Byelaw D	Board of Trustees (Subcommittees)
Version: 1	Effective Date: 21/09/2026

Purpose

1. This Byelaw has been established to provide further details regarding the operation of subcommittees of the Board of Trustees, under Article 30 of the Constitution. These Subcommittees are established under the following principles
   1.1. The quorum for all subcommittees will be half of the voting members rounded up.
   1.2. All subcommittees will sit in good time before full meetings of the Board.
   1.3. The CEO shall appoint a Secretary to the Board, who will be responsible for compliance with governing documents and the recording of meeting minutes and actions.
   1.4. The Board will review all subcommittees at an appropriate frequency and/or in line with the quinquennial review of the Articles of Association.
   1.5. The subcommittees established under this Byelaw are not definitive. The Board has the power to establish further subcommittees.
   1.6. The calendar of business for each subcommittee is approved annually by the Board.

Board of Trustees - Terms of Reference

2. General Powers and Duties
   2.1. As per the Articles of Association, the Board may exercise all of the powers of the Union.
   2.2. The Board delegates powers to sub-committees of the Board that support the effective oversight and scrutiny of RHSU's activity and compliance.

3. The main business of the Committee will include, but not be limited to:
   3.1. Annually approve a calendar of business that enables the effective oversight and scrutiny of RHSU's charitable activity and enables members to [exercise] their accountabilities as Trustees, within the regulatory and legal frameworks that RHSU operates within.
   3.2. Further the strategic aims and charitable objects of Royal Holloway, University of London Students' Union (RHSU) through the effective allocation of resources.
   3.3. Provide leadership and oversight of RHSU's strategic plan, holding the leadership and management team to account for delivery of strategic objectives and associated KPIs.
   3.4. Provide strategic direction

4. Membership
   - Four Sabbatical Officer Trustees
   - Three Student Trustees
   - Five [External] Lay Trustees (one to be appointed Chait)
   - The Chief Executive Officer and the Senior Leadership Team (non-voting).

5. Quorum
   5.1. Quoracy will be half the voting membership rounded down, provided at least one Sabbatical Officer, one Student Trustee and one Lay Trustee are present.

Finance and Risk Committee – Terms of Reference

6. General Powers and Duties

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6.1. The Committee has delegated authority from the Board of Trustees as set out in the Scheme of Delegation.
6.2. The Committee has the authority to investigate any matters within its terms of reference, obtaining information it requires to exercise its delegated responsibilities. This may include requesting further research, or professional advice.
6.3. The Committee can make recommendations to the Board of Trustees on matters related to finances, audit and risk.
6.4. Submit summary notes of the sub-committee meeting to Board to note.

7. The main business of the Committee will include, but not be limited to:
7.1. Review and approval of annual income and expenditure budgets, including capital investment plans
7.2. Review of management accounts and projected year end forecasts
7.3. Review and scrutinise financial statements and post-Audit Management Report and actions
7.4. Oversight of the audit process, scrutiny of draft Annual Report and Accounts to recommend to the board.
7.5. Undertake review of auditors every three years and oversee any process for tendering, appointing or reappointing auditors. Make recommendations to the board on auditor appointment as appropriate.
7.6. Consider and approve banking and investment arrangements
7.7. Make recommendations to the Board where appropriate, such as changes to Reserves Policy and financial procedures
7.8. Oversight of contracts or financial commitments in line with RHSU's Scheme of Delegation
7.9. To review and scrutinise the organisation's Strategic and Operational Risk Register
7.10. Review and scrutinise health and safety management and associated policies
7.11. Review and scrutinise compliance of RHSU's activity within relevant legal and regulatory frameworks including Charity Law, Data Protection, Health and Safety

8. Membership
- Chair (to be selected from the membership).
- Two Full-time Officers
- Two Lay Trustees
- One Student Trustee
- Chief Executive (non-voting).
- CEO, Head of Finance and Resources, Finance Manager, Chief Operations Officer (non-voting).

9. Quorum
9.1. Quoracy will be half of voting members rounded up.

People and Culture Committee – Terms of Reference

10. The Committee has delegated authority from the Board of Trustees as set out in the Scheme of Delegation.

10.1. The Committee has the authority to investigate any matters within its terms of reference, obtaining information it requires to exercise its delegated responsibilities. This may include requesting further research, or professional advice.

10.2. The Committee can make recommendations to the Board of Trustees on matters related to people and culture.

11. The main business of the Committee will include, but not be limited to:
11.1. Development of People Strategy
11.2. Equality, Diversity and Inclusion monitoring

11.3. Gender pay gap reporting
11.4. Staff remuneration and reward
11.5. Review and approval of significant HR policies and procedures
11.6. Reviewing staff engagement and retention
11.7. Safeguarding incidents and reporting
11.8. Oversight of annual planning for the HR team

12. General powers and duties
12.1. The Committee has delegated authority from the Board of Trustees as set out in the Scheme of Delegation. This includes all delegated Subcommittee powers under 3. Human Resources.
12.2. The Committee has the authority to investigate any matters within its terms of reference, obtaining information it requires to exercise its delegated responsibilities. This may include requesting further research, or professional advice.
12.3. The Committee can make recommendations to the Board of Trustees on matters related to people and culture.
12.4. Submit summary notes of the sub-committee meeting to Board to note.

13. Membership
- Chair (to be selected from the membership).
- Two Full-time Officers
- Two Lay Trustees
- One Student Trustee
- Chief Executive (non-voting).
- CEO, Head of Finance and Resources, HR Manager (non-voting).

14. Quorum
14.1. Quoracy will be half of voting members rounded up.

Appointments Committee

15. The Appointments Committee has power to:
15.1. Search for, recruit and appoint the Chief Executive, Lay and Student Trustees, subject to approval by the full Board.
15.2. Review the remuneration of, and terms and conditions of employment for, the Officer Trustees and the Chief Executive with recommendations or proposals approved by the Board of Trustees.
15.3. Undertake the annual appraisal and performance management process for the Chief Executive, for report to the full Board.

16. General powers and duties
16.1. Submit summary notes of the sub-committee meeting to Board to note.
16.2. Initiate candidate search campaigns and recruitment processes, following approval by the Board of Trustees.
16.3. The Appointments Committee will act with regard to the general pay, terms and conditions of employment, and recruitment practices established by the Board of Trustees.

17. Membership
- President
- The Chair of the Board
- One Student Trustee[1]

[1]*Student Trustee attendance for CEO performance management process is optional*

18. Quorum

18.1. The quorum for this committee will be the President and Chair of the Board. The Chair has authority to delegate responsibilities for recruitment campaigns to other Trustees.