



**University of Sydney Union Ltd
(ACN 688 637 818)
Board Charter 2026**

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1. Purpose of Charter

This Charter is made under, and operates subject to, the Constitution and Bylaws of University of Sydney Union Limited (“**USU Ltd**”). Unless a contrary intention appears, a term defined in the Constitution and Bylaws of USU Ltd has the same meaning in this Charter.

The USU Ltd Board Charter serves as a guiding framework for the governance practices, responsibilities, and collective values of the Board of Directors. It exists to complement the Constitution and Bylaws of USU Ltd, providing a tailored approach for each year’s Board to define how they will operate and engage with their duties. This document allows the Board to establish its own ethical standards, decision-making processes, and expectations for how Directors will collaborate and fulfill their roles.

While the Constitution and Bylaws outline the formal legal structure and operational rules of USU Ltd, the Board Charter is more dynamic, providing flexibility for each year’s Board to interpret and apply governance in line with their evolving priorities. It ensures that the Board operates cohesively, aligning with broader strategic goals while reflecting the unique context and challenges of the year. Ultimately, the Charter is an agreement between Board members, drafted by the President and Secretary, and agreed to by the Board.

The Charter's Necessity and Objectives

- **Customisation of Governance Practices:** The Charter empowers each year’s Board to define the practical ways they wish to engage with governance, ethics, negotiation, and decision-making. It provides space for the Board to establish its own culture and approach to collaboration, communication, and fulfilling fiduciary duties.
- **Alignment with Constitution and Bylaws:** In conjunction with the the Constitution and Bylaws of USU Ltd, the Charter serves as a more fluid governance document, allowing each year’s Board to fine-tune how it will manage its responsibilities in compliance with overarching legal frameworks. This means the Charter adapts governance expectations without overriding the core legal structure provided by the Constitution.
- **Establishing Ethical Standards and Accountability:** The Board Charter sets out the ethical expectations and codes of conduct for Directors. It provides the Board with the flexibility to decide how best to engage with these responsibilities, ensuring that their actions uphold the values of USU Ltd and maintain the trust of stakeholders.
- **Fostering Effective Engagement and Decision-Making:** The Charter allows the Board to outline how they will engage in discussions, negotiations, and decisions. It encourages transparency, respect, and collaboration, ensuring that the Board functions with integrity while balancing diverse perspectives in decision-making. The focus is on defining consensus-building and establishing a method for resolving conflicts constructively.

Binding Nature of the Charter

Though flexible and tailored to the specific context of each year’s Board, the USU Ltd Board Charter remains a **binding document**. Once the Charter is adopted, each Director must sign it to signify their commitment to uphold its provisions. The binding nature of the

document ensures that Directors are accountable for adhering to the governance practices they collectively establish for that year.

Failure to comply with the Charter, as an adopted document, may lead to sanction, ensuring that the document remains a central and enforceable part of Board governance.

Regular Review and Renewal

The Charter will be reviewed and re-adopted each year to reflect the incoming Board's preferences and approach to governance, while maintaining alignment with the the Constitution and Bylaws of USU Ltd. This annual review process allows the Charter to evolve with the changing priorities and needs of the Board, ensuring it remains relevant, actionable, and in line with best governance practices.

By empowering each Board to set its own course within a well-defined legal and ethical framework, the Charter fosters a culture of accountability, integrity, and effective governance, ensuring the Board continues to guide USU Ltd toward achieving its long-term goals.

2. Board Structure

2.1 Board Members

The Board is made up of the following members:

Appointed/Elected in 2024	Appointed/Elected in 2025
Phan Vu	Archie Wolifson
Georgia Zhang	Sally Liu
Shirley Zhang	Michelle Choy
Tiffany Donnelly (SAD)	Annika Wang
	Layla Wang
	Noah Rancan
	Michael Bromley (SAD)
2025-26 Immediate Past President	
Bryson Constable	

2.2 Board Composition

The Board for 2026 consists of the following appointments:

Executive	Director Name(s)
President	Phan Vu
Vice-President	Georgia Zhang
Hon. Treasurer	Vacant
Hon. Secretary	Shirley Zhang
Committee Members	
Director of Student Publications	Sally Liu Noah Rancan
Finance	Archie Wolifson Michael Bromley
People and Culture	Layla Wang Tiffany Donnelly
Electoral	Noah Rancan
Awards	Michelle Choy
Clubs and Societies	Sally Liu
Governance	Annika Wang Michael Bromley Tiffany Donnelly
Debates	Archie Wolifson
Portfolio Holders	
Colleges & Residential Accommodations	Archie Wolifson
Disability	Annika Wang
Equity	Layla Wang
Environment	Layla Wang

Ethnocultural	Sally Liu
First Nations	Vacant
International	Annika Wang
Queer	Vacant
Womens	Annika Wang

3. Role of a Director

3.1 Governance Philosophy and Approach

3.1.1 Future Focus and Strategic Priorities

The Board governs USU Ltd with an emphasis on future-focused planning, ensuring that decisions align with long-term strategic objectives. Directors must:

- Prioritise the future of USU Ltd, including above any external influences such as factional interests, and stated or unstated conflicts.
- Focus on strategic issues and organisational guidance rather than administrative or operational detail.
- Approach governance with a proactive, rather than reactive, mindset, engaging without having to be asked and actively clarifying elements a Director is unsure of.

3.1.2 Collective Responsibility

Directors share responsibility for all aspects of Board performance, encouraging intellectual diversity and collective accountability for decision-making.

3.2 Responsibilities of the Board

3.2.1 Overseeing Performance

The Board must:

- Oversee the performance of USU Ltd in achieving its 2024-27 strategy once adopted.
- Monitor the implementation of USU Ltd's policies and strategic direction.
- Regularly assess the organisation's progress against organisational performance indicators.

3.2.2 Financial Oversight and Budget Management

Directors are responsible for:

- Approving and monitoring the USU Ltd's annual budget and financial plan with reference to the USU Ltd's risk appetite.
- Ensuring that adequate resources are allocated to meet long-term objectives.
- Ensuring financial solvency and fiscal responsibility.

3.2.3 Compliance and Risk Management

The Board ensures:

- USU Ltd complies with all relevant laws and Bylaws.
- The establishment and monitoring of USU Ltd's systems of control and accountability; and
- Effective risk management processes are in place, covering operational, financial, and reputational risks.

- Continual reviews of USU Ltd's performance in relation to organisational performance indicators.
- That the CEO is meeting their performance indicators and is provided with support and opportunity to do so.

The Board must, at all times, ensure that they uphold their fiduciary duties, legal duties, and other duties to USU Ltd.

3.3 Expectations of Directors

3.3.1 Time Commitment

Directors are expected to:

- Commit the necessary time to fulfill their role effectively, including attending all scheduled Board meetings unless validly excused.
- Participate in additional duties as required such as committees, portfolios, projects, or discussion groups.

3.3.2 Meeting Preparation

Directors are expected to:

- Be fully prepared for meetings, having reviewed all agenda materials in advance.
- Come with informed questions and actively contribute to discussions.
- Attend commitments in person unless unable.

3.3.3 Participation in USU Ltd Events Directors should:

- Attend and engage with USU Ltd events, both internal and external, representing the organization as appropriate.

3.3.4 Fiduciary and Legal Duty

Directors must, at all times, regardless of their personal views:

- Act with reasonable care and diligence.
- Act honestly and fairly in the best interests of USU Ltd and USU Ltd's Charitable Purpose.
- Not misuse their position or information they gain as a Responsible Person as defined by the ACNC.
- Disclose conflicts of interest.
- Ensure that the financial affairs of USU Ltd are managed responsibly.
- Not allow USU Ltd to operate while insolvent.

Failure to do any of these things will be grounds for censure unless there exists a valid excuse.

3.3.5 Clarification of Individual Responsibilities

While the Constitution and Bylaws outline general duties, the Board may assign additional responsibilities to individual Directors based on their expertise or interests.

3.4 Expectations of the Executive Committee

3.4.1 Engagement with Board

The Executive Committee must:

- Provide timely and comprehensive updates to the Board on key decisions and actions taken.
- Act collaboratively, ensuring that their actions reflect the collective interests of the Board.
- Support the work of individual Directors by offering advice and guidance, particularly in areas where the Executive Committee holds specific expertise.
- Facilitate transparent communication with the Board, ensuring that all Directors are kept informed of relevant developments, decisions, and emerging issues.
- Ensure that decisions made by the Executive Committee are in line with the strategic direction and policies set by the Board.
- Encourage feedback and input from the full Board, seeking to ensure that all Directors remain engaged and contribute to key discussions.

In turn, the Board must:

- Respect decisions made by the Executive Committee made in compliance with their remit under this document and the Bylaws.
- Engage with the Executive Committee in good faith.

On the Executive Committee:

- The President will delegate appropriately to Executive Committee members where necessary or where stipulated by the Bylaws.
- The President will direct the Board to act in accordance with resolutions and, where necessary, for the betterment of USU Ltd.
- The committee as a whole will be responsible for discipline.

3.4.2 Engagement with Management

The Executive Committee must:

- Maintain open and respectful lines of communication with the CEO and management team, ensuring collaboration on organisational priorities.
- Offer strategic oversight and guidance to management, while refraining from undue interference in day-to-day operational matters.
- Ensure that the performance of the management team is regularly reviewed, with constructive feedback provided when necessary.
- Support management in the implementation of Board decisions and policies, ensuring alignment with USU Ltd's broader strategic goals.

- Act as a key liaison between the Board and management, conveying the Board's expectations and providing regular reports on management's progress. The Board must go through the Executive Committee when intending to engage with a member of the Senior Leadership Team.
- Ensure that management has the resources and support needed to achieve USU Ltd's objectives and intervene in operational matters only when critical to the organisation's success.

3.4.3 Decision Making

The Executive Committee will, from time to time, make decisions regarding:

- Day-to-day matters which are not necessary to bring to Board provided an accurate summary of such considerations are provided to the Board at the next available Board Meeting.
- Lead the organisation's response to crisis situations.
- Review and set the agenda for Board Meetings.
- Approve expenditure in line with the Bylaws.

4. Code of Conduct and Ethics

4.1 Acting in Good Faith

Directors must:

- Act in the best interests of USU Ltd and its members.
- Exercise their powers for a proper purpose and with due care and diligence.

4.2 Conflicts of Interest

Directors are required to:

- Declare any actual or potential conflicts of interest.
- Actively engage in USU Ltd's culture of continual disclosure.
- Abstain from discussions or decisions where conflicts arise as appropriate.

4.3 Confidentiality and Use of Information

Directors must:

- Respect the confidentiality of Board discussions, particularly those conducted **in camera**.
- Not use information gained from their role for personal, professional, or political advantage.
- Not disclose confidential information to any individual under any circumstance.

4.4 Integrity and Professionalism

Directors must:

- Maintain high standards of integrity and professionalism at all times.
- Avoid any behaviour that could bring disrepute to USU Ltd.
- Avail themselves of, and abide by, key USU Ltd documents such as this Charter, the Constitution and the Bylaws.

4.5 Representation and Advocacy

Directors must:

- Bring student voices to the table, representing the student body and their concerns.
- Serve all members regardless of their views or engagement with USU Ltd, acting in the best interests of USU Ltd.
- Recognise their role's public visibility, engaging with students effectively and appropriately, not speaking on behalf of either USU Ltd or the Board unless authorised.

4.6 After-Hours Access

Directors must notify the President or Vice President when accessing USU Ltd premises or offices outside of normal weekday business hours (8 am – 6pm, Monday to Friday).

5. Decision-Making and Committees

5.1 Decision-Making Processes

The Board strives for consensus in decision-making but will follow these principles:

- Directors are encouraged to voice opinions and engage in debate.
- Directors must "disagree but commit" to the final group decision once it is made, including publicly, opting for open discussion rather than confrontation.
- Resolve issues through direct, one-on-one communication in good faith when necessary.

5.2 Communication & Respect

Directors must:

- Actively listen, validate others' views where appropriate, and respond respectfully.
- Keep discussions professional and avoid making them personal, showing humility and understanding, discussing matters openly and in good faith.
- Engage with focus and purpose, ensuring all contributions are productive, non-trivial and directed toward USU Ltd's strategic goals and interests

- Communicate all formal Board-related matters via official USU Ltd email channels, unless otherwise agreed. Informal channels (e.g., group chats) may be used for reminders, social engagement, or general discussion, but do not substitute for official communication.
- Respond to formal Board-related communications within two (2) business days, or as soon as reasonably practicable. Directors should notify the Board in advance if they anticipate being unable to meet this expectation.

5.3 Consensus & Compromise

Directors must:

- Engage in respectful disagreement while committing to decisions made.
- Find a middle ground through compromise when working towards consensus.

5.4 Broader Purpose of Discussions

Directors must:

- Work towards the greater good of USU Ltd.
- Be charitable and considerate in discussions, aiming for mutual understanding.

5.5 Non-Committee Discussion Groups

The Board may establish ad hoc discussion groups, in addition to standing and select committees as outlined in the Bylaws, to focus on specific areas of temporal significance. These discussion groups must provide an opportunity for all Board members to participate and must:

- Have a clear mandate and reporting requirements.
- Regularly report its findings and recommendations to the full Board.

6. Accountability and Sanctions

6.1 Scope

Directors are accountable for meeting the expectations and obligations set out in USU Ltd's key governing documents, such as this Charter, the Constitution and the Bylaws. These include, but are not limited to:

- Role-specific and fiduciary duties;
- Communication and engagement standards;
- Participation in meetings, committees, portfolios, and Board-related activities;
- Compliance with all other duties, responsibilities, code of conduct, and governance requirements imposed by the Constitution and Bylaws.

6.2 Enforcement

Directors are expected to uphold the standards of conduct, communication, and accountability outlined across USU Ltd's key governing documents.

Where a Director's conduct or performance falls short of these expectations, the Board may take appropriate action in accordance with the Constitution and Bylaws of USU Ltd. Such action may include, but is not limited to:

- A formal discussion or written reminder to address and rectify the behaviour;
- The issuance of a written warning, with expectations for improvement clearly outlined;
- Requirement to undertake professional development or governance training;
- Temporary suspension or stand-down from specified Board duties, committees, or portfolios;
- A motion of censure or further disciplinary action, as provided under the Bylaws and Constitution; and/or
- Removal as a Director in accordance with the Constitution.

The Board shall ensure that any enforcement or sanction process is undertaken fairly, transparently, and with due regard to natural justice.

7. Evaluation and Improvement

7.1 Performance Evaluation

The Board will conduct an annual evaluation of its performance to ensure effective governance and alignment with USU Ltd's strategic objectives.

- (a) At least once each year, the performance of the Board, its committees, and individual Directors will be assessed against the requirements of this Charter and the Constitution.
- (b) The evaluation will include assessment of:
 1. Financial and non-financial results against approved budgets and relevant benchmarks.
 2. The quality, timeliness, and effectiveness of information made available to the Board.
 3. The effectiveness, engagement, and composition of the Board and its committees.
 4. The Board's strategic direction and achievement of its objectives.
 5. Whether the expectations of students, staff, and other key stakeholders have been achieved.
 6. The contribution of the Board and its members to the furtherance of USU Ltd's Charitable Purpose.
- (c) The Board may engage an independent expert to facilitate the evaluation and assessment process.

7.2 Continuous Improvement and Professional Development

Directors are encouraged to:

- Engage in professional development opportunities to enhance their governance skills.
- Pursue continuous improvement through feedback and training.
- Provide their feedback on the Board's running through appropriate mechanisms.
- Act on insights from the annual evaluation to improve individual and collective performance.

8. Charter Updates and Review Cycle

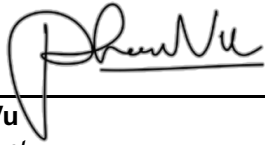
8.1 Annual Review

- The Charter will be reviewed annually to ensure it remains aligned with USU Ltd's evolving needs and governance best practices.
- Following the election of a new President, the incoming President, in conjunction with the incoming Secretary and outgoing President, will prepare a draft Charter for the new Board term commencing on July 1.
- The draft Charter will be circulated to all members of the incoming Board as soon as practically possible after the start of the new term, allowing time for review, feedback, and suggested amendments.
- The Charter will then be formally adopted by the incoming Board via majority vote, after consideration of all proposed changes.

8.2 Amendment Procedures

- Any Director may propose an amendment to the Charter at any time outside of the annual review process. All proposed amendments must be submitted in writing to the President or the Honorary Secretary, including a clear rationale for the change.
- The President or Honorary Secretary will circulate the proposed amendment to all Directors, allowing sufficient time for review and consideration prior to a vote.
- Amendments require a unanimous vote of the sitting Board to be enacted.
- Once adopted, the amended Charter must be circulated to all Directors and incorporated into the Board's governance records.

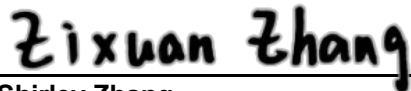
Signed by the Board of 2026:



Phan Vu
President



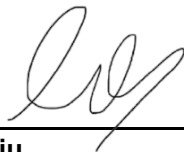
Georgia Zhang
Vice President



Shirley Zhang
Hon. Secretary



Michelle Choy
Director



Sally Liu
Director



Archie Wolifson
Director



Annika Wang
Director



Layla Wang
Director



Noah Rancan
Director



Bryson Constable
Immediate Past President



Tiffany Donnelly
Senate-Appointed Director



Michael Bromley
Senate-Appointed Director

19 May 2026

Date of final signature