

**Imperial College Union
Governance and Membership Sub Committee / 2nd September 2021**

Terms of Reference

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Purpose: To approve the terms of reference and membership of the subcommittee.

1. Background Context

Board has made the decision to delegate work to a smaller body / group when the following principles apply:

- i. *Added value*: when doing so is preferable to undertaking the work by the full Board or delegating to key individuals.

This added value should largely be based on one of the follow four principles:

- ii. *Focussed expertise or experience*: in cases where the subject matter requires specific skills or experience to understand and fully engage with the topic being considered.
- iii. *Increased assurance*: in cases where the subject matter requires significant additional time, detail or commitment for assurance to be obtained on behalf of the Board.
- iv. *Increased engagement*: in cases where the involvement of specific key individuals in greater detail or depth (that may or may not be a member of the Board) is beneficial for the organisation.
- v. *Increased agility or speed*: in cases where the Board is required to respond to a specific challenge or deliver a specific piece of work within a compressed timeline.

As with the broader work of the Board, subcommittee business should usually take one of the following four forms of business:

Approve / Recommend	Where the subcommittee has been given delegated responsibility by the Board to approve something. This can also include the decision to 'recommend for approval at Board'.
Consider	Where the subcommittee is being asked to consider a range of relatively well 'worked up' options, with the ability to approve or send the item back for further work.
Consult	Where the subcommittee is being asked to discuss and consider an issue either open ended, or with a range of relatively underdeveloped options.
Note	Where the subcommittee is being updated on an issue.

2. Terms of Reference

2.1 Principal Purpose

The Governance and Membership Committee has delegated responsibility, on behalf of the Board of Trustees, for ensuring the effective governance of Imperial College Union. Specifically, it is to oversee the Union's democratic structures and consider issues related to membership and student disciplinary matters.

2.2 Specific Objectives, Activities and Powers

- Approval of the Union's election rules and regulations and recommend the appointment of an External Returning Officer to the Board.

- Leading the development, approval and operation of the Union's various membership disciplinary policies and procedures.
- To review the Constitution & Bye-laws regularly to ensure they are compliant with regulatory requirements and are examples of best practice.
- To oversee the delivery of the annual election cycle, including the appointment of a Returning Officer and by receiving election reports
- Other matters as delegated by the Board of Trustees.

2.3 Membership

The Committee shall be appointed in accordance with the Constitution, by the Board of Trustees Chair and shall contain the following members:

1. External Trustee (Committee Chair)
2. External Trustee
3. Alumni Trustee
4. Union President
5. Up to two Deputy Presidents
6. Up to two Student Trustees
7. Council Chair

Secretary: Director of Membership Services / Managing Director

Assistant Secretary: Governance Officer

The Quorum levels for meetings to held are as follows:

- A Minimum of 3 Committee members
- 2 different types of Trustee must be present
- A minimum of 50% of voting membership must to be present
- If unable to attend the meeting, the Chair must delegate a Chair as appropriate

2.4 Meeting Dates

The committee should meet at least once every year to consider the detailed rules regarding the election cycle and recommend the appointment of an External Returning Officer to Board.

The committee should meet as required to consider membership and disciplinary matters.