

Bye-Law 2 - The Role of The Trustee Board



FUNCTIONS

- 2.1. The Trustee Board works to ensure that Oxford SU operates effectively, legally, and always in the best interests of students. It plays a key role in shaping the future of the Students' Union by making strategic decisions, managing finances responsibly, and ensuring compliance with legal and regulatory requirements.
- 2.2. In managing Oxford SU's business, the Trustees exercise the Union's powers with a strong commitment to their responsibilities as charity trustees and to the Union's core mission and values.
- 2.3. The Trustee Board actively collaborates with Oxford SU's democratic structures, ensuring that student voices remain central to decision-making. While it has a legal duty to oversee governance and finances, it does not seek to override student democracy. Instead, the Board supports, implements, and safeguards decisions made through democratic processes, ensuring they are legally sound, financially sustainable, and in the best interests of all students.
- 2.4. The Board works in partnership with elected student representatives to align governance with student-led democracy. In cases where decisions or discussions may present legal, financial, or operational risks, the Board will work collaboratively and transparently with democratic bodies, as outlined in these Bye-Laws, to find solutions that balance student interests, manage risks, and protect Oxford SU's long-term stability.
- 2.5. The Trustees have legal duties as company directors and charity trustees, which include ensuring that Oxford SU's funds are used prudently to further the Objects. In the event that a decision or discussion is deemed by the Board to be incompatible with these duties, it may be unable to implement or endorse the decision or advice, and at its absolute discretion, the Board may decline or prohibit that decision or discussion.
- 2.6. The Board also recognises its responsibility to provide services to all students, including Associate Members, and to maintain strong relationships with key stakeholders such as the University and colleges.

DELEGATION OF AUTHORITY TO STAFF

- 2.7. The Trustee Board delegates the day-to-day running of the organisation to its employees, normally through the Chief Executive Officer who reports directly to the Board.
- 2.8. The Trustee Board has a duty to ensure that its employees remain politically neutral in relation to democratic decisions and discussions, whilst also providing clear and competent advice and guidance.
- 2.9. The Trustee Board has a duty to ensure that democratic spaces are not used to mandate or hold employees accountable, and that its employees' rights are respected. Therefore, the Trustees shall ensure that no employee, or employee matter shall be discussed in debate, policy or mandates.

MEMBERS OF THE TRUSTEE BOARD



- 2.10. All Trustees will sign and uphold a Trustee Code of Conduct, reinforcing their commitment to good governance and collaboration.
- 2.11. The Board is composed of:
 - 2.11.1. Four Sabbatical Trustees (elected student officers)
 - 2.11.2. Four Student Trustees (current students ensuring student representation)
 - 2.11.3. Four External Trustees (bringing expertise from outside the student body)
- 2.12. The Board will always aim to maintain a majority of Student and Sabbatical Trustees, ensuring that governance decisions remain student-led. The total number of Trustees shall not exceed 12.

TRUSTEE ELIGIBILITY

- 2.13. No more than 50% of the Board may receive remuneration from Oxford SU, ensuring balanced and impartial decision-making. Student and External Trustees must therefore not normally hold employment within or receive other remuneration from Oxford SU.
- 2.14. All Trustees must meet eligibility requirements set by the Charity Commission.
- 2.15. Sabbatical and Student Trustees must be Student Members of Oxford SU at the time of their election and throughout their term.

TRUSTEE APPOINTMENTS

- 2.16. Sabbatical Officer and Student Trustees are elected in accordance with Bye-Law 4 (Elections) or co-opted as outlined in Bye-Law 2.26.
- 2.17. External Trustees are appointed through a transparent and skills-based process overseen by a Nominations Sub-Committee to ensure the Board benefits from a diverse range of expertise.
- 2.18. The Nominations Sub-Committee is made up of:
 - 2.18.1. An External Trustee
 - 2.18.2. A Student Trustee
 - 2.18.3. A Sabbatical Officer Trustee
 - 2.18.4. A nominated representative of the University
 - 2.18.5. One additional Officer of the Students' Union (as per Bye-Law 3)
 - 2.18.6. One student nominated from the Conference of Common Rooms (as per Bye-Law 5)
- 2.19. A skills and diversity audit will be conducted to ensure External Trustees bring the right expertise to support Oxford SU.
- 2.20. Once selected, External Trustee appointments are recommended to the Conference of Common Rooms for approval by a simple majority vote before final confirmation by the Trustee Board. If there is disagreement between the Chairs of Oxford SU Trustee Board and Conference of Common Rooms shall meet to determine an appropriate way forward.
- 2.21. Where timelines do not allow for Bye-Law 2.20 the Board shall have the power to appoint external trustees to the Trustee Board and report that decision to the next available Conference of Common Rooms meeting.



TRUSTEE TERMS OF OFFICE

- 2.22. Sabbatical Officer Trustees may serve one-year terms, renewable up to two terms (consecutive or non-consecutive).
- 2.23. Student Trustees may serve two-year terms, renewable up to two terms (consecutive or non-consecutive).
- 2.24. External Trustees may serve four-year terms, renewable up to two terms (consecutive or non-consecutive).
- 2.25. Trustees can hold different roles at different times within the Board as long as their appointment is subject to the appropriate process. However, no Trustee may serve more than nine years in total.

TRUSTEE VACANCIES

- 2.26. To maintain a student-majority Board, vacancies for Sabbatical or Student Trustees may be filled by co-opting eligible Student Members for the remainder of the term.
- 2.27. In exceptional cases, the Board may appoint an additional External Trustee to fill a vacancy, but only if it does not compromise the student majority.

CEASING TO BE A TRUSTEE

- 2.28. A Trustee's role will end if:
 - 2.28.1. They become legally prohibited from serving as a director or charity trustee.
 - 2.28.2. They are deemed unable to fulfil their duties due to physical or mental incapacity.
 - 2.28.3. They resign in writing, and their resignation does not leave the Board without a quorum.
 - 2.28.4. They miss three consecutive meetings without valid reason, and the Board votes for removal.
 - 2.28.5. A majority of Trustees vote to remove them at a formal Board meeting.
 - 2.28.6. For Student and Sabbatical Trustees: If they cease to be a member of Oxford SU or the University of Oxford.

POSTHOLDERS

- 2.29. A Sabbatical Officer will serve as the Chair of the Trustee Board, elected by a majority vote at the first meeting of the academic year or when a vacancy arises.
- 2.30. An External Trustee will serve as the Deputy Chair, elected by a majority vote of the Board. The Deputy Chair supports the Chair in their role.
- 2.31. The Chair (or Deputy Chair in their absence) leads meetings. If neither is present, another Trustee will be appointed to chair the meeting.
- 2.32. The Chair has a casting vote in case of a tie.

TRUSTEE BOARD MEETINGS & DECISIONS

- 2.33. The Trustee Board meets quarterly as standard, but additional meetings may be called as required by agreement.
- 2.34. Meetings require a quorum of five Trustees.



- 2.35. Decisions are made by a simple majority vote of those present, either in meetings or by correspondence when necessary.
- 2.36. The Board operates collectively, meaning all Trustees share responsibility for decisions. To support collaborative governance:
 - 2.36.1. Discussions remain confidential to promote open dialogue
 - 2.36.2. Consensus is encouraged whenever possible
- 2.37. Redacted minutes shall be made available on the Oxford SU website in accordance with Article 27

COMPANY LAW MEMBERS

- 2.38. In addition to being Trustees, all Trustees are also deemed to be Company Law members of the Students' Union.
- 2.39. The University is also a Company Law member of the Students' Union and therefore has the following rights in its capacity as a Company Law Member:
 - 2.39.1. To appoint an authorised representative to represent it at general meetings, and to replace its authorised representative by giving written notice to Oxford SU;
 - 2.39.2. To attend and speak at general meetings through its authorised representative but not vote (except in relation to its right under Article 8.6(d)). Should a conflict of interest arise between the interests of the University and Oxford SU, the Chair of the meeting is, at the Chair's discretion, entitled to ask the authorised representative to leave the meeting, except in relation to the University Member's right under Article 8.6(d);
 - 2.39.3. To receive notice of all general meetings and a copy of any written resolution proposed (but not to vote on any written resolution except in relation to its right under Article 8.6(d));
 - 2.39.4. To vote on any resolution to amend any provision contained in the Articles in accordance with Article 23.2.6 (but not on any other matter);
 - 2.39.5. To be kept informed of all and any substantive decisions made or to be made by the Trustee Board either by notice or through the provisions included within the Code of Practice and other associated relationship documents.