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**1. Introduction**

The purpose of this handbook is to help everyone who takes on a role within the governance structures of USI to understand what governance means and how it works in USI. This handbook is designed to build on the provisions of the Constitution and to describe the systems and processes established in USI to carry out the work of the organisation.

*What is governance?*

Good governance involves putting in place systems and processes to make sure the organisation achieves its purpose with integrity and is managed in an effective, efficient, accountable and transparent way. The Charities Governance Code provides a helpful guide to good governance for all non-profits and an adapted version of the principles and core standards of the Charities Governance Code has been included at the end of this section.

*What is the status of this Handbook?*

The Governance Handbook is supplementary to the Constitution and should not contradict anything in the Constitution. If a contradiction should arise, the Constitution has precedence.

This Governance Handbook was approved by National Council on [DATE] and any future amendments must also be approved by National Council. The Governance Committee is responsible for sending all relevant updates for the handbook to National Council for approval as policies and procedures are developed or amended, prior to any updating of the handbook. An operational review of the handbook should be carried out by Governance Committee every three years.

**Principles of Good Governance[[1]](#footnote-1)**

**Principle 1 Advancing purpose**

* Be clear about the purpose of your organisation
* Agree an achievable plan and monitor your progress against your plan
* Make sure your organisation has the resources to carry out the plan
* From time to time, review what you are doing to make sure you are still acting in line with your purpose and that your work is effective

**Principle 2 Behaving with integrity**

* Agree and publicise the basic values that matter to your organisation
* Decide how you will deal with conflicts of interests and conflicts of loyalties
* Have a code of conduct for your governing body

**Principle 3 Leading people**

* Be clear about the roles of everyone (paid and voluntary) working for your organisation
* Make sure there are arrangements in place for the effective involvement of volunteers, including what to do if any problems arise
* Make sure there are arrangements in place that comply with employment legislation for all paid staff, including; recruitment; training and development; support, supervision and appraisal; remuneration and dismissal
* Agree operational policies where necessary, to guide the actions of everyone involved in the organisation

**Principle 4 Exercising control**

* Decide if your current legal form and governing document are fit for purpose and make changes if necessary
* Find out the legal requirements that are relevant to your organisation and comply with them
* Make sure you have appropriate financial controls in place to manage and account for your organisation’s money and other assets
* Identify any risks your organisation might face and how to manage them
* Make sure your organisation has appropriate and adequate insurance cover

**Principle 5 Working effectively**

* Identify people with the necessary skills to undertake any designated roles set out in your governing document
* Hold regular meetings of your governing body. Give enough notice and provide prepared agendas
* Your governing body agenda should always include a report on activities, a review of finances and a declaration of any conflicts of interest or loyalties
* Make sure the members of the governing body have the facts to make informed decisions at meetings and that these decisions are recorded accurately in the minutes
* Consider term limits for members of the governing body, with a suggested maximum of nine years in total
* Recruit suitable new members of the governing body as necessary and make sure they receive an induction
* Make sure all members of the governing body understand their own role, the governing document and this governance code
* Commit to resolving problems and emerging issues as quickly as possible and in the best interests of your organisation
* From time to time, review how your governing body operates and make any necessary improvements

**Principle 6 Being accountable and transparent**

* Identify your stakeholders and decide how you will communicate with them
* Decide if and how you will involve your stakeholders in your planning, decision-making and review processes
* Make sure you have a procedure for dealing with queries, comments and complaints
* Follow the reporting requirements of all of your funders and donors

**2. About USI**

**2.1 Purpose**

USI is the national representative body for students in tertiary education on the island of Ireland and its purpose is to represent and campaign for the rights of students.

**2.2 Strategy/Business plan**

USI does not currently have a strategic or business plan.

**2.3 Legal status**

USI is an unincorporated association which means that it is not registered as a company and therefore is not a legal entity in its own right. It is governed by its Constitution. It is a confederal organisation made up of its member organisations which are affiliated Students’ Unions. There is one incorporated entity within USI structures, USIMS Ltd, and this company is intended to contract business undertaken by USI which could be better undertaken by a Limited Company. It currently serves no function and is a dormant entity.

USI is an all-Ireland organisation with affiliated Students’ Unions around Ireland, north and south. A trilateral arrangement exists between USI, the National Union of Students in the United Kingdom and NUS-USI, the student movement in Northern Ireland.

USI is a non-profit organisation and is not registered as a charity presently.

**2.4 Relationship between Member Organisations and USI**

The members of USI are the students’ unions that are eligible for membership according to the USI constitution.  Members are referred to as ‘Member Organisations’ or ‘MOs’.  Individual students gain their membership of USI through their membership of a local students’ union.  Individual student members are referred to as ‘Ordinary Members’

**2.5 Funding**

USI is funded primarily by membership fees paid by its Member Organisations. It also receives some project funding for specific pieces of work.

**2.6 Governance code**

As USI is not a charity it has no obligation to comply with the Charities Governance Code. However, the code provides a useful framework that establishes a standard of good governance. A version of the Charities Governance Code, adapted to meet the needs of USI, has been included in the introduction to this handbook.

**3. Governance structures**

**3.1 Congress**

USI is a democratic organisation. The highest governing body of the Union is Congress,  which is made up of elected student representatives and students from each affiliated students’ union, according to the size of the student body in each union based on the figures provided by the HEA/affiliation fees.

Congress meets once a year as Annual Congress. A Special Congress may be called to deal with specific matters during the year if necessary, under the rules outlined in Article 4.1.3 of the Constitution.

The role of Congress is to set policy and direct the work of USI through mandates passed at Congress, as detailed below.

* + 1. Constitution and policy

Congress amends the constitution and schedules and sets policy for USI by voting on motions at Annual Congress or a Special Congress called under the rules outlined in Article 4.1.3 of the Constitution.

* + 1. Directing the work

Congress elects the Executive Team (excepting the NUS-USI President) and directs the work of the Executive Team through mandates passed at Annual Congress. Congress reviews the work of the Executive Team by receiving reports and asking questions at Annual Congress.

Congress reviews the work of National Council by accepting or rejecting interim policy adopted by National Council between meetings of Congress. Congress reviews the work of Governance Committee by receiving a report and asking questions at Annual Congress.

* + 1. Reviewing USI finances

Congress reviews USI finances by receiving independently examined accounts at Annual Congress, asking questions and voting to approve the accounts. Congress also ratifies the auditor on an annual basis based on the recommendation of Governance Committee.

The decision-making powers of Congress are set out in detail in Section 5.2.

**3.2 National Council**

National Council is the management body of USI. It is made up of one voting delegate from each member organisation (the President or their nominee) and the members of the Executive Team. It may be attended by elected student representatives from member organisations and any ordinary member of USI as defined in the Constitution. Voting at National Council usually involves one vote from each voting delegate and one vote from the Executive Team as a whole. However, if there is a tie or if the delegates of at least five Member Organisations request it, there can be a card vote. This means that voting will be weighted in line with voting entitlements at Congress.

National Council must meet at least eight times in each academic year.

The role of National Council is to make sure that effective campaigns are organised and implemented in line with USI policy, to oversee the governance procedures of USI and to take responsibility for the finances of USI, as detailed below.

3.2.1 Campaigns and policy

* Organising and implementing campaigns as per USI policy through the work of Executive Team
* Holding members of Executive Team to account by receiving and critiquing reports at National Council meetings
* Adopting interim policy if necessary, for ratification or removal at next Congress

3.2.2 Governance

* Approving employment policies and procedures, including terms and conditions, and any amendments as they arise
* Approving governance policies and procedures and any amendments as they arise
* Approving risk management policy
* Receiving recommendations from the Governance Committee on: any proposed changes to the legal form of USI; legal strategy in relation to any litigation that may arise; type of insurance and levels of cover
* Receiving reports from Governance Committee on: legal compliance and risk management actions

3.2.3 Finances

* Approving the annual budget, financial policies and procedures and any amendments as they arise
* Receiving and considering reports of significant budget deviations, in line with financial policies and procedures
* Reviewing independently examined accounts and submitting to Congress for approval
* Receiving recommendations from the Governance Committee on: general financial management and commercial development; the borrowing, raising or securing of the payment of money
* Authorising Governance Committee and the President to act on behalf of National Council to enter into any necessary agreements and signing guarantees in relation to the borrowing, raising or securing of the payment of money for the purposes of USI

The decision-making powers of National Council are set out in detail in Section 5.2.

**3.3 Governance Committee**

Governance Committee is responsible for the implementation of good governance and is made up of at least ten members. These include the President, an Independent Chair, four Sabbatical Officers and four external[[2]](#footnote-2) members. It meets at least six times a year.

The role of Governance Committee is to ensure the legal and regulatory compliance of USI and to develop and implement policies in the areas of governance, financial management, human resource management and risk management. The President reports to National Council on the work of Governance Committee and Governance Committee makes an annual report on its work to Congress.

In order to fulfil its responsibilities, Governance Committee undertakes the tasks detailed below.

3.3.1 Implementing good governance practice by:

* Developing governance policies and procedures for approval by National Council
* Implementing approved governance policies and procedures

3.3.2 Managing finances by:

* Scrutinising and agreeing the annual budget which the President subsequently presents to National Council for approval
* Monitoring income and expenditure against the budget on a quarterly basis and reporting any significant deviations to National Council as specified in financial policies and procedures
* Developing appropriate financial management procedures for approval by National Council and ensuring implementation
* Ensuring annual accounts are independently examined and presented to National Council
* Recommending auditors to Congress on an annual basis
* Ensuring USI develops a prudent reserve and sinking fund as set out in the financial policies and procedures
* Considering and making recommendations in relation to borrowing, raising or securing payment of money if requested by National Council
* Entering into any necessary agreements and signing guarantees in relation to borrowing, raising or securing of payment of money on behalf of National Council, if authorised to do so by National Council
* Overseeing the general financial management and commercial development of USI and making recommendations to National Council as necessary, in line with USI policy

3.3.3 Managing Human Resources by:

* Developing employment policies and procedures (including terms and conditions) and any necessary amendments for approval by National Council
* Ensuring that staff recruitment and management, disciplinary and grievance procedures and termination processes are carried out as laid down in employment policies and procedures
* Reviewing the performance of the General Manager

3.3.4 Ensuring compliance with legal and regulatory requirements by:

* Reviewing current legal form of USI from time to time and making recommendations to National Council as necessary
* Developing and reviewing the compliance checklist, ensuring all necessary action is taken and reporting to National Council
* Making recommendations to National Council regarding legal strategy in relation to any litigation that may arise while maintaining boundaries in relation to the sharing of sensitive information

3.3.5 Managing risk by:

* Developing a risk management policy to be approved by National Council
* Developing a risk register and overseeing a mitigation programme
* Reviewing type of insurance and levels of insurance cover on annual basis and make recommendations to National Council

3.3.6 Working effectively by:

* Organising the work of the committee to meet the obligations above
* Making an annual report on the work of the committee to Congress

Sub-committees or working groups may be set up by Governance Committee as needed with the approval of National Council. See Section 7 *Working effectively.*

The decision-making powers of Governance Committee are set out in detail in Section 5.2.

**3.4 Steering Committee, Elections Subcommittee and Electoral Commission**

3.4.1 Steering Committee

Steering Committee is made up of ten elected members, the Chairperson and Deputy Chairperson of National Council. Steering Committee members cannot be current members of USI but must have been members in the past and attended a previous Congress.

Steering Committee orders the business of Congress, chairs Congress sessions and ensures Congress is run according to the Constitution. More details can be found in Article 6.1 of the Constitution.

 3.4.2 Elections Subcommittee

Elections Subcommittee is a subcommittee of Steering Committee and is made up to 4 members of Steering Committee elected by Steering Committee. It is responsible for the running of USI elections. More details can be found in Article 6.2 of the Constitution.

**3.5 Other Committees and Advisory Panels**

3.5.1 Other Committees

All committees outlined below are made up of representatives of Member Organisations, members of Executive Team and members of Advisory Panels by invitation of the Chairperson of each Committee.

Presidents Committee, Academic Affairs and Quality Assurance Committee, Welfare Committee, Equality and Citizenship Committee, Irish Language Committee, Southern Regional Committee, Border, Midland and Western Regional Committee, Dublin Regional Committee and the Union Development Committee are set up to inform and advise the relevant members of the Executive Team, formulate, review and implement policy and to share expertise and experience.

Entertainment, Marketing and Commercial Committee is set up for its members to share expertise and ideas in relation to events and activities as well as communications and marketing for student unions as a whole.

Each committee is chaired by the relevant members of the Executive Team, apart from Entertainment, Marketing and Commercial Committee which is chaired by the member of Executive Team who is nominated by the President. More details can be found in Article 7.1 of the Constitution.

* + 1. Advisory Panels

Advisory Panels are set up by the President, Vice-President for Academic Affairs, Vice-President for Welfare, Vice-President for Equality and Citizenship, Vice-President for Campaigns, An Leas-Uachtarán don Ghaeilge and Vice-President for Postgraduate Affairs who nominate people to their panel to advise them in relation to their own portfolio. More details can be found in Articles 7.2 of the Constitution.

**4. Staffing**

**4.1 President**

The President leads the work of USI and is the chief spokesperson and representative of students in Ireland. The President is elected by Congress on an annual basis and reports to Congress and National Council.

The President is responsible for the following:

* Allocating and directing work amongst the officers of Executive Team and providing support to the Executive Team
* Taking decisions that do not require a meeting of National Council or Congress or Executive Team as specified in Section 5.2.5, and reporting such decisions to National Council
* Discussing and agreeing the annual budget with the General Manager, presenting the budget to Governance Committee for scrutiny and agreement and subsequently presenting it to National Council for approval
* Being a member of Governance Committee, giving feedback and reporting on relevant motions passed by National Council to the Governance Committee
* Reporting on the work of Governance Committee to National Council
* Oversight of the work of the Presidents Committee
* Informing National Council of all nominations made by USI to the board of an external body or committee
* Being a director of any company acting for the benefit of USI
* Reporting on policy brief and other relevant organisational updates to Congress and responding to questions

**4.2 Executive Team**

The Executive Team carries out the work of USI and is made up of the President, the NUS-USI President and nine Vice-Presidents elected by Congress to specific areas of responsibility. The Executive Team reports to National Council and Annual Congress and meets at least once a month.

The Executive Team is responsible for the following:

* Producing a plan of work to be approved by National Council
* Advising the President and Governance Committee in preparation of the annual budget
* Being collectively and individually responsible for implementation of USI policy
* Having authority to act as executive of USI and make decisions when National Council cannot meet, as specified in Section 5.2.5 of this handbook
* Reporting on policy brief and other relevant organisational matters to Congress and responding to questions on an individual basis

**4.3 General Manager**

The General Manager coordinates the operation of USI functions such as membership development, press and public affairs, finance and administration, while respecting the various portfolios of the President and the other members of the Executive Team.

The General Manager is responsible for the following:

* Planning: Producing an annual operations plan and regularly updating the President and Governance Committee in relation to implementation.
* Human Resources: Managing the work of the USI core and project staff; advising the Governance Committee on all staffing matters relating to core and project staff.
* Financial management: Planning, agreeing and monitoring budgets; advising Governance Committee on financial impact of implementing USI policies; ensuring all USI financial procedures are followed; managing all USI procurement; maintaining financial records; sourcing additional funding through development of commercial revenue streams and sponsorship partnerships
* Communications: Ensuring effective internal communications with the staff, Executive Team and committees.
* Events: Managing the logistical, administrative and financial organisation of major and recurring USI events, such as Congress or Pink training; assisting the Executive Team and committees with the logistical organisation of events, training, campaigns and conferences, such as Student Achievement Awards.
* Other: Advising and assisting the Executive Team with campaigns, such as support with messaging and procurement of materials and design; providing support for USI democratic events and processes

**4.4 Other staff**

4.4.1 Administrator

The Administrator is responsible for the following:

* Administration: Producing minutes, documents and reports; implementing and maintaining office systems, maintaining and updating databases; dealing with stationery orders, deliveries, invoices and receipts.
* Communications: Dealing with correspondence and phone calls: responding to queries and providing information; liaising with internal and external contacts.
* Executive Team: Maintaining and updating schedules and calendars; organising and coordinating meetings and travel arrangements; collating information.

4.4.2 PR and Communications Manager

The PR and Communications Manager is responsible for the following:

* Communications: supporting the President and officers with the development and deployment of messaging for the political activities of the organisation.
* Supporting the organisation with corporate communications; creating and maintaining a database of contacts for media, preparing statements and press releases, maintaining the USI website and social media channels; liaising with media.
* Public relations: providing advice to support the development of positive sentiment towards USI; seeking to ensure USI is included in the conversation on topics relating to USI’s focus areas.

4.4.2 Project staff

A number of project staff are employed through funding for specific projects from external sources. Examples include:

Sustainability Manager, whose role is funded through the European Commission as part of the SAVES2 energy saving programme.

NStEP staff who are funded by the Higher Education Authority and Qualifications & Quality Ireland as part of a joint venture with those agencies.

Mental Health Programme Manager who is funded by the Department of Health through the National Office for Suicide Prevention.

**5. Leading the work**

**5.1 Policy making**

5.1.1 Campaign policy

Campaign policy in USI is set by motions passed at Annual Congress or a Special Congress. Motions can involve the formal adoption of Union policy or take the form of mandates which instruct the Executive Team to take specific actions.

Motions may be submitted under the headings of: Union Organisation; Academic Affairs and Quality Assurance; National Affairs; Welfare; Equality; Citizenship; International Affairs; Irish Language; Administration and Finance and Constitutional Amendments.

Up to five motions may be submitted by each Member Organisation and up to three motions may be submitted by each member of the Executive Team and each committee that they chair. National Council may establish ad hoc committees that may also submit up to five motions. National Council, in consultation with Steering Committee sets the deadline for the submission of motions.

All Union policy and mandates automatically lapse after three years unless, in the case of mandates, a shorter timescale is included in the motion. All Union policy and mandates due to expire are reviewed by Congress.

National Council may, in an emergency, suspend a policy agreed by Council and put a new policy in its place. It may also adopt interim policy. Any new or interim policy adopted by National Council must be put to the next Annual Congress for ratification, amendment or removal.

Current Union policy and mandates may be found in the USI Policy File/Mandates Manual on the USI website. More detail in relation to the development and debating of motions can be found in Schedule C6 of the Constitution.

* + 1. Policies arising out of legal requirements

A number of policies are required in order to ensure that USI as an organisation is compliant with legislation such as Health and Safety, Employment, Equality, Data Protection and Protected Disclosures. These policies are developed, reviewed and amended by Governance Committee and approved by National Council.

The draft Employee Handbook 2019 covers all of these areas and will need to be reviewed by Governance Committee prior to submission to National Council for approval. Once this has taken place, Governance Committee will oversee its implementation.

* + 1. Operational policies

USI has a number of operational policies that provide guidance in relation to internal operations. USI financial policies and procedures are developed, reviewed and amended by Governance Committee prior to submission to National Council for approval.

Other policies currently include: Training Policy; Student Bereavement Policy; Alcohol Policy; Financial Representation Protocol and Student Engagement Policy. Copies of these policies can be found on the USI website.

* 1. **Decision making**

5.2.1 Congress

These are the decisions that can be made by Congress:

* Amending the USI Constitution
* Setting policy for USI by passing motions at Congress
* Ratifying or removing interim policy adopted by National Council
* Electing the Executive Team (excepting the NUS-USI President)
* Directing the work of the Executive Team through mandates passed at Congress
* Approving the independently examined accounts
* Ratifying the appointment of the auditor
* Sanctioning the dismissal of a member of Executive Team in line with Article 5.15 of the Constitution
	+ 1. National Council

These are the decisions that can be made by National Council:

* Approving campaigns plan of work on an annual basis
* Adopting interim policy (for ratification or removal by Congress)
* Approving the annual budget
* Approving financial policies and procedures
* Approving employment policies and procedures, including terms and conditions, and any amendments as they arise
* Approving governance policies and procedures and any amendments as they arise
* Approving risk management policy
* Approving recommendations from the Governance Committee on: any proposed changes to the legal form of USI; general financial management and commercial development; legal strategy in relation to any litigation that may arise; the borrowing, raising or securing of the payment of money, type of insurance and levels of cover
* Approving any sub-committees or working groups required by Governance Committee
* Authorising Governance Committee and the President to enter into any necessary agreements and signing guarantees in relation to the borrowing, raising or securing of the payment of money on behalf of National Council
* Sanctioning the dismissal of a member of Executive Team in line with Article 5.15 of the Constitution
* Electing a member of the Executive Team if a vacancy arises in line with Article 5.16 of the Constitution

5.2.3 Governance Committee

These are the decisions that can be made by Governance Committee:

* Actions necessary to implement approved governance policies and procedures
* Actions necessary to implement approved financial policies and procedures
* Choosing an auditor to recommend to Congress on an annual basis
* Actions necessary to implement decisions in relation to financial management and commercial development of USI
* Actions necessary to implement approved employment policies and procedures
* Actions necessary to ensure legal compliance
* Actions necessary to implement agreed legal strategy in relation to any litigation that may arise
* Actions necessary to implement the risk mitigation programme
* Entering into any necessary agreements and signing guarantees in relation to the borrowing, raising or securing of the payment of money on behalf of National Council, if authorised to do so by National Council
	+ 1. President

The President can take decisions about matters that are not reserved to Congress, already outlined above. Examples of such decisions include:

* Day to day operations of the Executive Team
* Nominating a member of the Executive Team to fill a vacancy on Executive Team in line with Article 5.16 of the Constitution
	+ 1. Executive Team

If there is a need to make a decision in a matter normally reserved to National Council and it is not possible for National Council to meet then the Executive Team may make that decision, which must be reported to the next meeting of National Council. Examples of such decisions include:

* Cancelling a national demonstration due to adverse weather conditions

5.2.6 Division of responsibilities between the President and General Manager

Political initiative: The responsibility for all political initiatives lies with the President who will communicate the workplan agreed by National Council to the General Manager.

Governance Committee: The responsibility for formal communication with Governance Committee lies with the President. The General Manager supplies financial information to the President and the Chair of Governance Committee prior to circulation to Governance Committee as a whole. The General Manager may bring items to Governance Committee through the President or the Chair.

Financial management: The General Manager drafts the initial budget, then discusses and agrees the budget with the President. The President presents the budget to Governance Committee for scrutiny before presenting it to National Council for approval. In line with the Financial Policies and Procedures Manual, the President and the General Manager need to sign off on all significant expenditure and either the President or the General Manager may sign off on incidental purchases.

HR: All HR matters in relation to the Vice-Presidents are the responsibility of the President in the first instance, in line with the procedures set out in the Employee Handbook. All HR matters in relation to the core and project staff are the responsibility of the General Manager in the first instance, in line with the procedures set out in the Employee Handbook.

Compliance: The responsibility for administrative matters relating to legal and regulatory compliance rests with the General Manager.

**5.3 Staff management and support**

This section outlines the way in which each person employed by USI is managed and supported. Where the term ‘line manager’ is used it denotes a person with direct managerial responsibility for a particular employee.

5.3.1 President

Induction: The outgoing President and Vice-Presidents organise a National Council cross-over event for incoming, returning and outgoing officers from Member Organisations. This is followed by a cross-over event for the incoming and outgoing Executive Team. The outgoing Presidents and Vice-Presidents have cross-over meetings with their incoming counterparts which includes a cross-over manual or document. Within the first week in office the new Executive Team is taken through the terms and conditions, the policy file and the constitution and receives training. The President-elect attends the last meeting of the Governance Committee to take place prior to taking up office and meets with the General Manager.

Management: The direction of the President’s work is set by Congress and the President’s work plan is approved by National Council. The President reports to National Council and Congress.

Support: The Presidents’ Committee is a committee made up of elected students which can inform and advise the President as well as sharing experience and expertise. The President may bring together an advisory panel if required, in line with Article 7.2 of the Constitution.

Dealing with problems: Attendance, annual leave and sick leave procedures are outlined in the Officers terms and conditions. Any problems that cannot be sorted out informally should be dealt with under the grievance, disciplinary and bullying and harassment procedures outlined in the Employee Handbook. In the event of dismissal, this shall be sanctioned by a supermajority of National Council or Congress.

5.3.2 Vice-Presidents

Induction: See 5.3.1 above

Management: The direction of the Vice-Presidents’ work is set by Congress and the Vice-Presidents’ workplans are approved by National Council. The President may allocate additional work to a Vice-President from time to time. Each Vice-President reports to National Council.

Support: Each Vice-President chairs a committee that can inform and advise them as well as sharing experience and expertise. In addition, the Vice-Presidents for Academic, Welfare, Equality, Campaigns, Postgraduate Affairs and An Leas-Uachtarán don Ghaeilge may convene advisory panels to assist them in their work during their term of office, in line Article 7.2 of the Constitution.

Dealing with problems: Attendance, annual leave and sick leave procedures are outlined in the Officers terms and conditions. Any problems that cannot be sorted out informally should be dealt with under the grievance, disciplinary and bullying and harassment procedures outlined in the Employee Handbook. In the event of dismissal, this shall be sanctioned by a supermajority of National Council or Congress.

5.3.3 General Manager

The Chair of Governance Committee acts as the line manager of the General Manager, unless Governance Committee appoints another external member of Governance Committee to that role.

Induction: It is the responsibility of the line manager to ensure an incoming General Manager receives an appropriate induction.

Management: The direction of the General Manager’s work is based on their job description and priorities are agreed with their line manager. The General Manager reports to their line manager on a regular basis.

Support: It is the responsibility of the line manager to ensure that the General Manager receives any training or other support that may be needed.

Dealing with problems: Any problems that cannot be sorted out informally should be dealt with under the grievance, disciplinary and bullying and harassment procedures outlined in the Employee Handbook.

5.3.4 Administrator and PR and Communications Manager

Induction: It is the responsibility of the General Manager to ensure that incoming core staff receive an appropriate induction.

Management: The General Manager directs the work of core staff in line with their job description and they report to the General Manager on a regular basis.

Support: It is the responsibility of the General Manager to ensure that core staff receive any training or other support that may be needed.

Dealing with problems: Any problems that cannot be sorted out informally should be dealt with under the grievance, disciplinary and bullying and harassment procedures outlined in the Employee Handbook.

5.4.5 Project staff

Induction: It is the responsibility of the General Manager to ensure that incoming project staff receive an appropriate induction.

Management: The General Manager directs the work of project staff in line with their job description and they report to the General Manager on a regular basis.

Support: It is the responsibility of the General Manager to ensure that project staff receive any training or other support that may be needed.

Dealing with problems: Any problems that cannot be sorted out informally should be dealt with under the grievance, disciplinary and bullying and harassment procedures outlined in the Employee Handbook.

**6. Exercising control**

**6.1 Managing compliance**

Governance Committee is responsible for ensuring that USI is compliant with all the areas of legislation that apply to its work, such as Health and Safety, Employment, Equality and Data Protection. It does this by identifying the legislation that is relevant to USI (as part of the risk management process outlined below) and creating and monitoring a compliance checklist to ensure that all necessary actions are being taken to comply.

Governance Committee may initiate an external compliance audit if required.

* 1. **Financial management**

Governance Committee is responsible for developing financial management procedures for approval by National Council and does this by creating, reviewing and amending the Financial Policies and Procedures Manual. The areas covered by this manual include:

* Process for developing the annual budget, to include setting expenses for officers, committees, staff and panels
* Guidelines on reporting budget deviations
* Expenditure approval procedures and authorised spending limits, with Governance Committee approval required for any amendments to the expenses scheme
* Cash handling
* Procurement procedures such as tendering for audit services every five years
* Procedures for the opening and closing of bank accounts
* Reserves policy and sinking fund guidelines
	1. **Managing risk**

Governance Committee is responsible for developing a risk management policy to be approved by National Council and ensuring its implementation.It does this by working with the General Manager to create a risk management policy that sets out the risk appetite and approach of USI and outlines the responsibilities of the governance structures and staff in relation to risk. The risk management policy includes a risk register in which the risks facing USI are identified and analysed, controls for the management of those risks are put in place and procedures are set out for the monitoring and review of risk.

**7. Transparency and Accountability**

**7.1 Stakeholder communication and involvement**

The primary stakeholders of USI are the Member Organisations and all third-level students in Ireland. Other stakeholders include funders, partnership organisations and members of advisory panels.

Governance Committee is responsible for developing a stakeholder engagement strategy for approval by National Council. Such a strategy would identify all stakeholders, the methods used by USI to communication with them and their level of involvement in planning and decision-making.

**7.2 Complaints procedure**

Governance Committee is responsible for developing a complaints policy and procedure which sets out the steps to be followed when any complaint is made to USI and the manner in which Governance Committee is to be informed.

**8. Working effectively**

**8.1 Renewal**

8.1.1 Governance Committee membership

The role and responsibilities of Governance Committee require a range of skills and attributes within its membership. It is desirable to have the following skillsets represented among the four external members of Governance Committee.

* Governance experience within a non-profit organisation
* Financial management experience
* HR Management experience
* Experience of legal compliance/risk management
* Knowledge of USI

In order to ensure both student representation and the necessary skills and attributes Governance Committee shall be composed of at least ten members, to include the following:

* President of USI
* An Independent Chair
* Four Sabbatical Officers, each from a different USI member organisations (who are not Executive Team members). Two Sabbatical Officers will be elected at the first National Council meeting of the year and two will be elected at the last National Council meeting of the year.
* Four external members who may not have been a staff member, service provider or member of USI for three years prior to their appointment.

USI will provide the Independent Chair of Governance Committee with appropriate remuneration and any relevant support required to fulfil the role. The first nominations committee will propose this to National Council prior to the selection process for the first independent Chair.

The General Manager attends meetings and provides administrative support to the Governance Committee but is not a voting member of the Committee.

8.1.2 Governance Committee Selection

* A nominations sub-committee of Governance Committee will prepare role descriptions for Governance Committee members and for the Independent Chair of Governance Committee.
* Sabbatical Officers may put themselves forward for Governance Committee selection at the first and last National Council meetings of the year. Each Sabbatical Officer putting themselves forward will be given an opportunity to speak, outlining their reasons for standing. It is not expected that sabbatical officers should meet any of the specific criteria in the Governance Committee member role description but they may refer to the criteria if they feel they have knowledge in a particular area. If more than two Sabbatical Officers put themselves forward at either meeting there will be a card vote conducted by the Chair of National Council to fill two positions on Governance Committee at that meeting.
* Potential external members of Governance Committee may come through a) advertisements posted on Boardmatch.ie or social media or b) be nominated by the USI President or the Presidents of Member Organisations. The role descriptions will be used to advertise the nominations process on Boardmatch.ie and social media and by the Presidents who will be asked to actively seek external members with the relevant skills and attributes.
* All those responding to Boardmatch or social media advertisements will be asked to send a completed application form and CV to the USI President who will forward them on to the nominations sub-committee. All nominations for external board members or Independent Chair coming directly from the USI President or the Presidents of Member Organisations must be accompanied by an application form and CV.
* The nominations sub-committee will review all applications for external members or independent Chair to ensure they meet the criteria in the role descriptions before sending these nominations to National Council. In the event that nominations for external Governance Committee members and the Independent Chair exceed the positions available, there will be a card vote conducted by the Chair of National Council to fill the available positions.
* For the first nomination process, two members of the review group and two trustees will form the sub-committee to prepare the role descriptions, ensure advertisements are placed on boardmatch.ie and social media, review applications and send nominations to National Council. This body will also propose the remuneration and support guidelines for the Independent Chair to National Council prior to the selection process.

8.1.3 Governance Committee terms of office

* Governance Committee members who are sabbatical officers of USI member organisations serve a term of one year.
* External members of Governance Committee serve a term of three years, at the end of which they may be nominated to serve a second term of three years. At the end of their second term they must step down from the Governance Committee.
* The Independent Chair may serve a maximum of two x three year periods before stepping down as Chair and may not be re-elected as Chair for a period of three years.
* No member can serve for more than 6 years consecutively without a three year break.
* Provisions should be made to ensure that all serving external members do not retire at the same time.
* When these arrangements are being put in place for the first time it is advisable that one of the current Trustees and one of the current Finance Committee members be recruited to the Governance Committee for a two year term, to ensure continuity and the retention of institutional memory. In the case of these members, taking into account their previous service as Trustees and Finance Committee members, they would at the end of the two year term be considered to have served six consecutive years as per the break period above.

**8.2 Managing meetings**

8.2.1 Agenda

The agenda of Governance Committee meetings are set by the Independent Chair in consultation with the General Manager and the President, in line with the responsibilities of Governance Committee set out in Section 3.3. Each agenda will contain the following standing items: Declaration of conflict of interests; Compliance checklist update; and Report on complaints received. The agenda with any accompanying papers will be circulated at least 5 days before each Governance Committee meeting.

8.2.2 Minutes

## Minutes are taken by the General Manager. Draft minutes are sent to the Independent Chair for approval and are then circulated with the agenda and papers prior to the next meeting where they are agreed as an accurate record or amended as agreed at the meeting.

## 8.2.3 Quorum

In order to be quorate, Governance Committee meetings must be attended by a minimum of four members which must include at least two external members and two sabbatical officers, or one sabbatical officer and the President.

8.2.4 Decision-making

Governance Committee tries to reach decision by consensus, however the Independent Chair may move the decision to a vote if consensus cannot be achieved. In cases of an equal number of votes for and against a decision, the Independent Chair has a second or casting vote.

**8.3 Sub-committees of Governance Committee**

* Governance Committee identifies sub-committees as needed and drafts terms of reference to be agreed by National Council
* Governance Committee selects the members of sub-committees and the President proposes these members to be ratified by National Council
* Each sub-committee includes one National Council member and one external member of Governance Committee. The external member is responsible for chairing the sub-committee and reporting on the work of the sub-committee to Governance Committee

**9. Behaving with integrity**

**9.1 Nolan principles[[3]](#footnote-3)**

USI expects all those who hold a voluntary or paid position within the organisation to uphold the Nolan principles as outlined below:

* **Selflessness** – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
* **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
* **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
* **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
* **Openness** – Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
* **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
* **Leadership** – Holders of public office should promote and support these principles by leadership and example.

**9.2 Code of conduct**

This code of conduct sets out the conduct expected from members of Governance committee. It is the responsibility of Governance Committee members to:

9.2.1 Act within the law, the constitution of USI and USI policies and procedures.

9.2.2 Act in the best interests of USI as a whole by considering what is best for the organisation, its Member Organisations and the third level students of Ireland.

9.2.3 Act independently in a personal capacity and not as the representative of any other group.

9.2.4 Manage conflicts of interest effectively by abiding by USI*’s* conflict of interests policy.

9.2.5 Respect confidentiality by not discussing Governance Committee business outside of meetings unless specifically authorised to do so, particularly in the case of information of a sensitive nature.

9.2.6 Attend meetings on time or give apologies.

9.2.7 Prepare fully for Governance Committee meetings by reading papers, querying anything you don’t understand and thinking through issues in good time before meetings.

9.2.8 Actively engage in discussion, debate and voting in meetings by contributing positively, listening carefully, challenging sensitively and avoiding conflict.

9.2.9 Act jointly and accept a majority decision by making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.

9.2.10 Work considerately and respectfully with all by respecting diversity, different roles and boundaries and avoiding giving offence.

9.2.11 Work to protect the good name of USI by acting with integrity and avoiding bringing the organisation into disrepute.

* + 1. Document expenses and seek reimbursement according to USI financial policy and procedures.
		2. Not accept gifts or hospitality without the consent of the Chair.
		3. Not speak about USI matters to the media or any public forum without the prior knowledge and approval of the Chair.
		4. Abide by all USI policies and procedures.

Governance Committee members who fail to abide by this code of conduct may be asked to resign by the Governance Committee.

* 1. **Conflict of interests**

This policy sets out the process to be followed if a conflict of interests arises for a member of the Governance Committee.

A conflict of interests is a situation where a personal or professional interest may get in the way of making a decision in the best interest of USI. A conflict of interest may arise, for example, if a Governance Committee member influences the awarding of a contract to a company owned by a family member or a business connection. It is legal to award a contract to the best qualified company, even if that company is owned by a relative, but the individual Governance Committee member should not be part of the decision making process.

Conflicts of interests may arise from time to time and, if they arise, they are to be dealt with as outlined in this policy.

Each Governance Committee member must familiarise themselves with this policy.

At each Governance Committee meeting, each Governance Committee member, and anyone else present, must say if they believe they have a conflict of interests in relation to a matter to be decided at the meeting. Unless the Governance Committee decides otherwise, they must leave the room when the Governance Committee is discussing or deciding on that matter. The person concerned will subsequently be told what the decision was.

All conflicts of interest and the outcome will be recorded in the minutes for that meeting.

**10. Current USI policies**

**10.1. Union policy and mandates**

Current Union policy and mandates may be found in the USI Policy File/Mandates Manual on the USI website.

**10.2. Health and Safety, Employment, Equality, Data Protection and Protected Disclosures policy**

Draft Employee Handbook 2019 covers Health and Safety, Employment, Equality, Data Protection and Protected Disclosures is awaiting review by Governance Committee prior to presentation to National Council for approval. These policies are developed, reviewed and amended by Governance Committee and approved by National Council.

**10.3 Financial Policies and Procedures Manual**

Financial Policies and Procedures Manual is to be developed by Governance Committee prior to submission to National Council for approval.

**10.4 Other policies**

Copies of the Training Policy, Student Bereavement Policy, Alcohol Policy, Financial Representation Protocol and Student Engagement Policy can be found on the USI website.

**USI Governance Handbook**

**Notes and recommendations for implementation May 2020**

1. The role of Administrator in section 4.4.1 needs to be updated to include their current financial responsibilities. This has been delegated to the new Governance Committee, as it will need to done in the context of updating the Administrator’s current job description.

2. When a strategic or business plan is agreed, Section 2.2 will need to be amended.

3. As any new policies and procedures are created, Section 10 will need to be amended as well as the relevant parts of the Governance Handbook.

4. It is recommended that the new Governance Committee prioritises: a) a review of the Employee Handbook 2019 to ensure that it is sufficiently specific to meet the needs of USI and b) the development of a Financial Policies and Procedures Handbook. Both documents will need to be recommended to National Council for approval.

5. Over time, Governance Committee will need to ensure that the following documents are developed and recommended to National Council for approval: Compliance checklist; Risk assessment policy; Stakeholder Engagement policy; and Complaints procedure.

1. Adapted from *Charities Governance Code*, see [www.charitiesregulator.ie](http://www.charitiesregulator.ie) for full version

 [↑](#footnote-ref-1)
2. External members may have been staff members, service providers or members of USI but not within the last three years. [↑](#footnote-ref-2)
3. Seven principles established in 1994 by the UK Committee on Standards in Public Life. [↑](#footnote-ref-3)