

2249 An Amendment to the Articles of Association: Changes to the Trustee Board composition

Proposer: Mary Leishman (Undergraduate Education Officer)

Seconder: Jack Robinson (Campaigns and Democracy Officer)

This motion is being brought to council for amendment, before being sent off to Company's House. It has already been approved by council regarding increasing the number of External Trustees from 4 to 6, but this is a further amendment to article 79.1 to increase the minimum number of external Trustees attending any Trustee board from one to two. This will mean that the responsibility of inputting into any large decisions will never just lie with one external trustee and that we can ensure a greater input of external advice and guidance on every decision.

Union notes:

1. The Trustee Board is responsible for:
 - a. Ensuring that the UEASU's resources are managed responsibly and only used to support the charity's defined purpose
 - b. Ensuring that exposure to undue risk is avoided
 - c. Ensuring that the UEASU complies with statutory accounting and reporting requirements
 - d. Ensuring that the UEASU complies with both its governing document and the law
 - e. Setting short-term and long-term strategy
 - f. Ensuring good charity governance and that the UEASU is administered effectively
 - g. And, supervising Code of Conduct cases
2. The student representation on the Trustee Board is: 5 Full Time Student Officer Trustees, 2 Part Time Student Officer Trustees, and 4 Student Trustees.
3. There are also 4 External Trustees. Our union Articles of Association currently state: 'Up to four External Trustees shall be appointed by a simple majority vote of the Nominations Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Trustee Board. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Trustee Board.'
4. Trustees are volunteers.
5. The Good Governance code, that it is best practice for Charities to follow, contains the principle of 'Board effectiveness', in which it states, 'The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.'
6. Specifically relating to board size, the Code recommends: 'The board is big enough that the charity's work can be carried out and changes to the board's composition can be managed without too much disruption.'

Union believes:

1. Students should be in democratic control of their union, and we should always maintain a majority of Student Trustees on the Trustee Board at UEASU. Our Student Trustees hold an important role in ensuring every decision made is in the benefit of students.
2. It is our duty to students that as a union we actively follow charity law and do not put our members or organisation at risk.
3. External trustees offer high levels of experience, skill, qualifications and expertise in a range of key areas, that often our student members do not have, and are essential to ensuring that the Board is able to make informed decisions.
4. The four external trustees share a range of high level, and high workload, responsibilities including: the role of Deputy Chair to the Board, representation (and expertise) on Finance Committee and the Appointments and HR Committee, and the role of the Supervising Trustee. Split between only four trustees on top of general Trustee Duties this means a high time commitment for each of our four volunteer Trustees.
5. There is naturally a high annual turnover of the 11 Student Trustee roles, and External Trustees are essential to continuity of the Trustee Board.
6. Our current number of four external trustees is arguably considered to be of high risk: not always allowing the board to function to its best effectiveness, and causing a high level of disruption when External Trustees are absent, unable to commit time or resign.

Union resolves:

1. To amend: article 42 of the UEASU articles of association, to increase the number of external trustees from 4 to 6.
Amended text to read:
Up to **six** External Trustees shall be appointed by a simple majority vote of the Nominations Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Trustee Board. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Trustee Board.
2. **To amend: article 79.1 of the UEASU articles of association, to increase the quorum at Trustee meetings from one to two External Trustees.**
Amended text to read:
The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings shall be half of the post-holders on the Board of Trustees and such quorum must include a minimum of two External Trustees and four Trustees who are Ordinary Members of the Union.