matter.
71. 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.
72. In particular, particular, Clause 70 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.