

Schedules review – Schedule 3: Governance of the Association

PURPOSE OF PAPER	To approve the proposed Schedule 3: Governance of the Association
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ACTION REQUIRED	To approve
LENGTH OF PAPER	This report contains 5 pages

Background

The paper is to outline proposed changes to the schedule that references democratic governance. It highlights the hierarchy of democratic authority and references referendums and All Student Meetings (which replace the Regional Student Council).

SCHEDULE THREE: GOVERNANCE OF THE ASSOCIATION

1. INTRODUCTION

1.1 Statement of relationship between Charity, Democratic and Operational Governance

The Highlands and Islands Students' Association ("the Students' Association") is a registered charity (no. SC046142) and Company Limited by Guarantee and not having a Share Capital (no. SC511955). The Association has a Board of Trustees, whose members are charity trustees and company law members, who have overall responsibility for the day-to-day management and administration of the Association.

1.2 Pursuant to the Articles of Association ("Articles") the Board may delegate any of their power to any person(s) or committee. The Board does delegate:

- 1.2.1 Authority over legitimate campaigning and political activities of the Association to the Student Members, and their Student Leaders, through its democratic governance structures.
- 1.2.2 Day-to-Day management and administration (Operations) of the Union to the Senior Manager and their Senior Management Team.
- 1.2.3 Oversight over the management and administration of the Association to the committees of the trustees.

All such delegations are documented through the Association's Scheme of Delegation.

Student Members shall support the Board through permissible activities that include:

- 1.2.4 If there is a reasonable expectation that the action taken will help the stated objects of the Association.
- 1.2.5 Where the action taken is well-founded, reasoned and expressed in a responsible and balanced manner.
- 1.2.6 Where the student leaders of the Association are acting in accordance with the Articles of Association.

1.3 The democratic governance structures of the Association cannot undertake activities that are not permitted under the Association's status as a charity. This limit includes:

- 1.3.1 Direct support for a political party.
- 1.3.2 Issuing material which is biased and without any reasoned argument.
- 1.3.3 Any persuasion by the Association for its members to vote in particular for one political party.

1.4 Pursuant to the Articles, the Board of Trustees may override any decision or policy made by Student Members.

1.5 Association staff who undertake operational duties of the Association shall administer and facilitate the effective execution of the democratic governance structures. This shall include advising and informing Student Leaders to support considered judgement. However, staff shall not seek to influence the outcome of the democratic process.

2. RELATIONSHIP WITH SUBSIDIARIES

2.1 Pursuant to the Articles, the Board can set up subsidiaries whereby it has at least a 50% share. Governance of any subsidiary is the overall responsibility of its board of directors. The Board of Trustees relationship with a subsidiary shall be outlined in a shareholder agreement.

3. CHARITY AND COMPANY GOVERNANCE

3.1 Board of Trustees

3.1.1 The Board of Trustees Powers and Responsibilities are in accordance with the Articles of Association. They may delegate their powers in accordance with Article 31 but otherwise the Articles outline how decisions will be made.

3.1.2 The Board shall also have Terms of Reference which will outline any practises of the Board permitted under the Articles.

3.1.3 Pursuant to the Articles, in addition to Cross-campus Officer Trustees, the Association can appoint Student Trustees and External Trustees. Where the Association seeks to appoint these type of trustees it shall ensure;

3.1.3.1 The recruitment and appointment of these trustees shall be overseen by the Board of Trustees, or their delegated person or committee.

3.1.3.2 These trustees shall commence their role on the date advertised at the time of their recruitment and shall be in post for:

3.1.3.2.1 4 years in the case of External Trustees

3.1.3.2.2 2 years in the case of Student Trustees

3.1.3.3 Trustees are limited to 2 terms of office however their time in office may finish sooner in accordance with the Articles.

3.2 Committees of the Board of Trustees

3.2.1 The Trustees shall establish the following committees (list not exhaustive) in accordance with their power:

a) Appointments and Remuneration Committee

Management of the recruitment and selection of Trustees and to set the remuneration of Officer Trustees, Elected Officers and the Chief Executive Officer.

b) Finance and Commercial Development Committee

Oversight of the management and review of the Association's financial affairs, policies and procedures. Review and approval of the development of commercial activities of the Association, ensuring that financial risk is managed and value for money is prioritised. Review and oversight of the external auditing of the Association's accounts and Financial Statements, recommending the Trustee Board to approve.

c) Compliance, Governance and Risk Committee

Oversight and review of the legal compliance duties, effective auditing (except financial) and review of the organisation, management and oversight of the risks and governance, including corporate, charity and student governance of the Association.

3.2.2 The Board of Trustees may also set up additional committees, working groups and task and finish groups under their powers outlined in the articles.

3.2.3 Any committee, working group or task and finish group that reports directly to the Board shall be chaired by a member of the Board of Trustees and membership must include:

3.2.3.1 At least one (1) External Trustee (with the exception of the Executive Committee)

3.2.3.2 At least one (1) Cross-campus Officer Trustee

3.2.4 Committees of the Board shall have a terms of reference approved by the Board and reviewed annually.

3.2.5 Committees of the Board may form working groups to support the effective completion of its duties. Working Groups shall have a terms of reference approved by its reporting committee.

3.3 Organisational Policies

3.3.1 The Board of Trustees shall establish, review, amend and approve organisational policies related to the operational matters of the Association. These shall include (list not exhaustive):

3.3.1.1 Health and Safety Policy

3.3.1.2 Employment Policy

3.3.1.3 Equality, Diversity and Inclusion Policy

3.3.1.4 Reserves Policy

3.3.2 These policies are proposed by staff and/or committees of the Board of Trustees with staff responsible for the execution of such policies.

3.3.3 There shall be democratic governance structures in which all Students can participate, as outlined below. These structures shall consist of the following powers:

- 3.3.3.1 Review and approval of positional policy, campaigns, ideas and shared values in accordance with the Democratic Process.
- 3.3.3.2 Allocation of participatory funds in accordance with Schedule 5: Finances of the Association.
- 3.3.3.3 Accountability of the Officers of the Association.

4. DEMOCRATIC AUTHORITY

4.1 The precedence of democratic authority shall be in the following order:

- Referendum
- Election
- All Student Meeting
- The Executive Committee

4.2 Pursuant to the Articles of Association, the Board of Trustees may override any decision made by Students (Articles 30.3). Where this power is exercised the trustees shall seek, where possible, to reach a satisfactory alternative with Students.

4.3 Minutes of democratic meetings will be shared with the student membership via the Students' Association's website. This excludes closed session minutes.

5. Referendum

5.1 The Board of Trustees, or its delegated person or committee, shall appoint an independent Returning Officer on annual basis. The Returning Officer shall:

- Not be a member of the Association
- Not be a staff member of the Association
- Be responsible for the conduct and administration of referendums
- Lead on the interpretation of regulations of referendums

5.2 Referendums shall be conducted in accordance with the Association's Referendum Regulation that shall hold the same authority as this Schedule. This regulation shall cover the following topics:

- Notice of a referendum
- Method of voting
- Campaigning and campaigner conduct
- Complaints and appeals procedure for the conduct of referendum

5.3 Referendums may be triggered by:

- A resolution of the trustees
- A majority vote of the Executive Committee
- A secure petition signed or agreed to by at least 100 Students

5.4 Quorum for a referendum will shall not be less than 400 Students.

5.5 Referendum cannot be used to overturn the result of an election conducted in accordance with Schedule 4: Elections.

3.6 Referendum can only be overturned by the Board of Trustees in accordance with its powers under 30 of the Articles of Association.

4. Elections

Please refer to Schedule 4: Elections for information relating to the administration and conduct of the elections.

5. All Student Meeting

5.1 All Student Meetings shall take place at intervals of no more than 18 months.

5.2 All Student Meetings may be held as physical, hybrid or virtual meetings and may take place in several locations in a manner to support the engagement of all Students.

5.3 All Student Meetings shall be chaired and conducted in accordance with its Terms of Reference.

6. Executive Committee

6.1 Executive Committee Meetings may be held as physical, hybrid or virtual meetings and may take place in several locations in a manner that supports engagement from all members.

6.2 The Executive Committee shall conduct all duties outlined in the Articles of Association. This is including but not limited to:

- The membership will be responsible for representing the views, opinions and interests of students from their respective areas and locations
- Receive reports relating to student engagement with activities and services including Welcome and Elections, and make recommendations.
- Receive quarterly updates from the Board on progress towards the strategic plan and the Association's financial position
- Submit regular reports and make recommendations to the Board of Trustees.
- Provide updates from university and external committees on key policy changes, campaigns and activities that affect our members.
- Develop, approve and implement group-wide policies and 'Ideas'.
- Call referenda as required in accordance with the Association's Articles of Association

6.3 The Membership of the Executive Committee shall be outlined in its terms of reference and must include:

- The Cross-campus Officers (as outlined in Schedule 2: Student Leaders of the Association).
- The Local Officers (as outlined in Schedule 2: Student Leaders of the Association).

6.4 In accordance with the Articles, the Chief Executive, the Association's Senior Management Team and the Student Engagement and Representation Coordinator may attend the Executive Committee meetings at the request of the chair of Executive Committee.

6.5 The Executive Committee shall meet monthly