



USQ Student Guild Board Charter

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USQ Student Guild

USQ Student Guild Board Charter

BUILD STATUS

The most recent amendment first.

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USQ Student Guild Board Charter

1. INTRODUCTION

This document sets out the principles by which the University of Southern Queensland Student Guild will govern the University Student Guild. The conduct of Board is governed by the USQ Student Guild Constitution which will prevail to the extent this document is inconsistent with any provisions herein.

2. FUNCTION

The Board's functions are to:

- provide strategic direction to the USQ Student Guild
- provide operational directions to the CEO, through the Chair
- monitor implementation of strategy against targets
- perform such other functions as are conferred by the USQ Student Guild Constitution
- perform such other functions as are conferred by the *University of Southern Queensland Act 1998*.

3. POWERS AND ROLE OF THE BOARD

The Board, in addition to the powers in USQ Student Guild Constitution, and those reserved by law, is responsible for the following matters:

Supporting the Chair, President & Vice President

- Appointing and supporting the President & Vice President
- Appointing and monitoring the performance of the Chief Executive Officer, against agreed performance indicators
- Setting the mission statement and overall strategic direction of the USQ Student Guild, including goals and objectives
- Approving the USQ Student Guild's Annual Plan and Budget
- Approving the annual financial statements and Annual Report of the USQ Student Guild
- Overseeing and reviewing the performance for remuneration purposes of the CEO
- Establishing governance and quality policy consistent with legal requirements, University standards and the community's expectations
- Approving and monitoring systems of risk, compliance, control and accountability, including general overview of any controlled entities of the Student Guild, including commercial undertakings
- Establishing and overseeing Committees of Board and appointing their Members
- Contributing to the enhancement of the USQ Student Guild's reputation and standing in the community.
- The foregoing powers are not intended in all cases to be exclusive to the Board.

4. CONFIDENTIALITY

As demonstrated by the breadth of the discussion that Board members will privy to, almost all board discussions will be of sensitive nature relating to all the affairs of the company, including strategic, financial and operational issues. For a Board member to be most effective, this is a natural consequence.

It is therefore vital that there be a clear understanding, which ought to be reflected in the terms of engagement of each Director, that the Director is subject to strict obligations of confidentiality, both during their employment or engagement, and after that appointment ceases. In absence of any such provision in the Induction process, the law imposes certain implied duties of confidentiality on employees to maintain their employer's confidentiality and not to use confidential information of the company for their own or any other purposes.

Moreover, apart from confidentiality obligations which are implied for employees, the general legal duties of good faith and loyalty found in sec.181 of the *Act* and nor to misuse information of the company sec.183 apply to Directors of companies incorporated under the [Corporations Act 2001](#).

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5. CONFLICTS OF INTEREST

There is a potential for conflicts of interest amongst members of the Board and Management team which requires constant vigilance. The provisions of Division 2 of Part 2D.1 of Chapter 2D of the *Corporations Act 2001* (commencing at sec.191), requires the Directors of a company with a 'material personal interest' in a matter that relates to the affairs of the company to be given notice of the interest of the director in the matter and otherwise comply with the provisions set out.

The CORPORATIONS ACT 2001 - SECT 191 states that "Material personal interest—director's duty to disclose [Director's duty to notify other directors of material personal interest](#) when conflict arises

(1) A [director](#) of a [company](#) who has a material [personal interest](#) in a matter that relates to the [affairs](#) of the [company](#) must give the other [directors notice](#) of the [interest](#) unless subsection (2) says otherwise".

The CEO will compile and maintain a Conflicts of Interest Register which will be reviewed monthly and all Board members will be required at the commencement of each meeting to declare any possible conflicts of interest. The Chair will confirm if the issue at hand

For example: if a major contract were being awarded to a close friend/relative of a Director and the Director was apprised of information which would be of relevance, and interest to bidders for the contract, serious concerns may arise in respect of the Director's potential 'misuse of information' obtained as company secretary under sec.183 if the conflict is not disclosed and managed carefully, even though it is not strictly a matter regulated by the 'related party transaction' provisions.

All Directors, as employees of the USQ Student Guild, will agree to comply with the Code of Conduct ensuring that they abide by the same terms & conditions of any other employee of the USQ Student Guild. As such, each Director is entitled to the same protections and responsibilities as mandated by the Code of Conduct. Failure to comply with this Code of Conduct could lead to possible performance management, termination or in serious cases, possible legal action.

This includes the further restrictions in sec.19 5 on the director being present or voting on the matter in question without the approval of the other directors who do not have a material personal interest in the matter under consideration.

Hence, as for the related party transaction provisions of the *Corporations Act 2001*) this aspect of the law applies expressly only to directors and not to the company secretary, again unless the company secretary: is also formally a director of the company giving the benefit; or • could be deemed to be a director, by virtue of their acting as a director as contemplated by the definition of 'director' in sec.9 of the *Corporations Act 2001*

6. ROLE OF THE CHAIR

The Chair, as per the USQ Student Guild Constitution, Section 5.2.2, the Vice-Chancellor shall, following consultation with the President, appoint a person to be a Director and to hold the position of Chairman. Such an individual should have such skills and experience as the Vice-Chancellor considers necessary to provide leadership of the Board in all relevant matters, including appropriate corporate governance and business planning. The person will hold office from the date of their appointment for a term determined by the Vice-Chancellor, but which should not exceed three (3) years.

The role of Chair involves:

- Preside as Chairman at all meetings of the Board and the Executive at which they are present;
- Have a casting vote on motions;
- Have the sole discretion as to whether to use their casting vote;
- If the Chairman does use their casting vote, it must be used to maintain the status quo.

As per the Constitution, Section 5.9.1, *A vacancy in the office of the Director appointed under section 5.2.2 (The Chairman) shall be reported to the Vice-Chancellor with a request to appoint a replacement.*

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7. ROLE OF THE PRESIDENT

The President shall be elected as per the USQ Student Guild Constitution, Section 5.7.1.a. that the Board Shall, no later than its second meeting after each election, elect (a) President and Vice President, both of whom shall be members of the Board elected under Section 5.2.

The Role of the President involves: -

- Represent the Guild on social and ceremonial occasions;
- Communicate with Students on behalf of the Guild;
- Serve as the deputy Chairman of the Board;
- Serve as the Chairman, in the absence of the Chair
- Execute any other function that the Board assigns.
- The President, in consultation with the Chairman, shall ensure that the Regulations, Policies and resolutions of the Guild are implemented and shall represent the Guild wherever necessary
- The Board elects the President from the Student members of Board.

8. ROLE OF THE VICE PRESIDENT

The Vice President shall be elected as per the USQ Student Guild Constitution, Section 5.7.1.a. that the Board Shall, no later than its second meeting after each election, elect (a) President and Vice President, both of whom shall be members of the Board elected under Section 5.2.

The Vice President shall:

- Be the Secretary of the Board;
- Act as President when a vacancy occurs in the office;
- Support the Chair, President, Board Members and CEO;
- Chair meetings of committees or represent the Guild when requested to do by the President, the Chairman or the Board;
- Execute any other function that the Board assigns.
- The Vice President shall assist the President in carrying out their duties, represent and deputise for the President when necessary and exercise such powers as the Board may delegate.
- The Vice President will present to the Annual General Meeting the audited financial statements and, with the Chief Executive Officer's assistance, present regular financial statements to the Board.
- The Vice President, with the Chief Executive Officers assistance, shall also keep the minutes of Guild Board meetings, write and receive all correspondence, and keep such other records as to the Membership and activities of the Guild as the Board may from time to time determine.
- The Vice President, with the Chief Executive Officers assistance, shall arrange to keep accounting, financial records, and banking accounts as may from time to time be decided upon by the Board and shall present regular financial statements and accounts to the Board.

9. ROLE OF THE BOARD SECRETARY

The Vice President acts as Secretary to the Chair and other members of Board. The Vice President and Secretary acts as a dual role within the Board. The dual nature of the role requires a balancing of competing demands to enable the Boards needs to be met.

The CEO, or delegate, can assist the Vice President with the following duties:

- Providing support to the Chair and President
- Providing support to the Board
- Facilitating the induction of new Board members
- Advising on any relevant legislation and policies
- Coordinating the production and distribution of Board papers
- Assisting with agenda setting and consulting over minutes of meetings
- Maintaining a register of Conflicts of Interest related to Board members

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- Maintaining the schedule of Board delegations of authority
- Ensuring safe custody of the University seal
- Ensuring Board meets its statutory obligations in relation to financial statements, reporting and governance protocols
- Ensuring the Chair is briefed in relation to any matters of potential conflict between the Board and the University
- Obtaining legal advice required by Board and advising Board on policy and procedural matters.

10.ROLE OF THE USQ COUNCIL REPRESENTATIVE

The USQ Council Representative, as per the USQ Student Guild Constitution, Section 5.2.3, the Council shall appoint a Director. The Council shall determine the term for this Director, but the term cannot exceed six (6) years

The USQ Council representative shall: -

- Support the Chair, President, Vice President, Board Members & CEO
- Support the USQ Student Guild as a part of the Executive
- Represent the Guild on social and ceremonial occasions;

As per the Constitution, Section 5.9.2 A vacancy amongst Directors appointed under section 5.2.3 shall be reported to the Council with a request for Council to appoint a replacement.

11.APPOINTMENT OF STUDENT DIRECTORS

A candidate must submit their nomination in writing to the Chief Executive Officer declaring that they are a Student and consenting to the Chief Executive Officer to conduct due diligence under the *Information Privacy Act (Qld) 2009*, on their nomination.

The nomination should include evidence of current enrolment with the University and a GPA of 4 or higher.

Six (6) Members who are USQ Students shall be elected or appointed as Directors.

Of the six (6) Directors, three (3) shall be elected in each even numbered year to serve a two (2) year term and three (3) shall be elected in odd numbered years to serve a two (2) year term.

At least one (1) of the elected or appointed Students shall be a Member not normally residing in the 4350-post code.

The Chief Executive Officer shall act as returning officer for an election.

A person is not eligible to be elected or appointed as a Director if:

- a) The person has been convicted of a criminal offence in Australia or elsewhere; or
- b) The person is bankrupt; or
- c) The person appears on any register of persons who are disqualified from managing a corporation or being a responsible person for a legal entity; or
- d) The person is under the age of eighteen (18) years; or
- e) The University has suspended or disqualified the person from studying; or
- f) If appointed under section 5.2.4, the person has ceased studying with the University, or has not enrolled in the current year.

Guild Board elections for section 5.2.4 Directors shall be held in accordance with this Constitution, and any Regulations, Policies and procedures made under this Constitution. Elections shall be conducted by voluntary and secret ballot. Before an election, the Board shall determine the minimum number of votes required for candidates to be elected to the Board.

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5.4.6 If there are insufficient candidates elected to the Board as section 5.2.4 Directors or if a casual vacancy occurs amongst the section 5.2.4 Directors, the Board shall appoint enough Ordinary Members nominated for appointment by the Chairman and the Chief Executive Officer. A person appointed to fill a casual vacancy is appointed for the balance of the term of office of the person's predecessor.

12.ROLE OF NON-STUDENT DIRECTORS

Non-Student Directors, as per the USQ Student Guild Constitution 5.2.5, the Board and Council shall: -

- Jointly appoint four (4) individuals who are not Students to be Directors.
- Such individuals should have such skills and experience as the Board and Council considers suitable to provide balance and/or additional leadership and guidance to the Board in relation to compliance and current and emerging issues facing the business of the Guild. Persons appointed under this section may be appointed for up to three (3) years.
- They are eligible for re-appointment but not for more than twelve (12) consecutive years.

13.ROLE OF ALL BOARD MEMBERS

Board members are appointed through procedures set out in the USQ Student Guild Constitution

The primary role of Board members is to act as fiduciaries on behalf of the Student Guild's stakeholders through the strategic direction and control of the Student Guild. Board members are subject to the Code of Conduct Policy.

Board members are responsible for:

- Attending and contributing to all meetings of Board and Sub-committees on which they serve
- Being informed about issues affecting the higher education sector and governance of the Student Guild
- Complying with the law, University statutes, rules, policies and procedures
- Informing themselves about their obligations as members of Board
- Reading, questioning and understanding written materials and financial statements distributed to Board
- Maintaining the confidentiality of confidential information and deliberations of the Board
- Supporting and respecting the majority decisions of Board regardless of personal views
- Representing the Student Guild and the Board in external and internal forums, including attending ceremonial functions where possible
- Participating in the Board's self-evaluation process.

In performance of their functions, Board members should:

- Always exercise their functions with the best interests of the Student Guild as a paramount issue
- Act in good faith, honesty and for a proper purpose
- Exercise appropriate care and diligence
- Not improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the Student Guild or someone else
- Disclose and avoid conflicts of interest in accordance with the Board Conflict of Interest Policy and Procedure
- Maintain confidentiality in accordance with the Board's Guidelines for the Conduct of Meetings of Board and Committees.
- Board members are required to attend a minimum of 80% of all scheduled Board meetings for the year
- Board Members must give a minimum of 24 hours' notice and seek leave from the Chair a prior to any meeting.

Board members have a right to:

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- Induction and briefing process, and continuing professional development
- Access to information to facilitate quality decision making
- Timely circulation of agendas and papers
- Ongoing assessment
- Mentoring when initially taking up a Board member role
- Indemnities with respect to decisions made in good faith during their duties
- Reimbursement of all reasonable travel, accommodation and sustenance expenses incurred in the performance of their duties.

14. SUB-COMMITTEES

The Board, under the *USQ Student Guild Constitution*, may from time to time, for a maximum of 12 months, form individual Sub-Committees for the sole purpose providing opportunities for professional development for Student Board members, and to assist in the governance of the Student Guild.

At the initial full Board meeting for each year (February), the Board can pass a standing resolution to ensure the USQ Student Guild Executive are authorised to meet and ensure business continuity if the full Board is unable to meet quorum, or members are not contactable for any reason.

As per the *USQ Student Guild Constitution, Section 5.11*, the Executive shall comprise of the Chairman, President and Vice-President who shall be the Secretary, the director appointed by USQ Council (under section 5.2.3) and the Chief Executive Officer, who only has rights of audience and debate.

As per *USQ Student Guild Constitution, Section 5.11.2*, the Executive shall:

Meet as a committee as required, at such times and in such places as it may determine, with formal agendas and minutes;

b) In situations where the Executive considers that the circumstances are such that a decision or action is required by the Board, and it is not possible to give the requisite notice to convene a Board meeting, the Executive may make decisions and perform such acts as in the circumstances it considers reasonably necessary, provided that such decisions are not contrary to the Constitution, Regulations, Policies and Procedures of the Guild and the Act, and provided that any action taken is reported to the Board's next meeting.

15. ROLE OF THE CEO

The Board appoints the CEO as the Chief Executive Officer of the Student Guild.

The CEO reports directly to the Chair, and to the President in Chair's absence.

The CEO is also accountable to the Board for the overall management of the Student Guild within the ambit of the USQ Student Guild Constitution, *University of Southern Queensland Act 1998* and Board resolutions and legislative requirements.

The CEO is the primary source of information and advice to the Board.

14.1 APPOINTMENT OF THE CEO

Where a vacancy occurs, or is expected to occur, in the office of the CEO, the Chair will recommend for the Board's approval, a position description and a method of recruitment for the position

Upon approval, the short-listing panel will undertake a search for a person to fill the position of CEO. An external recruitment company may be retained to assist in this process.

The selection committee will be constituted of the Chair & President and another approved party providing balance. The selection committee will provide regular reports to Board on the search process and following the interview process will recommend Boarding a single candidate for appointment as CEO.

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14.2 ANNUAL REVIEW OF THE PERFORMANCE OF THE CEO

The Chair and President will review the performance of the CEO each year against performance indicators set in the previous year by Board. This will occur before 30th June each year.

The Chair will, after discussion with the Board, make a recommendation for the remuneration of the CEO, the terms and conditions arising from the review.

16. REPORTING TO BOARD

For each meeting of Board, the following will be made available:

- Monthly Reports
- Reports from the Sub-Committees to Board, on matters within their Terms of Reference.
- The CEO will present a written report to each Board meeting on the development, overall operations and attainments of the USQ Student Guild
- Reports on such other matters as Board requests matters as measured through the Student Guild Strategic Plan
- Reports on the implementation of plans and policies that have institution- wide applicability.
- In general, and where practicable, it is expected that all matters for consideration of Board are reviewed by a Board Committee in the first instance and that where necessary, recommendations are forwarded by the relevant Committee to Board.

17. CONDUCT OF MEETINGS OF BOARD

All meetings are to be conducted in accordance with the Guidelines for the Conduct of Meetings of Board and Committees.

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18. DELEGATIONS

The Board may delegate limited powers under the *University of Southern Queensland Student Guild Constitution* to: -

- An appropriately qualified member of Board
- An appropriately qualified Committee that includes one or more members of Board, or
- The CEO, or acting CEO in the CEO's absence

Certain powers as set out under Section 5.6.2 in the *University of Southern Queensland Student Guild Constitution* may NOT be delegated: -

- To make or amend the Guild's Regulations or Policies; or
- To adopt the Guild's annual budget; or
- To approve spending of funds available to the Guilds by way of bequest, donation or special grant; or
- To delegate

The following principles apply to Delegations:

- The Delegate may not exercise an authority that exceeds that conferred upon by the Board under the *University of Southern Queensland Student Guild Constitution* and Resolution/s
- Delegations will be exercised subject to the Code of Conduct Policy and Board Conflict of Interest Policy and Procedure
- Delegations must be exercised consistent with the statutory, legal and related obligations of the University
- The Delegate may not exercise a delegation in respect of him/her self, for an activity or transaction from which he/she obtains a workplace or personal benefit
- Delegations must be aligned as closely as possible to responsibilities
- Board reserves the right to reject a decision made by the Delegate if practicable in exceptional circumstances.

19. ACCOUNTABILITY AND COMMUNICATION WITH STAKEHOLDERS

The Student Guild is accountable to all its stakeholders for the values it upholds, its mission, and the goals and priorities it sets. The Student Guild must account for its financial wellbeing, its academic performance, and the quality of its programs and policies, and must maintain the highest level of probity in the conduct of its affairs.

The Board accepts and acknowledges that the Student Guild has accountability to the following as stakeholders of the University:

- Accountability to various Federal, State and Local government bodies and regulatory agencies for a range of compliance requirements
- Accountability to its members for the reputation
- Accountability to its current students to provide support services and infrastructure are of the highest possible quality
- Accountability as an employer to its professional staff for creating the best possible working environment, promoting professional development and rewards for their work
- Accountability to its regional communities for assisting the economic, social, educational and cultural needs of those communities
- Accountability to all community bodies, industry partners, sponsors, donors or other investors for the effective and timely discharge of any financial, contractual or other obligation entered.
- Board aims to ensure engagement with its stakeholders and to communicate information concerning major developments.

20. DIVERSITY AND EQUALITY

Board is committed to social justice, equity and inclusivity, and appreciating the value of difference and diversity. Board seeks to ensure there is an absence of bias in the selection and appointment of members of Board and its Committees, through fair, inclusive and equitable practices. The Board encourages appropriate representation from candidates from diverse backgrounds. As per the

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University of Southern Queensland Student Guild Constitution, Section 5.2.1, the Board will strive to ensure that there is gender equity for its membership

21. PERFORMANCE REVIEW AND EVALUATION

Board will, at least once a year, undertake an evaluation of its performance utilising such assessment instrument as Board approves. Such review will normally be an external evaluation by an approved provider.

22. TERMINATION OF BOARD MEMBER

As per the University of Southern Queensland Student Guild Constitution, Section 5.9.3 A Director shall be deemed to have vacated their position if:

- The Director dies;
- For an elected or appointed Director—the Director ceases to be an eligible person for the entity that elected or appointed the person;
- The Director is absent without the Board's leave and without reasonable excuse from every meeting of the Council in a period of 6 months;
- The Director resigns by signed notice. A Director's resignation takes effect on the day the notice of resignation is given to the President or, if a later day of effect is stated in the notice, the later day;
- The Director is declared bankrupt under the Bankruptcy Act (Cth) 1966;
- The Director is convicted of an indictable offence; or
- The Director is disqualified from managing corporations or being a director of a corporation.

As per the University of Southern Queensland Student Guild Constitution, Section 5.9.3 is subject to section 5.10.

Discretion where appointed Director convicted of indictable offence

As per the University of Southern Queensland Student Guild Constitution, Section 5.10.1 If the President and the Chairman consider it would be reasonable, having regard to the circumstances of the indictable offence of which a person has been convicted, they may determine to:—

If the person was a Director when convicted—give written notice to the person that the person is restored as a Director, and may be subsequently re-elected or reappointed, despite the conviction; or

Otherwise—give written approval for the person to become a Director despite the conviction.

On the day the person receives a notice under sub-section 5.10.1(a):

The person is restored as a Director; and

If another person has been appointed to fill the vacancy—the other person's appointment ends.

As per the University of Southern Queensland Student Guild Constitution, Section 5.10.3 If a person is restored as an appointed Director under section 5.10.2, the person's term of office as a Director ends when it would have ended if the person had not been convicted of the offence.

24. STATUS OF THE CHARTER

The *University of Southern Queensland Student Guild Charter* provides an overview of the governance principles and processes of the Board and its Sub-Committees. The Charter is reviewed annually in

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accordance with the annual Audit. Specific procedures and requirements regarding the operation of the Board and its Committees are set out in the *University of Southern Queensland Student Guild Constitution*, Terms of Reference for Committees, and policies and procedures of the Student Guild. These documents will take precedence over this Charter to the extent of any inconsistency.

25. USQ STUDENT GUILD – ANNUAL SCHEDULE

Please note, that all Board meetings are held on the last Tuesday of each month from 5.30pm to 7.30pm

- These will be scheduled into your calendars by the Secretary/CEO
- Board members are required to attend a minimum of 80% of all scheduled Board meetings for the year
- Board Members must give a minimum of 24 hours' notice and seek leave from the Chair prior to any meeting.

Consent to act as Director

I,, hereby consent to act as a Director of the Board of USQ Student Guild from ___/___/____. I have read the outline of Board & Director Responsibilities and confirm that I accept these responsibilities.

I confirm that I will make myself available to attend Board meetings and other events as reasonably required.

I declare that I am not a disqualified person under Section 206B of the *Corporations Act 2001* (Cth) as I have not been convicted on indictment of an offence, am not an undischarged bankrupt, and have not entered into and am not currently subject to a personal insolvency agreement under Part X of the *Bankruptcy Act 1966*.

I provide the following required by section 205B (3) of the *Corporations Act 2001*:

Full name _____
Former names (if any) _____
Date of birth _____
Place of birth _____
Residential address _____

SIGNED: _____ DATE: _____