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University of Limerick Students Union
Bye Law 4: Board of Directors

15. Purpose

The purpose of University of Limerick Students' Union (ULSU) is to:

- c. advance the education of University of Limerick students and of the University of Limerick as a whole
- d. promote and actively pursue the betterment of the interests of University of Limerick students
- e. represent the interest of University of Limerick students and act as a channel of communication in dealing with the University and other bodies
- f. promote, encourage, and facilitate student Clubs and Societies equally

ULSU commits to:

- doing these things without discrimination on the grounds of age, sex, race, religion, creed, sexual orientation, disability, or medical condition, except where action is needed to promote equality of opportunity
- being independent of any political party or religious organisation

The purpose of the Board of Directors is to take responsibility for the governance of the Union in the following areas:

- a. Overall direction of the work of the Union staff
- b. Financial management
- c. Legal and regulatory compliance
- d. Accountability

Under company law, the Board of Directors are obliged to:

- Act in good faith and in the company's interest.
- Act honestly and responsibly in relation to the company.
- Act in line with the company's constitution and the law.
- Not use their powers for personal gain or for the benefit of others at the company's expense.
- Act with due care, skill, and diligence.

The Board of Directors of the Company must act in accordance with the Bye Laws and the University of Limerick Code of Conduct, as well as the Constitution

16. Function

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Under the constitution of University of Limerick Student Union Company Limited by Guarantee (CLG), the function of the Board of Directors is to:

- a. Act prudently to protect the assets and property of Union and ensure that the Union finances operate efficiently and effectively in line with the Union's financial regulations.
- b. Approve the Union budget in consultation with the Student Council and to ensure that financial reports are made available to Student Council on request.
- c. Ensure that proper books of account are maintained and audited annually.
- d. Submit the Union budget, annual report, audited accounts, and any other information annually to the UL Finance Department as it is a prerequisite of the University's Governing Authority before funding will be transferred. The Board of Directors must also ensure full participation in audits carried out by the University's Governing Authority Audit Committee
- e. Open bank accounts in the name of the Union and lend, invest, or borrow money in line with the Union's finance regulations.
- f. Approve the Union's annual report detailing the activities of the Union, the Union finances, including any donations made to external organisations, and any other information required under the Companies Act.
- g. To ensure the Union acts as a responsible employer.
- h. Monitor the performance of the General Manager.
- i. Monitor and evaluate the progress of the Union Strategic Plan and create the Strategic Planning Framework which agrees the direction and priorities of the work of the Union but does not constrain the priorities of Executive or the Student Officers.
- j. Review the risks to which Union is subject; take action to mitigate these risks and ensure sound risk management.
- k. Make, repeal, or amend Bye Laws jointly with Student Council and in line with Article 25.1 of the Constitution.
- l. Initiate a review of the Constitution and Bye Laws every five years, with the support of the Leadership and Representation Team.

17. Membership and attendance

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- a. The Board of Directors are also the members of the company.
- b. The membership of the Board of Directors is made up of:
 - i. Four Student Officers as elected in accordance with Bye Law 8: Elections
 - ii. The Chair of Student Council as elected in accordance with Bye Law 8: Elections
 - iii. The Faculties Officer as elected in accordance with Byelaw 5: Elections
 - iv. Up to a maximum of four External Directors to be appointed in accordance with this Bye Law
- c. The Student Directors remain as Directors of the company while they are in post and cease to be Directors when their terms come to an end. When new Student Officers, Chair of Student Council and Faculties Officer are elected they become Directors of the Company.
- d. External Directors are appointed according to the following process:
 - i. Appointments sub-committee (see clause x below) identifies any skills gaps arising on the Board, with regard for the need of skills and experience in the areas of: Financial Management; HR; Governance; Student Union organisation. This will include speaking with existing External Directors to ascertain if any directors are intending to stand down and not seek re-election at the next AGM.
 - ii. Appointments sub-committee seeks candidates with appropriate skills using a variety of methods which may include: adverts on Union website; word of mouth; alumni network; previous student officers; and external sources such as Boardmatch and Limerick Volunteer Centre.
 - iii. Appointments sub-committee vets candidates to ensure they meet the criteria and propose candidates to the Board
 - iv. External Directors are appointed by a simple majority vote of the Board of Directors voting in their capacity as members of the company at the AGM.
- e. If casual vacancies arise among the External Directors, the process outlined in 3.d above may be followed and the casual vacancy filled by a simple majority vote at a meeting of the Board of Directors. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.
- f. Once appointed at an AGM, and unless their period in office is terminated for any of the reasons listed in the Constitution, an External Director may remain

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in office for a term of up to three years before standing for re-election. An External Director may serve a maximum of three terms before standing down from the Board and not standing for re-election within three years.

- g. Under the Constitution, the Board of Directors may remove any director if they fail to attend three consecutive meetings without the leave of the Chair. See 4.i below for more detail.
- h. Under the Constitution, any director who is a Student Officer or a student of the University and who has been expelled from the University as a result of a breach of the University's Code of Conduct shall be deemed automatically resigned from the office of Director.

18. Proceedings of the Board of Directors

- e. The Board of Directors will meet as often as they decide necessary and at least five times a calendar year, including one meeting between June and September.
- f. At the first meeting of the Board of Directors after the formation of the Company, the Board will select a Chair from among the External Directors.
- g. The Chair of the Board may remain as Chair for a maximum of three years and must then stand down as Chair, but may stand for re-election to the Board until they have served a maximum of three terms on the Board, when they must stand down from the Board and not stand for re-election within three years.
- h. At the first meeting of the Board after the Chair has stood down, the Board will select a Chair from among the External Directors.
- i. The agenda of Board meetings will be agreed by the Chair and the General Manager and all Directors will be invited to submit items for the agenda.
- j. The quorum at meetings of the Board of Directors will be five, provided that there are at least three Directors present who are either Student Officers or Chair or Vice Chair of Student Council and two external Directors present.
- k. The Board will seek to take decisions by consensus, and if this is not possible by a simple majority vote providing that the majority of directors present are student directors.
- l. The Board will seek external legal and/or financial advice before taking decisions that have potentially significant legal or financial consequences.

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- m. Minutes of the meetings of the Board of Directors will be taken and circulated to the Board members. Any necessary corrections will be made at the next meeting, the minutes agreed as an accurate record and signed by the Chair. Agreed minutes will be filed and made available to all students on request, with the exception of any minutes deemed confidential by the Board of Directors.
- n. Any Director who cannot attend a board meeting must send apologies to the Chair. If a Director fails to attend two consecutive meetings without apologies, they will be asked to give a reason for their absence to the Chair. If they fail to attend three consecutive meetings without apologies, they will be deemed to have resigned. In the case of a student director being deemed to have resigned, the Executive Oversight Committee of Student Council will be informed.
- o. The General Manager will be in attendance at all meetings of the Board of Directors, with the exception of items concerning the pay or performance of the General Manager and the performance of the Board of Directors.
- p. When voting on Student Officer pay, the Student Officers present do not vote.
- q. Participant or Observer status at meetings of the Board of Directors may be granted at the discretion of the Chair.
- r. The Board of Directors shall set up an Appointments Sub-committee in order to fulfil the tasks outlined in 3.c above, comprising the Chair, one other External Director and two Student Directors.
- s. The Board of Directors may set up other sub-committees as necessary to carry out specific tasks, and agree their membership and terms of reference.
- t. Every five years the Board of Directors carry out a review of the Constitution, in consultation with Student Council.
- u. Any amendments to the Constitution must be passed by a special resolution at a General Meeting of the company requiring a 75% majority.
- v. Every five years the Board of Directors and Student Council jointly appoint a review group, which includes representatives of Clubs and Societies and Postgraduate Student Union, to carry out a review of the Bye Laws.
- w. All amendments to the Bye Laws, whether arising from the review or deemed necessary from time to time, must be passed by a simple majority vote at meetings of both the Board of Directors and Student Council.

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- x. Any amendments which are relevant to Clubs and Societies will be subject to approval of Clubs and Societies Council. Any amendments which are relevant to the Postgraduate Student Union will be subject to the approval of the Postgraduate Student Union Council (or equivalent).
- y. The Directors must appoint a Company Secretary.