

Schedule 4: Trustees Schedule

1. General

- 1.1. This Schedule aims to inform and support the Trustees Board in its work by outlining the key roles, duties and responsibilities which require to be undertaken in order to achieve the smooth running of the Trustees Board in line with their obligations under the Charities and Investment (Scotland) Act 2005, as amended by the Charities (Regulation and Administration) (Scotland) Act 2023 (“the Act”) and to ensure that the Trustees Board operates within the requirements of the Constitution.
- 1.2. The membership of the Trustees Board is provided for in the Constitution. A full Trustees Board will comprise 11 members. The four Sabbatical Officers, who are ex-officio trustees, shall be elected in accordance with Schedule Two (Elections). The additional three Student Trustees and four External Trustees shall be appointed as provided for in the Constitution and within this schedule.

2. Appointment of External Trustees

- 2.1. Upon initial appointment, the four External Trustees shall serve staggered terms of one, two or three years, in the interests of continuity. Thereafter the External Trustees shall be appointed for a period of three years.
- 2.2. The Trustees Board and Chief Executive in dialogue with the University shall establish the required expertise of the new Trustee and devise the best strategy to recruit them.
- 2.3. The Chief Executive shall coordinate recruitment and produce a shortlist to be approved by the Trustees Board.
- 2.4. The appointments will be made upon the recommendation of the existing Trustees and the Chief Executive in dialogue with the University. These recommendations will then be put to the Union’s Student Council.

2.5. The Sabbatical Officers on behalf of the Trustees Board shall present the recommendations of the Trustees Board at a quorate meeting of the Union's Student Council for ratification.

2.6. If the Student Council rejects the recommendation of the Trustee Board, the Board will then review the recommendations and return to the next meeting of the Student Council with an amended proposal for ratification.

2.7. All prospective Trustees will be asked to sign a declaration before their election or appointment to confirm they are not disqualified from acting as a charity trustee.

2.8. For the avoidance of doubt, the following individuals are automatically disqualified from being a charity trustee or undertaking a senior management function within the Union:

2.8.1. someone with an unspent conviction for dishonesty or an offence under the Act;

2.8.2. an undischarged bankrupt;

2.8.3. someone who has been removed under either English or Scots Law or the courts from being a charity trustee;

2.8.4. a person disqualified from being a company director;

3. Appointment of Student Trustees

3.1. Where provided for in the Union's constitution, space will be reserved on the Union's Trustee Board for three student trustees. These Trustees should be Ordinary Members and not hold any elected office and/or position of employment with the Union during their tenure as a Trustee. Candidates for the role shall be required to be a fully matriculated student at the University of Stirling at the time of applying for the role.

3.2. Student Trustees shall be recruited in the Spring of each Academic Year, when the positions will be advertised across all University of Stirling campuses.

- 3.3. The Chief Executive, or appropriate nominee, shall coordinate recruitment of Student Trustees and shall produce a shortlist to be approved by the Trustees Board.
- 3.4. Shortlisted applicants shall be interviewed by a panel consisting of:
 - 3.4.1. The Chief Executive of the Students Union
 - 3.4.2. The Board Chair
 - 3.4.3. One External Trustee
 - 3.4.4. The President of the Students Union (or another appropriate sabbatical nominee)
- 3.5. All interviewed applicants shall be assessed against a job description and person specification. These will have been prepared and approved by the Trustees Board. Upon completion of the interviews, the panel shall report its recommendations, in writing, to the Trustees Board.
- 3.6. Appointments shall be made upon the recommendation of the interview panel to the Trustees Board. Those recommendations shall then be put to the Union's Student Council for ratification.
- 3.7. Sabbatical Officers, on behalf of the Trustees Board, shall present the recommendations of the Board at a quorate meeting of the Union's Student Council for ratification.
- 3.8. If the Student Council, or the Student Leadership team (if the decision has been referred), rejects the recommendations of the Trustee Board, the Trustee Board will then review the recommendations and return to the next meeting of the Student Council with an amended proposal for ratification.
- 3.9. All prospective Student Trustees will be asked to sign a declaration before their appointment to confirm they are not disqualified from acting as a charity trustee.
- 3.10. On appointment, Student Trustees shall hold office for one calendar year. The Trustee Board has the power to re-appoint these Trustees for a further year, if it so wishes.

4. Induction and Development

- 4.1. All Trustees will receive an induction pack, including materials from the Office of the Scottish Charity Regulator (OSCR), a copy of the Union's Constitution and Schedules, and any other relevant documents.
- 4.2. All Trustees will be expected to attend at least one induction session in relation to the role and responsibilities of a trustee, delivered by a suitably qualified individual. Further specialist induction training will also be made available for the Chair of the Trustees Board upon appointment.

5. Trustee Board Duties

- 5.1. All Trustees shall carry out their duties in accordance with the Union's Constitution. While day-to-day management is delegated to the Chief Executive, responsibility for the Union rests with the Trustees Board.

6. Expectations of Trustees

- 6.1. The Trustees are expected to act in a manner consistent with the Nolan Principles of Public Life (1995). The proper conduct of Trustees is paramount to the good operation of the Union and shall occur if the Trustees:
 - 6.1.1. act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another;
 - 6.1.2. understand their duties and the role of the Union;
 - 6.1.3. put the interests of the Union first and do not pursue any personal or sectional interests at the expense of the Union's interests;
 - 6.1.4. act reasonably and understand that individual members of the Trustees Board will have different views and opinions on the work the Trustees Board undertakes;
 - 6.1.5. ensure that the Union operates within its Constitution and in a manner consistent with its object and purposes;
 - 6.1.6. comply with relevant legislation;

6.1.7. seek advice when necessary to enable the making of good decisions and act appropriately on the advice or instruction of any regulatory body or professional advisers.

7. Practical Requirements

- 7.1. A Trustee will be expected to represent the agreed position of the Trustees Board when speaking publicly on behalf of the Trustees Board.
- 7.2. It is expected that all Trustees will attend several formal and/or social events throughout the University year.
- 7.3. Trustees are expected to be familiar with the Union's policies and procedures and to take reasonable steps to remain well informed with regard to the Union's activities.

8. Trustees Board Meetings

- 8.1. The Chair of the Trustees Board shall take an active leadership role and shall ensure that the meetings of the Trustees Board are run in accordance with best practice.
- 8.2. There will be at least four Trustees Board meetings per year.
- 8.3. In June each year, the Chair of the Trustees Board, the President and the Chief Executive shall set a Trustees Board meeting calendar for the year.
- 8.4. The Chair of the Trustees Board, in consultation with the President and the Chief Executive, shall agree the agenda at least two University weeks prior to each meeting of the Trustees Board, except in exceptional circumstances. The Chief Executive will ensure that meeting papers are collated and distributed to all Trustees at least one University week prior to the Trustees Board meeting.

- 8.5. The Chair of the Trustees Board shall lead each meeting, ensuring that all Agenda items are addressed, action points agreed and assigned, and all decisions recorded by way of a formal minute. A member of staff of the Union will be available to take Minutes except for any items of reserved business.
- 8.6. The Quorum for the Trustees Board meeting shall be as provided for in the Constitution.
- 8.7. If the Chair is absent or resigns, the Trustees Board shall elect a temporary or new Chair by simple majority from among the External Trustees. In the event of there being no External Trustees, they may elect a Chair from among the Student Trustees who have no officer responsibilities.
- 8.8. In the event of a vote being required on any item of business, all Trustees shall have an equal vote. In the event of a tied vote, the Chair will have a second casting vote.

9. Conflict Management

- 9.1. It is understood that in the course of being a trustee conflicts may arise, in which event the following general principles will apply:
 - 9.1.1. Trustees will not ignore conflict and should seek to deal with it as soon as possible so that their work and thereby the functions of the Union are not disrupted.
 - 9.1.2. Trustees who feel they are in a conflict situation shall endeavour to meet with each other and the Chair to discuss any issues they may have.
 - 9.1.3. Any conflict between the Trustees and elected officers, members or Union staff, other than the Chief Executive, shall be dealt with through the Chief Executive or if necessary, through the Union's grievance procedure.
 - 9.1.4. Any conflict between the Trustees and Chief Executive will be resolved through professional mediation.

10. Remuneration and Expenses

- 10.1. The four Sabbatical officers are remunerated as a result of the duties they carry out as provided for in the Officer Profile Schedule (Schedule 3) in the course of their employment by the Union
- 10.2. Trustees are entitled to claim reasonable expenses, such as travel to meetings, in line with the Union's expenses policy.

11. Removal of Trustees

- 11.1. Trustees may be removed from the office of Trustee for good cause as provided for in the Constitution, or by a simple majority of the members of the Trustees Board if any Trustee is found to be in serious or persistent breach of their duties under the Act.

12. Conflict of Interest

- 12.1. There may be times when Trustees face a conflict of interest. Any such conflicts must be declared. To minimise the risk of conflict of interest, Trustees will be asked to sign a Conflict-of-Interest declaration form on becoming Trustees and will be obliged to keep this updated.
- 12.2. In the event of a conflict of interest arising at a meeting of the Trustees Board, the Trustee affected shall declare their interest at the outset of the meeting, or as soon as it becomes apparent. They shall absent themselves entirely from any discussion or decision in relation to the interest and abstain from voting on that item.
- 12.3. This includes any duties that fall to Trustees as part of the Disciplinary Process outlined in Schedule 6.

13. Resignation of a Trustee

- 13.1. In the event of a resignation or a position on the Trustees Board becoming vacant for any other reason before the term of office is completed, then;

13.1.1. In the case of the Sabbatical Officers, this shall be decided by the Board, as appropriate to the role and timing of the vacancy having arisen

13.1.2. In the case of an external trustee or non-sabbatical student trustee, a replacement shall be appointed via the process outlined in Section 2 and Section 3 of this Schedule;

13.1.3. The appropriate cycle of election or appointment shall take place in accordance with the Elections and Online Ballot Schedule (Schedule 2) for elected Sabbatical Officer Trustees or this Schedule (Schedule 4) for External and Student Trustees.