

GOVERNANCE, COMPLIANCE & LEGAL AFFAIRS SUB-COMMITTEE TERMS OF REFERENCE

INTRODUCTION

These terms of reference exist to outline the membership, responsibilities and powers of the Governance, Compliance & Legal Affairs Sub-Committee. The Governance, Compliance & Legal Affairs Sub-Committee has been appointed by the Board of Trustees to engage with external regulators, including on Free Speech matters, oversee compliance with Cambridge SU's governing documents and any external regulations, and deal with the procurement and use of legal advice by the SU.

MEMBERSHIP

Membership of the Sub-Committee shall be set annually by the Board of Trustees. The membership of the Sub-Committee will be as follows:

- Chair of the Board of Trustees
- One Student Trustee
- One External Trustee

With the following non-voting regular attendees:

- CEO
- One other member of the Senior Management Team

The Chair of the Board of Trustees shall be the Chair of the Sub-Committee.

Trustees shall decide either by mutual agreement or, if agreement cannot be reached, by ballot administered by the Chair of the Board of Trustees, which Trustees shall sit on the Sub-Committee. Trustees may not sit on more than one Sub-Committee unless approved explicitly by a vote of the Board of Trustees.

The Sub-Committee may, at the discretion of the Chair of the Governance, Compliance & Legal Affairs Sub-Committee, invite student members or any other observers to attend meetings or particular items of business of the Sub-Committee.

One of the non-voting regular attendees will take minutes of the meetings and business of the Sub-Committee.

MEETINGS

The Governance, Compliance & Legal Affairs Sub-Committee shall meet at least once per Cambridge term, but may meet more frequently as required.

RESPONSIBILITIES

The responsibilities of the Governance, Compliance & Legal Affairs Sub-Committee will be as follows;

- To exercise the Board's power of interpretation of the Articles and By-Laws in cases of dispute, as under Article 1
- To engage with the Office for Students (OfS) in relation to Freedom of Speech on behalf of the Board as required, and to take on any internal or external role prescribed in the SU's Code of Practice on Freedom of Speech
- To recommend to the Board how to engage with the Charity Commission when required, including in any situation where a case is opened by the Commission
- To review the SU's compliance with guidance issued by external regulators (including the OfS and the Charity Commission) and with the Articles and By-Laws, on a continuous basis, and make recommendations to the Board as required
- To oversee the drafting and implementation of any changes approved by the Board to the Articles and By-Laws
- To determine whether to procure legal advice on behalf of the Board, and make recommendations to the Board about its use, as required
- To make recommendations to the Board about the whether to exercise of its powers under Article 28.3 in situations where questions of legal and regulatory compliance arise
- To undertake any other *ad hoc* role related to governance, compliance and legal affairs as instructed by the Board of Trustees

The Governance, Compliance & Legal Affairs Sub-Committee must report to the next meeting of the Board of Trustees after each of its meetings, including a summary of any decisions and recommendations to the Board.

DELEGATED POWERS

The Board of Trustees delegates the following powers to the Governance, Compliance & Legal Affairs Sub-Committee;

- To exercise the Board's power (under Article 1) of interpretation of the Articles and By-Laws in cases of dispute
- To engage with the Office for Students (OfS) in relation to Freedom of Speech on behalf of the Board as required, and to take on any internal or external role prescribed in the SU's Code of Practice on Freedom of Speech
- To review the SU's compliance with guidance issued by external regulators (including the OfS and the Charity Commission) and with the Articles and By-Laws, on a continuous basis, and make recommendations to the Board as required
- To oversee the drafting and implementation of any changes approved by the Board to the Articles and By-Laws
- To determine whether to procure legal advice on behalf of the Board
- To undertake any other *ad hoc* role related to governance, compliance and legal affairs as instructed by the Board of Trustees



REVIEW SCHEDULE

These Terms of Reference shall be reviewed by the Board of Trustees on an annual basis at the end of Easter Term.