



## **NUS-USA TRUSTEE TERMS OF REFERENCE**

**(As per NUS-USA constitution 2018-19)**

**Please note The Board of Trustees is to be renamed the  
NUS-USA Advisory Board and external Trustees will be  
Lay Advisors.**

## **15. Trustee Board**

- 15.1 The Board of Trustees shall be responsible for the management and administration of NUS-USI and may exercise all the powers of the National Union as set out in this constitution.
- 15.2 The Trustee Board's principal function in exercising its powers, duties and functions shall be to serve the aims, objects and wishes of the Conference, Council and committees in line with Policy set out by those bodies.
- 15.3 No alteration of this constitution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 15.4 The Board of Trustees' powers shall include but not be limited to ultimate responsibility for the:
  - 15.4.1 Management and administration of NUS-USI; and
  - 15.4.2 The budgets of NUS-USI
  - 15.4.3 The appointment of a returning officer to steering committee
- 15.5 In conjunction with the Executive, the formulation and proposal to the Conference of the Budget of NUS-USI as presented by the President.
- 15.6 The Board of Trustees shall only have the power to overrule administrative implications of decisions of the Conference, Council, the Executive, and the committees on the following grounds:
  - 15.6.1 Financial risk; and
  - 15.6.2 Legal requirements, and
- 15.7 The Trustee Board shall seek appropriate external advice before exercising its power to overrule and shall report every exercise of its power to overrule the Conference.
- 15.8 The Trustee Board shall not have any power to overrule or amend Policy and it shall not have the power to overrule constitutional changes made by the Conference.
- 15.9 The board shall appoint a returning officer for NUS-USI elections, based on a set of criteria. Such an appointment must be ratified by the next NUS-USI regional council. If the suggested appointment is rejected, the trustee board will submit other potential candidates until regional council approves the appointment.

### *Composition of the Trustee Board*

- 15.10 There shall be at ten trustees.
- 15.11 The Trustees shall be made up of the following persons:
  - 15.11.1 Four executive trustees, one of whom shall be the President
  - 15.11.2 Three students trustees
  - 15.11.3 Three Lay Trustees

### *Executive Trustees*

- 15.12.1 The NUS-USI president and
- 15.12.2 Three executive members appointed by and from the executive
- 15.13 Executive trustees shall remain in office for a term of one year

#### *Student Trustees*

- 15.14 Student Trustees elected as a block at the Conference. For the avoidance of doubt, an Officer or a person who was previously an Officer or a Lay Trustee shall not be eligible for appointment as a Student Trustee
- 15.15 Student Trustees shall stay in office for a term of two years. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 15.16 A Student Trustee may serve a maximum of one term.

#### *Lay Trustees*

- 15.17 Lay Trustees shall be appointed by a simple majority vote of the Conference from such persons as have been recommended by the Executive in line with the rules. In recommending a Lay Trustee the Committee must make sure that:
  - 15.17.1 they are not in the employment of NUS-USI, NUS, or USI and have not been for twelve months preceding the nomination; and
  - 15.17.2 they or any company or firm of which they are a paid director, partner or employee, or shareholder holding more than 1% of the capital has not received any payment from NUS-USI for the provision of goods and services, including professional services and they have not for at least three years before the nomination.
- 15.18 Lay Trustees shall stay in office for a term of up to three years worked out from the date of appointment.
- 15.19 A Lay Trustee may serve a maximum of two terms. For the avoidance of doubt, these terms may be either consecutive or non-consecutive.

#### *Disqualification, Removal or Resignation of Trustees*

- 15.20 The office of a Trustee shall be vacated if:
  - 15.20.1 They become bankrupt;
  - 15.20.2 They resign by notice to NUS-USI (but only if at least three Trustees will stay in office when the notice of resignation is to take effect);
  - 15.20.3 They become incapable by reason of ill-health or injury of managing and administering her own affairs; or
  - 15.20.4 In the case of a Trustee who is not the President, they fail to go to three consecutive meetings of the Trustees and the other Trustees resolve that they are removed for this reason.
  - 15.20.5 They are removed by resolution of the Board on the grounds of misconduct
  - 15.20.6 The office of a Trustee shall be vacated if a motion of no confidence in the Trustee detailing the way in which the Trustee is failing in her/his duty to make sure the delivery

of NUS-USI's aims and objects and political wishes as expressed through the Conference, Council and related bodies is passed by a two thirds majority vote of the Conference or Executive

*Replacement of Trustees*

- 15.21 If there is a casual vacancy on the Board of Trustees the relevant appointing body will be invited to appoint a replacement Trustee meeting the relevant criteria set out here.

*Proceedings of the Trustee Board*

- 15.22 Quorum for meetings of the Trustee Board shall be half of the group plus one.
- 15.23 Subject to the provision of this constitution, the Trustees may regulate their proceedings as they think fit. Rules may set out, amongst other things, provisions in respect of notice and approval of resolutions in written, electronic or at a virtual meeting.
- 15.24 The Trustee Board shall report on its activities to each executive meeting, which will have the power to reference back in part or full each report. In this event the Trustee Board shall take steps to revise the work and report back at the next Executive meeting.

*Delegation of Trustees' Powers*

- 15.25 The Trustees may by power of attorney or otherwise appoint any person to be the agent of NUS-USI for such purposes and on such conditions as they decide.
- 15.26 The Trustees may delegate any of their powers or functions to any committee or the carrying out of any of their resolutions and day to day management of the affairs of NUS-USI to any person or committee in line with the conditions set out in these Articles.

*Delegation of day to day management powers*

- 15.27 The Trustees shall usually appoint NUS or USI to act as the managing union to operate the administration of NUS-USI on its behalf on a day to day basis
- 15.28 In the case of delegation of the day to day management of NUS-USI to NUS or USI:
- 15.29 the delegated power shall be to manage the National Union in line with any requirements and within a Detailed Internal Budget approved by the Trustees and if applicable to advise the Trustees and Executive about any policy, strategy and Budget;
- 15.28.1 the Trustees shall provide the managing union with a description its role and the extent of its authority; and
- 15.28.2 the managing union shall report regularly to the Trustees on the activities undertaken in managing the operation and provide them regularly with management accounts enough to explain the financial position of NUS-USI.

*Bank Account*

- 15.30 For the avoidance of doubt, the Trustees may delegate all internal financial matters to a managing union and may empower such body to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee