

Company No. 07091173  
Charity No. 1136030

## GOVERNANCE FRAMEWORK



## RULES FOR THE BUSINESS ADMINISTRATION OF **THE CAMBRIDGE UNION SOCIETY**

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## EMPLOYMENT OF STAFF

### 1. GENERAL

#### 1.1. Remuneration and dismissal

- 1.1.1. The remuneration and dismissal of all employees of the Society shall be in the control of the CUSEL Board of Directors of Trustee Directors. No member of staff may be dismissed unless all other disciplinary measures required by the law of England and Wales have been exhausted.

### 2. THE EMPLOYMENT COMMITTEE

#### 2.1. Recruitment of employees

- 2.1.1. The recruitment of all key employees of the Society shall be in the control of the Employment Committee.

#### 2.2. Key employees shall comprise:

- 2.2.1. The Bursar;
- 2.2.2. The Bar Manager;
- 2.2.3. The CUSEL Events Manager;
- 2.2.4. The Membership Secretary;
- 2.2.5. The Accountant.

#### 2.3. The list of key employees may be amended by vote of the Employment Committee from time to time.

#### 2.4. The engagement of all employees (and in the case of non-key employees their recruitment) and their day to day management shall be the responsibility of the Bursar.

#### 2.5. In the case of key employees, a candidate shall not be engaged as such an employee unless the process of selection and recruitment adopted by the Employment Committee from time to time has been followed and has resulted in the recommendation of such candidate for employment. The process shall include the nomination and/or selection and interview of prospective candidates by the Employment Committee or by persons whom they nominate to perform this process.

### 3. MEMBERS

#### 3.1. The Employment Committee shall consist of:

- 3.1.1. All Directors of the Company; and
- 3.1.2. The President; and

3.1.3. The Vice President; and

3.1.4. The President-elect; and

3.1.5. The Bursar; and

3.1.6. Any members of Standing Committee or other employees co-opted specifically by this Committee for any particular recruitment process.

#### **4. VOTING**

4.1. The President, Vice President, President-elect, Bursar and all Directors of the Company shall have one vote at any meeting of the Employment Committee. Employment Committee decisions shall be made on the basis of simple majority voting. Where the vote is tied the President shall have the casting vote.

#### **5. QUORUM**

5.1. The quorum for any meeting of the Employment Committee shall be four members of the Employment Committee.

#### **6. DISCUSSIONS**

6.1. The discussions of the Employment Committee shall be confidential and shall not be minuted, except where the law of England and Wales requires that minutes shall be taken.

#### **7. EMPLOYMENT LAW**

##### **7.1. Compliance with the law**

7.1.1. No provision of the Constitution shall permit or require the law of England and Wales to be breached. Where any provision of the Constitution could have such an effect the CUSEL Board of Directors and the Employment Committee shall comply with that provision only insofar as the law of England and Wales allows.

#### **8. AMENDMENT TO ENSURE COMPLIANCE WITH THE LAW**

8.1. Where a provision of the Constitution is identified as permitting or requiring breach or breaches of the law of England and Wales the CUSEL Board of Directors of Trustee Directors shall amend the Constitution to ensure compliance with the law of England and Wales at the earliest opportunity, using the special amendment procedure set out in sections 14-22 of Chapter 5 of the Laws.

#### **9. INTERNAL DISCIPLINARY MEASURES**

9.1. Concerning employees except for the Bursar

9.1.1. With the exception of himself, the Bursar shall be responsible for the administration of such internal disciplinary measures as required by the law of England and Wales in respect of all employees of the Society.

#### **10. CONCERNING THE BURSAR**

10.1. The Chairman of the CUSEL Board of Directors of Trustee Directors shall be responsible for the administration of such internal disciplinary measures as required by the law of England and Wales in respect of the Bursar.

## **11. CAMBRIDGE UNION SOCIETY ENTERPRISES LIMITED**

### **11.1. Use of employees by Cambridge Union Society Enterprises Limited**

11.1.1. The CUSEL Board of Directors of Trustee Directors, shall have the power (by decision of a simple majority of their number) to direct from time to time that employees of the Society shall be required (so far as permissible in law), upon receipt of a request from a director of Cambridge Union Society Enterprises Limited, to deliver services to Cambridge Union Society Enterprises Limited in order to further the operation of its business, namely trading activities designed to raise revenue and achieve surpluses for donation to the Society.

## BUDGETS, INCOME AND EXPENDITURE

### 12. THE BURSAR

- 12.1. There shall be member of staff called the Bursar, employed according to the provisions of the Constitution.
- 12.2. The Bursar shall be the head of the Society's employed staff.
- 12.3. The Bursar shall be responsible to the CUSEL Board of Directors for the maintenance of the Society's accounts.
- 12.4. The Bursar, working in conjunction with the Accountant shall reconcile the accounts between the Society and any of its trading subsidiaries.
- 12.5. By way of delegation of authority from the CUSEL Board of Directors of Trustee Directors, the Bursar shall be responsible for the day to day operation of the Society's business administration and related activities.

### 13. THE ACCOUNTANT

- 13.1. There shall be member of staff called the Accountant employed or engaged according to the provisions of the Constitution.
- 13.2. The Accountant shall record all income and expenditure incurred by the Society. He or she shall do so in a manner that permits the attribution of each item of income and each item of expenditure to one of the budgets as listed under section 15, subsection (15.2) below.
- 13.3. The Accountant shall reconcile the accounts between the Society and any of its trading subsidiaries.

### 14. FINANCIAL REPORTS

- 14.1. The financial year for the Union will run from 1 July to the last day of June the following year. The Bursar will arrange for an external auditor to conduct an independent audit of the Union accounts each year, normally during the University summer recess.
- 14.2. The Bursar will present the audited accounts to the Trustee Directors and Standing Committee at the start of the Michaelmas Term.
- 14.3. The Union Budget for the next year will be drafted during Easter term. The Bursar, supported by the Accountant and Michaelmas term budget holders, as listed under section 15, below will prepare the Budget for presentation to the Trustee Directors and Standing Committee. Once agreed, budgets may not be altered without the Trustee Directors and Standing Committee's approval.

- 14.4. The Bursar will present quarterly Management Account briefings to the Trustee Directors and Standing Committee. Management Account briefings will compare the quarterly budget forecast with the previous year's income and expenditure and the period's actual income and expenditure.
- 14.5. The Bursar shall present a summarised version of the previous year's Audit Report and the Budget for the year at the first General Meeting, after the start of Michaelmas Term.
- 14.6. At intervals to be determined from time to time, the Trustee Directors and the Standing Committee shall review and /or monitor the performance of the respective budget holders and the management of their expenditure relative to the agreed budget and shall take such steps as may be reasonably necessary to ensure that unauthorised expenditure does not occur.

## **15. THE BUDGET**

- 15.1. The Bursar, supported by the Accountant will be responsible for supervising the overall process of the setting of the Union Budget for each financial year and for advising individual budget holders of the balance of their accounts. The Budget will be subdivided into 4 categories as listed in sub-section (15.2) below. All income and expenditure shall be categorised into these budgets.
- 15.2. The budgets shall be:
- 15.2.1. The President's Term Budget;
  - 15.2.2. The Bursar's Budget;
  - 15.2.3. The CUSEL Budget;
  - 15.2.4. The Competitive Debating Budget.

## **16. THE PRESIDENT'S TERM BUDGET**

- 16.1. The President's Budget shall be further sub divided into Michaelmas, Lent and Easter President's Term budgets weighted to reflect the number of Union events in each term. Over expenditure in one term will carry forward and will be deducted from the next President's Term budget.
- 16.2. The President's Term budget will encompass:
- 16.2.1. budgets for any large entertainments being hosted by CUS during the year;
  - 16.2.2. the Term Debate Dinner Expenses Budget;
  - 16.2.3. the Term Speaker Expenses Budget (to include both debate and individual speakers);
  - 16.2.4. the Termcard Budget;
  - 16.2.5. for Michaelmas Term, The Membership Recruitment Budget;

- 16.2.6. a percentage of the income from the year's new membership;
  - 16.2.7. the remuneration of the Members' Secretary;
  - 16.2.8. an advertising budget;
  - 16.2.9. a security budget;
  - 16.2.10. a budget for miscellaneous expenditure during term;
  - 16.2.11. a contribution to the debating budget.
- 16.3. The President and Standing Committee will nominate a member of Standing Committee to be responsible for each budget area, prior to the start of their term in office. Each budget shall be presented to the Standing Committee for approval by the person who has the responsibility for that area of the budget at the first meeting of the Standing Committee of the Presidency. Amendments may be made to that budget according to the procedure as set out in sub-section (16.5.1) below. A vote shall then occur according to the procedure as set out in sub-section (16.5.2) below.
- 16.4. Amendments may be made to the President's Term Budget according to the procedure as set out in sub-section (16.5.1) below. A ballot shall then occur at the time detailed in sub-section (16.5.2) below. If the ballot passes, the amendment or budget in question:
- 16.4.1. shall be deemed to have passed; and
  - 16.4.2. shall have immediate effect.
- 16.5. The procedure shall be that:
- 16.5.1. any officer or officer-elect present may propose an amendment to the budget under consideration as detailed at any time before the procedure for a vote as set out in sub-section (16.5.2) below begins; then
  - 16.5.2. there shall be a vote on each proposed amendment that has not been withdrawn according to the procedure as set out in sub-section (16.5.3) below; noting that
  - 16.5.3. any proposed amendment may be withdrawn by the officer or officer-elect proposing that amendment at any time.
- 16.6. If a budget does not pass at the first meeting of the Standing Committee to which it is brought, the person who has the responsibility for that budget must present it in an amended form at the first meeting of the Standing Committee after the meeting of the Standing Committee at which it was first presented. Amendments may be made to that budget according to the procedure as set out in sub-section (16.5.1) above. A ballot shall then occur according to the procedure as set out in sub-section (16.5.2) above. If that ballot does not pass, the Bursar shall amend that budget in consultation with the President, Vice President and the Accountant, at which point the amended version of that budget shall have immediate effect.
- 16.7. It shall be the duty of Officers to update the Bursar regularly on proposed expenditure. When the President's Term budget is or is reasonably expected to be at risk of being exhausted, the



Bursar may exercise a veto upon any proposed expenditure in excess of the President's Term budget or any subsequent amended version of that budget. This veto may be overturned by the Standing Committee (quorate by reference to the Laws) only where there is:

- 16.7.1. A vote in favour by a three-quarters majority of those present and voting and
- 16.7.2. where those voting in favour include a majority of the total number of Officers-elect.

## **17. THE BURSAR'S BUDGET**

17.1. The responsibility for the Bursar's Budget shall lie with the Bursar, who shall compile it in consultation with the Accountant and the Union staff.

17.2. The Bursar's Budget shall include all projected income and expenditure for the upcoming year related to:

- 17.2.1. essential work required to keep the Society's premises in good order
- 17.2.2. renovation work carried out on the Society's premises
- 17.2.3. utility bills
- 17.2.4. expenditure relating to the day-to-day running of the Society
- 17.2.5. rental and lease income relating to the Society's premises
- 17.2.6. a percentage income from the year's new membership
- 17.2.7. income, dividends and depreciation of the assets of the Society, except for the Fairfax Rhodes Fund, and
- 17.2.8. the remuneration of those members of staff not covered in specific budgets.

## **18. THE CUSEL BUDGET**

18.1. The responsibility for the CUSEL Budget shall lie jointly with the CUSEL Events Manager and the Bar Manager, who shall compile it in consultation with:

- 18.1.1. the Bursar; and
- 18.1.2. the Accountant.
- 18.1.3. the CUSEL Events Manager

18.2. The CUSEL Budget shall include all projected income and expenditure for the upcoming accounting year related to the 1815, and any events held or managed within the building, in particular:

- 18.2.1. essential work required to keep the bar in good order and maintenance;
- 18.2.2. renovation work carried out on the bar;
- 18.2.3. income generated from the sale of [foodstuffs] in the Society's bar;
- 18.2.4. expenditure related to the stock of the Society's bar.
- 18.2.5. The Bar Manager and CUSEL Events Manager and part time staff remuneration.
- 18.2.6. income generated from room hire and other events held within the Union building by CUSEL
- 18.2.7. remuneration of the AV Technician

## **19. THE COMPETITIVE DEBATING BUDGET**

- 19.1. The responsibility for the Competitive Debating Budget shall lie jointly with the Debating Officers and the Vice President, who shall compile it in consultation with:
  - 19.1.1. the Bursar; and
  - 19.1.2. the Accountant.
- 19.2. The Competitive Debating Budget shall include all projected income and expenditure for the upcoming [accounting year] related to the activities of the Society relating to competitive debating, in particular:
  - 19.2.1. debating tuition provided by the Society to Cambridge Union Society members;
  - 19.2.2. debating competitions hosted by the Society; and
  - 19.2.3. the activities of Cambridge Union Society members chosen by the Debating Officers to compete on behalf of the Society in debating competitions.
- 19.3. the Debating Officers must submit a report to the Standing Committee at the end of each full term, detailing the expenditure of the past term and giving a rough outline of the planned expenditure for the term ahead.
  - 19.3.1. the Standing Committee must approve the proposed expenditure by a simple majority. If this does not happen the Debating Officers must present an amended proposal within one week, before any expenditure can be made. If the proposal is passed it will be considered to have taken immediate effect.

## **20. THE CUSEL BOARD**

### **Context**

20.1. The responsibilities of the Bursar set out in the Articles of Association provided that they have personal responsibility for the overall organisation, management and staffing of CUS and CUSEL and for Companywide procedures, where these are appropriate, in financial and other matters. [As part of the overall organisation, and in order to support the Managing Director of CUSEL, the CUSEL Board has been established. This section sets out the membership, role and responsibilities of the CUSEL Board of Directors.

20.2. The CUSEL Board of Directors assists the Managing Director to meet his responsibilities to establish and oversee the corporate governance arrangements of the Company. The CUSEL Board of Directors itself is a core element of corporate governance arrangements, agreeing the range of [other elements] and, through its scrutiny role, overseeing the policies, plans and effectiveness of those other elements. The CUSEL Board of Directors shall operate within terms of reference which comply with the Code of Conduct as set out in the CUS Constitution. A separate policy statement approved by the CUSEL Board of Directors sets out the Company's corporate governance arrangements in more detail.

### **Membership**

20.3. The CUSEL Board of Directors comprises:

20.3.1. the Managing Director (chair);

20.3.2. the President;

20.3.3. the Vice President;

20.3.4. Two trustee directors of the Charity.

### **Attendance by Others**

20.4. A representative from the Board of Trustee Directors may also attend as an advisor to the CUSEL Board of Directors.

20.5. A representative from the Standing Committee may also attend as an advisor to the CUSEL Board of Directors.

20.6. Any further person invited to attend, as long as it is agreed by a majority of the CUSEL Board of Directors.

20.7. Unless deemed necessary by the CUSEL Board of Directors, no one shall attend meetings of the CUSEL Board of Directors to minute discussions

### **Remit**

20.8. Under the direction of the Managing Director, the CUSEL Board of Directors' remit is to:

20.8.1. set the strategic direction for the Company, including its strategic objectives;

- 20.8.2. develop, promote and oversee the implementation of policies and programmes in line with the Company's strategic direction;
  - 20.8.3. develop and oversee the implementation of the Company's strategic and business plans;
  - 20.8.4. monitor performance against corporate plans, budgets and targets;
  - 20.8.5. oversee the strategic management of the company's staff, finance, information, and physical resources;
  - 20.8.6. establish and oversee the implementation of the company's corporate governance arrangements;
  - 20.8.7. agree responses to external reports where appropriate, and
  - 20.8.8. consider any other matters as deemed appropriate.
- 20.9. The CUSEL Board of Directors will decide on all key matters affecting the Company. Matters are normally set aside for collective discussion and agreement by the CUSEL Board of Directors in the first instance because of their companywide implications, or other cross cutting nature, or they are novel and/or contentious. The CUSEL Board of Directors may decide, however, to delegate to the Managing Director as considered appropriate. Such matters to be decided or delegated may include:
- 20.9.1. Policy matters;
  - 20.9.2. Annual resource allocations (priorities and budget/spending reviews);
  - 20.9.3. Company resource monitoring / Financial Control Reports;
  - 20.9.4. Corporate risks;
  - 20.9.5. Resource accounts and annual report;
  - 20.9.6. Corporate human resources/planning;
  - 20.9.7. Corporate accommodation matters;
  - 20.9.8. Matters affecting corporate accountability;
  - 20.9.9. Corporate business plans;
  - 20.9.10. Corporate performance;
  - 20.9.11. Corporate communications/public relations issues;
  - 20.9.12. Corporate governance arrangements/issues;
  - 20.9.13. Company-wide or major initiatives;

20.9.14. Oversight of reports and matters arising from its sub-committees;

20.9.15. Expenditure/Significant Investment decisions;

20.9.16. CUS/CUSEL Relationship issues.

### **Meetings**

20.10. The CUSEL Board of Directors normally meets on a monthly basis, a minimum of ten times per year. Meetings are not open to the public.

20.11. The meetings shall not be minuted unless deemed necessary by the CUSEL Board of Directors.

20.12. All Directors of the Company shall have one vote at any meeting of the CUSEL Board of Directors. Board decisions shall be made on the basis of simple majority voting. Where the vote is tied for any reason the Managing Director shall have the casting vote.

20.13. The quorum for any meeting of the CUSEL Board of Directors shall be four Directors of the Company.

### **Conduct**

20.14. When discussing issues that affect the whole Company, each member of the CUSEL Board of Directors has a responsibility to act in the best interests of the Company as a whole.

20.15. Executive Members (The President and Vice President) will be expected to take a corporate view of issues ahead of their specific business area interests, insofar as this is not inconsistent with Trustee-Director responsibilities, to rigorously examine and challenge all corporate issues before the CUSEL Board of Directors and to do so in a constructive way.

20.16. Independent Members will:

20.16.1. provide an independent and external perspective on the work of the CUSEL Board of Directors;

20.16.2. provide constructive challenges across the CUSEL Board of Directors's business; and

20.16.3. challenge the rigour of Board processes.

20.17. Board members show leadership by promoting agreed values and standards and by applying the principles of public service as set out in the CUS Constitution. They act as role models for others within the organisation, in terms of standards of personal behaviour.

### **Conflicts of Interest**

20.18. Board members are responsible for advising the CUSEL Board of Directors of any external interests which may conflict with duties and responsibilities and these are recorded in a formal register of interests. The CUSEL Board of Directors considers such conflicts in the following manner:

20.18.1. the secretariat brings any new registered interests to the attention of the CUSEL Board of Directors;

20.18.2. the member with such an interest will explain the nature of the interest;

20.18.3. the CUSEL Board of Directors will determine if a conflict does or may exist and if so in what circumstances;

20.18.4. where it is possible to determine in advance of any instance when the conflict will come into play, the CUSEL Board of Directors will agree on how the CUSEL Board of Directors member's contribution to the company matter should be handled (eg by not contributing to the decision in question). This will be recorded in a register of interests.

#### **Forward Work Plan**

20.19. The CUSEL Board of Directors approves a forward work plan for the year and month ahead, and a categorised agenda to which individual members contribute, is drawn up for each meeting.

#### **Board Papers**

20.20. Papers for consideration by the CUSEL Board of Directors will normally be issued to Members by the Managing Director a minimum of 3 working days before the meeting.

#### **Written Procedure**

20.21. Exceptionally, (e.g. where a Board-approved response to a request is required by a deadline which precedes the next Board meeting) a paper may be distributed by the Managing Director to Board members for agreement by 'written procedure'. The content need not be further discussed, but will be formally ratified at the next Board meeting.

#### **Other Committees**

20.22. The CUSEL Board of Directors may establish Committees to oversee and/or provide advice to the CUSEL Board of Directors on, specific areas of work. The Chairship and Terms of Reference of such committees are established by the CUSEL Board of Directors. Committees can be either time-bound or permanent, depending on the nature of the work.

#### **Review / Evaluation**

20.23. The CUSEL Board of Directors should undertake an annual evaluation of its performance, and at least every two years, the CUSEL Board of Directors should formally consider its remit, constitution and operating procedures.

## CORPORATE RELATIONSHIPS

### 21. THE CUS/CUSEL RELATIONSHIP

21.1. This document is to confirm and clarify the agreement in relation to the use of CUS premises by CUSEL for its purposes

21.1.1. Out of Cambridge University term time CUSEL's requirements have priority over CUS in relation to all rooms and facilities.

#### 21.2. Dates & Times

##### 21.2.1. Day time until 18:00

21.2.1.1. All rooms are available to CUSEL. Any rooms that CUS may need must be booked in advance and have written approval from either the Events Manager or Events Administrator. Thursday evening's bookings are limited until 17:00 where the dinner for that evening's debate will be taking place to allow enough time for the caterers to setup.

##### 21.2.2. Evenings from 18:00

21.2.2.1. The chamber will be reserved solely for the use of CUS from 18:00; the dining room will always accompany this booking for the purpose of a drinks reception, dinner or press meeting; this room can be changed if another room is available and enough warning is given.

21.2.2.2. All other rooms (blue room, Kennedy room, Mountbatten, library, snooker room and Fairfax Rhodes room) are available to CUSEL.

21.2.3. In a situation where the entire building is required for an A list speaker or a security arrangement, standing committee of CUS must notify the events team as soon as possible to secure the rooms and building for their use. It's at CUSEL's discretion in a security risk situation whether to continue with the CUS booking.

##### 21.2.4. Thursday's Main Debate Nights

21.2.4.1. The entire building will be reserved. No other bookings will proceed without prior agreement of the President of that term in writing.

##### 21.2.5. Fresher's Week

21.2.5.1. For the first two weeks of term the rooms and building are reserved for the sole use of CUS from 17:00; no bookings by CUSEL will take place after this time.

#### 21.3. Bar

21.3.1. The bar itself will never be solely reserved for the use of one party during term time; shared access must always be available. CUS is able to close the bar off to members.

#### 21.4. Weekly Ents

- 21.4.1. The blue room will be reserved for the sole purpose of weekly events such as Pilates from 17:00 until 19:00 on Mondays, Tuesdays, and Wednesdays.

#### 21.5. Debating Competitions

- 21.5.1. The debating officers must confirm the date of any competition that may take up the entire building at least a year in advance. As part of the closing procedure for a competition, the next year's competition date must be confirmed.

#### 21.6. Easter Term

- 21.6.1. After the first four weeks of term, the out of term rules apply and any rooms that CUS may need must be booked in advance. The final week of term is deemed to be a standard in term week. May week is deemed to be in term.

#### 21.7. Once the Term Card has been confirmed

- 21.7.1. When the term card has been confirmed the free rooms become available to CUSEL. Any dates that maybe tentative or unconfirmed must be booked by CUS in advance.

#### 21.8. Sundays

- 21.8.1. Will be booked on a first come first serve basis.

#### 21.9. Third Party Bookings

- 21.9.1. CUS will not enter into an arrangement with any 3rd party that requires the use of CUSEL resources or expertise without prior consultation with the CUSEL event team. If CUS wishes to book the chamber for the use of a third party then the above rules should apply and it becomes a CUS event. Conferencing or other events that require CUSEL to offer services will be charged at the appropriate rate.

#### 21.10. Library Bookings

- 21.10.1. CUSEL can book up to 9 events in the Library after 18:00 with notifying CUS. These bookings cannot exceed more than 1 per week.