

# RSU Advisory Board: Terms of Reference

## 1. Purpose

- a) The RSU Advisory Board shall be established in order to foster a relationship of trust and openness between the University and the Union. The RSU Advisory Board shall provide a platform for active engagement between the Union and the University.
- b) The RSU Advisory Board is a formal sub-committee of the Ravensbourne Board of Governors. The Education Act 1994 requires institutions to 'take steps as are reasonably practicable to secure that any Students' Union at the establishment operates in a fair and democratic manner and is accountable for its finances'. The RSU Advisory Board is required to report annually to the Ravensbourne Board of Governors the following:
  - A report regarding any elections held that year
  - An end of year financial report
  - An annual list of all external organisations to which the union has made donations and details of those donations
  - A list of all external organisations to which the RSU Advisory Board has agreed for the Union to affiliate to, including details of any subscription or similar fee paid or proposed to be paid
- c) The RSU Advisory Board shall be responsible for the management and administration of the Union and (subject to the Education Act, this agreement and the Students' Union Constitution) may exercise all the powers of the Union.
- d) The RSU Advisory Board's powers shall include but not be limited to responsibility for:
  - the governance of the Union;
  - the budget and finances of the Union; and
  - the strategy of the Union.
- e) The RSU Advisory Board may override any decision or Policy made by the Student Parliament or Extraordinary Meeting of the Student Parliament which the Members of the RSU Advisory Board consider (in their absolute discretion):
  - has or may have any financial implications for the Union;
  - is or may be in breach of, contrary to or otherwise inconsistent with the education law or any other legal requirements (including ultra vires);
 or
  - is not or may not be in the best interests of the Union or all or any of its objects;
- f) No alteration of this agreement or the Students' Union Constitution shall invalidate any prior act of the Members of the RSU Advisory Board which would have been valid if that alteration had not been made.

## 2. Members of the RSU Advisory Board

The RSU Advisory Board shall comprise of the following members:

- (a) All elected Officers shall be the members of the RSU Advisory Board. These members shall normally be elected as outlined in section 4 of this document. Elected Officers shall serve one year terms, for no more than two consecutive terms. The elected Officers shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- (b) The Chair of the Student Parliament shall serve as the Student Member of the RSU Advisory Board. This member shall be elected as outlined in section 7 of this document. The Student Member shall serve one year terms, for no more than two consecutive terms.

- (c) There shall be not more than 2 Lay Members of the RSU Advisory Board. These members shall be appointed by Ravensbourne Board of Governors. Lay Members shall serve two year terms, for no more than two consecutive terms.
- (d) There shall be not more than 2 Governors Members of the RSU Advisory Board. These members shall be appointed by Ravensbourne Board of Governors. The Governor members shall serve two years terms, for no more than two consecutive terms.
- (e) There shall be a Ravensbourne teaching staff and non-academic staff member on the RSU Advisory Board. These members shall be nominated by the Ravensbourne Executive Team. The non-academic staff member of the RSU Advisory Board shall have appropriate authority in respect of financial and operational decisions so as to ensure that decisions can be made without undue delay.

### **3. Resignation and Removal of the Members of the RSU Advisory Board**

- (a) Members of the RSU Advisory Board may resign or be removed in the following circumstances:
  - i. in the case of an elected Officer, he or she ceases to be an elected Officer of the Union or resigns an employee of the Union;
  - ii. in the case of a Student Member, he or she ceases to be a Student or resigns from their position;
  - iii. in the case of an elected Officer or a Student Member, he or she is removed from membership of the Union in accordance with the Students' Union Constitution;
  - iv. A lay member or governor member can only be removed by Ravensbourne Board of Governors
- (b) All Members of the RSU Advisory Board may resign or be removed in the following circumstances:
  - i. the Members of the RSU Advisory Board reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;
  - ii. he or she fails to attend three consecutive meetings of the RSU Advisory Board and in the opinion of the Members of the RSU Advisory Board there are no mitigating circumstances for that failure and the Members of the RSU Advisory Board therefore resolve that he or she be removed for this reason; or
  - iii. he or she submits a resignation to the Chair of the RSU Advisory Board.

### **4. Decision-Making by The RSU Advisory Board**

- (a) The RSU Advisory Board shall hold a minimum of four meetings in any Academic Year, unless a further or emergency meeting is deemed necessary by the Chair, Vice-chair, or any two members of the RSU Advisory Board.
- (b) Members shall normally be given at least 7 days' notice of a meeting, unless circumstances require a meeting be held at shorter notice.
- (c) Guests or observers can attend meetings of the RSU Advisory Board at the discretion of the Chair of the meeting.
- (d) At a meeting of the RSU Advisory Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (e) The quorum for a meeting of the RSU Advisory Board must never be less than four and such quorum must include at least two student members (either elected Officers or Student Member) of the RSU Advisory Board. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Members of the RSU Advisory Board have a Conflict of Interest, the quorum shall be four.

- (f) The RSU Advisory Board may take a unanimous decision without a meeting of the RSU Advisory Board by indicating to each other by any means, including without limitation by electronic means, so long as quorum has been met. Decisions taken outside physical meetings must be noted at the following meeting.
- (g) The Chair may take decisions by Chair's Action where necessary.
- (h) Questions arising at a meeting of the RSU Advisory Board shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

## **5. Chair and Deputy Chair**

- (a) The President of the Union shall be the Chair of the RSU Advisory Board.
- (b) The RSU Advisory Board shall appoint one of the Lay/Governor member as the Deputy Chair of the RSU Advisory Board and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.
- (c) In the absence of the Chair and the Deputy Chair, another Advisor appointed by the Members of the RSU Advisory Board present shall preside as chair of the meeting.
- (d) As well as chairing the meetings, the Chair, through the secretary of the Advisory board, will be responsible for ensuring that decisions are appropriately communicated to the members of the Union.

## **6. Conflict of Interest**

- (a) Whenever a Member of the RSU Advisory Board finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the RSU Advisory Board unless, or except to the extent that, the other Members of the RSU Advisory Board are or ought reasonably to be aware of it already.
- (b) Where a Member of the RSU Advisory Board has a Conflict of Interest in respect of that matter then he or she must:
  - i. remain only for such part of the meeting as in the view of the other members of the RSU Advisory Board is necessary to inform the debate;
  - ii. not be counted in the quorum for that part of the meeting or decision-making process; and
  - iii. withdraw during the vote and have no vote on the matter.

## **7. Secretary and Minutes**

- (a) A Secretary shall be appointed by the RSU Advisory Board. The Secretary shall not be a voting member of the RSU Advisory Board but shall be responsible for ensuring that the agenda is circulated well in advance of the meetings and minutes produced for each meeting. The Secretary shall also be responsible for ensuring that actions agreed at meetings are noted and those responsible informed and reminded of their responsibilities to complete actions agreed.
- (b) The Secretary shall be responsible for ensuring that records of the following are kept up to date and published online for members:
  - i. of all appointments of officers made by the RSU Advisory Board;
  - ii. of all resolutions of the Union and of the RSU Advisory Board; and
  - iii. of all proceedings at meetings of the Union and of the RSU Advisory Board, including the names of the Members of the RSU Advisory Board present at each such meeting

The minutes of the meetings referred to above shall normally be considered open and shall be available to the Members on the Union's website, except where those minutes relate to any reserved or confidential matters.