



## **Constitutional Review**

The students' union's governing document is called the 'Articles of Association' or more commonly known as 'the Constitution.' The Constitution is a legal document which outlines the SU's legal form (a Charitable Company Limited by Guarantee), and key information such as who our members are, and what we are allowed to do (our 'Objects' and 'Powers'). It also outlines how we will be governed, the powers of the Trustee Board and the delegations of responsibility for the day-to-day management of the organisation to staff.

Our current Constitution was created in 2010 when we were first registered with the charity commission. We are required by the Education Act 1994 to review our Constitution every 5 years, with oversight and agreement from the University's governing body (Council). As part of these reviews, our student members (you) are normally consulted on any proposed changes. There have been quinquennial reviews every 5 years which have kept the Constitution up to date with legal requirements.

Any changes to the Constitution must be consulted on with student members, approved by our Company Law members (the Trustees and the University), checked by the SU and University lawyers, approved by the University Council and then finally approved by the Charity Commission and Companies House as our governing document. This is the first part of that process – consulting with our student members.

At this stage we are informing you of the review, and asking for any general feedback. There will be an opportunity in Hilary Term to formally approve the new Constitution alongside the new Bye-Laws which will follow the outcome of the Democracy Review.

## **What's Changing?**

In 2024, NUS and Bates Wells (legal firm) released a new version of the model constitution for use by students' unions and we have conducted this quinquennial review in line with those model documents. Whilst the legal elements of the Constitution will remain unchanged, there are some quite substantive changes to the structure of the document, the main one being the introduction of a 'Student Voice' section, which moves the democratic procedures into the bye-laws.



The bye-laws outline how the SU will deliver the requirements outlined within the constitution and crucially how it engages democratically with student members. Amendments to the bye-laws can be made through the Union's democratic structures by students, with the approval of the Trustee Board and in some cases, the University. Whilst any changes still require approval, moving the 'student voice' elements into the bye-laws and out of the Constitution provides more flexibility and control for our student members over those elements and provides greater clarity between decisions relating to organisational governance, and democratic decision-making.

### **Board Constitution**

Reflected in this document is the move from 6 Sabbatical Officer trustees to 4; along with this, there comes a further change in the constitution of the Board. Some useful things to bear in mind here are:

- The Charity Commission guidance is clear that trustee boards should not normally exceed 12 members.
- Of those 12 members, less than 50% should be paid members of staff (sabbatical officer trustees are paid members of staff)
- Currently the Articles state that there will be 6 Sabbatical Officer trustees, up to 5 student trustees, and a minimum of 2 and a maximum of 4 external trustees
- Sabbatical Officer and student trustees are currently elected and external trustees are appointed, with approval sought from Student Council.
- External trustees are appointed based on the specific skillset required by the Board at the time; normally this would include people with legal, governance of finance backgrounds.
- The Trustees are also the Company Law members of the organisation
- The University is also a 13<sup>th</sup> Company Law member, but is only allowed to exercise this power in very specific circumstances

The proposal is that Oxford SU will retain the maximum number of 12 trustees, and to ensure, where practicable, that there will always be a student majority on the trustee board. However, the proposed constitution allows for some flexibility in case the organisation needs to increase the number of external trustees, this option is available.



Some examples of when this might be required would be if the organisation found itself in legal difficulty and additional legal support was required. Or, if the organisation found itself in a situation which required strategic HR support. Or simply if the organisation wasn't able to attract 4 student trustees in a given cycle.

The proposal in the articles therefore is that there would normally be 4 of each type of trustee, but there is the option of having between 4 and 6 external or student trustees at any one time.

Additionally, we have increased the student trustee terms to allow for stronger governance and to support succession planning on the Board.