

# USU Board Director Position Description

## Purpose

The purpose of this position description is to explain the USU board director roles and responsibilities in simple terms, and how they related to the following:

- The USU *Constitution and Regulations*
- The legal duties and expectations of conduct by Board directors; and
- The personal commitment and attributes of Board directors to effectively undertake the role.

## Board Overview

The Board is the governing authority of the USU and has required functions under the Constitution and Regulations. An association's constitution, including that of an unincorporated student organisation or union, is legally binding and is legally enforceable.

The Board's primary objects are in article 3.1 of the Constitution. This includes to:

- promote the interests of welfare of the USU and the Members of the University community;
- work at all times towards creating an environment free from all forms of discrimination and harassment;
- provide a safe and clean common meeting ground for Members, and the University community;
- facilitate the personal, intellectual, cultural and social development of its Members by activities and debates whereby Members and the University community may meet and share talents, interests and ideas;
- provide its Members subsidised conveniences, facilities, services and amenities, including, but not limited to, dining and refreshments services, social, cultural and recreational facilities;

For further objectives refer to article 3.1 of the Constitution.

Jointly the Board directs the activities of the USU in accordance with the Constitution and Regulations. The board determines the strategic direction, risk assessment, compliance issues, governance, policies, approves the annual budget and decides what the future of the USU looks like.

The powers and duties of the Board of directors are set out in the Constitution and Regulations. These duties exist to keep the directors loyal and accountable to the USU - that is answerable to USU members. Directors shall comply with their roles and responsibilities as prescribed by law. The Board does not involve itself in operational issues as this is the role of management.

Understanding the financial position as well as being familiar with your obligations and powers, is important so that you understand what you can do and what you can't do. The Constitution provides the guidance that you must at all times, be acting within your duties and obligations.

## The Powers and Responsibilities of the Board of Directors

The responsibilities of the Board of directors are found in article 7.1(a) of the Constitution which stipulates that the Board must:

- oversee the performance of the USU;
- approve and monitor the USU's policy and other aspects of its strategic direction;
- establish and monitor the USU's annual budget and annual business plan;
- oversee risk management and risk assessment with in the USU's;
- establish and monitor the USU's systems of control and accountability; and
- regularly review its own performance (in light of its powers and obligations under this Constitution).

All directors shall be charged with the duty of promoting the interests and furthering the development of the USU.

### **Specific USU duties (simplified and abbreviated for the purposes of briefing of candidates)**

The roles and responsibilities of directors are in Appendix 1 of the Regulations.

- (a) Directors shall comply with their roles and responsibilities as prescribed by law and as outlined in the Institute of Company Directors Publication "Duties and Responsibilities of Company Directors" viz:
  - (i) Fiduciary duty to the USU and its members
  - (ii) Duty of care and diligence
  - (iii) Abuse of corporate opportunity
  - (iv) Improper use of information
  - (v) Personal liability.
- (b) Directors shall act in accordance with the Constitution, Regulations and Duty Statements. The Constitution gives the Board the power to expel a Member if they are 'guilty of misconduct'. Other disciplinary measures may be considered by the Board.
- (c) Directors shall:
  - (i) show respect and courtesy for other members of the Board, members of the USU and staff
  - (ii) not allow personal preferences or differences to impede their work as Directors
  - (iii) not give directions to staff members to place them in a position that asks them to disregard directions from their supervisors.

- (d) Directors shall attend:
- (i) Annual and mid-year budget sessions
  - (ii) Board meetings
  - (iii) The Annual General Meeting
  - (iv) Committees of which they are members and other meetings and appointments at which their presence is required such as working parties
  - (v) The annual induction for Directors
  - (vi) All interviews as stipulated in the Regulations
  - (vii) Any Board Directors Training sessions that may arise provided four weeks' notice is given of the session.

Directors will come well prepared to meetings and play an active role in proceedings. Directors should bring to meetings, objective independent judgement in relation to the matters under consideration, to ask incisive probing questions and receive accurate honest answers.

- (e) Directors shall review the Constitution and Regulations on an on-going basis, and where necessary, in consultation with Committee members.
- (f) Directors shall:
- (i) accurately and without distortion represent Board policy on any issue
  - (ii) communicate with and consult the President over the Board agenda
  - (iii) communicate regularly with the Chief Executive Officer and relevant Department Heads in order to understand the operational implications of proposed policies
  - (iv) participate annually in at least one tour of campuses and clinical sites conducted by the USU.
- (g) Directors shall not breach camera, (confidentiality provisions)
- (h) Directors shall declare all conflicts of interest. Directors must tell each other their personal interests in matters relating to the affairs of USU. This is so directors can avoid making decisions about the USU which could personally benefit them or their family. If not handled correctly conflicts of interest may prevent directors from acting only in the best interests of USU. Regulations ss 3.1.1, 3.1.2
- (i) Directors shall seek to inform USU members and the broader community of the detrimental effect voluntary student unionism (VSU) in all its forms would have on the USU and all other student organisations. They should also work with those student organisations to oppose VSU where appropriate.