



GOVERNANCE POLICIES AND PROCEDURES

APRIL 2026

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Approved by: Board of Trustees (via email), April 2026

Review date: by April 2027

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.

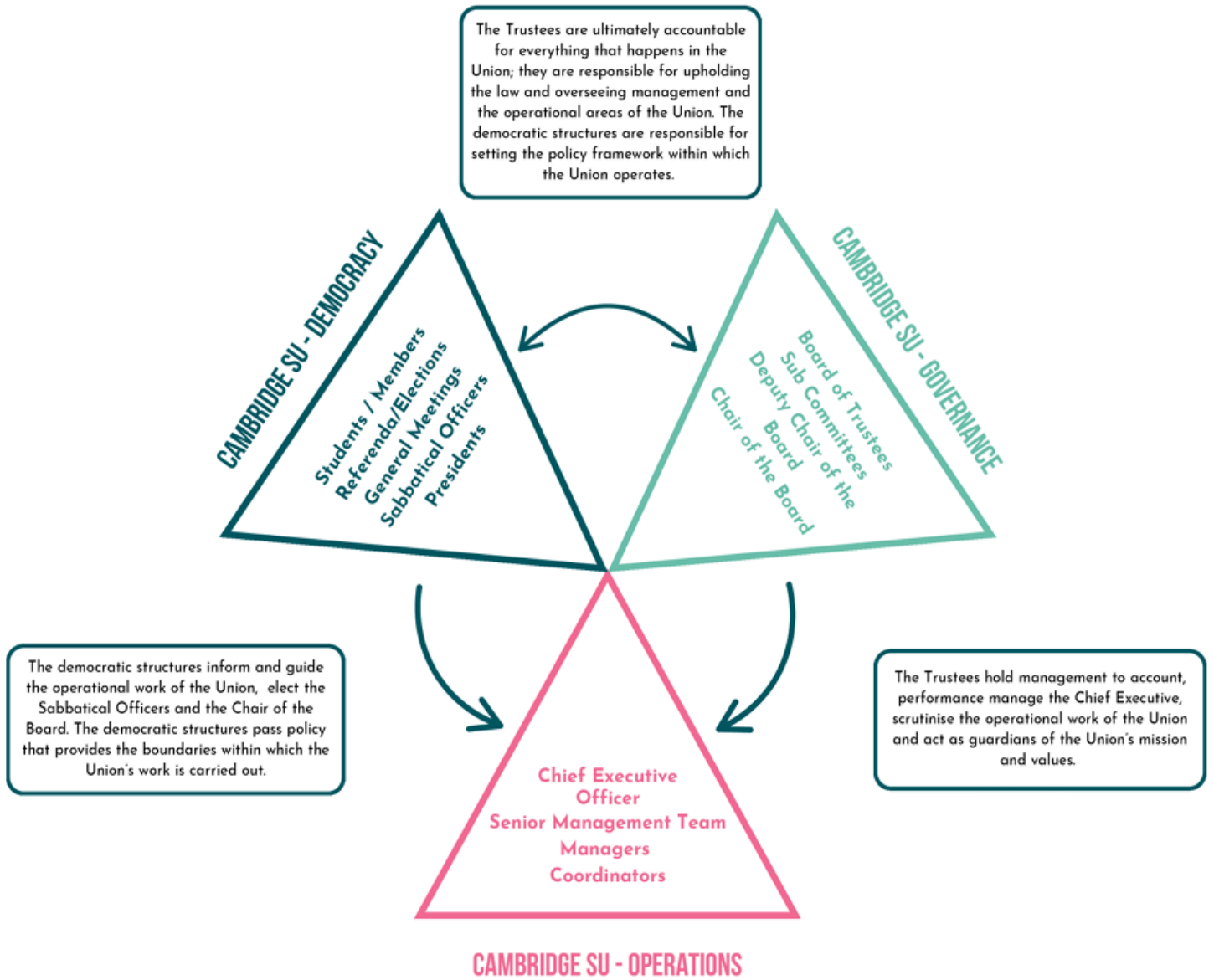
CHARITY GOVERNANCE CODE

Good governance helps charities achieve their goals. The [Charity Governance Code](#) sets out universal principles of governance for charities to consider and helps to shape a common view of what good looks like. Compliance with the Code is not a regulatory requirement. It is the Charity Commission, and in some cases other regulators, and charity law, that tells charities about what they must do. The Code draws upon, but is fundamentally different to, the Charity Commission's guidance. It is a practical tool for trustees to encourage discussion about standards, behaviours and processes that are helpful in cultivating good governance. Meeting the Code's principles and outcomes would provide strong assurance to external stakeholders that a charity is well governed.

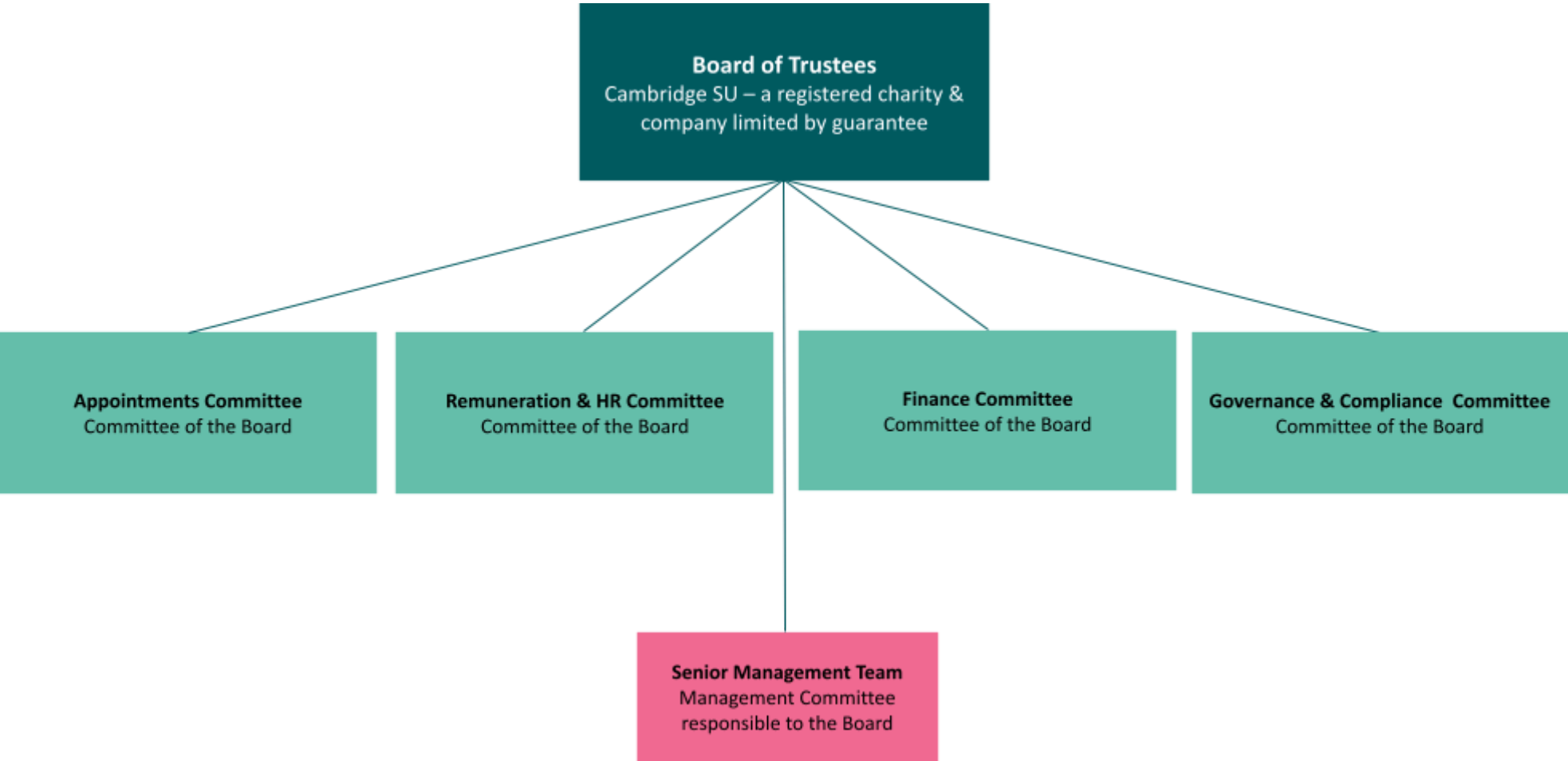
The Code is based on eight principles, which build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation. Cambridge SU is committed to complying with the Code and compliance is monitored on a regular basis by The Board. The principles which make up the Code are:

1. *Foundation Principle* - Trustees take responsibility for, and invest the necessary time and care, in understanding the charity, their responsibilities and legal duties.
2. *Organisational Purpose* - The board is clear about the charity's aims and how these benefit all or part of the public. It ensures that activity is targeted at achieving those aims both in the short and long term.
3. *Leadership* - The charity is headed by an effective board that provides strategic leadership in line with the charity's purpose and values.
4. *Ethics and Culture* - The board has agreed the standards and values which shape the charity's behaviours and culture. This includes being open about how the charity operates and responding thoughtfully to feedback.
5. *Decision-making* - The board makes effective decisions that best serve the charity's purposes. Trustees take personal responsibility for carefully considering each decision and working to reach agreement.
6. *Managing Resources and Risks* - The board takes responsibility for stewarding, developing and allocating resources. The board identifies the risks to achieving the charity's aims and agrees how to navigate them. The board seeks assurance that risks are properly managed.
7. *Equity, Diversity and Inclusion* - The board has a clear, agreed and effective approach to supporting equity, diversity and inclusion (EDI) throughout the organisation, including in its own practice.
8. *Board Effectiveness* - The board works well together, using an appropriate balance of skills, experience, backgrounds and knowledge. It reviews its performance on a regular cycle and takes steps to improve.

ORGANISATIONAL MODEL



GOVERNANCE STRUCTURES 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.

TRUSTEE GIFTS AND HOSPITALITY POLICY

Purpose and Scope

The purpose of this policy is to ensure trustees act with integrity and transparency when offered gifts, benefits, or hospitality in connection with their role. Trustees must not allow such offers to influence, or appear to influence, their decision-making on behalf of the charity. The Board is responsible for ensuring compliance with this policy, which will be reviewed periodically and updated as necessary. This policy applies to all trustees and anyone acting on behalf of the Board of Trustees.

General Principles

Trustees must not accept gifts, benefits, or hospitality that could reasonably be seen as influencing their judgement, compromising their independence, or creating a conflict of interest. Trustees should always act in the best interests of the Charity and maintain public trust.

Acceptable Gifts and Hospitality

Trustees may accept modest and reasonable hospitality that is clearly related to the Charity's work (for example, refreshments at meetings or events), provided:

- it is proportionate and infrequent;
- it does not create an obligation or expectation of favourable treatment; and
- accepting it would not reasonably damage the charity's reputation.

Token gifts of low value (for example, promotional items) may be accepted where refusal would cause offence or disrupt relationships.

Gifts and Hospitality That Must Be Declined

Trustees must not accept:

- cash or cash equivalents;
- gifts or hospitality of significant value;
- repeated or excessive hospitality from the same source;
- any gift or hospitality offered with the expectation of influence or advantage.

Declaration and Recording

Trustees must declare any gift or hospitality received in connection with their role above the value of £25 to the Chair or Director of Operations. Such items should be recorded in the Charity's Gifts and Hospitality Register.

Conflicts of Interest

Where a gift or hospitality could give rise to a conflict of interest, the trustee must declare it in accordance with the charity's Conflicts of Interest Policy and, where appropriate, withdraw from related discussions or decisions.

TRUSTEE DISPUTE RESOLUTION PROCESS

Purpose and Scope

The purpose of this policy is to establish a structured and fair process for resolving disagreements between trustees. Trustees are collectively responsible for the governance of the Charity and must act in its best interests in accordance with their duties under the Charities Act 2011 and guidance issued by the Charity Commission. This policy applies to disputes between trustees and between trustees and the Chair and seeks to:

- Promote constructive resolution of disagreements.
- Maintain effective board functioning.
- Protect the Charity's reputation and operations.
- Ensure decisions are made in the Charity's best interests.

This policy does not replace:

- Formal whistleblowing procedures.
- Safeguarding reporting obligations.
- Legal or regulatory reporting requirements.

The policy will be reviewed periodically by the board of trustees to ensure it remains consistent with good governance practice and guidance from the Charity Commission.

Principles

Disputes between trustees should be handled in accordance with the following principles:

- Good faith: Trustees should seek to resolve disagreements constructively.
- Respect: All discussions must be conducted respectfully and professionally.

- Confidentiality: Matters under dispute should remain confidential to the board unless disclosure is required.
- Charity interests: Personal views must not override the Charity's interests.
- Proportionality: Issues should be addressed at the lowest appropriate level before escalation.

Informal Resolution

Where a disagreement arises, trustees should attempt to resolve the matter informally. This may involve:

- A direct discussion between the trustees concerned.
- A facilitated discussion with one of the Chairs (Chair of the Board, Deputy Chair or a Committee Chair).
- Clarification of facts, board decisions, or governance responsibilities.

Where the dispute relates to the Chair, another trustee agreed by the board (normally one of the Chairs) may facilitate the discussion. Informal resolution should normally be attempted before invoking formal procedures.

Formal Resolution

If a dispute cannot be resolved informally, the following process should be followed.

The trustee raising the concern should submit a written summary of the dispute to the Chair or Deputy Chair. The summary should include:

- The nature of the disagreement.
- Relevant facts.
- Any previous attempts at resolution.
- The outcome sought.

The Chair or Deputy Chair will:

- Review the matter.
- Speak with the trustees involved.
- Determine whether mediation or board consideration is appropriate.

Where the Chair is a party to the dispute, another trustee nominated by the board (normally one of the Chairs) will undertake this role.

Where appropriate, the Chair/Deputy Chair may recommend mediation. This may involve an independent trustee acting as mediator or an external mediator if the dispute is significant. The aim of mediation is to reach a mutually acceptable resolution consistent with the Charity's governance responsibilities.

If mediation does not resolve the dispute, the matter may be referred to the full board of trustees. The board may:

- Review the matter at a properly convened meeting.
- Request further information.
- Determine an appropriate resolution.

Any decision will be taken in accordance with the Charity's governing document and standard decision-making procedures. Trustees with a conflict of interest may be required to withdraw from the decision.

External Advice

In complex or serious disputes, the board may seek independent advice from:

- Legal advisors.
- Governance specialists.
- Charity sector advisory organisations (such as NCVO).
- The Charity Commission, if the dispute raises regulatory concerns.

Conduct and Behaviour

Trustees are expected to adhere to the Trustee Code of Conduct and governance standards throughout any dispute process. Behaviour that may warrant further action includes:

- Persistent disruption of board decision-making.
- Breach of confidentiality.
- Failure to act in the Charity's best interests.
- Conduct inconsistent with trustee duties.

In such cases, the board may consider appropriate governance measures permitted by the Charity's governing document.

Record Keeping

The Director of Operations will ensure that:

- Key stages of the dispute process are recorded.
- Outcomes are documented.
- Board decisions are reflected in meeting minutes.

Records will be retained in accordance with the Charity's governance and record-keeping policies.

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.

Governance Policies and Procedures

April 2026

- 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 Operations.

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 Operations 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 review the results of annual skills, experience and diversity audits of the Board and identify 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 ensure new trustees are appropriately inducted and to offer mentoring support and ensure their involvement.
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 appointment of the Returning Officer and the Deputy Returning Officer.
8. 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 Operations 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 oversee operation of the SU's Procurement Policy, and to review such Policy at least every 5 years.
9. To review the SU's Reserves Policy annually, for onward consideration by the Board of Trustees.
10. 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.
11. 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.
12. To monitor the performance of the SU's accountants, oversee any change to accountants and any other major finance-related appointments.
13. 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 Operations.
- 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 Operations 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 Operations 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 oversee 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 oversee the SU's governance framework, monitor compliance with the Charity Governance Code, review the annual Board Effectiveness Review and Chair Appraisals 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 Operations.
- 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 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.
6. To oversee, and approve amendments to (in line with the Scheme of Delegation), the Union's safeguarding policies and procedures.
7. To approve and monitor a remuneration policy detailing the SU's approach to remunerating the Chief Executive and Sabbatical Officers.
8. 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.
9. 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.
10. 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.
11. To maintain a watching brief over the Union's pension provision, ensuring compliance with legislation and best practice.
12. To oversee the induction process of the new Chief Executive.
13. To review the reports from the bi-annual appraisals of the Chief Executive.
14. 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).
- NB, because of the Committee's responsibility for oversight of sabbatical officer remuneration, at least 3 of the voting members must be external or student 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 Operations.
- 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.
- Director of Operations 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 Operations 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 alongside 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 Operations.

Regularity of Meetings

Normally at least once a month.

CHAIR (OR CHAIRS) | ROLE DESCRIPTION

Purpose

The Chair(s) provide(s) leadership for Cambridge SU and the Board. The Chair(s) is/are 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(s) has/have the same responsibilities as other trustees, and the additional responsibilities specific to the post outlined below. The Chair(s):

- Help(s) manage working relationships among the trustees and with the Chief Executive.
- Lead(s) the recruitment and selection of future Board members.
- Take(s) on a lead ambassadorial role for Cambridge SU.
- Lead(s) the performance management, and recruitment and selection, of the Chief Executive.
- Contribute(s) to creating and sustaining a 'learning Board' by participating in or leading Board induction and Board development activities.
- Offer(s) support, guidance and coaching for other trustees, particularly those new to the Board.
- Co-ordinate(s) and chair(s) meetings of the Board.
- Is/are an ex-officio member(s) of the Board Committees.

Person Specification

In addition to the general person specification required of any trustee, the Chair(s) 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(s) 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(s) 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 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 recommendations to Student Council & CCSSU</p> | <p>Monitor governance function & identify improvements - <i>Governance & Compliance Committee (G&CC)</i></p> <p>Approve recruitment process for Student & External Trustees - <i>Appointments Committee (AC)</i></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 Returning Officer, subject to ratification by Student Council - AC</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 (subject to approval by Returning Officer)</p> <p>Involvement in induction of new Trustees & Committee members</p> |
| Human resource management | <p>Lead performance management of the Chief Executive</p> | <p>Approve annual pay award for staff</p> <p>Approve changes to the reward/remuneration</p> | <p>Periodically review remuneration package of CEO & officers - <i>Remuneration & HR Committee (R&HRC)</i></p> | <p>Recruit & appoint new members of the SMT</p> | <p>Recruit & appoint managers</p> |

| Area of responsibility | Chair/Deputy Chair responsibilities | Board of Trustees responsibilities | Board Committee responsibilities | Chief Executive responsibilities | Senior Management Team (SMT) responsibilities |
|-----------------------------|---|---|--|---|---|
| | <p>Lead recruitment & selection of new Chief Executive</p> <p>Disciplinary process at appeal stage for Senior Management Team (SMT)</p> | <p>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>Recommend changes to staff remuneration package to the Board - R&HRC</p> <p>Approve alterations to employee policies (if material) - R&HRC</p> <p>Receive results of annual staff survey &, quarterly HR KPI's report, & agree subsequent action - R&HRC</p> <p>Approve recruitment & selection process for new CEO - AC</p> <p>Approve re-grading or awarding incremental points for SMT - R&HRC</p> | <p>Disciplinary process at appeal against dismissal stage</p> <p>Disciplinary process at gross misconduct & dismissal stages at SMT level</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 (<i>annual report of changes approved by SMT to be presented to R&HRC</i>)</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>Review annual budgets prior to submission to BoT - Finance Committee (FC)</p> <p>Approve budgeted capital projects of > £10K - FC</p> <p>Approve unbudgeted expenditure of £10k - £20K - 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 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</p> |

| Area of responsibility | Chair/Deputy Chair responsibilities | Board of Trustees responsibilities | Board Committee responsibilities | Chief Executive responsibilities | Senior Management Team (SMT) responsibilities |
|---|--|---|--|---|---|
| | | <p>Approve Financial Statements & Letter of Representation, following scrutiny by FC</p> <p>Annually approve Audit Findings Report following scrutiny by FC, & meet with External Auditors as part of scrutiny of Financial Statements</p> <p>Approve banking authorisation & signatory changes</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>Approve expenditure from contingency budget <£2k (must be reported to next meeting of FC)</p> | <p>policies - <i>Director of Operations</i></p> |
| Strategic & operational management | <p>Lead development of the strategic plan (with Chief Executive)</p> | <p>Set vision, mission & values</p> <p>Act as guardians of mission, vision & values</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>Review the 3-year financial forecast - FC</p> <p>Approve People Plan supporting the strategic plan - R&HRC</p> <p>Monitor performance against the People Plan - R&HRC</p> | <p>Craft the strategic plan, following a comprehensive strategy review involving the SU's 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>Assist in the development of, and deliver, the strategic plan</p> <p>Monitor progress against the strategic plan</p> <p>Develop, implement & monitor progress against Departmental Operating Plans</p> <p>Approve & authorise leases & property operating agreements with external</p> |

| Area of responsibility | Chair/Deputy Chair responsibilities | Board of Trustees responsibilities | Board Committee responsibilities | Chief Executive responsibilities | Senior Management Team (SMT) responsibilities |
|------------------------|--|---|--|--|--|
| | | <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>Sign leases & property operating agreements with external organisations on behalf of Cambridge SU</p> | <p>organisations, notably the University</p> <p>Monitor implementation of & adherence to leases & property operating agreements</p> |
| Risk management | <p>Lead creation of a positive culture of risk management</p> | <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> | <p>Monitor risks related to their specific terms of reference - <i>all committees</i></p> | <p>Overall management responsibility for risk management</p> | <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 & provide ongoing review</p> |
| Compliance | <p>Lead creation of a positive culture of health & safety management</p> | <p>Ensure compliance with relevant legislation, regulation & requirements of regulators</p> | <p>Approve Health & Safety Policy - GCC</p> <p>Receive annual report and plan on health & safety management - GCC</p> <p>Receive an annual report on legislative & regulatory compliance - GCC</p> | <p>Overall responsibility for health & safety management as the designated Safety Officer</p> | <p>Approve health & safety procedures & management systems</p> <p>Management responsibility for health & safety</p> <p>Management responsibility for safeguarding</p> |

| Area of responsibility | Chair/Deputy Chair responsibilities | Board of Trustees responsibilities | Board Committee responsibilities | Chief Executive responsibilities | Senior Management Team (SMT) responsibilities |
|------------------------|-------------------------------------|------------------------------------|--|----------------------------------|---|
| | | | <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 - R&HRC</p> | | |