

SUSU

Southampton University

Students' Union



Appointment of

External Trustee

Candidate Briefing Pack

July 2021

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Would you like to help lead an organisation which is membership-led, vibrant and dynamic, and full of people working hard to support students to love their time at University?

If so, we have the perfect opportunity for you.

Welcome from our Chair and Chief Executive

Dear potential applicant,

Thank you for your interest in these exciting roles at Southampton University Students' Union. This briefing pack contains an overview of our organisation and what we think makes us special, an outline of the roles, and information on how to apply. We are looking for two new trustees to join our Board. Specifically, we are seeking experienced professionals in the fields of management of equality, diversity and inclusion, sustainability, commercial management, or digital/IT management. We are committed to appointing a non-male to at least one of the roles, and to at least one being from a BAME background, in order to ensure our Board is reflective of the communities we serve and for the benefit a diverse mix of trustees brings to our governance.

As with all organisations, the past 16 months has been challenging for SUSU. We reduced our staff team considerably to ensure our financial sustainability and many of our services have been closed or faced significant restrictions on their activity. However, we are now rebuilding, refocusing, and reopening services ready for the future. Aside from managing through the pandemic, we also experienced significant change in our leadership and management teams, we've completely reviewed our governance structures and processes, and we've introduced a new vision, charitable purpose, values and bridging strategy to get us through the last year. We are now well progressed in developing a new strategic plan to run for the next 4 years, accompanied by new supporting strategies covering our People, Finance, Digital, Equality and Diversity, and Social Enterprises.

There's never been a better time to join our organisation and help with our project to ensure students love their time at the University of Southampton. There is an enormous amount to do over the coming years, but we are building up a head of steam. We have used the last 16 months to fully review structures, systems, and activities, clarify what we are about and where we want to go, how we work and who we work with. We've taken difficult decisions, but come up leaner, stronger and more focused. We have protected our finances, achieving a break-even performance across the period of the pandemic, and maintaining a healthy balance sheet and cash reserves.

Although we have taken some difficult decisions with our staff team, staff morale is strong and on the up. We saw significant year-on-year improvement in our latest staff satisfaction survey, we have a new Head of HR, and a new People Strategy and we have an ambition to be recognised as a world-class employer in the not-for-profit sector. We are currently working on a new cutting-edge flexible working approach, which will focus on outputs and impact, rather than inputs and offer genuine flexibility in how our people work, when they work and where they work. We've made improvements to our IT and digital platforms but recognise that we have much left to do in this space. We are investing in a significantly expanded digital team, hardware, and digital platforms.

Our relationship with the University of Southampton is strong and has been significantly strengthened over the last year or so. We are clear that to be successful and sustainable, and to achieve our vision and implement our purpose, we need to align our strategy, operations, and services with the University. However, we are a separate and independent charity and part of our purpose is to represent students to the University. The University partly funds our activities and

we are based on University land and in University-owned buildings. It's a tricky relationship that requires grown-up conversations, openness, honesty, and integrity. But that's fine because that's how we work!

We hope we have tweaked your interest in this role and hope you go on to submit a full application. If you would like further information or an initial conversation about this opportunity, please contact Jim Gardner at j.gardner@soton.ac.uk.

With our best wishes



Ben Dolbear
President and Chair of the Board of Trustees



Jim Gardner
Chief Executive

Who we are looking for

Our Board of Trustees consists of 4 Officer Trustees, 4 External Trustees and 4 Student Trustees. The External Trustees bring critical skills, knowledge, and experience to our Board, supporting our student leaders to ensure we are well governed. The External Trustees also bring continuity to the Board, serving for terms of 3 years to complement the shorter terms of office of our Officer and Student Trustees.

We currently have two vacancies amongst the External Trustees and are looking for two highly skilled, experienced, and motivated individuals to join our current two external trustees, Rebecca Self and Jim Anderson, both of whom have been on our Board for around 3 years. Specifically, we are seeking experienced professionals in the fields of managing equality, diversity and inclusion, sustainability, commercial management, or digital/IT management. We are committed to appointing a non-male to at least one of the roles, and to at least one being from a BAME background, in order to ensure our Board is reflective of the communities we serve and for the benefit a diverse mix of trustees brings to our governance.

About SUSU

We are the University of Southampton Students' Union (SUSU). We are here to represent students at every level at the University of Southampton and make their experience unforgettable. Independent from the University, we're run by students, for students. We are a registered charity and a company limited by guarantee. In a normal year, we employ over 250 people, of whom approximately 200 are current students at the University who work part-time in our shops, bars, catering outlets and front-facing services. We are over 100 years old and proud to be part of one of the top 100 global universities. More information about the University of Southampton is available [here](#). Key information about our view of the world and our place in it, taken from our current strategy, is shown below, whilst general information about SUSU, including our history, finances, governance and strategy is also available [here](#).

Our Belief

We believe every student at Southampton should:

- feel part of a community and feel happy and safe.
- experience a world-class academic programme.
- be able to access top quality experiences outside the curriculum.
- feel listened to, able to influence their University experience and the world around them.

Our Vision

Our vision is that every student loves their time at Southampton (University).

Our Purpose

We exist to:

- Help students form friendship groups.
- Support students to complete their degree programmes.
- Give students a voice in the University and wider community.

Our Missions

Our missions are the work we do to deliver our purpose; they are to:

- Strengthen student voice.
- Build student communities and provide great opportunities for students.
- Support students to complete their degree programmes.
- Create an outstanding and memorable university experience.
- Be a strong and sustainable organisation.

Our Values

Our values inform how we work and behave and what we stand for. They are:

- *Stand Strong* – We stand up for students and make sure their voice is heard. We stand strong when facing challenges and are not afraid to be different. We think big and work to achieve great things.

- *Join Together* – We are an inclusive and diverse community of students and staff. We join together with each other, the University, and the local community to make a positive difference.
- *Take Responsibility* – We take action on the issues that matter to students and act with integrity. We continually work to be more sustainable, challenge discrimination and prejudice. We strive to be a force for good for students and wider society.

Our Services

The services we offer students to further our missions are:

- A network of hundreds of elected student officers who represent their peers to the University and wider community. Our full-time student leaders are members of all major University Committees, including its governing body, and meet local MP's and government leaders to ensure students have a voice locally. More information about this work is [here](#).
- 200+ student-led societies including many national award-winning groups and covering a broad spectrum of activities, including performing arts and dance groups, religious and academic groups, special interest and media groups – more information is [here](#).
- 80+ student-led sports clubs, including martial arts, outdoor and indoor team sports, extreme- and water-sports; more information is [here](#).
- A charity fundraising programme that supports students to raise £thousands each year for local and national charities.
- A range of support services, including our Student Advice Centre, which supports thousands of students each year and helps them complete their degree programmes, a peer-to-peer buddy scheme and a lettings agency. More information is [here](#).
- A social enterprises directorate generating annual revenue of circa £5M, which includes:
 - an entertainment venue used for live entertainment, as a cinema, and a nightclub.
 - a large convenience store and a clothing and merchandised goods store.
 - a catering outlet and a coffee shop.
 - a range of bars with integral food offers.

More information about our social enterprises is [here](#).

Legal Status

SUSU is a [Registered Charity](#) and a Company Limited by Guarantee (CLG); this is a common legal structure employed by most incorporated students' unions. It is also the most popular and well-established corporate form for charities generally and the legal vehicle of choice for charities of a significant size or which have a large number of employees. The Trustees of SUSU are also directors of the Company and therefore subject to the law regarding directors' duties and responsibilities. As Trustees, they are also subject to charity law and responsible to the Charity Commission.

Role and Function of Students' Unions

The Education Act (1994) defines a students' union as *"an association of the generality of students at an establishment...whose primary purposes include promoting the general interests of its members as students; or a representative body...whose principal purposes include representing the generality of students at an establishment in academic, disciplinary or other matters relating to the government of the establishment"*.

The Act goes on to outline some key legal requirements of students' unions. The Act places the burden of compliance scrutiny for these requirements on the University, but as Trustees it is important to be aware of, and monitor performance to, these requirements. These (paraphrased) requirements are listed below:

1. The Union should have a written constitution.
2. The constitution should be subject to the approval of the University's governing body and be approved at least every five years.
3. A student should have the right not to be a member of the Union.
4. Appointment to major Union offices (i.e., the sabbatical officer roles) should be by a fairly and properly conducted election in a secret ballot of all members.
5. No person may hold sabbatical office for more than two years.
6. The financial affairs of the Union should be properly conducted, and the budget and accounts should be approved by the University's governing body.
7. The Union should produce financial reports at least annually, and these should be made available to the University and all students.
8. The procedure for allocating resources to student groups should be fair, set down in writing, and made available to all students.
9. The details of all the Union's affiliations should be made available to the University and all students.
10. All affiliations should be reviewed annually.
11. The Union should have a complaints procedure.

As a minimum, and at their heart, students' unions are organisations that exist to represent and further the interest of students, as a collective and as individuals. In many cases in the UK, this representative function is enhanced by the provision of services for students, whether non-commercial (or 'membership'), such as societies and welfare advice, or commercial (such as shops and bars). SUSU is no exception to this and we realise that there must be a balance between the three in terms of focus and performance. This belief is accentuated by the fact that the University, as our key funder, expects the funding it provides to result in the provision of services that enhance the student experience, playing a significant role in the recruitment and retention of students for the University.

Role and Responsibilities of Trustees

The Charity Commission summarises Trustees as being “*responsible for the general control and management of the administration of a charity.*” In short, Trustees accept ultimate liability for the affairs and operations of a charity and, as such, must ensure that their level of influence and control is appropriate and sufficient to ensure that this duty is discharged. The Charity Commission outlines eleven requirements of Trustees; these are:

1. “Trustees have and must accept **ultimate responsibility** for directing the affairs of a charity, and ensuring it is **solvent, well-run, and delivering the charitable outcomes** for the benefit of the public for which it has been set up.
2. Trustees must ensure that the charity **complies with charity law**, and with the requirements of the **Charity Commission as regulator**; in particular, they must ensure that the **charity prepares reports on what it has achieved and Annual Returns and accounts** as required by law.
3. Trustees must ensure that the charity does not breach any of the requirements or rules set out in its **governing document** and that it remains true to the charitable purpose and objects set out there. SUSU’s governing document is its Memorandum and Articles of Association, which can be found [here](#).
4. Trustees must comply with the requirements of **other legislation** and other regulators which **govern the activities** of the charity. There is additional regulation that applies to students’ unions in the Education Act (1994).
5. Trustees must act with **integrity** and avoid any personal **conflicts of interest** or misuse of charity funds or assets.
6. Trustees must ensure that the Charity is and will remain **solvent**.
7. Trustees must use charitable funds and assets reasonably, and only in **furtherance of the charity’s objects**.
8. Trustees must avoid undertaking activities that might place the charity’s endowment, funds, assets, or reputation at **undue risk**.
9. Trustees must take special care when **investing the funds** of the charity or borrowing funds for the charity to use.
10. Trustees must use reasonable care and skill in their work as Trustees, **using their personal skills and experience** as needed to ensure that the charity is well-run and efficient.
11. Trustees must consider **getting professional advice** on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

Trustee Role Description

Purpose

The Trustees are ultimately responsible, individually, and collectively, for all activity within SUSU. The Board of Trustees is responsible for setting the mission, vision, and values of SUSU and for ensuring delivery of organisational purpose. The Trustees ensure development of, and agree, a long-term strategy and approve and monitor plans to deliver the 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 that SUSU acts in accordance with its charitable objects, Articles of Association, and other guiding documents and, in particular, remains true to its Mission, Vision and Values.
- Help SUSU achieve its objectives and improve the lives of its members.
- Ensure that SUSU complies with all relevant legislation and regulations, including relevant charity acts and education acts.
- Adhere to the Trustee Code of Conduct and the [Charity Governance Code](#).
- Ensure that SUSU 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 SUSU.
- Participate fully in Board meetings and join one of the Board's Committees.
- Use their personal skills and experience to ensure SUSU is well run and efficient.
- Seek external professional advice where there may be material risk to SUSU or where the Trustees may be in breach of their duties, or at any other appropriate moment.
- Add value to the Board and SUSU through generating ideas, challenging the status quo, broadening thinking, and supporting and promoting innovation and creativity.

Student Trustees and Officer Trustees have a particular responsibility to:

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

External Trustees have a particular responsibility to:

- Use their knowledge, skills 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 SUSU.
- 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.
- Clear about the importance and purpose of Board and Committee meetings and 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.

Further Information

Term of Office

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.

Remuneration

The post is not remunerated, i.e. it is a voluntary and unpaid position.

Expenses

All out of pocket expenses will be reimbursed, this will include reimbursement for standard travel costs to all meetings, mobile and home telephone calls on Trustee business, printing and photocopying costs at home on Trustee business and all other reasonable costs incurred whilst carrying out the duties of being a SUSU Trustee.

Expected time commitment

The time commitment for this post is expected to be about 5-7 days per annum, including:

- Attending all Board meetings (2x online 1/2-day meetings plus 2x in-person all-day meetings per annum).
- Attending pre-Board briefings prior to each Board meeting.
- Membership of at least one Board Committee (2-3 meetings per annum).
- Other ad hoc events, training, and opportunities.

Trustees are also expected to take the time to be fully familiar with all paperwork relating to Board and Committee meetings, prior to those meetings.

Indicative¹ Selection Process and Timetable

Late July	Position advertised
End of August	Applications close
Early-mid September	Interviews
October	Appointment of trustees

Applications

To apply please submit a CV and a cover letter that explains your motivation for applying. Please also complete our Equal Opportunities Monitoring Form, which is included with this recruitment pack, and include it with your application. Completed applications should be emailed to j.dyer@soton.co.uk.

Further Information

If you require further information to support your application please contact Jo Middleditch, PA to Chief Executive and Governance Support Manager, at j.dyer@soton.co.uk.

¹ We are keen to find the right people to join our Board and will be flexible with our timescale to accommodate suitable applicants and attract the right level of talent for these roles

Board of Trustees Terms of Reference

Purpose

The Board of Trustees has ultimate responsibility for directing the affairs of SUSU, ensuring it is solvent, well-run and delivering its objects, as detailed in the 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 Union's Governing Document, Mission, Vision and Values every five years.
3. To protect the reputation of the Union.
4. To ensure that the organisation complies with relevant laws, regulations, and requirements of its regulators.
5. To ensure development of a strategic plan for the Union and to monitor implementation of such plans on a periodic basis.
6. To ensure the solvency, financial strength, and superior performance of the organisation.
7. To oversee management of the Union's financial affairs, including ensuring preparation of the Union's Financial Statements and appointing the Union's auditors.
8. To review and oversee the Union's audit framework, approve internal and external audit systems, and ensure that audit checks are carried out in all key areas of the Union, including legal, financial and tax management, health, safety, and insurance.
9. To receive the Union's Financial Statements and discuss any issues arising from the External Auditor's accompanying report.
10. To carry out regular skills, experience and diversity audits of the Board and identify any skills, experience, characteristics, and backgrounds that are required to provide a balanced and effective Board.
11. To review on a continuous basis the Union's governance arrangement and identify opportunities to improve the Union's governance.
12. To determine the Union's approach to risk management, including the Union's risk appetite, risk management policy and overall approach to risk management.
13. To monitor the compilation and implementation of the risk register and resulting action plans.
14. To review the effectiveness of risk management activity in the Union based on audit reports received and an annual report from the Senior Leadership Team.
15. To review and approve the Union's terms and conditions of employment and other staffing policies and to consider matters relating to staff discipline and grievance.
16. To oversee the appointment (and if necessary, the dismissal) of the Chief Executive.
17. To oversee the performance of the Chief Executive and to appoint members to appraise and performance-manage the Chief Executive.
18. To determine and maintain a framework of delegation and internal control, including authority to establish committees of the Board as deemed necessary.

19. To appoint members to committees of the Board and to empower such members to act on behalf of the full Board, within parameters set by the Board.
20. To receive an annual safeguarding management report to consider any safeguarding issues that have arisen in the year, safeguarding training carried out, what the current and future risks are relating to safeguarding, and future plans in relation to safeguarding.
21. To receive an annual health and safety management report from the Health and Safety Management Committee, outlining the major activity related to health and safety management that has been undertaken to date and planned activity for the following year.

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 collectively, to always act reasonably and in the interests of the organisation and its present and future members.
- All Trustees (Student, External and Sabbatical) 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 whether 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 six and the quorum must include at least one Sabbatical Trustee, one Student Trustee and one External Trustee.

Membership

- Chair (President)
- Three Sabbatical Officers
- Four Student Trustees
- Four External Trustees

In attendance

- Chief Executive
- Members of the Senior Leadership Team

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.
- Staff from the SLT or Business Services Team to take minutes and collate papers for Board meetings.

Regularity of Meetings

At least four meetings per annum