



# **Governance Statement**

**Curtin Student Guild**

<b>Approved by Guild Council</b>	<b>24/11/2016</b>
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## Purpose

The purpose of the Governance Statement is to familiarise members of Guild Council, and staff of the Guild with the governance protocols of the Curtin Student Guild.

This statement serves to assist Members of the Guild, Curtin University, and the wider community in understanding the governance practices of the Curtin Student Guild.

This governance framework is informed from:

- The Good Governance Guide For Public Sector Agencies published by the Western Australian Public Sector Commission; and
- The Curtin University Corporate Governance Statement.
- The common law in relation to directors of statutory bodies.

## Guild Governing Documents

The Curtin Student Guild's governance is carried through a number of legislative instruments and policies. These key documents include:

- *The Curtin University Act 1966*
- *The Statute No.4 - Student Guild*
- Other University Statutes and Rules that reference the Guild
- The Curtin Student Guild Regulations
- The Curtin Student Guild Rules
- The Curtin Student Guild Policy Book

The Act, Statutes, Rules, Regulations, and By-Laws are legislative instruments and have legal force. The Guild's policies, however, are not legislative instruments and do not carry the force of law.

### The Curtin University Act

The Curtin University Act provides for the establishment of the Student Guild of Curtin University as a body corporate. It provides the most basic governance over the Guild, establishing that every enrolled Curtin University Student is a Member of the Guild unless they choose to opt out of membership. It further requires the Guild to submit audited accounts annually to the University Council.

### Statute No.4 - Student Guild

Curtin University Statute No.4 is for all intents and purposes the Constitution of the Guild, it establishes the Guild Council as the governing body of the Guild, determines the objectives of the Guild and the powers to implement such objectives. This statute is enacted by the Council of Curtin University subject to approval from the Governor of Western Australia and the consent of the Parliament of Western Australia.

### The Guild Regulations

The Guild Regulations exist within two divisions, *Guild Regulations – Division One* and *Guild Regulations – Division Two*.

The General Regulations outline the vast majority of the Guild's Governance Arrangements including, but not limited to:

- The structure of membership of the Guild

- The structure of Guild Council and the Guild's Officers
- The overall staffing and finance structure of the Guild

This division is the primary division that effects the day to day operations of the Guild.

Division Two exists purely to regulate the Guild's Annual General Election and any other poll of the students.

Regulations are enacted by the University Council upon the recommendation of the Guild Council.

### The Guild Rules

The Guild Rules outline matters that are more operational in nature and do not necessarily need to be outlined in the Regulations. The Rules outline the procedures of Guild Council and its committees, as well as the duties and responsibilities of individual officers.

### Guild Policy

Guild Policy can be divided into two groups:

1. Operational Policies
2. Position Policies

Operational Policies are the policies relating to the day-to-day operation of Guild Staff and Officers. These operational policies can cover matters such as access to keys in the office or occupational health and safety. These policies are enacted by Guild Council, a Guild Committee, or by the Guild President via their delegated authority.

Position Policies are policies that establish the position of the Curtin Student Guild on a particular issue, for example Marriage Equality. These policy positions are the positions on issues that the Guild publicly advocates for.

## The Role of Guild Council

### Guild Council is the Governing Authority

Statute No.4 Student Guild outlines that:

*"The Guild shall be governed by a Council to be known as the Guild Council."*

It further states:

*"Subject to this Statute and the Guild regulations, the Guild Council shall be responsible for and have the entire control and management of the affairs and property of the Guild and may act in all matters concerning the Guild in such manner as appears to it to be best calculated to promote the interests of the Guild and the enrolled students."*

In broad terms Guild Council is responsible for:

- The autonomous governance and decision making of the Guild, independent of the University, State and Federal Governments.
- The effective operation of the Guild.
- Determining the strategic direction of the Guild.
- Upholding and determining the Guild's Vision, Mission and Values.

### The Key Responsibilities of Guild Council

The Guild Council has the following key responsibilities:

- Appointing the Managing Director, determining the remuneration of the Managing Director and monitoring the Managing Directors performance.
- Approving the annual budget and business plans for the Guild and its departments.
- Overseeing and reviewing the performance of the Guild and Officers.
- Establishing policies and procedures in line with legal requirements and community expectations.
- Overseeing and managing risk from the Guild's operations.
- Approving major commercial activities of the Guild.
- Providing oversight of University decision-making to ensure that it is in the best interest of the Guild's members.

### The Membership of Guild Council

Guild Regulation R3.1 specifies that the membership of Guild Council shall be:

- (a) President;
- (b) Education Vice President;
- (c) Activities Vice President;
- (d) General Secretary (Convenor);
- (e) Curtin Business School Representative;
- (f) Faculty of Science and Engineering Representative;
- (g) Faculty of Health Science Representative;
- (h) Faculty of Humanities Representative;
- (i) International Students Committee President;
- (j) Postgraduate Students Committee President;
- (k) Queer Officers
- (l) Women's Officer;
- (m) Indigenous Officer;
- (n) Students with Disabilities Officer;
- (o) Ten (10) Guild Councillors;

The regulation also specifies that the following people are invited to every meeting of the Guild Council

- (a) Immediate Past President;
- (b) Student Members of the University Council;
- (c) Managing Director; and
- (d) Minute Secretary.

The members of the Guild Council are elected from amongst the Guild's members by the students of Curtin University.

### How Guild Council Handles its Broad Responsibilities

In order to manage the wide range of responsibilities bestowed upon it, the Guild Council uses several mechanisms to ensure that the Guild employs good governance practises in its undertakings. These mechanisms include:

- Delegation of specific matters to Committees of the Guild that in turn make recommendations back to Guild Council regarding such matters.
- Delegation of specific matters to the Guild President, Managing Director, and other staff of the Guild who have professional expertise to make educated and informed decisions

## Committees of Guild Council

The Guild Council delegates a large proportion of its decision-making functions to Committees of the Guild. Each Committee has a specific function and powers that enable it to best carry out its role and provide carefully considered recommendations to the Guild Council.

The members of the Committee are drawn from the Guild Council in either an ex-officio or appointed manner, or from the members of the Guild. These members are joined by staff members who are best placed to provide their expertise to the discussions of the Committee.

Many of these committees receive reports from subcommittees which are not outlined in this document.

### The Access and Equity Committee

The Access and Equity Committee considers matters related to access, welfare, and equity within the University and Guild. It is responsible for receiving reports from the Equity Departments on their activities and also for referring policy and matters related to student welfare relevant to particular equity groups to the Guild Council. The committee is also responsible for organising and conducting campaigns around welfare and equity issues.

### The Education Committee

The Education Committee considers all matters related to education and representation at Curtin University. It receives reports from the Education Vice President, Faculty Representatives, and International and Postgraduate Students Committees regarding their activities. The Committee considers University Policy and decisions of an academic nature and makes recommendations to Guild Council on educational issues. The Committee is also responsible for conducting the Excellence in Teaching Award, campaigns regarding education, Curtin specific issues, as well as state and federal policy.

### The Finance Committee

The Finance Committee considers all matters related to the Guild's finances. It receives reports from the Managing Director, Finance Manager, and has the authority to approve up to \$50,000 in unbudgeted expenditure. The Board is also responsible for overseeing the annual budget review process while also making recommendations regarding the Student Services and Amenities Fee and capital expenditure to the Guild Council.

### The Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee is responsible for overseeing the Guild's annual audit and other compliance measures. The Committee reports to the Guild Council on these compliance issues. The Committee is also responsible for overseeing the preparation of the Annual Risk Management Plan and ensures adherence to the plan.

### The Executive Committee

The Executive Committee is the committee authorised to act on behalf of the Guild Council on urgent matters when required. The Committee is responsible for the day-to-day management of the Guild. The Committee also determines matters relating to Club registration and sponsorship. The Executive Committee has a number of restrictions placed upon its decision-making ability and the Guild Council has the power to overturn any of its decisions.

## The Legal Committee

The Legal Committee is responsible for considering matters related to the Guild Statute Book, and is required to draft amendments to the Regulations and By-Laws, as well as make interpretations of the provisions of the Statute Book.

## The Nominations Committee

The Nominations Committee is responsible for assisting the Guild Council in appointing Officers of the Guild. The procedures of the Committee are outlined in the Guild By-Laws and Committee Constitution.

## Responsibilities of Officers of the Guild

### Legal Duties of Officers of the Guild

The source of the legal responsibilities, liabilities, and protections of the Officers of the Guild are:

- The Guild Statute Book
- the general law, given the fiduciary nature of the relationship between Council members and the Guild, including duties to act in good faith and with reasonable care, skill and diligence; and
- Decisions of the Guild Council.

The basic duties of Officers of the Guild are similar to those of a director of a company:

- To act with the degree of care and diligence that a reasonable person might be expected to show.
- To act in good faith in the best interests of the company and for a proper purpose, including to avoid conflicts of interest, and to reveal and manage conflicts if they arise.
- To not improperly use their position to gain an advantage for themselves or someone else or to the detriment to the Guild;
- To not improperly use the information they gain in the course of their duties to gain an advantage for themselves or someone else or to the detriment to the Guild.

The disclosure and management of any conflicts of interest are a key part of this and the Guild Statute Book proscribes the following:

### **B2.15 of the *Student Guild Rules 2016* states:**

- (1) *Members of the Guild Council, any Guild Committees and Subsidiary Bodies are required to disclose the nature and extent any Material Personal Interests they have in matters being discussed or to be discussed at Guild Council, Guild Committee or Subsidiary Body.*
- (2) *Subject to B2.15(3), members who have a Material Personal Interest in any matter must not:*
  - (a) *vote on the matter in which they have a Material Personal Interest; and*
  - (b) *be present during such vote.*
- (3) *A motion can be passed by the Guild Council, Guild Committee or Subsidiary Body at any time that:*
  - (a) *specifies the member, the Material Personal Interest and the matter; and*



- (b) *states that the members voting for the resolution are satisfied that the Material Personal Interest should not disqualify the member from considering or voting on the matter.*
- (4) *Material Personal Interests disclosed in a meeting shall be recorded in the minutes.*
- (5) *The Minute Secretary will maintain a register of Material Personal Interests which is to be available for inspection by any Guild Member.*

The definition provided in the *Student Guild Rules 2016* of a 'material personal interest' is:

*an interest of some substance or value that has the capacity to influence a person's consideration of and vote in relation to a matter, and may include:*

- (a) *any direct or indirect pecuniary interest in a contract or proposed contract made by, or in the contemplation of, the Guild Council or a Guild Committee;*
- (b) *business or financial interests, including holding a company directorship or shareholding, a financial investment, or a consultancy or a grant; or*
- (c) *a Guild Council or Guild Committee member's affiliations with other organisations or people, including employment, professional or personal relationships.*

Part 2 of the Guild Rules (standing orders) require the Chair of a meeting to request the disclosure of any potential or perceived conflicts of interest at the commencement of the meeting.

The standing orders also provide for what occurs in regards to interests disclosed and the management of these interests. The Minute Secretary is required to keep a register of interests disclosed in meetings and also interests disclosed by an Officer of the Guild on the disclosure of interests form.

### Potential liabilities of Officers of the Guild

Officers of the Guild can be held accountable for the management of the Guild in various circumstances. As Officers of the Guild contribute to the Guild's operations, members could therefore be subject to legal action if they breach their legal duties. Examples of possible circumstances include:

- An Officer of the Guild, Guild Council or a Guild Committee makes a decision which is contrary to the law or negligent;
- Guild Council or a Guild Committee makes a decision which it has no authority to make;
- Mismanagement, due to the failure to ensure that appropriate Guild policies or procedures are in place; or
- Financial mismanagement, due to the Guild Council or Guild Council inadequately monitoring reports or complying with audit requirements.

External parties may take action for breaches by Officers of the Guild of their duties. These external parties include:

- Members of the Guild;
- Parties who sustain losses as a result of a breach of duty; and
- Parties able to take action under legislation such as that relating to occupational health and safety, equal opportunity, fair trading or trades practices.

The Guild Regulations outline the procedures that occur where an Officer of the Guild engages in an act that would be a breach of their duties or misconduct. Officers who are a member of Guild Council must be removed in accordance with R3.14 of the *Guild Regulations – Division One*. Other officers may be removed by the Guild Council as it sees fit.

### Protections from liability for Officers of the Guild

The deed of acknowledgement between Officers of the Guild and the Guild is intended to assist in providing reasonable protection for the Officer in the event of an action against them.

Each Officer of the Guild is required to sign a deed of acknowledgement between themselves and the Guild, which addresses such matters which specify that:

- the Guild is to undertake to maintain a directors' and officers' insurance policy for Officers of the Guild;
- the Guild pay any legal representation costs in accordance with the monetary limit and conditions prescribed in the Deed incurred by a member in defending civil or criminal legal proceedings taken against the Officer, or in connection with investigative proceedings, such as inquiries by the Corruption and Crime Commission;
- the Guild give an Officer access to Guild documents for the purpose of defending civil or criminal legal proceedings, or in conjunction with investigative proceedings; and
- each Officer of the Guild acknowledges their responsibility not to disclose the Guild's confidential information and, on request, to return any confidential information held by the Officer when their term ends.

### General responsibilities of Officers of the Guild

The Guild Council has resolved the following as general responsibilities of Officers of the Guild:

- An Officer of the Guild will uphold the Guilds Values.
- An Officer of the Guild will think and act strategically in the Guild's interests, bearing in mind its Vision, Mission and Objectives.
- An Officer of the Guild will have responsibility for overseeing the effective operation of the Guild
- An Officer of the Guild must maintain the confidentiality of information provided to the member for the purposes of enabling the performance of the duties of Officer of the Guild.
- An Officer of the Guild must be prepared to contribute to the governance of the Guild through, for example, membership of committees of the Guild Council and make reasonable efforts to become familiar with the affairs of the Guild.
- An Officer of the Guild will declare any material personal interests they have with the Guild, or a subsidiary, related or affiliated body of the Guild.
- An Officer of the Guild is an ambassador for the Guild and has a broad responsibility for advocating on the Guild's behalf in the wider community subject to Guild Policy.
- An Officer of the Guild should be prepared to contribute to the advancement of the Guild as requested from time to time.

### Obligations of the Guild to Officers of the Guild

While Officers of the Guild have duties and obligations, the Guild also has an obligation to the Officers of the Guild to assist them to perform their duties and responsibilities.

## Induction

In order to assist Officers of the Guild to perform in their role, the General Secretary and Guild Council Minute Secretary will arrange an induction program for each new Officer of the Guild.

As part of this program, new Officers of the Guild will receive:

- Key governance and working documents that will assist each member in fulfilling their duties as an Officer of the Guild;
- A copy of the most recent Annual Report of the Guild;
- A tour of the Guild's operations on the Bentley Campus;
- A name badge (for wearing at University and Guild related functions);
- Information on the way in which the Council conducts its affairs (including the structure of Agendas and minutes, and the conduct of Council meetings); and
- Agenda papers and minutes of recent meetings

An Induction will be held prior to the commencement of the new Guild Council's term and will be initially organised by the outgoing President and General Secretary with assistance from the Minute Secretary.

The content that will be covered is as follows:

- For all Officers of the Guild:
  - Duties and responsibilities of Officers of the Guild;
  - Dealing with conflicting interests; and
  - Exercise and distribution of power and authority within the Guild;
  - Policy & the Code of Conduct;
  - Higher Education Issues;
- For Officers of the Guild who are members of Guild Council:
  - Strategic Planning;
  - Liabilities of Guild Council Members;
  - Understanding Financial Statements;
  - Guild Governance;
  - The Guild's Structure and Operations;
- For Officers of the Guild who are Paid Officers of the Guild:
  - KPI's and Goal Setting;
  - Budget and Accounts;
  - Professional Communication and E-Mail;
  - Report Writing;
  - Teambuilding Exercises;
  - Event Planning and Management;

Other professional development opportunities are provided to Officers on an as needs basis but the following are recommended:

- For the President and Activities Vice President:
  - Approved Managers and Responsible Service of Alcohol
- For the President, Education Vice President, ISC President and PSC President:
  - Conflict Management & Resolution and People Management & Supervision.
- For the Paid Officers of the Guild:
  - Mental Health First Aid Training.

## Provision of Information

The Guild endeavours, at all times, to provide Officers of the Guild with complete and accurate information in a timely fashion, in respect of all matters to be considered by Officers of the Guild.

## The Role of the Guild President

The Guild President holds two key roles within the Guild and University. The first being that they are the Chief Executive Officer of the Student Guild and the second is that they are the Chief Student Representative to the University.

The role of the Guild President is laid out in R4.2 of the *Guild Regulations – Division One* and B3.1(1) of the *Student Guild Rules 2016*. The Guild President may also have other roles, functions, and powers, as may be delegated to them by University Statutes or Rules, or delegated to them by the Guild Council.

### The Guild President as Chief Executive Officer

The Guild President is accountable to the Guild Council for the ultimate responsibility of managing the Guild on a day-to-day basis in accordance with the Guild Statute Book, Policy, the Guild's Vision Mission and Values and the Guild's Strategic Plan.

To fulfil these objectives, the Guild President is responsible for:

- Implementing the resolutions of the Guild Council;
- Fostering a sense of cohesiveness amongst Officers of the Guild in order to ensure that a high level of trust between Officers of the Guild exists;
- Encouraging open debate and discussion of issues within Guild Council and Guild Committees;
- Assisting Officers of the Guild to understand their responsibilities as stewards of the Guild, and not as delegates of the constituencies which appointed or elected them; and
- Ensuring that adequate resourcing is provided by the Guild to support the work of the Officers of the Guild, and the continuing professional development of Officers of the Guild.
- Representing and speaking on behalf of the Guild to the media and wider community.
- Generally overseeing the work of the other departments of the Guild.

### The Guild President as Chief Student Representative

The Guild President is also the Chief Student Representative of the University. The Guild President is directly responsible for being the voice of all Curtin Students to the Vice Chancellor and senior University Staff.

To fulfil this the Guild President is responsible for:

- Representing and advocating on behalf of students to the Chancellor, Vice Chancellor, Senior Executive Team and other University Staff.
- Determining, in consultation with Guild Council members the position of the Guild on higher education and other student issues of the day.
- Submitting to the State and Federal Parliaments and their committees on behalf of the Curtin Students.
- Representing Curtin Students and their concerns to the State and Federal Governments.
- Representing and speaking on behalf of Curtin Students to the media and wider community.

## Relationship with the Managing Director

The Guild President and Managing Director must develop a close and effective working relationship as the principal manager of the Guild. This relationship acknowledges the role of the Guild President as the Chief Executive Officer and representative of the Guild Council, and that of the Managing Director as the effective manager of all staffing, financial, and commercial matters of the Guild.

The President is responsible for conducting the annual review of the Managing Director's performance against the Guild's achievement of its strategic objectives and performance indicators as approved by Council.

## The Guild President's role in external relations

The Guild President is the official spokesperson of the Guild and Guild Council and all media enquires must be directed to the President unless the President otherwise delegates this authority. Only the Guild President may authorise someone to speak on behalf of the Guild and Officers of the Guild and employees of the Guild must obey the Guild's Media Policy in relation to communication with the media.

The Guild President plays an important role in the fostering of relations with external stakeholders, and more generally, building relationships with the wider community.

## The Role of the Managing Director

The Managing Director is responsible for the initial day-to-day management of the Guild's operations, staff, and finances. The role of Managing Director is briefly outlined in R11.1 of the *Guild Regulations – Division One*.

## Responsibilities of the Managing Director

The Managing Director as Chief Operations Officer is responsible for:

- Acting in a manner conducive to the Guild's core purpose.
- Ensuring the financial viability of the Guild.
- Ensuring a safe work environment for Guild personnel and those who visit the Guild's premises.
- Maintaining and building relationships with key stakeholders to ensure the longevity of the Guild's operations.
- Such other matters as the Guild Council determines.

## Reporting by the Managing Director to the Guild Council

To fulfil their duties to the Guild Council, the Managing Director also provides reports to the Guild Council and Guild Committees on the following matters:

- The Guild's Performance
- Strategic Management
- Staffing and Management
- Finances
- Occupational Health & Safety
- Legal and Regulatory Compliance
- Departmental Operations
- Risk and Risk Management

## Relationship with the Guild President

The Managing Director will develop a cooperative and effective working relationship with the President, as the Chief Executive Officer of the Guild. This relationship acknowledges the role of the Guild President as the chief executive officer and representative of the Guild Council, and that of the Managing Director as the effective manager of all staffing, financial and commercial matters of the Guild.

The Managing Director is responsible for guiding both the Guild's Management and the Officers of the Guild to work together towards achieving the Guild's Vision and Mission.

## The Role of General Secretary in Governance

The General Secretary is accountable to the Guild Council through the President, and is responsible for establishing a strong working relationship with the President, Council Chairperson, Managing Director and Minute Secretary.

### Functions of the General Secretary

The General Secretary:

- Assists the Guild Council Chairperson in the discharge of their duties as Chair of the Guild Council and other Guild Committees as necessary;
- Works with the President and the Managing Director to establish and implement good governance practices;
- Is responsible for obtaining legal advice for the Guild Council, Legal Committee or other Guild Committees, and for advising the Council on policy and procedure;
- Keeps the President, Council Chairperson and Managing Director fully informed on all issues relating to the affairs of the Council;
- responsible for overseeing all aspects of the meeting arrangements for the meetings of the Guild Council in conjunction with the Minute Secretary;
- Is responsible for the coordination of the production and distribution of papers for the Council and Guild Committees, ensuring the accuracy of draft minutes of those bodies, and effects prompt dissemination of the confirmed minutes to officers with responsibility for implementation of decisions;
- coordinates the Induction Program for new Council members, and conducts those segments of the Program relating to the operations of the Council;
- maintains the list of Matters Reserved to Council and the Register of Delegations made by the Guild;
- Is the conduit for Officers of the Guild who wish to obtain information from Staff of the Guild or other Officers of the Guild.
- Ensures that all the administrative and procedural requirements of the Guild Statute Book are completed.
- Conducts investigations into misconduct by Officers of the Guild as and when it is required in accordance with Part 6 of the *Guild Regulations – Division One*.

## Regular Review of this Statement

The General Secretary shall be responsible for reviewing this statement annually to ensure that it is up to date with the current governance framework of the Guild.

## Related Documents

*Curtin University Act 1966*

*Statute No.4-Student Guild*

*Guild Regulations – Division One*

*Guild Regulations – Division Two*

*Student Guild Rules 2016*

Matters Reserved to the Guild Council

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