



Review of Hull University Union Memorandum and Articles of Association

Background:

The Memorandum of Hull University Union Ltd must be reviewed every five years by the University of Hull. Jane Stafford incoming CEO of the Union (August 2018) conducted a review of the memorandum with all Trustees - Sabbatical Student and External, and the senior management team, working with a specialist solicitor from Rollits Hull. It was clear that whilst there are no significant changes required to the Memorandum which would alter the way the Union operates, there were a number of amendments needed. These changes need to be made to reflect working practice and to ensure the Union remains current and is prepared for the next three to five years.

Process:

The Memorandum can only be amended by the following process:

- Agreement by the Board of Trustees of Hull University Union followed by
- Agreement by the University of Hull followed by
- Referendum of the Members of the Union (all Students who are members)

Changes to the Memorandum

Below is a summary of the proposed changes to the Memorandum. For full details, please refer to the full Memorandum document which includes track changes.

1. All references to pronouns have been removed, to ensure the document is not gender specific.
2. All references to the Charities Act now point to the Charities Act 2011, the most recent legislation.
3. We have updated headings to sections where appropriate.
4. Throughout the document we have removed any reference to FTE which was not defined in the Articles but has been used in practice as Full Time Equivalent. This has not therefore been a one member one vote system which we firmly believe it should be.
5. In relation to any future amendments to this document, we have reduced the percentage of members required to vote from 10% to 5%. We are also asking the University for approval of amendments to be in writing, as this is currently not stipulated.
6. We have amended how a referendum shall be called to include a two-thirds majority of Student Council as one method; and under secure petition signed by at least 2.5% of members as another. Throughout the document where appropriate we have moved to 2.5% of members being required to bring a referendum.
7. To pass a resolution by referendum we have added that of the 5% of members who cast a vote to pass it must be by a two-thirds majority.
8. We have increased the number of Student and External trustees who can be on the board from a minimum of 2 and a maximum of 5 to a minimum of 3 and maximum of 6. Sabbatical trustees remains the same which is 3 and 6. We have also clarified that External trustees are appointed by a panel made up of members of our Appointments, Governance and Development committee.
9. We have amended the way in which Student Trustees are appointed to the Board from interview and election, to interview by panel in the same way as External trustees.

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10. We have amended Student trustees' terms to be either consecutive or non-consecutive to reflect the learning journeys of students better. We have also added a clause to say they must stand down after two terms of office for a minimum of one year before reapplying. We have applied the same stand down period to External trustees following their current terms.
 11. Under the section on removal of trustees we have defined which trustees so Sabbatical or Student or External trustee are in the title of the section.
 12. We have applied the same removal of FTE and reduction from 10%-5% to the removal of Sabbatical trustees with a petition of no-confidence signed by at least a third of members of Student Council.
 13. We have inserted the word Governance in the section on what trustees are responsible for alongside management and administration.
 14. We have updated the names of the committees to Appointments, Governance and Development Committee and Finance and Human resources Committee.
 15. We have removed the section which delegated all financial matters to any committee... as this does not reflect practice and is outdated.
 16. We have added that any member of the established team may be invited to attend Union Executive Committee by request instead of just the Senior Management team.
 17. We have reduced the minimum Board meetings from 5 to 4 per annum.
 18. We have changed the name of the Deputy Chair to the Vice Chair and set out some rules on how both the Chair and Vice Chair/s must be appointed. We have created the option to have two Vice-chair roles - one from Sabbatical and one from Student Trustee groups. We have also set specific terms for those in these roles.
 19. We have improved the language at para. 55 which now explains fully the purpose of the clause – "Decisions in a meeting and casting vote."
 20. We have deleted the sentence which instructs the trustees to have a book for the purpose of minutes.
 21. We have amended the length of time to keep records from 10 years, so that minutes will be held in accordance with audit and legislative requirements.