



GOVERNANCE POLICIES AND PROCEDURES

MARCH 2025

CONTENTS

Section	Page
INTRODUCTION	
<u>Introduction and Policy Statement</u>	<u>3</u>
<u>The Seven Principles of Public Life</u>	<u>3</u>
<u>Charity Governance Code</u>	<u>5</u>
<u>Organisational Model</u>	<u>6</u>
<u>Governance Structures Organogram</u>	<u>7</u>
TRUSTEE CODE OF CONDUCT	
<u>Trustee Code of Conduct</u>	<u>8</u>
TERMS OF REFERENCE	
<u>Board of Trustees Terms of Reference</u>	<u>10</u>
<u>Appointments Committee Terms of Reference</u>	<u>12</u>
<u>Finance Committee Terms of Reference</u>	<u>14</u>
<u>Governance and Compliance Committee Terms of Reference</u>	<u>16</u>
<u>HR and Remuneration Committee Terms of Reference</u>	<u>18</u>
<u>Senior Management Team Terms of Reference</u>	<u>20</u>
ROLE DESCRIPTIONS	
<u>Chair Role Description</u>	<u>22</u>
<u>Deputy Chair Role Description</u>	<u>24</u>
<u>Board Committee Chair(s) Role Description</u>	<u>26</u>
<u>Trustee Role Description</u>	<u>28</u>
<u>External Committee Member Role Description</u>	<u>30</u>
AUTHORITY MATRIX	
<u>Scheme of Delegated Authority</u>	<u>32</u>

Approved by: Board of Trustees, 26 March 2025

Review date: by March 2026

Interpretation: Chair of the Board of Trustees

INTRODUCTION AND POLICY STATEMENT

Cambridge SU is committed to the highest standards of governance and recognises that long-term success and sustainability is inextricably linked to the robustness of its governance. To ensure its governance arrangements remain up-to-date and effective, Cambridge SU shall, as a minimum:

1. Operate a Governance and Compliance Committee, whose remit includes promoting good governance and ensuring compliance with legislation and regulation.
2. Map compliance against the [Charity Governance Code](#) and identify development areas.
3. Carry out an annual review of the Board's effectiveness, identifying any development areas.
4. Carry out an external review of the Board's effectiveness every three years, identifying any development areas.
5. Ensure all trustees are fully inducted and able to effectively fulfil their duties.

This document collates the policies, procedures and protocols related to governance at Cambridge SU, including terms of reference for the Board and its Committees, role descriptions and the Board's Scheme of Delegated Authority. The document should be read alongside the Articles of Association and Bye-laws of Cambridge SU.

THE SEVEN PRINCIPLES OF PUBLIC LIFE (THE 'NOLAN PRINCIPLES')

Lord Nolan began the First Report of his Committee on Standards in Public Life by setting out "The Seven Principles of Public Life", often described as "The Nolan Principles". Cambridge SU subscribes to the Nolan Principles and expects trustees to adhere to them individually and collectively. The SU also expects senior managers to adhere to the Seven Principles, which are:

1. *Selflessness* - holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
2. *Integrity* - holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. *Objectivity* - in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. *Accountability* - holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. *Openness* - holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. *Honesty* - holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. *Leadership* - holders of public office should promote and support these principles by leadership and example.

CHARITY GOVERNANCE CODE

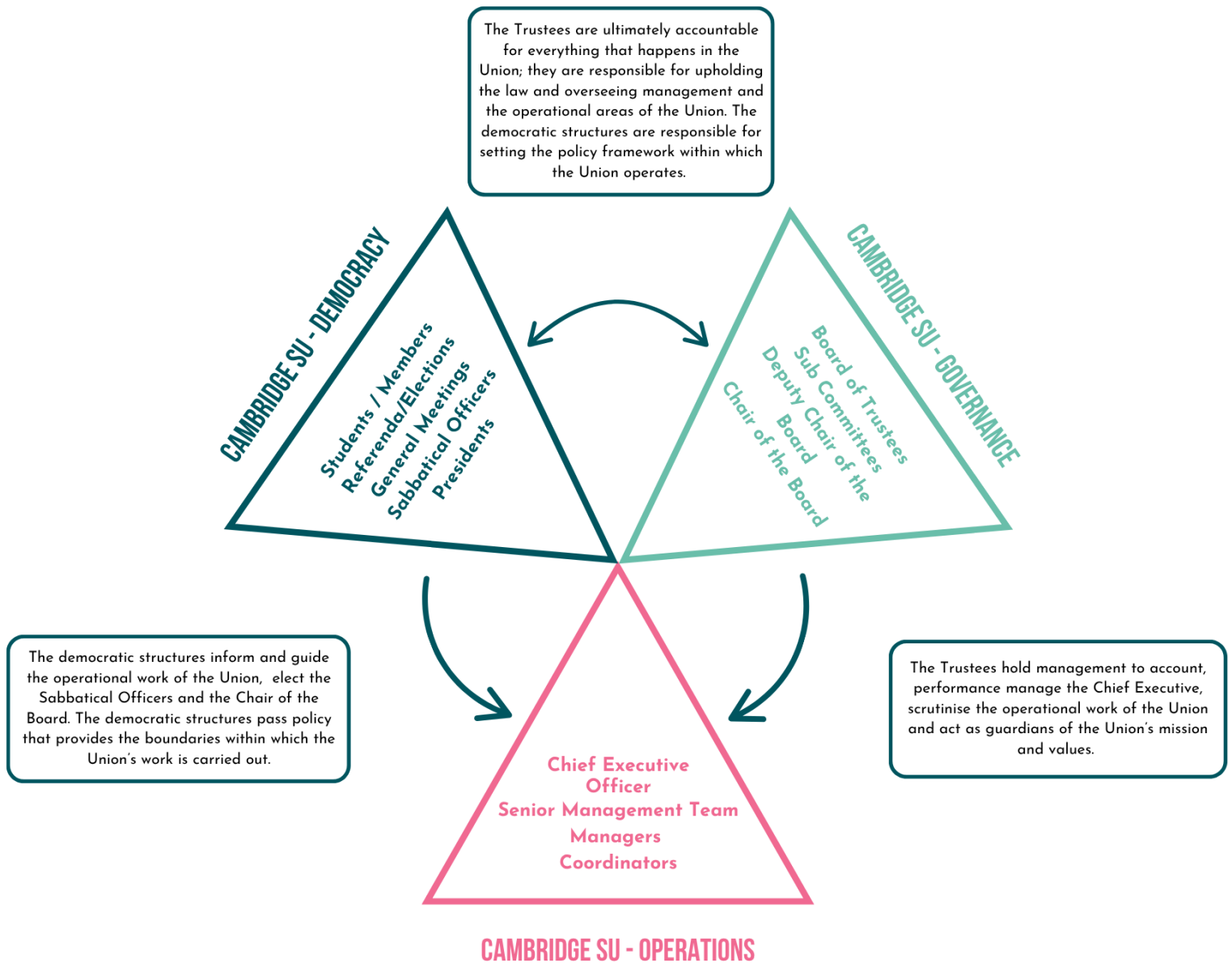
A charity is best placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Good governance enables and supports a charity's compliance with legislation and regulation. It also promotes a culture where everything works towards fulfilling the charity's vision. The [Charity Governance Code](#) aims to help charities and their trustees develop these high standards of governance. The Code is not a legal or regulatory requirement. It draws upon, but is fundamentally different to, Charity Commission guidance. Instead, the Code sets the principles and recommended practice for good governance and is deliberately aspirational.

The Code is intended for use by charities registered in England and Wales. The Code's principles, rationale and outcomes are intended to apply equally to all charities, whatever their size or activities. Boards that use the Code effectively regularly revisit and reflect on the Code's principles. The Code does not attempt to set out all the legal requirements that apply to charities and their trustees, but is based on a foundation of trustees' legal and regulatory responsibilities. The Code's principles build on the assumption that charities meet this foundation.

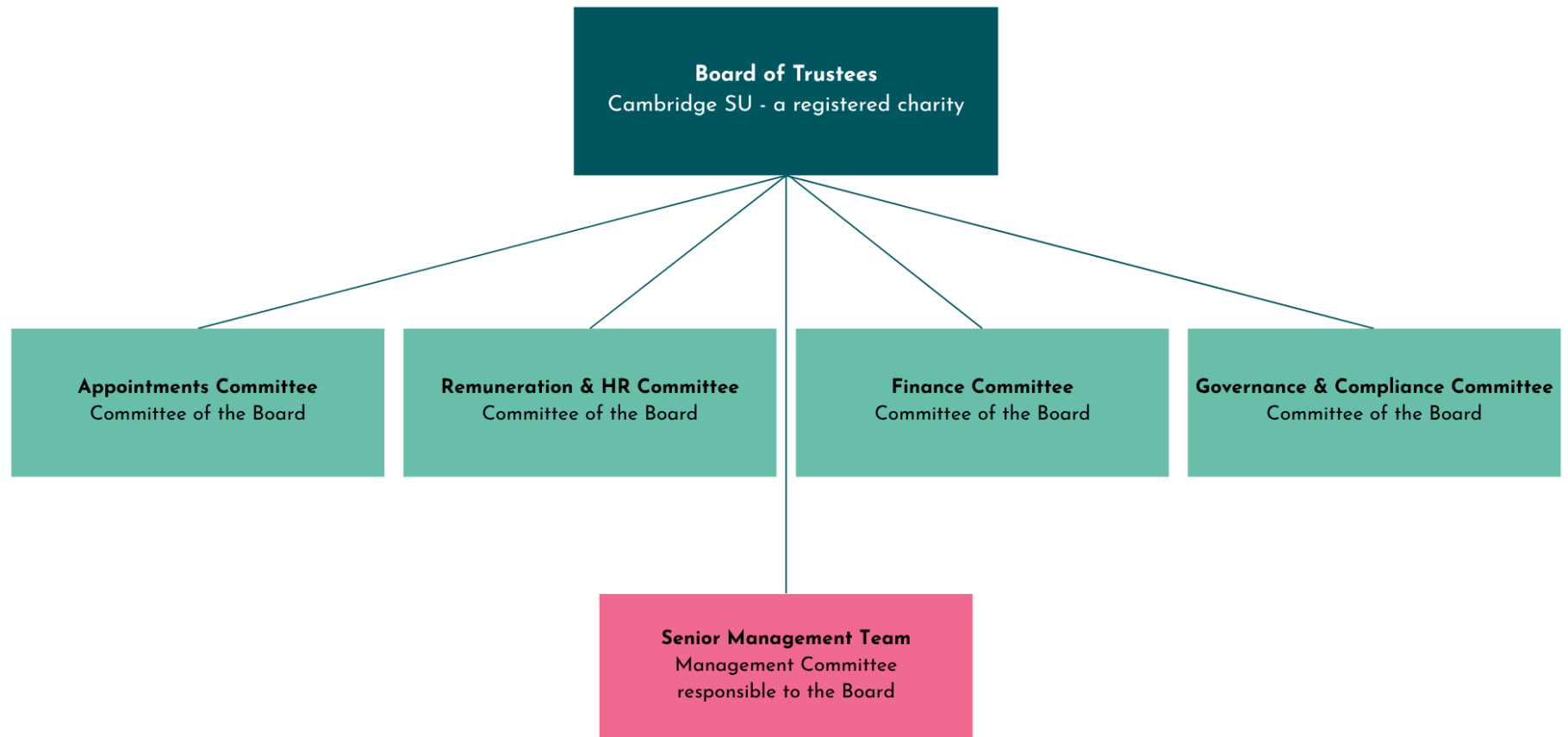
The Code sets out principles and recommended practice. Each principle has a brief description, a rationale, key outcomes and recommended practice. Charities are encouraged to explain the approach they take to applying the Code. Trustees are encouraged to meet the principles and outcomes by either *applying* the recommended practice or *explaining* what they have done instead or why they have not applied it. Charities that adopt the Code are encouraged to publish a brief statement in their annual report explaining their use of the Code. This is anticipated to be a short narrative rather than lengthy 'audit' of procedures. Cambridge SU is committed to complying with the Code and compliance is monitored on a regular basis by The Board. There are seven principles which make up the Code:

1. *Organisational Purpose* - The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.
2. *Leadership* - Every charity is led by an effective board that provides strategic leadership in line with the charity's aims and values.
3. *Integrity* - The board acts with integrity, adopting values and creating a culture which help achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.
4. *Decision-making, Risk and Control* - The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.
5. *Board Effectiveness* - The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.
6. *Diversity* - The board's approach to diversity supports its effectiveness, leadership and decision-making.
7. *Openness and Accountability* - The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

ORGANISATIONAL MODEL



GOVERNANCE STRUCTURE ORGANAGRAM



TRUSTEE CODE OF CONDUCT

As a trustee of Cambridge SU I will abide by the Principles of Public Life (the Nolan Principles) - see page 3. Additionally, I will adhere to the following points:

Law, governing document, policies and mission

1. I will act in accordance with the law, which includes for these purposes charity law, relevant Education Acts and any legislation that impacts on any aspect of my role of trustee.
2. I will be fully familiar with and act within the Articles of Association and Bye-Laws of Cambridge SU and abide by all policies and procedures of the organisation.
3. I will support Cambridge SU's Charitable Purpose and consider myself its guardian.
4. I will adhere to and support Cambridge SU's values and respect its ethos of student leadership.
5. I will ensure Cambridge SU pursues its objects as defined in its Governing Documents and uses its resources exclusively in pursuance of those objects.

Conflicts of interest

6. I will use my best efforts to act in the interests of Cambridge SU and its members.
7. Unless lawfully authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of Cambridge SU.
8. I will declare any conflict of interest, or any circumstance that might be perceived a conflict of interest, as soon as it arises.
9. I will submit to the judgment of the Trustee Board and do as it requires regarding potential conflicts of interest.

Enhancing governance

10. I will use my best efforts to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.
11. I will actively participate in induction, appraisal and development activities for trustees.
12. I will continually seek ways to improve Trustee Board governance practice.
13. I understand that breach of this code could result in removal from the Trustee Board.

Protecting Cambridge SU's reputation

14. I will not speak as a trustee on behalf of Cambridge SU to the media or in public without prior knowledge and approval of the Chair or Chief Executive (n.b. a separate protocol is in place covering sabbatical officers' dealings with the media, when acting in their capacity as officers).

15. When speaking as a trustee of Cambridge SU, my comments will be considered and reflect current Cambridge SU policy even if this does not align with my personal views.
16. When speaking as a private citizen, I will uphold the reputation of Cambridge SU, remembering that even in this capacity my responsibility to Cambridge SU is not diminished.
17. I will respect organisational, Trustee Board and individual confidentiality.

Personal gain

18. Unless authorised to do so, I will not gain materially or financially from my role as trustee.
19. I will adhere to the Union's Gifts Policy, in particular provisions relating to declaring gifts.
20. I will use the resources of Cambridge SU responsibly, when authorised, in accordance with the law and governing documents.

In the boardroom

21. I will use my best efforts to attend all trustee meetings, giving apologies ahead of time if unable to attend.
22. I will study the agenda, papers and other information sent to me in good time prior to meetings; I will endeavour to raise queries with the appropriate people prior to meetings and be prepared to fully engage during meetings.
23. I will honour the authority of the Chair and respect their role as meeting leader.
24. I will engage in meetings according to procedure, maintaining a respectful attitude towards others while making my voice heard.
25. I will accept a majority vote on an issue as decisive, final and binding on me as a trustee.

Leaving the Board

26. I will inform the Chair as soon as reasonably possible of any intention to leave the Board.
27. I will participate and cooperate to the best of my abilities in any exit interview.
28. The Chair will notify the Chief Executive of any intention to resign as soon as reasonably possible.

BOARD OF TRUSTEES | TERMS OF REFERENCE

Purpose

The Board of Trustees has ultimate responsibility for directing the affairs of Cambridge SU (the SU), ensuring it is solvent, well-run and delivering its objects, as detailed in its Articles of Association.

Remit

1. To ensure compliance with the objects, purposes and values of the organisation and with its Governing Documents.
2. To review the SU's Articles of Association, Mission, Vision and Values every five years.
3. To protect the reputation of the SU.
4. To determine and maintain a framework of delegation and internal control, including authority to establish committees of the Board as deemed necessary.
5. To appoint members to the committees of the Board and empower such members to act on behalf of the full Board, within parameters set by the Board.
6. To ensure development of a strategic plan for the SU and to monitor implementation of such plan on a periodic basis.
7. To ensure the solvency, financial strength and good performance of the organisation.
8. To oversee management of the SU's financial affairs, including ensuring preparation of the Financial Statements and appointing the SU's auditors.
9. To review and oversee the SU's audit framework, approve external audit systems and ensure that audit checks are carried out in key areas of the SU, including legal, financial and tax management, health and safety and insurance.
10. To receive the SU's Financial Statements and discuss any issues arising from the External Auditor's report.
11. To ensure the organisation complies with relevant laws, regulations and requirements of its regulators.
12. To approve the SU's terms and conditions of employment and other staffing policies and to consider matters relating to staff discipline and grievance, in line with the Scheme of Delegation.
13. To oversee the appointment (and if necessary the dismissal) of the Chief Executive.
14. To oversee the performance of the Chief Executive and to appoint members to appraise and performance-manage the Chief Executive (normally the Chair and Deputy-Chair).
15. To determine the SU's approach to risk management, including risk appetite, risk management policy and overall approach to risk management.

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.
- 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, but must include two sabbatical Trustees.
- The sabbatical officers shall choose one of their number to serve as Chair of the Board of Trustees.
- The Board shall confirm one of their number, from amongst the external trustees, to serve as Deputy Chair.

Membership

- Chair (one of the Sabbatical Officers)
- Four other Sabbatical Officer Trustees
- Three Student Trustees
- Four External Trustees

In attendance

- Chief Executive
- Director of Membership Engagement
- Director of Enterprise and Services

Resources

- Any financial resources necessary to achieve the Board's objective.
- Any management resources necessary to achieve the Board's objective.
- Chief Executive to ensure the drafting of papers and reports for the Board as well as to develop the agenda for Board meetings in conjunction with the Chair.
- Director of Enterprise and Services to take minutes and collate papers for Board meetings.

Regularity of Meetings

At least four meetings per annum

APPOINTMENTS COMMITTEE | TERMS OF REFERENCE

Purpose

The Appointments Committee has delegated responsibility on behalf of the Board of Trustees for co-ordinating the recruitment process for non-sabbatical trustees, and the Chief Executive Officer. The Committee shall also oversee the induction process for all trustees and co-ordinate ongoing trustee learning and development activity. The Appointments Committee should also carry out an annual skills audit of the Board, and highlight to the Board where any skills gaps may exist.

Remit

1. To carry out an annual skills, experience and diversity audit of the Board and identify any skills, experience, and backgrounds required to provide a balanced and effective Board.
2. To coordinate the process for appointing new External Trustees whenever a vacancy arises (and moving any such appointment to ratification by the Student Council), in accordance with Article 22, with support from relevant members of staff.
3. To coordinate the process for nominating Student Trustees annually to the Student Council for election, in accordance with Article 21, with support from relevant members of staff.
4. To induct, mentor and involve new trustees.
5. To prepare an annual development plan for the full Board and monitor its implementation.
6. To devise and coordinate the process for appointing a new Chief Executive Officer whenever a vacancy arises, in conjunction with the Board of Trustees and with the support of relevant members of staff, in order that a suitable candidate may be selected and recommended to the Board.
7. To oversee the induction process of the new Chief Executive.
8. To oversee the appointment of the Returning Officer and the Deputy Returning Officer.
9. To select and recommend to the Board a candidate for the role of Interim CEO whenever a temporary vacancy arises in the role.

Responsibility and Authority

- The Committee shall ensure all positions on the Board are filled as quickly as is practicable.
- The Committee shall ensure the Board has the right balance of skills, knowledge, experience, background and characteristics to facilitate as effective and robust governance as possible.
- The Committee shall ensure new trustees are inducted quickly and comprehensively to enable them to fulfil their duties.

- The Board shall confirm one of the Committee's full members as Chair of Appointments Committee.
- The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or the Chair of Appointments Committee.

Membership

Membership of the Committee shall be set annually by the Board of Trustees and will be:

- Chair of the Board (ex-officio)
- At least three other trustees (appointed by the Board of Trustees)

In attendance

- Director of Membership Engagement
- Chief Executive

Resources

- Any financial resources necessary to achieve the Committee's objective.
- Any management resources necessary to achieve the Committee's objective.
- Chief Executive to ensure the drafting papers and reports for the Committee as well as to develop the agenda for meetings in conjunction with the Chair.
- Director of Membership Engagement to take minutes and collate papers for Committee meetings.

Regularity of Meetings

At least one meeting per annum

FINANCE COMMITTEE | TERMS OF REFERENCE

Purpose

The Finance Committee has delegated responsibility on behalf of the Board of Trustees for overseeing the financial performance of the SU. The Committee shall approve the annual budget, for onward consideration by the Board of Trustees, and review quarterly management accounts and other management information. The Finance Committee shall also monitor the SU's financial controls and coordinate the annual audit, including meeting the auditor following conclusion of the audit.

Remit

1. To approve the annual budget assumptions, guidelines and process.
2. To approve the annual planning round funding bid submitted to CCSSU (Sub-Committee of Council for the Supervision of the Students' Union).
3. To review the annual budget, including income and expenditure budget and capital expenditure budget and cash flow forecast, prior to onward submission to the Board of Trustees for approval.
4. To review actual capital expenditure compared to the Union's annual capital expenditure budget and to receive reports on significant variances.
5. To receive regular reports from the Director of Enterprise and Services on progress with major (i.e. over £5,000) capital projects.
6. To review quarterly management accounts, discuss significant variances to budget and agree necessary action to improve financial performance.
7. To monitor the performance of the SU's financial controls, and review the SU's financial procedures at least every 3 years.
8. To review the SU's Reserves Policy annually, for onward consideration by the Board of Trustees.
9. To review the terms of reference and scope of the external auditor, oversee the appointment, including scrutiny of the audit fee, and monitor the performance of the external auditor.
10. To meet the auditor following conclusion of the annual audit, and receive and consider the audit findings report prior to onward submission to the Board of Trustees.
11. To monitor the performance of the SU's accountants, oversee any change to accountants and any other major finance-related appointments.
12. To make other decisions of a financial nature as delegated by the Board.

Responsibility and Authority

- The Committee shall endeavour to promote a culture of accountability and transparency throughout the SU's operations and among its staff and officers.
- The Committee may call any investigation considered necessary and call any individual or document relevant to any such investigation in order to meet the remit detailed above.

- The Board shall confirm one of the Committee's full members as Chair of the Finance Committee.
- The quorum shall be at least 3 trustees, one of whom must be the Chair of the Finance Committee or their nominee to chair a meeting.
- Members of the Committee have the right to ask some or all of those 'in attendance' to leave, especially during presentations by, or discussions with, the external auditors.

Membership

- Chair of the Board (ex-officio)
- At least three other trustees (appointed by the Board of Trustees)
- Up to two external members (i.e., not Trustees of Cambridge SU), appointed via a recruitment and selection process, the number of whom shall be confirmed by the Committee

In attendance

- Director of Enterprise and Services
- Chief Executive

Resources

- Any financial resources necessary to achieve the Committee's objective.
- Any management resources necessary to achieve the Committee's objective.
- Appointment of other professional advisors as required to perform its role effectively.
- Director of Enterprise and Services to ensure the drafting of papers and reports for the Committee as well as develop the agenda for meetings in conjunction with the Chair and Chief Executive.
- Director of Enterprise and Services to take minutes for Committee meetings.

Regularity of Meetings

At least three meetings per annum

GOVERNANCE AND COMPLIANCE COMMITTEE | TERMS OF REFERENCE

Purpose

The Governance and Compliance Committee has delegated responsibility, on behalf of the Board of Trustees, for ensuring that Cambridge SU complies with relevant legislation and regulation, and that the SU's governance is as effective as practicable.

Remit

1. To ensure the SU's compliance with guidance issued by regulators (including the Office for Students, University of Cambridge, Companies House and Charity Commission) and with the Articles and By-Laws, and make recommendations to the Board as required.
2. To exercise the Board's power of interpretation of the Articles and By-Laws where required, as per Article 1.
3. To ensure the SU meets its legal obligation under the 1994 Education Act to carry out a review of its Articles of Association at least every 5 years.
4. To oversee the drafting and implementation of any changes approved by the Board to the Articles and By-Laws.
5. To ensure the SU's compliance with relevant legislation, working in conjunction with the Finance Committee and Remuneration and HR Committee.
6. To receive an annual report from management detailing relevant legislation and regulation, how compliance is assured, how compliance is monitored, and how it is governed.
7. To co-ordinate the SU's compliance with Freedom of Speech regulation and undertake any role prescribed in the SU's Code of Practice on Freedom of Speech.
8. To offer an ultimate port of call for any urgent or sensitive concerns raised under the SU's Whistleblowing Policy or Complaints Policy.
9. To receive an annual health and safety management report from management, outlining major activity related to health and safety management undertaken to date and planned activity for the following year.
10. To ensure compliance with data protection legislation, ensuring the SU is registered with the Information Commissioner's Office and has in place appropriate privacy and data protection policies and procedures.
11. To receive an annual safeguarding management report covering safeguarding issues that have arisen in the past year, safeguarding training conducted, current and future safeguarding risks, and future plans related to safeguarding.
12. To oversee the SU's governance framework, monitor compliance with the Charity Governance Code, review the annual Board Effectiveness Review and ensure the SU's governance is as effective as is practicable.

Responsibility and Authority

- The Committee shall endeavour to promote a culture of accountability and transparency throughout the SU's operations and among its staff and officers.
- The Board shall confirm one of the Committee's full members as Chair of the Governance and Compliance Committee.
- The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or Chair of the Governance and Compliance Committee.

Membership

- Chair of the Board (ex-officio)
- At least three other trustees (appointed by the Board of Trustees)
- Up to two external members (i.e., not Trustees of Cambridge SU), appointed via a recruitment and selection process, the number of whom shall be confirmed by the Committee

In attendance

- Director of Enterprise and Services
- Director of Membership Engagement
- Chief Executive

Resources

- Any financial resources necessary to achieve the Committee's objective.
- Any management resources necessary to achieve the Committee's objective.
- Appointment of other professional advisors as required to perform its role effectively.
- Director of Membership Engagement to ensure the drafting of papers and reports for the Committee as well as develop the agenda for meetings in conjunction with the Chair and Chief Executive.
- Director of Membership Engagement to take minutes for Committee meetings.

Regularity of Meetings

At least two meetings per annum

REMUNERATION AND HR COMMITTEE | TERMS OF REFERENCE

Purpose

The Remuneration and HR Committee has delegated responsibility, on behalf of the Board of Trustees, for overseeing the remuneration and performance of the Chief Executive, and determining the remuneration of the sabbatical officers. In such regard, the Committee must pay regard to regulation, guidance on charity executive pay, and the SU's stakeholders. The Committee is also responsible for ensuring the SU's reward package is effective at attracting and retaining talented staff, whilst paying regard to utilising resources effectively. The Committee has responsibility for recommending and overseeing implementation of the SU's People Plan and ensuring the SU is a good employer, and has a motivated and engaged workforce.

Remit

1. To approve and oversee implementation of a People Plan, and receive an annual progress report on implementation of the People Plan.
2. To oversee, and approve amendments to (in line with the Scheme of Delegation), the Union's employee policies and procedures.
3. To oversee compliance with current employment legislation, as well as best practice guidance on employment.
4. To receive the results of the annual staff satisfaction survey, and agree any subsequent action to be taken, and receive other HR engagement reports covering, amongst other things, employment demographics, staff turnover statistics and other employment KPI's.
5. To approve and monitor a remuneration policy detailing the SU's approach to remunerating the Chief Executive and Sabbatical Officers.
6. To review the on-going appropriateness and relevance of the remuneration policy, especially in light of changes in regulation and/or best practice on senior executive pay in charities.
7. To receive a recommendation from management regarding the annual cost-of-living award for staff and make a recommendation on such award to the Board of Trustees.
8. To receive benchmarking reports on the Union's staff reward package and at least every 5 years to commission a benchmarking report on the total reward package for staff.
9. To maintain a watching brief over the Union's pension provision, ensuring compliance with legislation and best practice.
10. To review the reports from the bi-annual appraisals of the Chief Executive.
11. To review on a periodic basis the remuneration packages for the Chief Executive and Sabbatical Officers, paying regard to relevant benchmarking reports, and make recommendations to the Board of Trustees as to any necessary changes to such packages.

Responsibility and Authority

- The Committee shall work closely with, and pay due regard to the deliberations of, the Governance and Compliance Committee, which has overall responsibility for ensuring the SU complies with legislation and regulation.
- The Committee shall endeavour to promote a culture of accountability and transparency throughout the SU's operations and among its staff and officers.
- The Committee shall scrutinise and review the areas of work within its remit and make final recommendations to the Board, as necessary.
- The Board shall confirm one of the Committee's full members as the Chair of the Remuneration and HR Committee.
- The quorum shall be at least 3 trustees, one of whom must be the Chair of the Board or the Chair of the Remuneration and HR Committee.
- Members of the Committee have the right to ask some or all of those 'in attendance' to leave for specific sections of meetings.

Membership

- Chair of the Board (ex-officio)
- At least three other trustees (appointed by the Board of Trustees)
- Up to two external members (i.e., not Trustees of Cambridge SU), appointed via a recruitment and selection process, the number of whom shall be confirmed by the Committee

In attendance

- Director of Enterprise and Services
- Chief Executive

Resources

- Any financial resources necessary to achieve the Committee's objective.
- Any management resources necessary to achieve the Committee's objective.
- Director of Enterprise and Services to ensure the drafting of papers and reports for the Committee as well as developing the agenda for Committee meetings in conjunction with the Chair.
- Director of Enterprise and Services to take minutes and collate papers for Committee meetings.

Regularity of Meetings

At least two meetings per annum

SENIOR MANAGEMENT TEAM | TERMS OF REFERENCE

Purpose

To take the lead role in managing Cambridge SU, providing strategic leadership and coordination for the operational aspects of the SU and ensuring effective communication with and between stakeholders. Further, to take a lead management role in strategic planning and maintaining focus on Cambridge SU's Vision, Mission and Values, and to assist in the governance of the SU.

Remit

1. To ensure effective communication between the trustees and staff.
2. To develop mutually beneficial, open, trusting and honest relationships with the trustees.
3. To take the lead role in succession, financial and business planning.
4. To monitor performance and implementation of the SU's plans and strategies.
5. To ensure coordination of the various parts of the SU, focusing all parts on achievement of the Vision.
6. To play a key role in the governance of the charity, as detailed in the scheme of delegation, making such decisions and wielding such authority as is delegated by the Trustees.
7. To provide strategic leadership for staff in particular, but also stakeholders and elected officers.
8. To provide guidance and support for the trustees and staff.
9. To retain collective responsibility for decisions made by the Board of Trustees and Senior Management Team.
10. To provide leadership by example and demonstrate commitment to continuous professional development and financial probity.

Responsibility and Authority

The team has decision-making responsibility over operational matters and a critical role in making recommendations to the Trustees and ensuring implementation of decisions made by the Board of Trustees. The team has such authority as is detailed in the Scheme of Delegation.

Reporting Line

To the Board of Trustees

Membership

- Chief Executive
- Director of Membership Engagement
- Director of Enterprise and Services

Regularity of Meetings

Normally at least once a month

CHAIR | ROLE DESCRIPTION

Purpose

The Chair provides leadership for Cambridge SU and the Board. The Chair is one of the main ambassadors for the SU and responsible, in conjunction with the Deputy Chair, for co-ordinating performance management of the Chief Executive.

Key Responsibilities

The Chair has the same responsibilities as other trustees, and the additional responsibilities specific to the post outlined below. The Chair:

- Helps manage working relationships among the trustees and with the Chief Executive.
- Leads the recruitment and selection of future Board members.
- Takes on a lead ambassadorial role for Cambridge SU.
- Leads the performance management, and recruitment and selection, of the Chief Executive.
- Contributes to creating and sustaining a 'learning Board' by participating in or leading Board induction and Board development activities.
- Offers support, guidance and coaching for other trustees, particularly those new to the Board.
- Co-ordinates and chairs meetings of the Board.
- Is an ex-officio member of the Board Committees.

Person Specification

In addition to the general person specification required of any trustee, the Chair should ideally have the following characteristics:

- Strong communication skills with the ability to present to a variety of audiences.
- Ability to provide strategic leadership to the SU's trustees, elected officers and members.
- Developed diplomatic and negotiation skills.
- Ability to build partnerships and develop strategic relationships.
- Commitment to the SU's vision and values.

Method of Appointment and Term of Office

The Chair of the Board is chosen from between the Undergraduate President and the Postgraduate President via the process outlined in the By-laws. The term of office for the

Presidents is one year, with a possible second year subject to re-election through cross-campus ballot.

Removal from Office

The Chair may be removed from office via the processes outlined in the SU's Articles of Association and By-laws, or (in exceptional circumstances) through the Student Officer HR Policies.

DEPUTY CHAIR | ROLE DESCRIPTION

Purpose

The Deputy Chair supports the Chair to provide leadership for the Board and co-ordinate the performance management of the Chief Executive. They also deputise for the Chair in their absence.

Key Responsibilities

The Deputy Chair has the same responsibilities as other trustees, and additional responsibilities specific to the post outlined below. The Deputy Chair:

- Helps the Chair manage relationships between the trustees and with the Chief Executive.
- Understands the responsibilities of the Chair and performs them if the Chair is unavailable.
- Recommends actions to strengthen the effectiveness of the Board.
- Assists the Chair in recruiting, selecting and performance managing the Chief Executive.
- Takes on an ambassadorial role on behalf of Cambridge SU.
- Contributes to creating and sustaining a 'learning Board' by participating in or leading Board induction and Board development activities.
- Offers support, guidance and mentoring for trustees, particularly those new to the Board.
- Supports the Chair in co-ordinating the Board and in chairing meetings of the Board.

Person Specification

In addition to the general person specification required of any trustee, the Deputy Chair should have the following characteristics:

- Significant experience at executive and/or non-executive level.
- Knowledge and understanding of good governance.
- Ability to provide strategic leadership.
- Highly developed diplomatic and negotiation skills.
- Ability to build partnerships and develop strategic relationships.

Method of Appointment and Term of Office

The Trustee Board appoints the Deputy Chair from amongst its membership. The length of term is normally three years, with possible extension of term subject to approval by the Board.

Removal from Office

The Board reserves the right to remove a post-holder from the position of Deputy Chair, subject to a majority vote by the Board.

BOARD COMMITTEE CHAIR(S) | ROLE DESCRIPTION

Purpose

Board Committee Chairs work in partnership with the Chair and Deputy Chair to co-ordinate the business of the Board and to chair a specific committee of the Board.

Key Responsibilities

Committee Chairs have the same responsibilities as other trustees, and additional responsibilities specific to the post outlined below. Committee Chairs:

- Co-ordinate and chair one or more of the Board's Committees.
- Participate in the recruitment and selection of Board and/or Committee members and recommend actions to strengthen the effectiveness of the Board and its Committees.
- Take on an ambassadorial role on behalf of Cambridge SU.
- Contribute to creating and sustaining a 'learning Board' by participating in or leading induction and development activities.
- Offer support, guidance and mentoring for committee members, particularly those new to a committee.

Person Specification

In addition to the general person specification required of any trustee, Board Committee Chairs should have the following characteristics:

- Knowledge and understanding of the area(s) covered by the Board Committee(s).
- Strong communication skills and ability to chair meetings effectively.
- Well-developed diplomatic and negotiation skills.
- Ability to build partnerships and develop strategic relationships.

Method of Appointment and Term of Office

The Trustee Board agrees who should serve as Board Committee Chairs from amongst its membership. The length of term of office will be agreed by the Board on a case-by-case basis.

Removal from Office

The Board reserves the right to remove a post-holder from the position of Board Committee Chair, subject to a majority vote by the Board.

TRUSTEE | ROLE DESCRIPTION

Purpose

The Trustees are ultimately responsible, individually and collectively, for all activity within Cambridge SU. The Board of Trustees is responsible for setting the mission, vision and values of the SU and ensuring the delivery of organisational purpose. The Trustees ensure development of, and agree, a long-term strategy and approve and monitor plans to deliver such strategy.

Key Responsibilities

Trustees are accountable for delivering the responsibilities detailed in the Terms of Reference of the Board of Trustees. Notwithstanding this, all Trustees have a duty to:

- Ensure Cambridge SU acts in accordance with its Charitable Objects, Articles of Association, By-laws and other guiding documents, and remains true to its Mission, Vision and Values.
- Help Cambridge SU achieve its objectives and improve the lives of its members.
- Ensure Cambridge SU complies with all relevant legislation and regulation.
- Adhere to the Trustee Code of Conduct (see page 7) and [Charity Governance Code](#).
- Ensure Cambridge SU does not undertake activities that put its financial stability, members or reputation at undue risk.
- Work with other trustees, staff and volunteers in a constructive manner and for the greater good of Cambridge SU.
- Participate fully in Board meetings and join at least one of the Board's Committees.
- Use their personal skills and experience to ensure Cambridge SU is well-run and efficient.
- Seek external professional advice where there may be material risk to Cambridge SU or where the Trustees may be in breach of their duties, or at any other appropriate moment.
- Add value to the Board and Cambridge SU through generating ideas, challenging the status quo, broadening thinking and supporting and promoting innovation and creativity.

Student Trustees (elected and selected) and Officer Trustees have a particular responsibility to:

- Ensure decisions of the Board and its Committees take account of the needs and views of Cambridge SU's members.
- Ensure Cambridge SU is considering the needs and views of all student groups, for example postgraduate, international and part-time students.
- Ensure effective communication between Cambridge SU and its members.

External Trustees have a particular responsibility to:

- Use their particular knowledge, skill and experience to improve the decision-making of the Board and its Committees.
- Support and empower the student and officer trustees.
- Act as mentors, as required, for new, less experienced trustees.

Person Specification

Trustees should be:

- Committed to the purpose, objects and values of Cambridge SU ;
- Constructive about other trustees' opinions in discussions and in response to staff members' and others' contributions at meetings;
- Able to act reasonably and responsibly when undertaking Board responsibilities;
- Able to maintain strict confidentiality;
- Understand the importance and purpose of Board and Committee meetings and be committed to preparing for them adequately and attending them regularly;
- Able to analyse information and, when necessary, challenge constructively;
- Able to make collective decisions and stand by them;
- Able to respect boundaries between management and governance functions;
- Excellent role models who promote the highest standards of probity and integrity;
- Firm supporters of equality of opportunity and committed to promoting diversity.

Removal from Office

Any trustee may be removed from office via the processes outlined in Cambridge SU 's constitution. Selected trustees may be removed via the Board, following a simple majority vote at a quorate meeting of the Board.

Term of Office

The terms of office for student trustees are detailed in the Union's Constitution. Terms of office for external trustees are three years and external trustees may serve up to two terms of office, subject to approval for a second term by the Board of Trustees.

EXTERNAL COMMITTEE MEMBER | ROLE DESCRIPTION

Purpose

External Committee Members bring skills, knowledge, experience and/or perspectives to support deliberations of Cambridge SU's Committees. Whilst not trustees, External Committee Members are members of the committee they sit on and play an integral part in decision-making processes.

Key Responsibilities

External Committee Members are responsible for assisting in the responsibilities detailed in the Terms of Reference of the committee they are a member of. Notwithstanding this, Committee Members have a duty to:

- Help Cambridge SU achieve its objectives and improve the lives of its members.
- Ensure Cambridge SU complies with relevant legislation and regulation.
- Work with trustees and staff in a constructive manner and for the good of Cambridge SU.
- Participate fully in Committee meetings.
- Use their skills and experience to ensure Cambridge SU is well run and efficient.
- Add value through generating ideas, challenging the status quo, broadening thinking and supporting and promoting innovation and creativity.

Person Specification

Committee Members should be:

- Committed to the purpose, objects and values of Cambridge SU.
- Value other committee members' opinions in discussions and contributions at meetings.
- Able to act reasonably and responsibly when undertaking Committee responsibilities.
- Able to maintain strict confidentiality.
- Be committed to preparing for Committee meetings adequately and attending them regularly.
- Able to analyse information and, when necessary, challenge constructively.
- Able to make collective decisions and stand by them.
- Able to respect boundaries between management and governance functions.
- Excellent role models who promote the highest standards of probity and integrity.
- Firm supporters of equality of opportunity and committed to promoting diversity.

Removal from Office

Committee members may be removed by the Board, following a simple majority vote.

Term of Office

The term of office for Committee Members will be agreed on a case-by-case basis. Committee Members may serve up to two terms of office, subject to approval for a second term by the Board.

SCHEME OF DELEGATION

Area of responsibility	Chair/Deputy Chair responsibilities	Board of Trustees responsibilities	Board of Committee responsibilities	Chief Executive responsibilities	Senior Management Team (SMT) responsibilities
Good governance & democracy	<p>Mentor & support new trustees</p> <p>Provide leadership for the Board</p> <p>Lead performance reviews for Trustees</p>	<p>Appoint new External & Student Trustees, subject to ratification by Student Council</p> <p>Ensure compliance with governing documents</p> <p>Approve amendments to the Articles of Association, prior to submission for approval to membership & the University</p> <p>Complete annual review of board performance & approve subsequent improvement plan</p> <p>Approve changes to Governance Policies & Procedures (if material)</p> <p>Endorse changes to the By-laws and make</p>	<p>Monitor governance function & identify improvements - Governance & Compliance Committee (G&CC)</p> <p>Approve recruitment process for Student & External Trustees - Appointments Committee (AC)</p> <p>Approve system for Board, Chair, Deputy-Chair & Committee Chairs' reviews - G&CC</p> <p>Approve changes to Governance Policies & Procedures (unless material) - G&CC</p> <p>Approve Returning Officer & Deputy</p>	<p>Implement recruitment processes for External & Student Trustees</p> <p>Involvement in recruitment process for External & Student Trustees</p> <p>Induct, train & brief Board & Committee members</p> <p>Monitor changes to key legislation</p>	<p>Approve election rules (<i>subject to approval by Returning Officer</i>)</p> <p>Involvement in induction of new Trustees & Committee members</p>

		recommendations to Student Council & CCSSU	Returning Officer, subject to ratification by Student Council - AC		
Human resource management	<p>Lead performance management of the Chief Executive</p> <p>Lead recruitment & selection of new Chief Executive</p> <p>Disciplinary process at appeal stage for Senior Management Team (SMT)</p>	<p>Approve annual pay award for staff</p> <p>Approve changes to the reward/remuneration packages for the CEO, SMT and Officers</p> <p>Approve Chief Executive appointment</p> <p>Involved in appointment of SMT</p> <p>Approve employee policies (if new & significant)</p> <p>Approve changes to management structure</p> <p>Approve proposals for redundancies</p> <p>Disciplinary process at appeal stage for CEO (Board to appoint panel to hear the appeal)</p>	<p>Periodically review remuneration package of the CEO & officers to ensure cost effectiveness & competitiveness - <i>Remuneration & HR Committee (R&HRC)</i></p> <p>Recommend changes to staff remuneration package to the Board - <i>R&HRC</i></p> <p>Approve alterations to employee policies (if material) - <i>R&HRC</i></p> <p>Receive results of annual staff satisfaction survey &, annual HR KPI's report, & agree subsequent action - <i>R&HRC</i></p> <p>Approve recruitment & selection process for new CEO - AC</p> <p>Approve re-grading or awarding incremental points for SMT - <i>R&HRC</i></p>	<p>Recruit & appoint new members of the SMT</p> <p>Disciplinary process at appeal against dismissal stage</p> <p>Disciplinary process at gross misconduct & dismissal stages at SMT level</p>	<p>Recruit & appoint managers</p> <p>Approve changes to staffing structure below management level</p> <p>Approve re-grading or awarding incremental points for staff below Senior Management Team level (annual report of changes approved by SMT to be presented to R&HRC)</p> <p>Approve alterations to employee policies (unless material)</p> <p>Disciplinary process at gross misconduct & dismissal stages below SMT level</p>

Financial management	<p>Approve unbudgeted expenditure of £5K - £10K (<i>must be reported to next meeting of the Board or FC</i>)</p>	<p>Approve income & expenditure & capex budgets, & cash flow forecast, annually</p> <p>Approve quarterly update on financial performance & resulting decisions</p> <p>Approve unbudgeted expenditure >£20K</p> <p>Approve Reserves Policy</p> <p>Approve Financial Statements & Letter of Representation, following scrutiny by FC</p> <p>Annually approve Audit Findings Report following scrutiny by FC, & meet with</p> <p>External Auditors as part of scrutiny of Financial Statements</p> <p>Approve banking authorisation & signatory changes</p>	<p>Review annual budgets prior to submission to BoT - <i>Finance Committee (FC)</i></p> <p>Approve budgeted capital projects of > £10K - FC</p> <p>Approve unbudgeted expenditure of £10k - £20K - FC</p> <p>Approve Financial Procedures & finance policies - FC</p> <p>Scrutinise quarterly accounts with balance sheet, capex update, & Finance report - FC</p> <p>Subject to Student Members' Meeting [for auditors] approval, appoint auditors & bankers - FC</p> <p>Review Audit Findings Report & Letter of Representation, prior to submission to BoT - FC</p>	<p>Overall management of the Union's finances, ensuring resources are utilised efficiently & effectively to deliver the strategic plan</p> <p>Approve unbudgeted expenditure of <£2k (<i>in conjunction with Chair</i>)</p> <p>Draft Trustees' Report for the Financial Statements (<i>with Chair</i>)</p> <p>Approve expenditure from contingency budget <£2k (<i>must be reported to next meeting of FC</i>)</p>	<p>Approve unbudgeted expenditure of £2k - £5k (<i>must be reported to next meeting of FC</i>)</p> <p>Approve expenditure from contingency budget >£2k (<i>must be reported to next meeting of FC</i>)</p> <p>Implement Financial Procedures & finance policies - <i>Director of Enterprise & Services</i></p>
Strategic & operational management	<p>Lead development of the strategic plan (<i>with Chief Executive</i>)</p>	<p>Set vision, mission & values</p> <p>Act as guardians of mission, vision & values</p>	<p>Review the 3-year financial forecast - FC</p> <p>Approve People Plan supporting the strategic</p>	<p>Craft the strategic plan, following a comprehensive strategy review involving the SU's</p>	<p>Assist in the development of, and deliver, the strategic plan</p> <p>Monitor progress against</p>

		<p>Help shape & approve the strategic plan</p> <p>Approve amendments to the strategic plan with resources</p> <p>Receive twice-yearly update on the strategic plan with opportunity to question SMT</p> <p>Monitor the needs of the membership & ensure strategic plan continues to meet them</p> <p>Approve 3 year financial forecast linked to strategic plan</p>	<p>plan - <i>R&HRC</i></p> <p>Monitor performance against the <i>People Plan</i> - <i>R&HRC</i></p>	<p>major stakeholders</p> <p>Overall management of the strategic plan</p> <p>Report on progress against the strategic plan</p> <p>Report on the needs of the membership & ensure strategic plan continues to meet them</p> <p>Sign leases & property operating agreements with external organisations on behalf of Cambridge SU</p>	<p>the strategic plan</p> <p>Develop, implement & monitor progress against Departmental Operating Plans</p> <p>Approve & authorise leases & property operating agreements with external organisations, notably the University</p> <p>Monitor implementation of & adherence to leases & property operating agreements</p>
Risk Management	Lead creation of a positive culture of risk management	<p>Set overall approach to managing risk & approve Risk Management Policy</p> <p>Approve Strategic Risk Register & Risk Mitigation Plan annually</p> <p>Receive bi-annual update on progress against & Risk Mitigation Plan</p>	Monitor risks related to their specific terms of reference - <i>all committees</i>	Overall management responsibility for risk management	<p>Implement & monitor adherence against Risk Management Policy</p> <p>Approve annual Operational Risk Register & Risk Mitigation Plan & monitor progress against mitigation plan</p> <p>Identify & minimise risk & review on an on-going basis</p>
Compliance	Lead creation of a positive culture of health & safety management	Ensure compliance with relevant legislation, regulation &	Approve Health & Safety Policy - GCC	Overall responsibility for health & safety management as the	Approve health & safety procedures & management systems

		requirements of regulators	<p>Receive annual report and plan on health & safety management - GCC</p> <p>Receive an annual report on legislative & regulatory compliance - GCC</p> <p>Co-ordinate compliance with Freedom of Speech regulation - GCC</p> <p>Offer ultimate port of call for concerns raised under Whistleblowing or Complaints Policies - GCC</p> <p>Ensure compliance with data protection legislation - GCC</p> <p>Receive annual safeguarding management report & plan - GCC</p>	designated Safety Officer	<p>Management responsibility for health & safety</p> <p>Management responsibility for safeguarding</p>
--	--	----------------------------	---	---------------------------	--