



# **USU Board Charter 2024-25**

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# 1. Purpose of Charter

The USU 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 USU Constitution and Regulations, 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 Regulations outline the formal legal structure and operational rules of the USU, 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 Regulations:** In conjunction with the USU's Constitution and Regulations, 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 the USU 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 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 USU's Constitution and Regulations. 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 the USU 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 2023	Appointed/Elected in 2024
Bryson Constable	Tiffany Donnelly (SAD)
Ben Hines	James Dwyer
Julia Lim	Ethan Floyd
Grace Porter	Phan Vu
Sargun Saluja	Georgia Zhang
Grace Wallman	Shirley Zhang
David Wright (SAD)	
2024-25 Immediate Past President	
Unfilled	

### 2.2 Board Composition

The Board for 2024-25 consists of the following appointments:

Executive	Director Name(s)
President	Bryson Constable
Vice-President	Ben Hines
Hon. Treasurer	James Dwyer
Hon. Secretary	Julia Lim
Committee Members	
Director of Student Publications	Ethan Floyd Phan Vu
Finance	Ethan Floyd
People and Culture	Phan Vu
Electoral	Ethan Floyd
Awards	Shirley Zhang
Clubs and Societies	Shirley Zhang
Governance	Phan Vu
Debates	Georgia Zhang
Portfolio Holders	
Women	Georgia Zhang
Queer	Ethan Floyd
Environment	Sargun Saluja
Ethnocultural	Ethan Floyd
International	Shirley Zhang
Disability	Ethan Floyd

## **3. Role of a Director**

### **3.1 Governance Philosophy and Approach**

#### *3.1.1 Future Focus and Strategic Priorities*

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

- Prioritise the future of the USU, 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 the USU in achieving its 2024-27 strategy once adopted.
- Monitor the implementation of USU 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's annual budget and financial plan with reference to the USU'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:

- The USU complies with all relevant laws and regulations.

- The establishment and monitoring of the USU's systems of control and accountability.
- Effective risk management processes are in place, covering operational, financial, and reputational risks.
- Continual reviews of the USU'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 the USU.

### **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, 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 Events

Directors should:

- Attend and engage with USU events, both internal and external, representing the organisation 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 the USU and for the USU's charitable purposes.

- 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 the USU are managed responsibly.
- Not allow the USU to operate while insolvent.

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

### 3.3.5 Clarification of Individual Responsibilities

While the constitution and regulations 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 regulations.
- 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 regulations.
- The President will direct the Board to act in accordance with resolutions and, where necessary, for the betterment of the USU.
- 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 the USU'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 the USU'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 regulations.

## **4. Code of Conduct and Ethics**

### **4.1 Acting in Good Faith**

Directors must:

- Act in the best interests of the USU 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 the USU'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 the USU.
- Avail themselves of, and abide by, key USU documents such as this charter, the constitution and the regulations.

### **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 the USU, acting in the best interests of the USU.
- Recognise their role's public visibility, engaging with students effectively and appropriately, not speaking on behalf of the Board unless authorised.

## **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.
- Not seek to steal the floor or engage in 'busy-work' that does not advance the interests of the USU.

### **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 the organisation.
- 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 regulations, 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. Evaluation and Improvement**

### **6.1 Performance Evaluation**

The Board will:

- Conduct an annual evaluation of its performance, identifying strengths and areas for improvement.
- Assess individual Directors' contributions, ensuring alignment with the USU's goals.
- Act swiftly to deter, either through formal or informal mechanisms, directors disengaging or actively undermining the USU.

### **6.2 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.
- 

## **7. Charter Updates and Review Cycle**

### **7.1 Annual Review**

The Board will review Charter annually to ensure it remains aligned with the organisation's evolving needs and governance best practices. This will be done upon the election of a new President, who shall be responsible, in conjunction with the incoming Secretary and outgoing President, with ensuring this Charter is ready for the start of their term. This Charter should be presented to the Board at the first meeting of the new Board for consultation. The Charter should be re-adopted, with changes made at the discretion of the incoming President and Secretary, every year at the first Board meeting of a new Board following an ordinary election. Initial adoption, at the start of a term, requires a majority vote.

### **7.2 Amendment Procedures**

Amendments to the Charter outside of the annual review conducted by the incoming President and Secretary in June require:

- A two-thirds vote of the Board to be enacted.
- Regular communication to all Directors regarding proposed changes.

## Signed by the Board of 2024-25:



**Bryson Constable**  
*President*



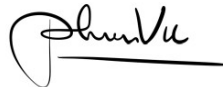
**James Dwyer**  
*Hon. Treasurer*



**Grace Porter**  
*Director*



**Grace Wallman**  
*Director*



**Phan Vu**  
*Director*

**Zixuan Zhang**

**Shirley Zhang**  
*Director*



**Tiffany Donnelly**  
*Senate-Appointed Director*



**Ben Hines**  
*Vice President*



**Julia Lim**  
*Hon. Secretary*



**Sargun Saluja**  
*Director*



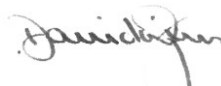
**Ethan Floyd**  
*Director*



**Georgia Zhang**  
*Director*

[RESIGNED]

**Naz Sharifi**  
*Immediate Past President*



**David Wright**  
*Senate-Appointed Director*

23/11/2024

**Date of final signature**