

# APPENDIX 2: OVERALL PROPOSED INCORPORATION STRUCTURE

**GENERAL MEETING DATE:** Thursday 17 April

**NOTICE DATE:** Wednesday 2 April

**AUTHOR:** USU Board

*Please note: the changes being proposed at this SGM do not reflect the entirety of this document. They reflect only the changes necessary to the composition of elected Directors that must be made before the annual election.*

*It is the intent of the USU Board to propose the remainder of the changes contained in this document at the AGM on 30 May 2025.*



APRIL 2025

# WHAT'S NEXT?

## USU PROPOSED INCORPORATION STRUCTURE

Student-led, Student-focused, Student-centric  
Continuity, Qualification, Success

**BEN HINES**  
Vice President  
Chair, Governance Committee

**BRYSON CONSTABLE**  
President

*Disclaimer: The changes proposed at the Special General Meeting of 17 April 2025 are only those that are necessary to implement before the 2025 Annual Election. It is the intent of the USU Board that the remainder of these changes be proposed at the AGM on 30 May 2025, alongside a vote to actually incorporate the USU. This vote is a necessary prerequisite for that process.*



# GENERAL SUPPORT TO DATE

Following overwhelming support shown in surveys of USU Members and Staff, the Board Meeting on 28 February 2025, the USU Board voted unanimously to approve and support this proposal in its entirety. On 1 April 2025, it voted again without dissent to put the first tranche of changes to an SGM on 17 April 2025.

**In creating this proposal, the USU has also consulted and received support/endorsement from:**

- The USU's Lawyers
- External Governance Consultants
- Former USU Presidents
- Former USU Executive Directors stretching back 15 years
- The other student organisations at the University of Sydney (SRC, SUPRA, etc) and their Presidents
- In principle, members of University Executive
- Former SADs
- CGOs from other leading NSW Universities

**Further, the following are still in the process of being consulted and considering the document:**

- Experienced members of the Law School faculty
- Various USU Past Presidents and Executive Directors
- Various former SADs
- Various Barristers
- Former High Court/Court of Appeal Justices

# IMPORTANT REMINDERS

In considering this document, please keep the following in mind:

The USU has tried to incorporate now for over four decades. Each time, it's proposed model has failed to get the approval of the University. We believe we have finally solved this issue without giving up any ground.

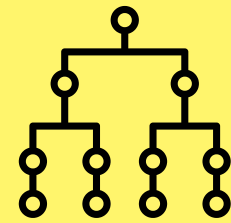
Without abandoning our principles, it is important that we take a practical and realistic approach to this process

**Incorporating the USU (in the right and acceptable way) is an existential necessity.**

# PRESENTATION CONTENTS

- Prerequisites for Incorporation
- USU Board and Membership Priorities and Imperatives
- University Priorities and Imperatives
- Proposed Structure
- How Proposed Structure Gets University Approval
- How Proposed Structure Suits the USU

# PREREQUISITES FOR INCORPORATION



Viable governance structure



Board approval



University approval and agreement



Vote in favour by the Membership



# USU BOARD AND MEMBERSHIP PRIORITIES AND IMPERATIVES

**Non-Negotiable**



Student Chair

**Non-Negotiable**



Student leadership

**Non-Negotiable**



Independence and autonomy

Desirable



USU input in appointment of external directors/SADs



# UNIVERSITY PRIORITIES AND IMPERATIVES

**Non-Negotiable**



Improved continuity of board membership

**Non-Negotiable**



Continuity of board direction/strategy

**Non-Negotiable**



Appropriate/increased expertise on board

Desirable



Improved committee/portfolio structures

# Proposed Structure

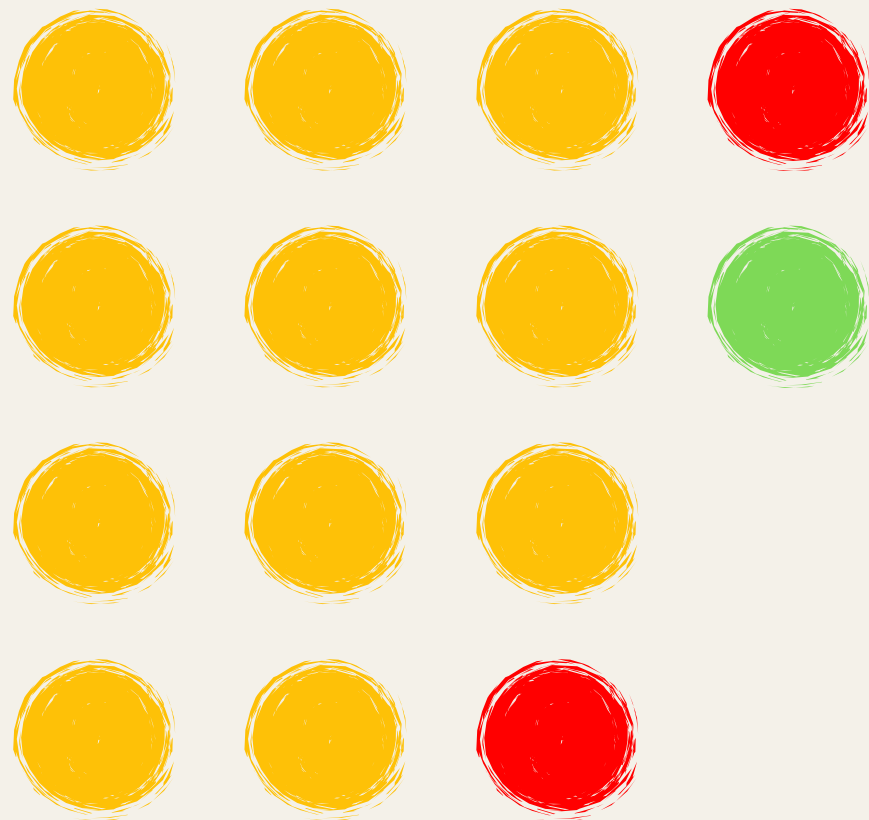


# BOARD COMPOSITION

Key:

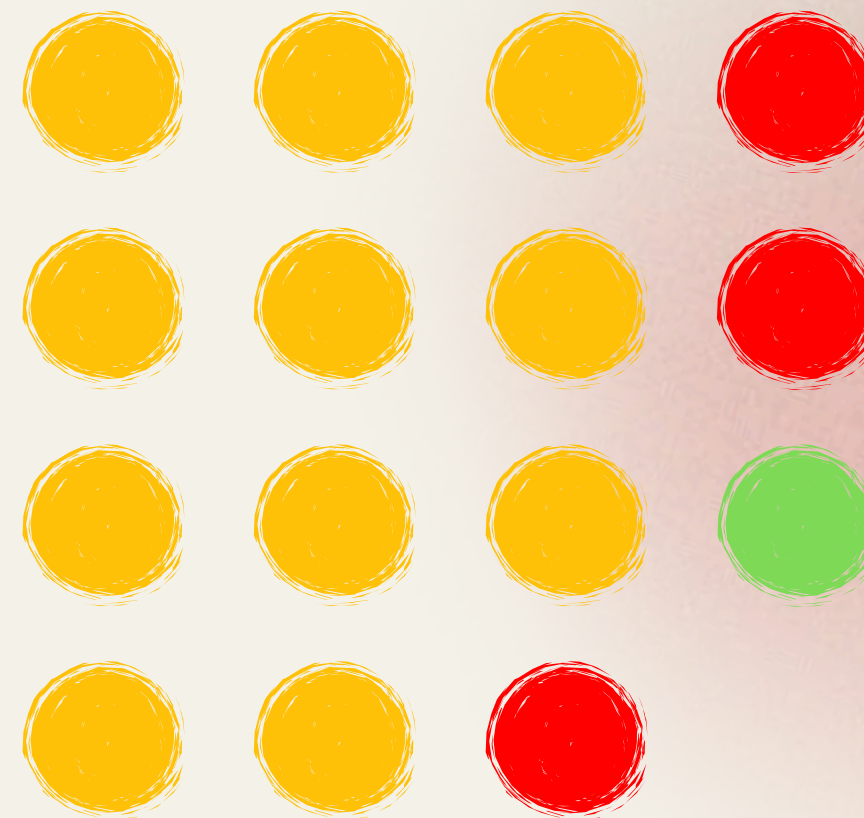
- Student Director
- Non-Student Director
- Non-Voting Director

## Existing



11 elected students (voting)  
2 SADs (voting)  
1 IPP (non-voting)

## Proposed



9 elected students (voting)  
2 third-year elected students (1 IPP + 1 IPVP) (voting)  
3 External Committee Chairs (voting, but not on Executive election)  
1 CEO (non-voting\*)



# CLOSER LOOK: STUDENT VOICE

- Chair of the Board must be an elected Director
- Board Executive comprised of elected Directors
- Retention of 11 voting students on Board (no reduction in students)
- Students have casting vote in circumstances where vote is tied
- Non-student Directors vote on general issues, but not on Board Executive
- Importantly, if the USU membership and student body wish to amend this structure, they can seek to do so at an AGM

# CLOSER LOOK: IPP/IPVP

- Provides the additional continuity, which the University requires but is also genuinely beneficial for the USU, without the need for adding additional external/non-student members (which is the alternative, rather than the status quo arrangement which wouldn't be accepted)
- Retains the 11 voting students without counterproductively increasing the overall number of board members
- Provides increased institutional knowledge and Board expertise overall
- Incentivises the IPP (and now IPVP) to actually engage (Cf some previous years) as now they have a vote and a genuine say/responsibilities as opposed to mere advisory position
- Additional year of service would be factored into decision of a Director to run for the President or Vice President position
- Allows the Board to hold the IPP/IPVP accountable if they disengage (and sanction/replace)
- If either IPP/IPVP unable/unwilling to serve, can appoint another member of immediate past Executive, and if unable to fill the role that way then can appoint an additional first year director for a one year term (see: 2020) as a regular casual vacancy would be filled

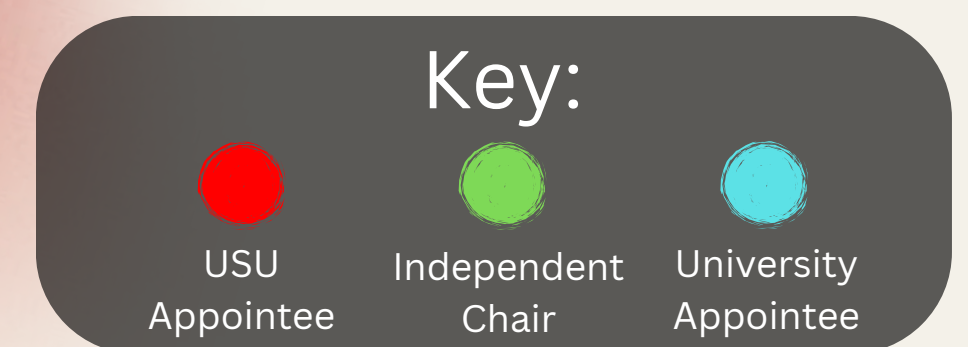


# CLOSER LOOK: INDEPENDENCE

- External Chairs sitting on Board appointed for three-year terms by Nominations Committee and based on clear skills matrix, rather than ad hoc by University
- The USU has substantive input into the appointments by the Nominations Committee
- The USU can include in its *Constitution* requirements for the eligibility of the External Chairs

## **NOMINATIONS COMMITTEE:**

- Based largely on the SUSF model (which the University approved for them)
- Total number of Nominations Committee Members will be seven (except where there is no independent Nominations Committee member, in which case the other Nominations Committee Members will constitute the Nominations Committee for the purposes of appointing the independent Member)
- 3 Nominations Committee Members will represent the University, 3 Nominations Committee Members will represent the USU, and 1 independent Nominations Committee Member will be appointed (as per above) to Chair the Committee
- The independent Member will be chosen from a shortlist provided by the USU and agreed to by the University





# COMMITTEES

## Existing Committees

Executive  
Finance  
P&C  
Electoral  
Governance  
WHS  
Debates  
C&S  
Awards



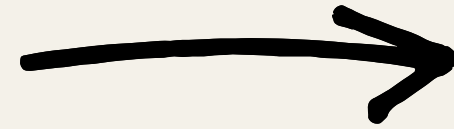
## Proposed Committees

Executive  
Finance, Risk, & Audit  
P&C (subsumes WHS)  
Governance (subsumes Electoral)  
C&S (subsumes Awards)  
  
Debates Committee retained but  
its independence from the Board  
is clarified

# EXECUTIVE COMMITTEE

## Existing

- President
- Vice President
- Honorary Treasurer
- Honorary Secretary
- CEO



## Proposed

- President
- Vice President
- Honorary Treasurer
- Honorary Secretary
  
- CEO (non-voting)
- IPP (non-voting)
- IPVP (non-voting)

# FINANCE, RISK, & AUDIT COMMITTEE

## Existing



## Proposed

- President
- Honorary Treasurer
- Up to four external members (incl. Chair)
- Non-Executive Director (Deputy Chair)
- University appointee
- CEO
- CFO

- External Chair (to sit on Board)
- Honorary Treasurer (Deputy Chair)
- President
- Vice President
- Non-Executive Director
- Up to 4 external members (appointed by the Nominations Committee)
  
- CEO (non-voting)
- CFO (non-voting)



# PEOPLE AND CULTURE COMMITTEE

## Existing



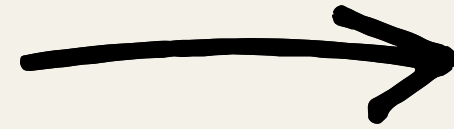
## Proposed

- President (Deputy Chair)
- Vice President
- Honorary Treasurer
- Non-Executive director
- Up to three external members (incl. Chair)
- At least one SAD
- IPP
- CEO
- Director of People and Culture

- External Chair (to sit on Board)
- Vice President (Deputy Chair)
- President
- Honorary Treasurer
- Non-Executive director
- Up to 3 external members (appointed by the Nominations Committee)
- CEO (non-voting)
- Director of People and Culture (non-voting)

# GOVERNANCE COMMITTEE

## Existing



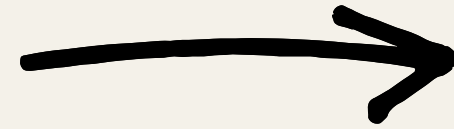
## Proposed

- President
- Member of Executive
- Non-Executive Director
- CEO
- Director of People and Culture
- Director of Student Programs
- Up to 2 external members or SADs

- External Chair (to sit on Board)
- Member of Executive (Deputy Chair)
- President
- IPP or IPVP (decided with Executive)
- Up to 4 external members (appointed by the Nominations Committee)
  
- CEO (non-voting)
- Director of People and Culture (non-voting)

# C&S COMMITTEE

## Existing



## Proposed

- President
- Vice President
- Honorary Secretary (Chair)
- Non-Executive Director (Deputy Chair)
- Up to 2 Ordinary Members
- Director of Student Programs
- Clubs & Societies Manager

- Honorary Secretary (Chair)
- Non-Executive Director (Deputy Chair)
- President
- Director of Student Programs
- Clubs & Societies Manager
- Up to 3 Staff Members



# OFFICERS

## Existing Portfolios

- Women's Portfolio
- Queer Portfolio
- Environment Portfolio
- Ethnocultural Portfolio
- International Student Portfolio
- Disability Portfolio
- Student Housing and Colleges Portfolio
- Equity Portfolio
- First Nations Portfolio

## Proposed "Officers"

- Women's Officer
- Queer Officer
- Environment Officer
- Ethnocultural Officer
- International Student Officer
- Disability Officer
- Student Housing and Colleges Officer
- Equity Officer
- First Nations Officer
- Debates Officer

# HOW THE PROPOSED STRUCTURE GETS UNIVERSITY APPROVAL

Ensuring they feel that their concerns are addressed meaningfully and  
are willing to approve this necessary move

# ADDRESSING UNIVERSITY PRIORITIES AND IMPERATIVES

## PRIORITY

## SOLUTION

Increased continuity of board membership



Both IPP and IPVP staying on for additional year, long-term members in CEO and external chairs (three-year terms), long-term committee appointments

Continuity of board direction/strategy



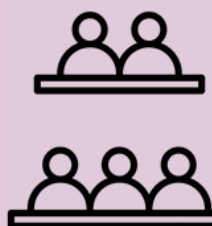
CEO on board, implementation of long-term strategy documents for board to follow, greater retention year-on-year, long-term view from committees, less turnover and greater continuity

Appropriate/increased expertise on board



Committee structure with increased external expertise, external chairs on board, reform to delegations with committees, use of skills matrix for board appointments

Improved committee/portfolio structures



Reform to committee structures and membership



# HOW THE PROPOSED STRUCTURE SUITS THE USU

Ensuring our non-negotiables (and student leadership) are maintained  
and that we see pragmatic benefits elsewhere

# ADDRESSING USU PRIORITIES AND IMPERATIVES

## PRIORITY

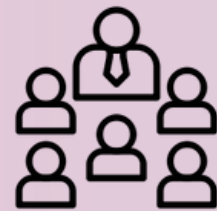
## SOLUTION

Student Chair



Student Chair (and Executive) maintained

Student leadership



Still 11 student votes on all issues, still elected students, USU Executive and other related matters decided entirely by students unlike status quo

Independence and autonomy



SADs no longer appointed at University whim, USU involvement of appointment of external chairs, greater student input


USU input into appointment of external directors/SADs



Reform to appointment process with USU input into nominations committee

# PRACTICAL BENEFITS ELSEWHERE FOR THE USU

Outside of not crossing our non-negotiable lines, the new structure also provides a number of real benefits



**Increased continuity:** less loss of expertise and knowledge by retaining a greater number of directors for longer terms

**Increased expertise:** utilising committees with external members, alongside the use of skills matrices, will allow for greater informational flow to the board to inform decisions

**Rationalised committees:** ensuring the efficient function of committees will allow the USU to function more effectively

**Greater student voice:** with a higher proportion of student votes on key issues, undemocratic external voices will not override students on critical issues

**Clarity in portfolios:** the traditionally unclear remit of portfolios (and now also “officers”) will be clarified, allowing for greater autonomy for those directors

**Incorporation:** this structure will address the significant and extensive issues associated with being unincorporated as it will allow us to get University approval



# THANK YOU FOR READING

Let's get this incorporation done!