

President's Guild Council Report October

Prepared by: Jesse Naylor Zambrano

Covering Dates: 14/10/21 - 12/11/21

Submitted to: November Guild Council

Leave: 1 week (1/11/21-5/11/21)

1. Meetings

1.1 Meetings

Date	Type	Meeting	Comments
14/10	Guild	Remuneration Tribunal Meeting	Discussing objections submitted to the tribunal
14/10	Uni	SSAFEAC #3	Advocated to break the status quo of 50/50 SSAF split between Uni and Guild. Advocating for a reimagining of how SSAF is allocated, with an emphasis on giving students more say over student money
15/10	Guild	Curtin Contingent to School Strike for Climate	Guild provided transport to rally and back
18/10	Uni	Student Guild Complaint Meeting	Curtin has engaged an external contractor to review and improve its Complaints system. Jo-Ann (Manager Student Assist) and I were interviewed for our viewpoints on the strengths and weaknesses of the current system.
18/10	Guild	Student Meeting	Briefing student in Tuition Free Organising Team to co-moderate Tuition Free Forum with the VPE
19/10	Guild	Commercial Operations Committee	Curtin Properties are understaffed and remaining staff are tied up with Curtin Exchange. They will not be able to approve planned renovations to Cafe Central soon, which means the project will be delayed.
19/10	Guild	Tuition Free Forum	Staff and students from across the University gathered to discuss impacts of Academic Calendar change. Identified this is first and foremost an Equity and Diversity issue, as the groups most impacted are students from low socio-economic backgrounds, rural and regional, mature age students, students with disabilities and mental illness, women with families. Watch the livestream recording here .
20/10	Guild	Guild Staff + OB Satisfaction Survey Review	Meeting with Exec, David (Managing Director) and Nika (HR) to review the results of the survey and brainstorm improvements.

21/10	Uni	Academic Board Executive	Advocated for the formalisation of opportunities for students to speak within Academic Board workplan. Discussion about creating a buddy system for students on university boards and committees, to provide more support navigating University governance
21/10	Guild	Guild Executive	
21/10	Guild	Representation Board	
22/10	Uni	Vice Chancellor Monthly Meeting	
22/10	Guild	1:1 Check-In with VPA	Lachlan Lee resigned from the role of VPA.
22/10	Guild	Handover Meeting	Touching base with Theo, 2022 President Elect, to plan handover activities for next 2 weeks
26/10	Guild	Activities Committee	Actioned a review of the Event Application Form and Process introduced at the start of 2021
26/10	Guild	Exec and Portfolio Managers Meeting	
26/10	Uni	Students as Partners Community of Practice	Staff from across the University who employ or work with students discuss projects and challenges across their portfolio. Engagement with recruitment for initiatives has been a concern S2 2021. It was identified that the different areas are siloed, lack of communication between them. I advocated for the Guild to be the body that recruits and trains students, and connects them with opportunities for partnership with staff across Curtin University.
27/10	Uni	Students as Partners Remuneration, Reward + Recognition Workshop	Brainstorming what appropriate ways we might remunerate, reward and recognise student participation in partnership activities
27/10	Guild	TF Organising Lunch: 2022 Brainstorm	Meeting of 15 members of Tuition Free Organising Team, to debrief on the TF Forum the previous week, and brainstorm forms in which the campaign might continue in 2022
28/10	Guild	Guild Council	Was held in Clubs HQ. Overall I recommend continuing to have meetings such as Reps Board and Guild Council during daytime, and in venues accessible to students, to facilitate Guild member participation in these committees.
28/10	Guild	Peer Pathways Info Meeting	Learning about Peer Pathways peer support for accessing mental healthcare

29/10	Guild	Office Bearer Admin Support Tasks	Meeting with Nika (HR) and David (MD) to discuss the kinds of admin support reps could benefit from.
29/10	Uni	O-Week Festival Creative Session	Stakeholders around the University brainstormed ideas for Orientation Sem 1 2022
29/10	Uni	Academic Board	Queried how Curtin is navigating its values of diversity and inclusivity while operating campuses in territories where being LGBT+ is illegal, especially with sharing of lecture content between Bentley and Global Campuses
29/10	Guild	Guild Staff + OB Satisfaction Survey Review	Follow up to create actions - mainly actioning the preparation of a strong handover that introduces incoming reps to Guild Professional Staff and encourages communication and collaboration
29/10	Guild	Excellence in Teaching Awards	Presented Humanities awards
9/11	Guild	SaP Review Strategy Discussion	Discussing how best to action Reps Board resolution to review SAP. VPE and VPE Elect actioned to survey reps involved in SAP this year. Main purpose of review is to hand over SAP 2021 activities to incoming 2022 Exec team.
9/11	Guild	1:1 Catch Up Secretary	
10/11	Guild	Humanities Campaign Debrief	Debrief on what went well and what can be improved next time
11/11	Guild	Handover Meeting	Touching base with Theo, 2022 President Elect, to plan handover activities for next 3 weeks
12/11	Guild	Pasar Malam	Greeting VIP Guests (Hannah Beazley Vic Park MP, Seth Kunin DVC International), delivering short speech at Official Welcome

2. Items of Significance

2.1 2021 Review and Handover

2.1.1 Guild Staff and OB Satisfaction Survey

Exec have reviewed results of 'Guild Staff and OB Satisfaction Survey'. Reflecting on the positive and negative aspects of the team dynamic, we have actioned a robust handover to set the incoming team up for success.

2.1.2 Handover and Induction

I have been overseeing the Secretary's Handover project. Handover will focus less on information dumping, and more on key foundational information, team building and setting of office conduct

expectations, introductions to professional staff at the Guild who can support them, and where to find resources like Induction Hub. Early in 2022, more information sessions will be conducted for more specific information incoming reps will need.

2.1.3 Incoming President

I have been working to keep the President Elect consulted and in the loop, especially around strategic activities like proposals for 2022. I have actioned Theo Rohl to work with David (Managing Director) to alter the layout of the Guild Reps Office to facilitate the teamwork she'd like to see in 2022. I have advocated for Equity Officers to be provided a workspace in the Reps Office.

2.2 Students as Partners

2.2.1 Clubs Hub Proposal

The Clubs Hub Proposal has been submitted. The proposal is a case for the transformation of Building 201: Level 7 into a vibrant centralised hub for student clubs and societies at Curtin University, with a view to extend further throughout the building in future years. The Proposal was endorsed by 30 club presidents. Please reach the proposal, which is attached, and the President's testimonials.

There are 112 clubs affiliated with the Guild with around 15,000 members. Club leaders are at the forefront of student engagement at Curtin. We are advocating for Curtin to acknowledge this, and empower club leaders by providing access to spaces and resources to build a strong clubs culture at Curtin.

2.2.2 'Students as Partners Support' SSAF Proposal

A status quo exists at Curtin that SSAF is split 50/50 between Curtin and the Guild. This is founded not on 'equality' or 'fairness', but rather because WA legislation enforces that WA Guilds must receive a *minimum* of 50% of the SSAF. Before the Federal Government's 'Voluntary Student Unionism' legislation was passed in the 1970s, the Guild would receive 100% of student money.

Throughout 2021, I have advocated to ensure that our partnership with Curtin is meaningful, rather than tokenistic. This means structural change, to give students more access to opportunities to make meaningful change, access to resources, and access to spaces on campus.

This year, the Guild is applying for 52.5% of the SSAF. We've put forward this proposal seeking:

- \$40,000 for Club Launch Event Grant to be made permanent, \$20,000 in grants for clubs at the start of each semester, to bolster club events and clubs culture.
- \$90,000 for the Guild to hire a Students as Partners Leader, to work with the University's counterpart Students as Partners Lead. This staff member would facilitate the onboarding and training of Student Partners, and the admin of connecting them with opportunities across the University.
- \$20,000 to fund an extra day a week for the Vice President Education and an extra hour a week for the Faculty Representatives, and International and Postgraduate Presidents. To recruit and train Student Partners, sit on University selection panels, etc.

2.3 Tuition Free Campaign

2.3.1 Tuition Free Forum

Watch the livestream recording [here](#).

The Tuition Free Forum was planned and executed by the Tuition Free Organising Team. Thanks to Francis Russell, Paul Gardner and Jacqueline Boaks for speaking on the panel to the impact of Academic Calendar changes on staff workload, as well as their observations on the impact to students.

Thanks to Bridge Truell (VPE) and Angus Legge for MC'ing the panel discussion. Thanks to Sofia Gonzalez Torres, Hameed Mohammad, Keelan Powell, Clare Poustie, Rey Nairn, Scott Lister and Amber Hilston, our student speakers on the panel.

Thank you to all the students who joined to listen or share their perspectives, including our online attendees. Overall, around 60 students engaged with the event, though not all of them stayed for the entire event.

The Forum highlighted that the Academic Calendar change was an equity and diversity issue, as those most impacted are those from disadvantaged and marginalised groups. Rural and regional, mature age, disabled, mentally ill, and poor students struggle most to survive the demands of a more compressed Academic Calendar.

2.3.2 TF Organising Lunch + Brainstorm

We met with the TF Organising Team for the last time in 2021. We debriefed on the forum, and brainstormed plans for 2022.

Notable ideas were that there was high value in engaging regular students with driving forward the campaign, as they brought diverse skills to the campaign, and connections to different parts of the University community.

President-elect Theo Rohl committed to reconvening the Organising Team in February 2022, to lay plans for the campaign ahead of Orientation.

2.3.3 Proposal to Academic Board

The Organising Team actioned the drafting and submission of a proposal to the Academic Board, to conduct a review of the impact of the Academic Calendar change in 2022. The submission was put to LSEC, which must approve it to be recommended to Academic Board.

The Learning and Student Experience Committee on Tuesday 9th November, 2021, ruled that they would not recommend a review of the impact of the Academic Calendar change to Academic Board. Their justification:

- This was not a normal year because of the impacts of Covid-19
- A review will happen in 2023 anyways, so there's no point having one in 2022

This outcome will be communicated to 409 students who requested updates on the campaign.

2.4 Remuneration Tribunal

The 'Decision of the Curtin Student Guild Remuneration Tribunal 2021' has finally been finalised!

Notable changes:

- Equity Officers moved from honorarium pay to hourly pay in line with Faculty Reps, and their remunerated hours increased from the equivalent of roughly 3 hours per week, to 7.5 hours per week.
- Chair of Representation Board moved from honorarium pay to hourly pay of 2 hours per week.
- Monthly reports to Guild Council must demonstrate satisfactory progress towards KPIs

This document should have been sent to you via email, and will be viewable on the [Guild Governance website page](#) throughout 2022.

2.5 Guild Precinct Refresh

This year, we have refreshed the Guild Precinct to make it a brighter and more pleasant space to spend time in, and to clearly show its function as a student space.



Image 1: Panorama of the equity space mural, which makes the purpose of the space clear and injects inviting colour and fun.

Image 2: Image of the newly painted exterior wall of the Equity Space and Guild, with new neon 'The Zone' signage to tempt students to check it out, and new sign pillars pointing into Equity Space.





Image 3: The newly painted floor of Guild Courtyard - or 'The Zone' as it is now known. The perimeter walls were painted white to brighten the space, and the external paint colours match those inside the equity space to tie the spaces together.



Image 4: During 2021 Curtin coopted the painters we hired to also whitewash the Simply Delicious alleyway, and commissioned a new mural. I think this ties in well with refreshes to the rest of the precinct, even though they weren't actioned paid for by the Guild.

4. TLDR

The Guild has rejuvenated its Equity Space and Precinct, creating a fun and welcoming student environment. The remuneration tribunal determination has been finalised, more than doubling paid time for Equity Officers, previously the lowest paid reps.

The Guild has worked with Students as Partners in multiple capacities. The TF Organising Team organised a community forum to document the impact of Academic Calendar changes in 2021. The campaign culminated in a submission to LSEC for the University to commit to reviewing impact of the Academic Calendar change, which was rejected. The Guild worked with Clubs to submit a proposal for a Clubs Hub on campus. The Guild put forward SSAF proposals for 52.5% of the SSAF, outlining a path forward for Student Partnership.

Thanks for reading!

Jesse Naylor Zambrano
President
Curtin Student Guild

Guild 2021 Key Performance Indicator End of Year Review Matrix*Representative:* Guild President*Date:* 15/11/21*Submitted to:* November Representation Board

This document is to be attached and provided to the reviewed representative.

Key Performance Indicator	Status	Comments
1. Representation		
Attend all meetings to which I've been invited, where possible. Where it is not possible for me to attend a meeting, arrange a proxy, and always send apologies.	Completed	I have attended the majority of meetings where I'm required or sent apologies, with a few mistakes throughout the year.
Ensure representatives are attending their meetings in line with their KPIs.	Completed	Where it's been flagged to me that meetings have not had representatives, I have worked to facilitate recruitment of representatives that can attend those meetings.
Endeavour to prepare adequately, follow up on actions created during meetings, and report back relevant information to the Exec.	Completed	I have entered my meetings prepared with questions. I have not followed up on all actions, but prioritised attending to key actions to move projects forward. I keep Exec in the loop with key milestones and information that comes up.
2. Improve Guild Reps Training and Resourcing		
Review handover process. Make it easier for reps to provide handover information and facilitate each rep getting an adequate handover.	Completed	I have worked with the Secretary to streamline the handover work required of reps to just the information about their role, with information about the Guild and Uni pre-provided and standard across all reps. The induction process has been changed to facilitate more team building and support from Guild staff, and build information for reps over time rather than all at once.
Provide resources for navigating the Guild's governance to ensure reps are equipped to fulfil their roles and hold each other accountable.	Completed	Sent information about Guild Governance documents to Guild Councillors
Provide clear guidelines for key rep tasks to ensure reps can provide consistent information and assistance across portfolios.	Completed	Reps are now more connected to Student Assist, with guidelines around what enquiries Student Assist should handle or can support with.

3. Improve information available to students about the Guild's function and activities.		
Populate the website with more information about the Guild's representative roles, boards and committees.	Completed	New website went live in 2021, and is much more suited to a Student Unions purpose. Content is being drafted that will be live in early December with information about each representative, the boards and committees they sit on and updates on their work, and info about Guild Council and Reps Board and how to get involved.
Provide students with clear pathways to contact their reps or get involved with the Guild.	Completed	Content will go live in early December where students will see their reps names and how to get in touch.
Regularly update students on campaign progress.	Completed	Throughout the year, we have updated students regularly on campaign milestones when achieved. I have tried to issue updates to student stakeholders involved in projects.
4. Consultation		
Run a Guild stall/event for reps to talk to students at least three times a semester.	Completed	
Kick off the implementation of the Student Partnership Agreement to set a precedent of strong student consultation in University decisions.	Completed	I have pushed for Student Partnership to be authentic, rather than tokenistic. I have worked with student leaders to request spaces on campus and resources, and advocated for students to be provided more support and speaking time on University boards and committees.
Ensure robust Student Consultative Committees run in each faculty and are attended by a Guild representative.	Completed	Faculty representatives have been engaging with Student Consultative Committees in their faculties. For those that don't have robust committees, they have pushed to increase the number of students.
5. Rebuilding campus culture and creating a strong sense of community.		
Run a campaign advocating for structural change to Curtin's parking system.	Not completed	We advocated against paid exam parking and an increase in parking fees. We prepared research for a parking proposal, but I did not see the proposal through.
Create a diverse range of opportunities for students to connect with each other and the Guild.	Completed	Diverse range of events were run by the Guild. I started weekly organising meetings during common free time in Semester 2, providing a new channel for students to connect with the Guild.

Push for more Curtin student focused communications, such as from Grok and the Guild's channels.	Not Completed	I didn't push for student led initiatives external to the Guild (such as Hayman Theatre shows) to be shared via the Guild's channels. I did not engage with Grok as much as I would have liked.
Ensure clubs are well supported and resourced.	Completed	I secured a \$20K grant for Clubs in Semester 2, and am advocating for this to become a permanent fixture going forward. I have worked with Club Leaders to develop the Clubs Hub Proposal, pushing forward advocacy for more club rooms and common club spaces on campus.
Get Equity Collectives up and running.	Partially Completed	One of the equity collectives successfully started operating. We observed that high entry barriers were making it difficult to engage students with the Collectives, but I did not organise changes to the Collective Constitutions in time to improve this.
6. Activism and advocacy.		
Run at least one Education campaign focusing on staff cuts and quality of education at Curtin.	Completed	We successfully prevented Curtin from moving all lectures on line as part of 'Learning for Tomorrow'.
Continue to push the university to declare a climate emergency and to transition away from investments in the fossil fuel industry.	Not completed	
Participate in at least one national campaign from the National Union of Students.	Completed	Participated in Sem 1 NUS National Day of Action against staff cuts, course cuts, restructures and forced online learning. Participated in Sem 2 NUS NDA, centring our action around the loss of a Tuition Free.
Run at least one initiative contributing to Aboriginal and Torres Strait Islanders activism and advocacy in WA.	Partially Completed	Curtin Student Guild engaged students in a delegation to the Invasion Day Rally 2021, endorsed Social Reinvestment WA's 'Raise the Age' campaign and supported the Martuwarra Fitzroy River Council's activism. However, I did not succeed in filling the FN Officer Role and the collective to facilitate activism by Curtin Students.
Collaborate with the Curtin NTEU to push for better quality of education at Curtin.	Completed	
7. Revamp the Guild Precinct with better spaces for students to spend time and study in.	Completed	The Equity Space and Guild Courtyard (now known as 'The Zone') have been refreshed to clearly identify them as student hangout spaces.

8. International students		
Strengthen the Guild's interaction with and advocacy for International Students	Completed	I supported the ISC President in adding ISC Faculty Reps to improve educational advocacy for International Students. We ran a Speak Out for Travel Restricted International Students, and advocated for them. I have helped onboard our new ISC President and assisted with filling the committee and making sure they are adequately supported by the Guild.
Run at least two events catering to International Students	Completed	
9. Hold the NUS accountable to our NUS KPIs throughout the year.	Partially Completed	I did not set KPIs early in the year to hold the NUS to in 2021. I have kept abreast of their activity and advocated for more support at a campus level when appropriate.
10. Push the University to improve its enrolment portal and processes.	Completed	I set up a meeting with Curtin Connect early in the year, where we agreed to collaborate on gathering student feedback on the enrolment process in Semester 2. However, they have pulled out, saying they are improving their platform over the next few years and will seek feedback then. I have advocated for the meeting with Central areas to continue into the future, hopefully facilitating consultation at that time.

Vice President – Education

Report #11

Bridge Truell

Meeting date: 21/10/21

Date submitted: 12/11/21

TL;DR:

- **Wrapping up final university meetings and ensuring the incoming VP-E is attending as many as possible to assist in handover.**
- **Interview selection panels for Interim FBL PVC (now complete) & DVCA (still ongoing)**
- **MC'd our Student & Staff Forum to Return Our Tuition Free Weeks and the Guild Excellence in Teaching Awards Ceremony**
- **Planning & running a Curtin stall at PrideFEST Fairday this Sunday 14th November 10am-6pm and a float in the Pride Parade on Saturday 27th November. Happy Pride Month!!**
- **Please find my final KPI review attached.**

1. University Meetings

Date	Meeting	Comments
19/10/21	Student Equity Working Group	During this meeting we received an update on annual retention rates for certain student equity cohorts (with focus on Indigenous, rural/regional/remote, and low socioeconomic status (low SES) students). As these numbers have dropped throughout the pandemic, projects relating to this groups are facing reduced funding next year. However, the group also reported new options for universities to access funding to address these retention rates that are set to become available next year. In particular, the Government focus on rural, regional and remote students seems to be increasing, with a Regional Education Commissioner in the process of being recruited currently. The group also received projected

		budgets and suggestions for expanding the working group's reporting lines for 2022.
25/10/21	Research Design, Analysis & Evaluation (RDAE) Working Party	The RDAE Working Party convened to provide updates on the current status of the changes to delivery of statistics units within Health Sciences. A contract with the external organisation selected to redesign the units that have been identified as "in-scope" has been devised and is currently sitting with the DVCA and Provost for signing, putting the Working Party at another halt until this is finalised. It was extremely promising to hear the Working Party's desire to ensure content is developed for both in-person and online delivery in all units that are being developed by the external provider. While we wait for the contract to be finalised, members of the Working Party are turning their focus towards compiling the same data for postgraduate statistics units (as undergrad units have been the sole focus up until this point).
29/10/21	Academic Board	During this meeting we received reports from the Faculty of Business & Law at our Dubai campus and updates on the Comprehensive Course Review (CCR), Assessment Quality Processes (AQP), and the Student Retention Initiatives Annual Report. During her report, the Vice Chancellor discussed a series of "deep dives" that are beginning to roll out to investigate each of our Schools and gather information on staff satisfaction and any features of the School that could be improved. There

		<p>was some great discussion around LGBTQIA+ students and staff and the need to ensure we're continuing to investigate ways to keep them safe when travelling throughout some of our global campuses where there are potential legal ramifications relating to their identities. A suggestion has also been raised for future Academic Boards where an update is provided from the student members during the meeting evaluation of any student-led initiatives, concerns, or current issues that may be of interest to the Board.</p>
2/11/21	Courses Committee	<p>During my final Courses Committee meeting, we approved the draft work plan for 2022, received the Course Approval Processes & Improvements report, Course Approval & Renewal Monitoring report, discussed professional accreditation requirements of current courses, and course component design. We received an update from Jennifer that Curtin are currently looking into alternatives to Qualtrics as our standard data collection software and that she wishes to include the Guild in the process of investigating other potential options in 2022. At the time of this meeting, the Comprehensive Courses Review was complete barring two units in FBL which have since passed through the committee via circular resolution. We also reviewed the proposal for Go Local – a COVID-era response to Curtin's Go Global program which will see increasing</p>

		opportunities for Bentley students to engage with industry in rural, regional and remote areas around WA.
9/11/21	Learning & Student Experience Committee (LSEC)	<p>During my final LSEC meeting I was lucky enough to be able to bring Madison along as incoming Vice President – Education so she could meet the committee and start to get a feel for the work that happens there. During this meeting I presented the Guild’s proposal to bring forward a review of the new academic calendar and its reduced tuition free weeks. While the proposal was not met with overwhelming support by the committee, the Chair suggested that a new project be launched next year between the Guild and the Learning Innovation & Teaching Excellence Centre (LITEC) to address the impacts of the reduced tuition free weeks as we await the previously scheduled review in 2023. We also received the proposed academic calendar for 2025 which appears to be moving in an even more concerning direction which will see the tuition free week delayed even further to week 9 which encompasses several public holidays due to Easter and only leaves students with two days of genuine leave. This proposed calendar was met with significant concern from many committee members and can hopefully still be amended before implementation.</p>

2. Guild Meetings

Date	Meeting	Comments
20/10/21; 10/11/21	Higher Education Meeting	
21/10/21; 4/11/21	Guild Executive Committee Meeting	
21/10/21	Representation Board	
26/10/21	Exec & Portfolio Managers Meeting	
28/10/21	Guild Council	During this meeting we received updates on the Guild's vaccination requirements for staff and were able to continue the discussion on affiliation fees for the National Union of Students (NUS).

3. Other Meetings/Activities

Date	Meeting	Comments
18/10/21	Interim Faculty of Business & Law Pro-Vice Chancellor (PVC) Interview Selection Panel	As former FBL PVC Professor Nigel De Bussy has since retired, an Interim PVC needed to be appointed while a permanent candidate is located in the coming year. As it has since been made public already, I can announce that Professor Vanessa Chang has begun her term as Interim PVC for FBL.
18/10/21	Deputy Vice Chancellor – Academic (DVCA) Recruitment Shortlist Meeting	As Professor Jill Downie approaches retirement at the end of the year, a panel was convened by the Vice Chancellor and People and Culture to commence the selection process for a new DVCA. This meeting was organised to establish a short list and the interview process has since commenced.
19/10/21	Student & Staff Forum: Return Our Tuition Free Weeks	This forum was organised as part of the Return Our Tuition Frees campaign and provided the opportunity for students and staff to speak to their experiences with the altered

		academic calendar this year and ask questions of our student & staff panel who represented a variety of different experiences across the university. MCing this event was a really great opportunity and there was some great discussion and perspectives shared.
20/10/21; 29/10/21	Staff and Office Bearer Satisfaction Survey Review	After our annual Guild Staff Satisfaction survey was circulated, the Exec met with Nika to review the results, provide our perspectives and discuss plans to address any reported strengths or weaknesses moving forward into next year. As we were unable to get through the full results in a single meeting, follow ups have been scheduled and completed since then.
21/10/21	Learning For Tomorrow Catch-Up	After meeting with the Fac Reps previously to get updates on the state of the Learning For Tomorrow roll-out in their faculties, we reconvened to bring top priorities from each of their student cohorts forward and discuss ways to continue with this campaign to ensure any faculty level changes to learning delivery are being appropriately monitored and acted on.
27/10/21; 4/11/21; 11/11/21	DVCA Interview Selection Panels	After some schedule and time zone juggling and one rescheduled interview due to technical difficulties, the first round of interviews for DVCA candidates has been concluded. A final round of smaller interviews is yet to be conducted but our pool has been significantly narrowed down and the process is on

		track to be completed on December 3 rd .
28/10/21	Excellence in Teaching Awards Site Visit	To prepare for the Excellence in Teaching Awards that were scheduled for the day after, the Events and Student Engagement teams and I conducted a walkthrough of the venue for the awards ceremony in Building 410.
29/10/21	Excellence in Teaching Awards	On October 29 th we hosted our annual Excellence in Teaching Awards which was a wonderful opportunity to celebrate the incredible teaching & research staff at our university who have been specifically highlighted by their students for their contributions to our learning and student experience. Getting to MC this event and present some of the awards along with our Faculty Representatives was a huge privilege and it was a lovely evening of celebrating Curtin's best.
3/11/21	Curtin Academy Advisory Board Meeting	While serving as Acting President, I attended this meeting in Jesse's place and received updates on the Curtin Academy initiatives throughout the year and plans for next year, including an increasing interest in incorporating more student-led projects and presentations in the 2022 Illumination Series that is conducted by Curtin Academy to highlight excellence within the university.
4/11/21	Pride Planning Meeting	As Fairday and the Pride Parade rapidly approach, Dax, February and I met with our Events team and the Curtin ALLY team again to finish planning for our shared Fairday stall on Sunday 14 th November and our Pride float. We'll be

		<p>out there this Sunday at stall 69 in Hyde Park from 10am-6pm making pronoun badges, promoting the Queer Department and ALLY Network, and living our best gay lives so come down and say hi if you're going to be about! Stay tuned for further info about the Parade float and registrations.</p>
9/11/21	Students as Partners (SaP) Review Strategy Discussion	<p>As handover rolls out, the current Exec are planning a review of Curtin's involvement in the SaP initiative to ensure it's achieving its intended purposes and that any necessary changes can be implemented or monitored. This will involve surveying the reps who've taken part in SaP initiatives as a part of their Guild work this year and conducting a SWOT analysis of the data.</p>



[Image Description: Group photo of Jesse and Theo with our Excellence in Teaching Award winners]

4. Other Projects/Developments:

- On October 29th, the Exec members did some filming with our Digital Engagement team to create some short videos to be distributed during the upcoming exam weeks, discussing the things that were currently getting us through this busy period and our favourite pre-COVID holiday destinations.
- I served as Acting President from November 2nd-5th
- On Thursday 4th November and Tuesday 9th November, some of the Exec team and I dropped a variety of snacks, fruit, and baked goods around campus to help power our studying students through their exam weeks.

5. Travel: N/A

6. Leave: N/A

2021 Final Key Performance Indicator Review

Name: Bridge Truell	Role: Vice President – Education
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Key Performance Indicator	Status	Comments
KPI number and details	Complete - KPI met, no further work is required Ongoing - KPI not complete but progressing Pending - KPI not complete & not under progress Incomplete - KPI no longer applicable/not complete	Comment on progress and actions towards KPI that contribute to KPI being complete or completed by the end of your term.
1. Continue building a culture of authentic consultation and collaboration with the wider student body.	Ongoing	I'm extremely happy with the consultative work I've been able to achieve so far this year (in particular, throughout the consultation process for the Learning For Tomorrow Strategy, in working directly with students from Health Sciences and Humanities to lobby their Schools, and the stalls and other on the ground efforts we've made to engage students). I have kept this KPI as 'ongoing' as there will be further efforts over the remaining couple of weeks to engage students in consultation, particularly regarding recent experiences with online examinations.
2. Continue building an activist presence at Curtin.	Complete	Throughout this year a variety of initiatives and activities have been conducted to increase the activist presence on campus, such as dedicated campaigns to oppose the roll out of the Learning For Tomorrow changes and Return Our Tuition Free Weeks which included rallies, public forums, petitions, surveys, open letters, and stalls.
3. Investigate and launch a health & wellbeing survey by students for students.	Incomplete	Unfortunately, at this stage I've been unable to allocate adequate time and capacity to this KPI. If

		possible, I may be able to include some questions around wellbeing when engaging students regarding their experiences with this year's exams.
4. Continue building union solidarity and supporting the NTEU.	Complete	Last year's establishment of the Curtin Union Taskforce has been a vital resource this year for information and skill sharing, building solidarity, and preparing more effectively for upcoming University meetings. While this partnership is something I believe can still be strengthened and expanded, I'm happy that we've had more collaboration with the NTEU this year than we have previously.
5. Promote understanding and communication between students and staff.	Complete	Throughout our campaigns and efforts this year, we've remained extremely conscious of promoting staff and student solidarity and ensuring that we challenge any student frustrations with teaching staff when many of these concerns are often out of the teaching staff's control and/or are affecting them similarly.
6. Compile a readily accessible resource for students on academic misconduct, general misconduct, and academic record fraud.	Ongoing	As we have just received the most recently updated version of the Assessment & Student Progression Manual (ASPM), I am currently compiling information for this resource that is on track to be completed before my end of term.
7. Promote rural, regional & interstate (RRI) student involvement.	Complete	At the end of week 1 in first semester, I organized and ran an RRI student sundowner as part of the Guild's Orientation activities. Many RRI student perspectives were also encapsulated and highlighted throughout both the Learning For

		Tomorrow campaign and the Return Our Tuition Free Weeks campaign.
8. Assist the VP-A in the delivery of Stress Less Week(s) and Rad Sex & Consent Week.	Complete	I have assisted in Stress Less activities during both exam periods and helped oversee the planning, organisation and delivery of Rad Sex & Consent Week with the Events Team, Queer Officer, and Accessibility Officer.
9. Support our new Equity Collectives.	Incomplete	Unfortunately, this KPI ended up being primarily covered by the President and Secretary as the governance surrounding the setting up of the Equity Collectives and the election of their members fell more under their portfolios. Relatively low initial engagement with the Collectives and difficulty dedicating time and resources to this meant that I wasn't as involved as I would've liked to be, but given the complexity of setting these Collectives up, I don't know that I would've been able to provide much useful support this early on anyway.
10. Continue improving the culture of student partnership within the University.	Complete	I'm extremely happy with the steps we've been able to take in the student partnership space this year. The University have employed a new Students as Partners project lead who Jesse and I have been working closely with as she developed a new SaP continuum and governance structure for the University throughout the year. We have been actively ensuring the Student Partnership Agreement is upheld on both the Guild and the University's parts and continues to be mutually beneficial.

Vice President – Activities

Report #0

February

Meeting Date: 25/11/21

Date Submitted: 17/11/21

Meetings:

Date	Meeting	Comments
29/10/21	2022 O-Week Festival Creative Session	Curtin is delivering O-Week in collaboration with an Events Org called DG Global. This workshop engaged stakeholders to form a vision for O-Week. Guild O-Day is held in very high regard amongst stakeholders.
29/10/21	Staff and OB Satisfaction Survey Review w/ Exec	
4/11/21	Curtin Careers Fair 2022 Workshop	Curtin is delivering the Careers Fair 2022 in collaboration with DG Global. I was the only student rep/guild person at this workshop. The Careers Fair will return to in person in 2022. There will be attempts to engage more student at this event, possible avenues being rebranding, personalised timetable/some sort of accompanying app, gamification and prizes.
4/11/21	Events x VPA Fortnightly Catch-Up	I met with Jess to clarify how I can engage with Events this month and we briefly discussed plans for next year. I will be helping out at Pasar Malam.
4/11/21	Exec Committee Meeting	
4/11/21	Pride Planning Catch-Up	I sat in on this meeting but have come into this planning very late.
5/11/21	Pasar Malam Stallholder Briefing	
10/11/21	University Health and Safety Committee	There is a new Executive Officer of Health and Safety, Melinda Simpson. In this meeting the members reviewed health and safety incidents from throughout their areas.
16/11/21	Activities Committee	I chaired my first Activities Committee and it was very exciting! Main events discussed were EOSB and Pasar Malam. This is also the last meeting for this year.
16/11/21	SSAF Discussion	Jesse (Pres), Bridge (VPE), Madison (VPE Elect), David and I met with the chair of Student Services and Amenities Expenditure Advisory Committee (SSAFEAC), Jon Yorke, to discuss how the Committee may receive an additional SSAF proposal from the Guild on top of the 50%, in

		essence requesting extra funding to accommodate the extra cost of labor associated with Students as Partners. Jon Yorke recommended that it was very late in the year to be putting in a proposal that would be in competition with other proposals. Upon debrief we discussed putting the proposal forward as an Item For Discussion ahead of pushing for more SSAF next year.
17/11/21	Tav x VPA Catch-Up	I chatted with Tanya about Tav Merch, regular and big Tav events and Rep events at the Tav.

Upcoming Meetings:

Date	Meeting
17/11/21	Student Success End of Year Showcase
18/11/21	Exec Meeting
19/11/21	Events x VPA Fortnightly Catch-Up
22/11/21	Clubs x VPA Catch-Up
24/11/21	Clubs Hub Handover Meeting
24/11/21	Health and Safety Committee (Guild)

Events:

Date	Meeting	Comments
2/11/21	ISC Donut Giveaway	I was on hand to assist the ISC in their giveaway.
12/11/21	Pasar Malam	Pasar Malam was a great event and got a wonderful turnout. I welcomed the volunteers and helped them coordinate set up, and assisted with letting them in and out of the guild around shift change, and then helped out a little bit with pack down.

Notes:

My time has been spent getting oriented in the new role, helping with Pasar Malam, and getting feedback around this year's system for events ahead of next year.

Event Form Feedback: I surveyed this year's OBs to get some feedback on the event form, which I reported on to Activities Committee. I also took the opportunity to get some broader feedback from the Reps about events as I start to form my strategy for next year.

Leave:

N/A

Notes on KPIs:

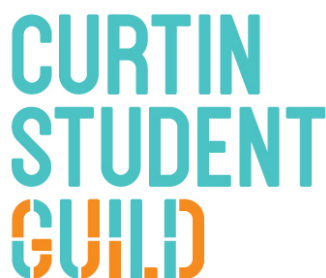
I don't have any KPIs to review for this role, but I have approached this month with the following priorities:

- Attend all meetings of the VPA, especially external meetings
- Manage the Reps side of events and support Reps in carrying out their events
- Begin to think about my vision for events next year

As of writing this report these priorities are going well. I have attended all meetings, supported the ISC Donut Giveaway and collected some feedback to advise my vision for next year, adjusting for that feedback, indications from the Student Satisfaction Survey and learning as I get oriented with different Guild Managers.

TL;DR:

I am meeting with Jess from Events, Shelley from Clubs and Tanya from the Tav to get an understanding of my role and scheming for next year. I helped out a bit at Pasar Malam.



Student Guild of Curtin University

Guild Council – Meeting #11

To be held at 10am on Thursday the 25th of November 2021

Motion: Safety Report

Action: That the Guild Council discusses the Safety Report.

Motion: That the Guild Council notes the Safety Report.

Moved: Fatma Sehic

Seconded: Jesse Naylor Zambrano

Performance:

- Safety inspections conducted on time (as % of planned inspections):
 - 90%
- Workers compensation claims (as hours of paid compensation over the past 12 months):
 - 240.65 Hours (no change for reporting)

Incidents and Hazards to note:

Incidents reported:

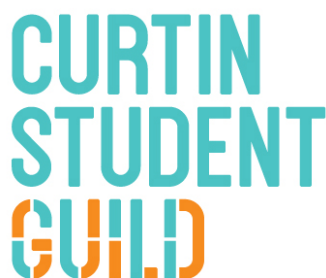
- Guild staff member slipped in Guild Café - Engineering, fortunately the staff member was not injured as a result, however measures have been put in place to reduce this from occurring again
 - Staff member advised to slow down and take more care when moving around the workspace
 - Staff member reminded the need to wear appropriate, non-slip footwear to work
- Guild staff member cut finger on side of cabinet when pulling an in-use trolley forwards in Guild Café – Engineering. Staff member was sent to Medical Centre due to bleeding not stopping in 5 minutes. Bleeding was able to stop once 'super glue' was applied
 - Trolley thoroughly checked for sharp edges, none found
 - Storage arrangements for the trolley now avoid the need to pull
- Guild staff member caught back of hand on latch on cool room door while carrying a crate in Guild Café – Engineering. Band-Aids applied, no further treatment required.
 - Staff member reminded to open door completely when transporting creates in and out of cool room and not nudge door to open wider when carrying items.

General Safety Update for the Month:

The Guild's Health and Safety Committee will meet on 24 November 2021.

Confidentiality:

Open



Student Guild of Curtin University

52nd Guild Council – Meeting #11

To be held at 10am on the 25th of November 2021

Revising Code of Conduct

Motion: That the Guild Council approves the proposed changes to the Code of Conduct.

Moved: Jesse Naylor Zambrano (President)

Seconded: Fatma Sehic (Secretary)

Background:

The Code of Conduct provides clear guidelines for the standards of behaviour and ethical and accountable decision-making expected of officers, employees and contractors and consultants who are contracted to provide services to the Guild. It applies in our dealings with each other, our members, our stakeholders and the community.

All officers and staff agree to abide by the Code of Conduct.

The Code of Conduct refers to compliance with rules, regulations, by-laws, policies and procedures. However, it does not refer to 'codes of conduct'. Including this enables additional more specific codes of conduct to be created in the future.

Proposed Changes:

Proposed changes, as per the attachment, are:

- Adding 'codes of conduct' to relevant places in the document.
- Changing 'Chief Operating Officer' to 'Managing Director'
- Making clear that governing documents are applicable 'as may be created and amended from time to time'

Confidentiality:

Open

CODE OF CONDUCT

As employees and elected officers, we are responsible for our behaviour and conduct in the workplace.

Everyone at the Guild must be conscious of, and operate in accordance with the expectations of our members while respecting our stakeholders and the broader community.

This Code of Conduct provides clear guidelines for the standards of behaviour and ethical and accountable decision-making expected of officers, employees and contractors and consultants who are contracted to provide services to the Guild. It applies in our dealings with each other, our members, our stakeholders and the community.

We need to familiarise ourselves with this Code of Conduct and understand what is expected of us.

OUR GUILD MISSION, VISION AND VALUES

Our mission, vision and values give us direction about what's expected of us, and help to make our priorities very clear, so we know where we're going and why we're here.

Our efforts are focused on delivering our mission and vision and we act with our values in mind.

Our Mission is:

Creating a fun and vibrant community that maximises the student experience

Our Vision is:

To be the leading independent student-run organisation in Australia, which is highly valued by all of the University community, especially our members

Our Values are:

- **Autonomy** - Student control of student affairs for the benefit of our members.
- **Integrity** - Our behaviour builds trust
- **Diversity** - Valuing difference between people and standing for equity, equality and fairness

Our principles are:

We strive to...

- Engage and listen to our Members, Stakeholders and the University
- Adapt and respond to enhance the student experience
- Deliver a fun, vibrant and dynamic outlook with a caring and empathetic approach
- Cultivate a community which enables its members to achieve their full potential
- Embrace, promote and celebrate diversity within our Community and ensure equality of opportunity
- Provide an independent voice with the courage to question the status quo
- Act with intent at all times in a transparent, accountable and ethical manner

We will apply equally the same values, principles and behaviours with our members, employees and stakeholders.

OUR CONDUCT

Behaviour

Our behaviour will be consistent with our values and principles and we will:

- act with care and diligence
- treat everyone with respect, fairness and courtesy
- maintain a safe and healthy workplace
- make an active contribution
- comply with all lawful and reasonable directions given by the Guild
- comply with all applicable Australian laws and regulations including Guild Rules, Regulations and By-laws.

Communication and official information

We will:

- maintain appropriate confidentiality about the Guild's confidential information
- respect the privacy of individuals and the security of personal information
- protect the Guild's intellectual property
- raise concerns of improper use of Guild information
- only make public comment on behalf of the Guild when authorised to do so.

Fraudulent, corrupt or misleading and deceptive behaviour or conduct

We will:

- not engage in behaviour or conduct that is fraudulent, corrupt or misleading and deceptive
- not make use of the Guild's information, systems, property or its position to gain or seek improper benefit for ourselves, the Guild or a third party
- report any actual or suspected breach of this Code of Conduct, in particular fraud, corruption or misleading and deceptive behaviour.

Use of Guild resources

We will:

- use the resources, including information, property and systems of the Guild effectively, economically, properly and lawfully
- not use the Guild's resources for any personal gain
- not be involved in any other employment or business activities which impact our ability to execute our duties
- act in accordance with Guild policies and procedures relating to expenditure, budgets, assets, travel and use of credit cards
- report any damage or loss of property and/or equipment immediately.

Recordkeeping and use of information

We will:

- properly record actions, decisions and transactions to ensure transparency and accuracy (including retaining minutes for all official meetings, including the recording of any objection or dissent)
- take appropriate measures to retain the confidentiality of confidential Guild information and business
- ensure information, including confidential information, is recorded, handled and securely stored in accordance with record keeping and archive procedures
- obtain authorisation before altering or destroying records.

Conflicts of interest and gifts and benefits

We will:

- disclose and take reasonable steps to avoid any actual, perceived or potential conflict of interest in connection with our work
- openly declare private interests and affiliations that may conflict with or be perceived to conflict with the Guild or the relevant individual's duties or position
- ensure decisions are accurately recorded so that they are transparent and capable of review
- follow policy requirements for managing real, perceived or potential conflicts of interest
- ensure that the acceptance (or refusal) of gifts, benefits or hospitality is in accordance with the Guild's policy and is recorded in the relevant Register
- refuse any gift, benefit or hospitality that is likely to place the Guild under an actual or perceived commercial, moral or ethical obligation to other organisations or individuals.

Reporting suspected breaches of the Code

We will:

- as elected officers, report any actual or suspected misconduct or breach of the Code of Conduct, codes of conduct, policies, guidelines or procedures to the President, Secretary, or Chairperson of the Council/committee.
- as employees, report any actual or suspected misconduct or breach of the Code of Conduct, codes of conduct, policies, guidelines or procedures to ~~the~~ the Chief Operating Officer/Managing Director.
- report serious misconduct and corruption to the Corruption and Crime Commission.
- accept that if we make a report of a breach or suspected breach of legal or ethical standards in good faith we will be dealt with in a confidential manner.

Compliance with codes of conduct, policies, guidelines and procedures

The Guild has a number of rules, regulations, by-laws, codes of conduct, policies and procedures that set out specific legal and professional requirements and expectations.

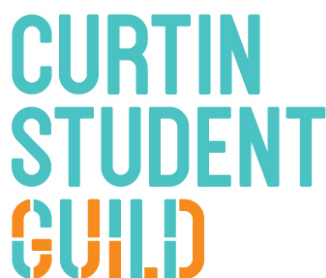
We will adhere to these requirements, as may be created and amended from time to time, and policies to protect the Guild's reputation and relationships. We are accountable for making ourselves aware of these documents and to understand and comply with our obligations.

If we don't understand our obligations we will seek out the information. Our executive, managers and supervisors will support us to ensure we always work to the standards we commit to in the Code of Conduct.

Breaches of Code of Conduct

We acknowledge the importance of the Code of Conduct to the good governance of the Guild and the potential seriousness of any breach.

Breaching this Code or any of the policies, guidelines or procedures under it, or authorising, assisting or permitting any breaches by others in sufficiently serious circumstances, may result in disciplinary action for employees and officers that may be up to and including dismissal.



Student Guild of Curtin University

52nd Guild Council – Meeting #11

To be held at 10am on the 25th of November 2021

Review of Guild Strategy

Motion: That the Guild Council approves the Guild's Strategy.

Moved: Jesse Naylor Zambrano (Guild President)

Seconded: Fatma Sehic (Secretary)

Background:

At its meeting of 30 September 2021, the Guild Council reviewed the Strategy Map (the Guild's strategy on a page) and provided feedback. The proposed changes to the Strategy Map have been discussed directly with those who raised the feedback and they have agreed with the proposed changes.

Comment - Encourage greater involvement from students

Accordingly, 'We will maintain our relevance through continued engagement with our members' was changed to 'We will maintain and improve our relevance through expanded engagement with our members'

Comment 2 – Maintain good governance

'Maintain good governance' can mean different things to different people as governance definitions can range from a compliance/accountability focus through to the setting and achieving of objectives and managing risk whilst doing so. It is the latter which is typically used by organisations today. Attached is the Australian Institute of company Directors Not for Profit Good Governance Principles.

'Preserve our status as a not for profit (NFP) organisation' has been changed to 'Preserve our status as a not for profit (NFP) organisation and apply the AICD NFP governance principles'

Comment 3 – Include environmental footprint

'We will strive to be as environmentally friendly as practicable' has been added.

Comment – Include accessibility (physical, online, financial)

We have the statement 'We support access and equity within the workplace'. Following discussion with the Accessibility Officer, it was agreed that this is a sufficient level of detail for a Strategy Map (ie to cover our high-level intent) and that internal strategies, action plans and/or business plans which sit under the Strategy Map can cover more detail aspects

Comment – Reflect that the Guild is a Union

No changes required to the Strategy Map.

Comment - Expand SSAF Funding

We have the statement '*We will be financially sustainable over the long term*' which is considered a sufficient level of detail for a Strategy Map, particularly as we have a lot of actions to make us financially sustainable. Internal strategies, action plans and/or business plans which sit under the Strategy Map can the intention to seek a greater share of SSAF funding.

Current Situation:

Feedback has been incorporated in the strategy map.

As noted in the submission to the Guild Council meeting of 30 September 2021, clause 13(4) of *Statute No. 4 Student Guild* requires that:

The Guild Council must prepare, adopt and publish a strategic plan that –

- a) covers at least the next 3 Guild financial years;
- b) sets out the condition, aspirations and objectives of the Guild for that period; and
- c) is reviewed at least annually.

The Guild uses the Strategy Map to meet these requirements in a simple way on a single page. Note that this does not prevent the Guild from having a more focused and detailed internal strategy.

Confidentiality:

Open

Strategy → Performance: Strategy Map

Members

- We will maintain our relevance through expanded engagement with our members
- We will implement service delivery to members external to the Bentley campus
- We will advance the active and informed participation of students in all levels of University decision making
- We will maximise the benefits to students from clubs and events
- We will deliver advocacy, support and welfare services that maximise student outcomes
- Our food and beverage offerings will be diverse and offer value for money
- We will grow external service provision where we can safely leverage off and give scale to existing services

Financial

- We will be financially sustainable over the long term
- Implement a long-term capital works program
- Our service delivery is efficient and fit for purpose
- Our procurement approach is robust

People and Culture

- We are values driven and understand the context for what we do
- We plan, set clear goals and empower and motivate our employees and Elected Officers to achieve them
- Develop an environment that facilitates collaboration and learning
- Recognise and promote our success and achievements
- Use technology to enhance workflows, management and improve access to services
- We invest in our people so both they and the organisation benefit

University

Acknowledge our symbiotic relationship with the University whilst striving for autonomy by:

- Engagement and consultation with the University
- Keep the University accountable whilst showing respect
- Position ourselves as the “first choice” service provider within the University
- We will invest in amenity beyond our lease line
- We will preserve our representation services at all costs

Good Governance

- Office Bearers and employees are clear on how they work together
- Implement rolling three year strategic plans and annual business plans
- We will understand our strategic and operational plan and measure performance
- We make decisions based upon data, risk and strategic alignment
- Preserve our status as a not for profit (NFP) organisation and apply the AICD NFP governance principles
- We will strive to be as environmentally friendly as practicable
- We support access and equity within the workplace

Not-for-Profit Governance Principles

Second Edition, January 2019



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WE'RE FEELING SOCIAL, CARE TO JOIN US?

Foreword

The not-for-profit sector makes an enormous contribution to Australia's social and economic welfare. Not-for-profits protect our environment, educate our students, enable us to practice our faith, celebrate our cultural heritage, and protect the most vulnerable in our community. Over a history of more than 200 years, not-for-profits have been a powerful and positive influence on the development of Australian society.

The Australian Institute of Company Directors (AICD) is committed to supporting not-for-profits and their boards to achieve good governance. The *Not-for-profit Governance Principles* (Principles) are demonstrative of this commitment.

The first version of the Principles was released in 2013. Their aim was to provide a practical resource to help not-for-profit boards and directors to achieve good governance.

Since that time, the sector has experienced significant regulatory reform and disruption. In recent years, great attention has been paid to the governance of not-for-profits and its role in maintaining the community's trust and in preventing misconduct, particularly against vulnerable people. It is fair to say that good governance has never been more important for the not-for-profit sector.

The Principles have been revised and developed considerably in this edition. They now include more detailed descriptions of governance and are accompanied by additional guidance. The aim is to help users of the Principles understand them better and apply them in practice. Of course, it will be a matter for each not-for-profit to carefully consider how best to apply the Principles to their own circumstances.

In developing this edition of the Principles, extensive consultation has been undertaken with directors, executives, policymakers and other stakeholders to ensure that it reflects the wisdom and insight of the broader not-for-profit sector. On behalf of the AICD, I express our gratitude to the many people who have contributed to the development of this resource which, we hope, will help not-for-profits in their important work.

I am delighted to present these Principles, and in doing so to reinforce the commitment of the AICD to standing with the not-for-profit sector as part of our goal to strengthen Australian society through world class governance.

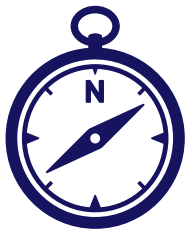


Angus Armour FAICD

Managing Director & CEO
Australian Institute of Company Directors



Snapshot of the Principles



Principle 1

Purpose and strategy

The organisation has a clear purpose and a strategy which aligns its activities to its purpose

- 1.1 The organisation's purpose is clear, recorded in its governing documents and understood by the board
- 1.2 The board approves a strategy to carry out the organisation's purpose
- 1.3 Decisions by the board further the organisation's purpose and strategy
- 1.4 The board regularly devotes time to consider strategy
- 1.5 The board periodically reviews the purpose and strategy



Principle 2

Roles and responsibilities

There is clarity about the roles, responsibilities and relationships of the board

- 2.1 Directors' roles are clear and understood by the board
- 2.2 Directors understand and meet their duties under the law
- 2.3 Directors meet any eligibility requirements relevant to their position
- 2.4 Delegations of the board's authority are recorded and periodically reviewed
- 2.5 The role of the board is clearly delineated from the role of management



Principle 3

Board composition

The board's structure and composition enable it to fulfil its role effectively

- 3.1 Directors are appointed based on merit, through a transparent process, and in alignment with the purpose and strategy
- 3.2 Tenure of directors is limited to encourage renewal and staggered to retain corporate knowledge
- 3.3 The board reflects a mix of personal attributes which enable it to fulfil its role effectively
- 3.4 The board assesses and records its members' skills and experience, and this is disclosed to stakeholders
- 3.5 The board undertakes succession planning to address current and future skills needs in alignment with the purpose and the strategy



Principle 4

Board effectiveness

The board is run effectively and its performance is periodically evaluated

- 4.1 Board meetings are chaired effectively and provide opportunity for all directors to contribute
- 4.2 Directors seek and are provided with the information they need to fulfil their responsibilities
- 4.3 Directors are appropriately inducted and undertake ongoing education to fulfil their responsibilities
- 4.4 The board's performance, as well as the performance of its chair and other directors, is periodically evaluated
- 4.5 The relationship between the board and management is effective



Principle 5

Risk management

Board decision making is informed by an understanding of risk and how it is managed

- 5.1 The board oversees a risk management framework that aligns to the purpose and strategy
- 5.2 Directors seek and are provided with information about risk and how it is managed
- 5.3 The board periodically reviews the risk management framework



Principle 6

Performance

The organisation uses its resources appropriately and evaluates its performance

- 6.1 The board oversees appropriate use of the organisation's resources
- 6.2 The board approves an annual budget for the organisation
- 6.3 The board receives and considers measures which evaluate performance against the strategy
- 6.4 The board oversees the performance of the CEO
- 6.5 The board monitors the solvency of the organisation



Principle 7

Accountability and transparency

The board demonstrates accountability by providing information to stakeholders about the organisation and its performance

- 7.1 The organisation's governing documents and policies relevant to its governance are available to stakeholders
- 7.2 The board oversees appropriate reporting to stakeholders about the organisation's performance and financial position
- 7.3 Transactions between related parties, if any, are disclosed to stakeholders
- 7.4 Directors' remuneration and other benefits, if any, are disclosed to stakeholders
- 7.5 Members have the opportunity to ask questions about how the organisation is run and to hold the board to account for their decisions



Principle 8

Stakeholder engagement

There is meaningful engagement of stakeholders and their interests are understood and considered by the board

- 8.1 The board understands who the organisation's stakeholders are, their needs and their expectations
- 8.2 The board oversees a framework for the meaningful engagement of stakeholders
- 8.3 Stakeholders are considered in relevant board decision making
- 8.4 There is a process for gathering and responding to complaints and feedback from stakeholders
- 8.5 The board oversees a framework for how the organisation works with and protects vulnerable people



Principle 9

Conduct and compliance

The expectations of behaviour for the people involved in the organisation are clear and understood

- 9.1 The board articulates its expectations of conduct, and the consequences for misconduct, for the people involved with the organisation
- 9.2 The board oversees compliance with relevant laws, regulations and internal policies
- 9.3 Conflicts of interest are identified, disclosed and managed
- 9.4 There is a process for investigating misconduct and relevant instances are brought to the attention of the board



Principle 10

Culture

The board models and works to instil a culture that supports the organisation's purpose and strategy

- 10.1 The board defines and models a desired culture that aligns to the purpose and strategy
- 10.2 The board oversees a strategy to develop and maintain the desired culture
- 10.3 The board oversees mechanisms to monitor and evaluate organisational culture
- 10.4 The organisation's values are clear, periodically reviewed and communicated to stakeholders
- 10.5 The board oversees a framework for the reward and recognition of workers

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Introduction

The Not-for-profit Governance Principles (Principles) have been developed by the Australian Institute of Company Directors (AICD) as part of its commitment to promote good governance in the not-for-profit (NFP) sector.

The Principles are a practical framework to help NFPs understand and achieve good governance.

The original version of the Principles was published in 2013. This revised edition reflects the changes in the sector since that time, including the increased expectations of governance in NFP organisations. It also includes more detailed descriptions of good governance practices as well as additional guidance to support users to understand and apply the Principles.

Who this document is for

This document is for the people who are involved in the governance of NFPs. It is written for an audience of directors and executives, but other people involved in the governance of NFPs such as managers, staff and members may also find this document useful.



In this document the term 'director' refers to the people who make up an organisation's board. In some organisations these people may be known as the board members, committee members, trustees, councillors, governors or by another name

What is governance?

Governance refers to the systems that direct and control – or govern – an organisation.

Governance is about relationships. It concerns the relationships of the people involved with an organisation, both between each other and with the organisation itself, and the ways that the expectations of these relationships are understood and met. Governance enables authority to be exercised appropriately and for the people who exercise it to be held to account.

The Hon. Justice Neville Owen, who headed the Royal Commission into HIH Insurance, defined governance as:

“...the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations. It encompasses the mechanisms by which companies, and those in control, are held to account.”

There is no one-size-fits-all approach to governance. Every organisation must consider its own circumstances in determining how best to develop a fit-for-purpose approach to governance. This should include consideration of factors such as an organisation's size, purpose, and structure.

The way organisations are governed (and the resources available to support this) will differ between organisations. Some organisations will have the resources to assist them in developing a sophisticated governance framework whereas smaller ones with scant resources may struggle to do this, instead relying on more informal approaches to help them achieve good governance.

That is not to say that good governance is more easily achieved by larger organisations.

All organisations can achieve good governance.

Consultation on the Principles

The AICD undertook extensive consultation throughout 2018 on the development of the Principles to draw on the experience and insight of directors, executives, their advisers and the broader NFP sector.

Consultation on the Principles included three components:

1. Release of a public consultation paper including draft principles and supporting practices for comment;
2. Focus groups with NFP directors; and
3. Consultation with the AICD's NFP Chairs' Forum, policy committees and division councils.

The AICD also established a steering committee to guide the development of the Principles.

Throughout the consultation process, strong feedback emerged that expectations of governance in the NFP sector have increased since the original edition of the Principles was published in 2013. Many NFP directors were seeking additional guidance on what good governance 'looks like' and welcomed a resource such as the Principles being expanded to help NFPs understand, apply and meet these expectations.

Consultation participants also observed the importance of understanding and accommodating the diversity of the NFP sector, recognising the variation in the size, resources and maturity of the organisations within it.

Feedback endorsed the development of a more detailed and practical document, informed by the experience of the NFP sector, which provides a framework to assist in the achievement of good governance. However, participants also expressed that it was important that any such resource be voluntary in application. This feedback is consistent with the AICD's objectives in developing this document.

This overview of the regulatory environment is current as at the date of publication, and NFPs should keep abreast of the latest developments relevant to their organisation.

The Principles will be subject to periodic review to ensure their ongoing currency and relevance. The AICD is interested in hearing from users of the Principles about their experiences and invites feedback by email to nfp@aicd.com.au.

"Good governance exists where an organisation has systems and processes in place that are appropriate to its circumstances, and which enable the organisation to pursue its purpose effectively and meet its obligations under the law."

ADDITIONAL RESOURCES

- Online versions of the Principles are available at companydirectors.com.au/nfpprinciples along with a suite of relevant tools and content to assist users
- Further NFP resources including director tools are available here: companydirectors.com.au/resources/not-for-profit-resources

About the Principles

The Principles consist of three components: 10 individual principles with supporting practices and guidance on each.

The principles

The cornerstone of the Principles is the 10 'principles'. Each of the 10 principles is explained by a heading and a high-level statement about an aspect of good governance (see Figure 1). Together, these principles provide a framework to understand governance in an NFP context.



The word 'Principles' with a capital 'P' is used to refer to this document. The word 'principles' with a lower case 'p' is used to refer to the 10 individual principles set out in it.

This document is structured around the 10 principles. The ordering of the principles aims to assist users to understand and apply them in practice and is not intended to indicate priority. It is important to note that the principles are interrelated and there is overlap between them.

Supporting practices

Each of the 10 principles includes several 'supporting practices' which describe activities or behaviours of organisations that are likely to be meeting the principles (see Figure 1).

The supporting practices are drafted in an outcomes-based way. They describe the outcome the supporting practice aims to achieve but do not prescribe how this is to be accomplished.

This structure is intended to provide flexibility for users to determine how to interpret and apply the supporting practices within their own circumstances. Two different organisations may demonstrate the supporting practices in very different ways.

Figure 1: Example principle and supporting practices

Principle	1	Purpose and strategy
		The organisation has a clear purpose and a strategy that aligns its activities to its purpose
Supporting Practices	1.1	The organisation's purpose is clear, recorded in its governing documents and understood by the board
	1.2	The board approves a strategy to carry out the organisation's purpose
	1.3	Decisions by the board further the organisation's purpose and strategy
	1.4	The board regularly devotes time to consider strategy
	1.5	The board periodically reviews the purpose and strategy

For example, there are several ways an organisation could demonstrate that it is meeting Supporting Practice 1.4.

The board might hold an annual strategy day, consider strategy at one meeting per quarter, or make strategy a permanent agenda item. Each of these ways are equally valid, but how effective they are in contributing to good governance will depend on how well they suit the circumstances of the organisation.

Guidance

Each of the principles and supporting practices is supported by guidance that aims to help users better understand their practical application.

The guidance includes two case studies that demonstrate how the principles and supporting practices can be applied. The case studies are based on two fictional organisations that are very different in terms of their purpose, activities, size and complexity. They are not reflective of any particular real organisation.

In the case studies both organisations are meeting the Principles in different ways which demonstrates that there is no one-size-fits-all approach to governance.

HelpfulCare

Helpful Care Services Limited was founded in 1916 in Melbourne's inner east to provide benevolent relief to children experiencing or at risk of homelessness. The organisation is a company limited by guarantee and is registered as a charity. Trading under the name of 'HelpfulCare', the organisation has grown to be a large and successful social service provider operating in all Australian states and territories.

Today HelpfulCare provides services to a range of clients including families, older Australians and people living with a disability. Among other things, HelpfulCare provides crisis accommodation, drug and alcohol counselling, out-of-home care and disability support services.

HelpfulCare has an annual operating revenue of approximately \$150 million, most of which comes from government funding either directly through grant funding or indirectly under the National Disability Insurance Scheme. It also generates some revenue through philanthropic donations, investments and through several fee-for-service activities.

Approximately 650 people work for HelpfulCare and their work is supported by over 900 volunteers nationally. The board of HelpfulCare comprises six non-executive independent directors. Directors are appointed by the board and are the organisation's only members.

The Friendlies

The Friendly Community Group Inc. was established by a small group of friends in 2005 with the purpose of coordinating a volunteer effort to clean up a local creek in Kalgoorlie. After being profiled by the local paper the group grew, picking up some other projects including a breakfast club, an annual tennis tournament and a community gardening service.

Known affectionately in their community as 'the Friendlies', the group now comprises about 70 volunteers. In 2011, the Friendlies decided to amalgamate as an association. Anyone is welcome to become a member of the Friendlies and today the group has about 120 members, most of whom are current and former volunteers.

They have a small operating budget which fluctuates each year depending on the projects they are working on, which is generally about \$50,000. Most of their project expenses such as food and building materials are donated by local business, but they also receive small grants from local government and benefit from community philanthropy.

The Friendlies board is made up of nine directors who are elected by the membership at their annual general meeting. The group has one part-time employee, but the majority of its operations are carried out by volunteers.

Using and reporting on the Principles

The Principles are a practical and voluntary framework to help NFPs understand and achieve good governance. Users will need to consider the Principles in their own circumstances and determine how best to use and understand them.

Not all aspects of governance that will be relevant to every organisation are considered in the Principles. For example, some NFPs that are trusts may not find *Principle 3: Board composition* useful because the way that trustees are appointed may not enable them to demonstrate the supporting practices.

Some organisations may also have additional governance requirements imposed by funding agreements or laws that apply to the organisation which go beyond what is included in the Principles.

Organisations that do not use or meet the Principles exactly may not necessarily be poorly governed, nor will those who use the Principles necessarily be well governed.

Using the Principles

The AICD encourages NFPs to use the Principles to help them to achieve good governance. Using and complying with the Principles is voluntary.

The Principles are not intended to be a stepping stone to regulation. Good governance cannot be achieved through a one-size-fits-all approach, and its features will differ between organisations based on their individual characteristics. The Principles also go beyond what may be considered a minimum standard of governance, and aim to encourage organisations to strive for and achieve good governance.

As such, the Principles are not suitable to be implemented as law or regulation. They should also not be read as a substitute for, or detracting from existing governance regulations, such as the Australian Charities and Not-for-Profits Commission (ACNC) governance standards.

It is not the role of the AICD to accept complaints about organisations that do not comply with the Principles.

Reporting against the Principles

The AICD encourages users of the Principles to conduct regular assessments of their performance against them and to report about the outcome of this assessment to stakeholders. It is a good idea to do this on an annual basis. Reporting on performance against the Principles provides a framework for organisations to communicate with stakeholders about their governance.

NFPs that report against them will need to consider what evidence they have that demonstrates they are achieving the Principles or the supporting practices. This exercise alone is a useful practice for boards as reporting its outcome to stakeholders can help increase trust, transparency and accountability.

The AICD encourages users to adopt an ‘if not, why not’ approach to reporting on the Principles. This means that where an organisation is not meeting any part of the Principles, they explain why this is so. For example an NFP may take the view that adherence to a principle or supporting practice may not be necessary or appropriate for their organisation. They should explain the rationale for this position.

There are a number of ways that an NFP could communicate to stakeholders about the Principles. For example, an NFP might produce a corporate governance statement which incorporates commentary on all aspects of the Principles. Some organisations may choose to list either the principles, the supporting practices or a combination of the two, and provide evidence that demonstrates how they are being achieved.

Context for the Principles

Understanding the environment in which NFPs exist is critical to understanding what good governance means for this important sector. NFPs operate in a diverse and often challenging operational context.

The NFP sector has undergone significant change since the release of the first edition of the Principles in 2013. Regulatory reform, disruption to funding patterns and an increasingly complex operational setting have reshaped the sector in many ways. This revised edition is intended to be reflective of these changes.

What is a not-for-profit?

An NFP is an organisation that does not operate for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up.

Being an NFP does not mean that you cannot make a profit (sometimes called a 'surplus'). NFPs can make a profit provided it is used to further its purpose.

What is a charity?

A charity is an NFP that only has charitable purposes. All charities must be NFPs, but not all NFPs are charities.

Charitable purposes are defined under the law, most often under the *Charities Act 2013*, however state and territory legislation and the general law also may use different definitions of charitable purpose.

Charities registered with the ACNC must have only charitable purposes that are for the public benefit as defined in the *Charities Act 2013*. These organisations are referred to as 'registered charities'.

Background to the not-for-profit sector

The NFP sector is large and diverse, and has been a critical component of Australia's social and economic infrastructure for over 200 years.

According to the *Australian Charities Report 2016*, charities alone (which represent only a fraction of the broader NFP sector) employ 1.3 million people (10 per cent of the Australian workforce), engage 2.9 million volunteers and have a combined revenue of more than \$142 billion. Every year, Australians give as much as \$10.5 billion in donations and bequests to this important sector.

The great majority of NFPs in Australia are very small and are not separately incorporated. Of the roughly 56,000 that are registered charities, 67 per cent have less than \$250,000 in annual revenue and 40 per cent have less than \$50,000. Half of all these charities operate with no paid staff at all and rely entirely on volunteers.

The AICD's *2018 NFP Governance and Performance Study* (NFP Governance Study) has found that the great majority of NFP directors are unpaid, with only 16 per cent of directors receiving remuneration.

Diversity of the NFP sector

NFPs take many different shapes and sizes, and operate with many different purposes. NFPs may be involved in activities such as:

- Health and aged care;
- Social services;
- Education and research;
- Environmental protection;
- Arts and culture;
- Religion; and
- Sports.

There are also a number of different formal and informal structures that NFPs may take, including:

- Companies limited by guarantee;
- Incorporated associations;
- Indigenous corporations;
- Trusts
- Unincorporated associations;
- Cooperatives; and
- Statutory entities (organisations established by Acts of Parliament).

There are many other factors that contribute to the diversity of the sector, such as, the size and maturity of the organisations within it, as well as the people they work with, whether they have paid staff or not, and the locations in which they operate.

NFPs will be subject to different laws, regulations and standards based on factors such as:

- Their activities, such as being involved in child care or aged care;
- Legal structure;
- Legal status (such as registration as a charity or tax endorsements); or
- The locations in which they operate.



The legal duties of directors are generally the same or very similar irrespective of the formal or informal structure the organisation takes.

Regulatory reform

Over the past 10 years, the NFP sector has undergone substantial regulatory reform.

The ACNC was established on 3 December 2012 after almost two decades of campaigning from the sector for the establishment of a specialist, independent regulator of charities.

The introduction of the ACNC was a seismic shift in the regulation of charities. Financial and operational reporting for registered charities is now available to the public through the ACNC Register (acnc.gov.au/findacharity).

Some state and territory governments have taken steps to reduce red tape by introducing harmonised reporting with the ACNC, and it is likely that this trend will continue over the next few years.

Reform has also been undertaken at the state and territory level, including to the regulation of incorporated associations and cooperatives.

ACNC governance standards

Registered charities (except a limited class of charities called ‘basic religious charities’) must meet certain ‘governance standards’ to be and remain registered with the ACNC.

The governance standards are a set of five core, minimum standards of governance. Broadly, they require charities to pursue a charitable purpose, operate lawfully, and be run in an accountable and responsible way. They are intended to help charities maintain the trust and confidence of the community.

THE GOVERNANCE STANDARDS ¹

1: Purposes and not-for-profit nature

Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purposes to the public.

2: Accountability to members

Charities that have members must take reasonable steps to be accountable to their members and provide them with adequate opportunity to raise concerns about how the charity is governed.

3: Compliance with Australian law

Charities must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units or more.

4: Suitability of responsible persons

Charities must take reasonable steps to be satisfied that its directors are not disqualified from managing a corporation, or disqualified from being a responsible person of a registered charity by the ACNC Commissioner, and remove any responsible person who does not meet these requirements.

5: Duties of responsible persons

Charities must take reasonable steps to make sure that responsible persons are subject to, understand and carry out the duties set out in this standard.

¹ <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-standards>

Operational environment

The operational context for NFPs has also changed substantially since 2013. Perhaps the most significant change has been to the funding practices of governments, including:

- Person-centred funding models such as the National Disability Insurance Scheme;
- Greater competition in tendering processes, both between NFPs and increasingly from for-profit providers;
- Amalgamating 'service areas' for some contracts, resulting in larger contracts being distributed among fewer recipients; and
- Growth in outcomes-based funding and the introduction of social impact bonds.

The impact of these changes has been felt in different ways. The AICD's 2016 NFP Governance Study revealed that 35 per cent of directors had discussed merger in the preceding 12 months, many doing so in response to market pressures and to become more competitive and effective. This means that the number and size of NFPs in Australia is fluctuating.

Many NFPs are exploring new ways to survive and prosper. The *Australian Charities Report 2016* revealed a growth in own-source income (such as from sales, member fees and user-pays services) to 50 per cent of the total of charitable revenue.

Many NFPs are being forced to become more commercial to remain competitive in response to the entry of for-profit providers into traditionally NFP-dominated markets. This is reflected in the growing number of social enterprises bringing commercial approaches to solving social and environmental problems.

Finally, it is worth noting that media reporting on misconduct and poor practice in the NFP sector has intensified in recent years, although not necessarily reflecting an increase in misconduct. In much of this reporting there has been direct or implied criticism of governance in the sector. Governance issues present in media reports have included:

" It is worth noting that media reporting on misconduct and poor practice in the NFP sector has intensified in recent years, although not necessarily reflecting an increase in misconduct."

- Harm to vulnerable persons;
- Fundraising and application of donor funds;
- Related party transactions and private benefit; and
- Director and executive remuneration.

Against this backdrop, the Edelman Trust Barometer has reported a global crisis in institutional trust. Although the NFP sector has historically enjoyed high levels of public trust, it has not been immune to the broader downward trend.

The impact of this trend has not been extensively explored in an NFP context, but it is a concerning development for a sector that relies on the trust and confidence of the community to achieve its goals.

The findings of the Royal Commission into Institutional Responses to Child Sexual Abuse have also highlighted the responsibilities of organisations working with vulnerable people, particularly children, and the role of governance in protecting them from harm. This focus is likely to continue through the Royal Commission into Aged Care Quality and Safety.

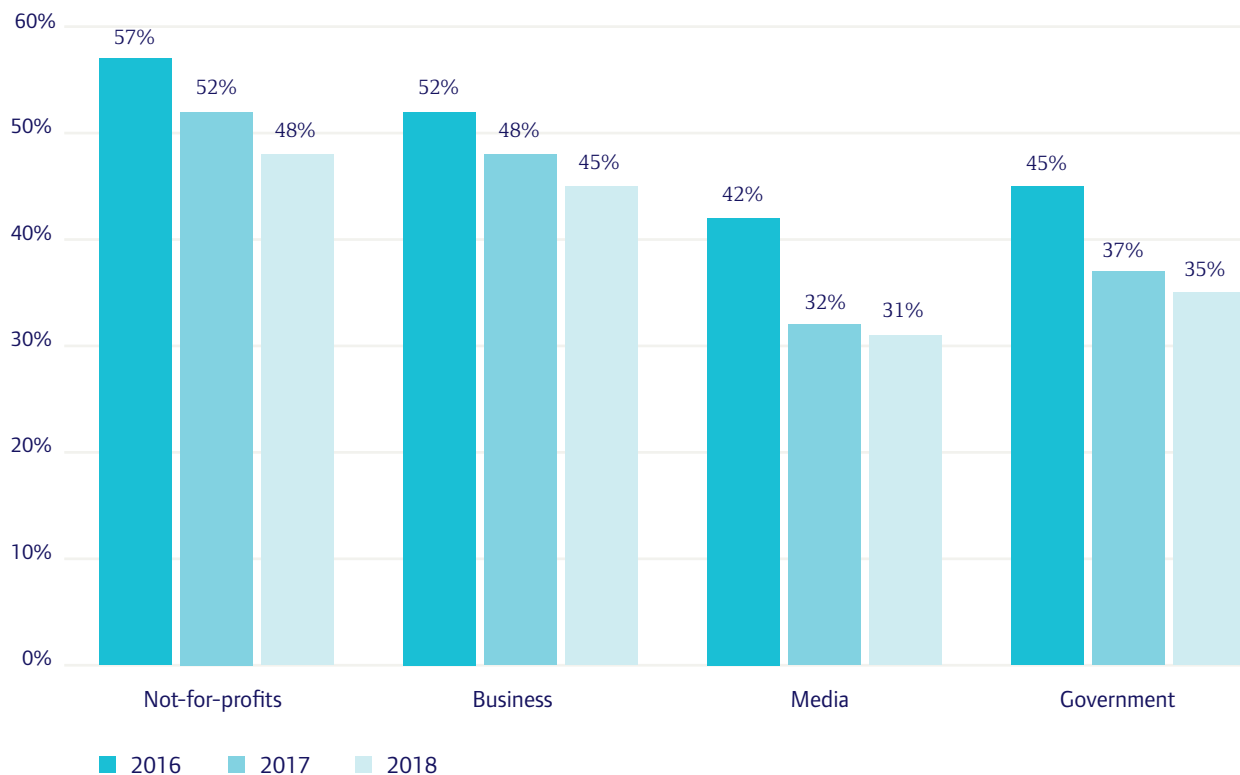
The future of NFP governance

As the NFP sector has changed, so too have the expectations the community has of it, particularly regarding its governance. Aside from failure to meet legal obligations, in many of the examples of misconduct and poor practice it is clear that community expectations of governance have not been met.

Governance must continue to mature to meet the challenges posed by a more complex and demanding operational environment. The record number of NFP directors and executives participating in AICD courses and events is one indicator of a growing consciousness of the importance of good governance to the sector.

There is no doubt that governance in NFP organisations has never been more in the spotlight. Amidst the change and uncertainty in the sector, strong and appropriate governance should be a critical priority for all NFPs.

Figure 2: 2018 Edelman Trust Barometer (institutions)



(Source: Edelman, 2018 Edelman Trust Barometer – Australia Results, March 2018)

" There is no doubt that governance in NFP organisations has never been more in the spotlight. Amidst the change and uncertainty in the sector, strong and appropriate governance should be a critical priority for all NFPs."

PRINCIPLE 1








PRINCIPLE 1

Purpose and strategy

The organisation has a clear purpose and a strategy that aligns its activities to its purpose

- 1.1 The organisation's purpose is clear, recorded in its governing documents and understood by the board
- 1.2 The board approves a strategy to carry out the organisation's purpose
- 1.3 Decisions by the board further the organisation's purpose and strategy
- 1.4 The board regularly devotes time to consider strategy
- 1.5 The board periodically reviews the purpose and strategy

Every organisation will have a purpose. For the organisation to be successful the purpose must be clear, and there must be a strategy that sets out how the organisation will work towards achieving its purpose. There are five critical questions relevant to determining purpose and strategy:

	<i>Why does this organisation exist?</i>
	<i>What does this organisation do?</i>
	<i>Who does this organisation benefit?</i>
	<i>How will this organisation achieve its goals?</i>
	<i>What does success look like for this organisation?</i>

What is a purpose?

An organisation's purpose is what it hopes to achieve. It is the reason the organisation exists, and all its activities should contribute to achieving its purpose in some way. It is the 'what' and the 'why' of an organisation's work. Purpose is the centrepiece of governance in the NFP sector.

NFPs are set up for many different purposes. For example, NFPs may have purposes such as:

- Promoting participation in a particular sport;
- Supporting the practice of a certain faith; or
- Providing accommodation and care to older Australians.

Some organisations may have more than one purpose. For example, a faith-based school might have the dual purposes of providing education and facilitating religious worship.

Some NFPs may have the same purpose for many years, while others may find themselves revising their purposes from time to time or creating new ones entirely. The role of the board in defining purpose will depend on several factors such as the maturity of the organisation or changes in its operational environment such as a cessation of funding.

Because purpose goes to the heart of an NFP's identity, any changes to it are often the product of a collaborative process involving considerable thought and debate.

Consideration of purpose will typically involve consultation between directors, staff, volunteers, members and other stakeholders such as clients and donors. It is important for an organisation's stakeholders to understand and support its purpose if it is to be successful in pursuing it.



Registered charities must only have 'charitable purposes' as are set out in the Charities Act 2013 (Cth). These include purposes such as: advancing health, promoting reconciliation and preventing the suffering of animals.

Understanding purpose

For an organisation to effectively and properly pursue its purpose, the people involved in the organisation must share a common understanding about the way that this is done. To do this, an organisation will have:

- Values that express what the organisation considers to be good; and
- Principles that express what the organisation considers to be right.

Together with purpose, these values and principles form the ethical framework of an organisation. This framework guides the decisions of the people involved in the organisation and should be reflected in its policies, systems and processes. The board should work to embed its ethical framework into all aspects of governance so that the organisation can pursue its purpose effectively and in the right way.

Organisational values are discussed in greater detail in *Principle 10: Culture*.

Communicating about purpose

An organisation's purpose should be communicated as clearly as possible so that it can be easily understood by everyone involved with the organisation. It is important that there is clarity about what an organisation aims to achieve and the way it does this.

There are many ways to communicate about purpose. Many organisations choose to express their purpose through a combination of mission and vision statements.

Mission statements describe what an organisation does to achieve its purpose. They are high-level statements and will generally aim to provide a clear and succinct summary of the reason the organisation exists.

For example:

- “To prevent cruelty to animals by actively promoting their care and protection” (RSPCA Australia);
- “To present opera that excites audiences and sustains and develops the art form” (Opera Australia); and
- “To support people who are blind or have low vision to live the life they choose” (Vision Australia).

Vision statements express what an organisation aims to achieve through its work by describing what the world would look like if they were successful in achieving their purpose. Vision statements are aspirational and should be something that inspires the people involved with the organisation.

For example:

- “All young Australians are supported to be mentally healthy and engaged in their communities” (headspace);
- “A world in which all children realise their full potential in societies that respect people’s rights and dignity” (Plan International Australia); and
- “For cricket to be Australia’s favourite sport, and a sport for all Australians” (Cricket Australia).

The way an NFP defines and expresses its purpose is a matter for the board, but careful consideration should be given to the way this is done so that any legal obligations are met. For example, changes to an organisation’s purpose may affect its eligibility to access certain tax concessions or registration as a charity.

It is common for an NFP’s purpose to be set out in its governing document, usually in the form of ‘objects’. Mission and vision statements are often used to develop the organisation’s objects so that they can be more easily communicated and understood.



In this document the term ‘governing documents’ refers to the documents that set out how an organisation must be run. These documents are usually known as the constitution, charter, rules or articles of association.

In some cases, an organisation’s purpose may be recorded in several different documents. An organisation might have relatively simple objects recorded in its constitution which are developed in greater detail through other sources such as its strategic plan.

Wherever an organisation’s purpose is recorded, it is important that it is clear and understood by everyone involved in the organisation, including the board.

Can an organisation’s purpose change?

An organisation’s purpose may change over time. For example, the organisation may have achieved its goal, or a new goal may have arisen. Boards should regularly review their purpose to make sure that it is still relevant and make changes if necessary.



An organisation’s governing documents and any laws that apply to it may set out requirements about how an organisation’s purpose can be changed, including any limits on what the purpose can be.

How often a purpose needs to be revisited will depend on the nature of the organisation and what its purpose is. Some purposes may last forever (for example, “to educate the children of Toowoomba”) whereas others may be time limited (for example, “to commemorate the centenary of the ANZAC”).

Sometimes, an NFP’s activities may drift away from its purpose over time because of a lack of control or because the relevance of the purpose has diminished. This is called ‘mission drift.’ This can give rise to significant problems and it is important that the board monitors alignment between the organisation’s activities and purposes, and takes steps to address misalignment if it occurs.

It is a good idea to seek legal advice before changing a purpose, as even small changes may have significant impacts, such as to an NFP’s entitlement to access certain tax concessions. Changes to purpose may also be constrained by other factors, such as the terms of grants and bequests

Having a not-for-profit purpose

Purpose is important for NFPs, but it is not what sets them apart from for-profit organisations (businesses). Many for-profit organisations also have a purpose (for example, Telstra’s purpose is “to create a brilliant connected future for everyone”). What sets NFPs apart is that their purposes are “not-for-profit”.

The ACNC provides the following definition of NFP:

MEANING OF NOT-FOR-PROFIT

Generally, a not-for-profit is an organisation that does not operate for the profit, personal gain or other benefit of particular people (for example, its members, the people who run it or their friends or relatives). The definition of not-for-profit applies both while the organisation is operating and if it 'winds up' (closes down) i.e. assets and income of the organisation shall be applied solely to further its objects and, no portion shall be distributed directly or indirectly to the members of the organisation, except as genuine compensation for services rendered, or expenses incurred on behalf of the organisation.

This definition does not mean that the people involved with an NFP cannot benefit from it, provided this benefit is consistent with the NFP's purpose. For example, an NFP could provide aged care services to its members provided its purpose was to provide those services. By comparison, if an aged care service made a profit from its operations, it could not share these profits with their members. This would be private benefit and not consistent with being an NFP.

In most cases, NFPs are required by law to have clauses in their constitution requiring the organisation to operate as an NFP. These clauses should set out how an NFP's assets and income are to be used when it is operating and if it winds up.

The ACNC provides example clauses that NFPs can use:

NOT FOR PROFIT CLAUSE

The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

THE DISSOLUTION CLAUSE

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

What is strategy?

If an organisation's purpose is the 'what' and the 'why' of its work, strategy is the 'how.' Strategy brings the organisation's purpose to life by setting out the way by which it will be achieved.

"...If you don't know where you're going, any road will get you there, said the Cheshire Cat to Alice..."

Lewis Carroll, *Alice's Adventures in Wonderland*, 1865

Strategy is the way an organisation defines its goals and aligns activities and resources with them. Strategy is also inherently linked with risk which is discussed in greater detail in *Principle 5: Risk management*.

Many organisations will develop a single document to express their strategy. This helps with communicating the strategy to the people involved in the organisation. Wherever a strategy is recorded, it is important that it is clear, understood by relevant stakeholders and that board decision-making processes are aligned to it.

Strategic planning

Many organisations use strategic plans to define how resources and activities will be aligned to a set of goals within a defined period. Strategic plans typically include several high-level goals which span several years and are reviewed at regular intervals.

Strategic plans make it easier to understand and communicate how an organisation is pursuing its purpose. Most strategic plans also include measures which are used to evaluate its performance. They can be useful tools to communicate with stakeholders about strategy, but they are not a strategy in and of themselves.

For many organisations, the process of strategic planning is as important as the plans that result from it. Strategic planning gives organisations the opportunity to reflect on their goals and to develop an understanding of their operational environment which assists in the development and execution of strategy.

The board's role in strategy

Strategy is a key responsibility of the board. How the board performs its role in developing strategy will vary depending on the organisation's characteristics.

Some boards will take an active role in strategy development, working with management and other stakeholders to define and communicate their short and long-term strategic direction. In other circumstances, the board may test and approve the strategy, but it will be substantively developed by management.



In this document the term 'management' is used to refer to an organisation's staff, typically, the CEO and executive staff. Not all NFPs employ staff, so in some circumstances this term may not be relevant.

Whatever the board's contribution to strategy development may be, its role in providing strategic thinking in decision-making is critical. Because directors are not generally involved in the day-to-day operations of a business, they are able to bring a more high-level perspective to their work. This is one of the most significant ways that boards can contribute to the effective governance of their organisations.

It is common in NFP organisations for directors to be more 'hands on', however care should be taken that this does not prevent them from bringing the necessary focus and attention to their role.

For example, boards might consider strategic questions such as:



What decisions do we need to make now to meet future financial needs?



To what extent are we prepared to tolerate failure in pursuit of innovation?



How does the community's perception of us impact our ability to achieve our objectives?

Boards should apply a strategic lens to their decision-making. This means that they should make their decisions in the context of the strategy, but also consider how their decisions may impact the organisation's strategy. For example, a decision they make could mean that the strategy needs to be amended.

Making time for strategy

There are many issues that demand boards' attention. Although boards should consider the organisation's strategy in all aspects of their work, they should also make time to consider the strategy directly.

Good strategy is designed to suit an organisation's operational environment. As a result, strategy must adapt to changes in the organisation's context to remain effective. Boards should review the strategy periodically and whenever a significant change might impact its execution.

It is common for boards to reserve time in their annual calendar dedicated to discuss and think about strategy. Some boards will do this by making strategy a standing agenda item while others may hold regular strategy days. Whatever the case, it is a good idea to create space to address strategy separately from other matters.



QUESTIONS FOR DIRECTORS



- * IS THE ORGANISATION'S PURPOSE CLEARLY ARTICULATED AND COMMUNICATED TO STAKEHOLDERS?



- * HOW DOES THE BOARD KNOW IF THE ORGANISATION'S ACTIVITIES ARE ALIGNED TO ITS PURPOSE?



- * HOW FREQUENTLY DO THE PURPOSE AND STRATEGY NEED TO BE REVIEWED?



- * HOW DOES THE BOARD ALIGN ITS DECISION-MAKING WITH THE STRATEGY?



- * IS TIME SET ASIDE IN THE BOARD'S AGENDA TO CONSIDER STRATEGY?



CASE STUDIES

HelpfulCare

HelpfulCare's purpose is recorded in its constitution as: "To support people in need through the provision of world-class services delivered with the care of a family." To bring their purpose to life, they have developed a policy document called 'Being HelpfulCare' which explains what their purpose is, what it means and how it is incorporated into their operations.

The board of HelpfulCare has approved a rolling five-year strategic plan which was developed by their Chief Executive Officer (CEO) under the supervision of the board who set expectations of timeframes and consultation. The strategic plan articulates five key goals which help give form to the organisation's purpose. The board reviews progress towards achieving their strategic goals annually and, as part of that, reflects on how effective its strategy has been. If necessary, the

strategy is refined or changed. It also formally reviews its strategic plan mid-way through its life.

To assist with making strategic decisions, the board of HelpfulCare requires management to provide at least a short explanation for any matter they are asking the board to make a decision on, describing how the issue relates to the achievement of their purposes. Agenda items and management reports are also categorised based on which strategic plan goal they relate to so that the board is always thinking about the relationship between their work and the strategy.

Strategy is a standing agenda item at every second board meeting and the board of HelpfulCare has a dedicated annual strategy day where directors meet for an extended period to discuss strategy, changes in their operational environment and 'big picture' ideas.

The Friendlies

The Friendlies' purpose is recorded in their constitution as "to facilitate and coordinate the goodwill and generosity of the local community." They have developed an 'organisational charter' that expands on this, describing the three main ways through which they aim to achieve this goal.

Every year in December the Friendlies hold a 'community planning day' where they identify three key goals for the year through a consultative process with their members. These goals are then

communicated to members and other stakeholders in their monthly newsletter and on their Facebook page. They are reported on at the end of the year in their annual report. This forms their strategic plan.

Twice a year the Friendlies' board holds a half-day meeting at which they meet with members to talk about their progress towards achieving their purpose and make any refinements necessary based on their consultation.

PRINCIPLE 2



PRINCIPLE 2

Roles and responsibilities

There is clarity about the roles, responsibilities and relationships of the board

- 2.1 Directors' roles are clear and understood by the board
- 2.2 Directors understand and meet their duties under the law
- 2.3 Directors meet any eligibility requirements relevant to their position
- 2.4 Delegations of the board's authority are recorded and periodically reviewed
- 2.5 The role of the board is clearly delineated from the role of management

To achieve good governance, the roles of the people involved in an organisation and their relationships to one another must be clear and understood. Because directors are at the top of the organisational hierarchy, they must make sure that they understand and meet the responsibilities of their roles.



In this document the term 'director' refers to the people who make up an organisation's board. In some organisations these people may be known as the board members, committee members, trustees, councillors, governors or by another name.

What is a director?

A director is someone who is validly appointed to be director of an organisation. Together, the directors of an organisation form an organisation's board and collectively have ultimate responsibility for the company. The process for appointing a director will generally be set out under an organisation's governing documents.

The law also recognises other people who are not formally appointed as directors but who act as directors (de facto directors), or people with whose instructions or wishes directors are accustomed to act (shadow directors). In some circumstances, it is also possible for a director to nominate another person to act in their place (alternate directors), although this will depend on the organisation's governing documents and any laws that apply to it.

Before accepting a position as a director, it is a good idea to ask:



Do I understand the responsibilities of this role, including my legal duties?



Am I prepared to dedicate the time and energy to perform this role in the way required?



Do I have the skills and experience to discharge the responsibilities of directorship?

Only if the answer to these questions is 'yes' should a person accept the responsibilities of directorship.

Sometimes a director of an NFP may also have other roles within the organisation. For example, a director of a sporting club may also be a coach, a player or a parent of a player. It is important for directors to be able to separate these roles and not allow one to improperly influence the other.

Who can be a director?

Generally, directors must be people over the age of 18 and who consent to taking on the responsibilities of the position. Otherwise, there is generally no particular qualification or experience level necessary to become a director under the law.

There may be requirements in an organisation's governing documents or in the laws that apply to it that set out eligibility requirements for directors. For example, if you are an undischarged bankrupt, you cannot be a director of a company under the Corporations Act.

Directors should know whether they are subject to any eligibility requirements and be satisfied that they continue to meet them. It is a good idea to set out any eligibility requirements for directors in a letter of appointment, and to regularly review whether all directors continue to comply with these requirements.

Directors' duties

There are two sources of director's duties: general law and statute.

Under the general law, directors have duties that are based on the relationship they have with the organisation. This is a special relationship based on trust; a relationship akin to being the trustee of someone else's money, and for this reason directors' duties are sometimes called 'fiduciary duties'.

Directors' duties are usually also set out under statute, though the way this is done will depend on how the organisation is incorporated.

The four main legal duties based on general law and statute are to:

- 1. Act in good faith and for a proper purpose**
 This duty has two parts. Firstly, acting in 'good faith' means that directors must act honestly, fairly and loyally. It requires that directors act in the best interests of the organisation (rather than in their own personal interests). The requirement to act for a 'proper purpose' means that a director's decisions must further the organisation's purpose and be made within the board's legitimate authority.
- 2. Act with reasonable care, skill and diligence**
 Directors must take their roles seriously and be diligent in the exercise of their responsibilities. That includes taking the necessary time to prepare for

board meetings, keeping abreast of the organisation's activities and understanding the organisation's financial position (including making sure the organisation can pay its debts when they are due), and attending and participating in board meetings.

3. Not to improperly use information or position

Information provided to directors to support them to fulfil their roles must only be used for the benefit of the organisation. Directors cannot use information provided to them as a director, or their role as a director, to harm the organisation or to gain an improper advantage for themselves or another person or organisation.

4. Disclose and manage conflicts of interest

Conflicts of interest are often unavoidable. They do not represent a problem in and of themselves. However, where a conflict of interests do arise, directors must disclose them, and manage them appropriately. Conflicts of interest are explored in more detail in *Principle 9: Conduct and compliance*.

There is some misconception that directors who are not remunerated for their work (sometimes called 'volunteer directors') are subject to lower standards of legal responsibility. This is not the case, and individuals should think carefully before accepting the responsibilities of directorship.

There are several laws that set out the specific duties to which directors are subject. For example, there are directors' duties under the common law, the laws that govern incorporated associations and under the Corporations Act. The ACNC governance standards also refer to directors' duties.

ACNC GOVERNANCE STANDARD 5: DUTIES OF RESPONSIBLE PERSONS

- To act with reasonable care and diligence;
- To act honestly and fairly in the best interests of the charity and for its charitable purposes;
- Not to misuse their position or information they gain as a responsible person;
- To disclose conflicts of interest;
- To ensure that the financial affairs of the charity are managed responsibly; and
- Not to allow the charity to operate while it is insolvent.

Often an organisation's governing document will also set out certain legal duties and require directors to comply with them. The ACNC has published a template constitution for NFP companies limited by guarantee which is a useful resource for organisations.²

It is a good idea in a letter of appointment for all new directors to set out the legal duties and to revisit these regularly as part of ongoing director development so that directors understand and are meeting them. This is discussed in greater detail in *Principle 3: Board composition* and *Principle 4: Board effectiveness*.

There also are other specific legal obligations imposed on directors regarding issues such as work health and safety, tax and the environment.

To whom do directors owe their duties?

Directors' duties reflect the relationship that directors have with the organisation and its members. Directors are entrusted with the responsibility of governing an organisation and so the law expects that they will act in the best interests of the organisation and be accountable for their actions.

Directors owe their duties to the organisation as a whole – meaning that they must act in the best interests of the organisation and its members. It is assumed that the organisation will exist on an ongoing basis (in perpetuity), and as such the interests of future members should also be considered.

In exercising their responsibilities, it is a good idea for directors to consider how their decisions might impact other stakeholders who are not members, such as clients and community members. This may be beneficial to the organisation's strategy and assist with improved decision-making, but it is important to recognise that directors do not have a specific legal duty to act in the interests of these stakeholders (aside from obligations arising from other specific laws, for example regarding environmental protection or WHS).

Some directors are appointed to the board to contribute the perspective of a certain stakeholder group. For example, a federated organisation might appoint directors from its state and territory divisions to its national board. This can provide valuable insight and promote a sense of involvement among stakeholders.

² <https://www.acnc.gov.au/tools/templates/constitution-charitable-company-limited-guarantee>

However, it is important to recognise that even though a director may be appointed because of their relationship to a stakeholder group, they must exercise their duties in the interest of the organisation and apply an independent mind to their responsibilities.

Role of the board

The board is responsible for the overall governance, management and strategic direction of the organisation. As a result, the board has ultimate accountability for its activities and performance. Boards are comprised of an organisation's directors who can only exercise their authority when acting as a collective.

This also means that directors may still be held legally responsible for decisions of the board, even though they may not have supported it individually.



In this document the term 'board' refers to an organisation's governing body (its directors acting as a collective). In some organisations these people may be known as the committee of management, council or by some other name.

The role of the board may vary slightly depending on the nature of the organisation. The boards of smaller or newer organisations, or those without paid staff, may have a more operational focus, whereas the boards of larger and more established organisations may take a more strategic approach to their work. Boards must decide for themselves how best to contribute to their organisation to make a positive impact and to meet their duties under the law.

The role of the board can be broken down into six different dimensions:



Strategy

Establish strategies to guide, monitor and control the organisation's activities.



Resources

Make resources available to achieve the strategy and oversee their use.



Performance

Monitor the organisation's performance.



Compliance

Oversee processes to comply with legal and regulatory requirements.



Risk

Oversee a risk management framework that supports informed decision-making by the organisation.



Accountability

Report progress and align the collective interests of members, stakeholders, board, management and employees.

To assist in defining the role of the board and understanding its legal obligations, many boards choose to develop a board charter to govern the way the board works and fulfils its responsibilities. This is a document that sets out the respective roles, responsibilities and authorities of the board.

Delegation of the board's authority

The board has ultimate responsibility for and control over the way an organisation is run, except in some matters which may require the involvement of members (such as changing the organisation's governing documents). However, boards can choose to delegate part of their authority to others, such as an organisation's staff and volunteers.

An organisations' governing documents (particularly its constitution) and any other laws that apply to it may limit the ability of the board to delegate its authority.

There are some parts of the board's authority that are considered good practice to be reserved for the board or which the board may be required to retain under the law, for example:

- Appointing, overseeing and evaluating the performance of the CEO;
- Approving the budget and strategy; and
- Reviewing and approving financial reports.

It is important that any delegation of the board's authority is clearly defined and recorded appropriately and regularly reviewed. One of the ways this can be done is through establishing delegation policies that set out which of the board's authorities are being delegated and the circumstances under which they can be exercised.



The board may delegate some of its authority, but it cannot delegate its responsibility. The board is still ultimately accountable for any of its powers that are exercised by others on its behalf.

Board committees

Many boards establish committees to assist with their work. Committees can also be a helpful way to build and access expertise as committee members do not necessarily have to be directors. Some committees may operate for a defined period (for example, to oversee the appointment of a new CEO) and are referred to as ‘ad hoc committees.’ Others may operate on an ongoing basis (for example, a fundraising committee) and are referred to as ‘standing committees’.

For example, many boards will establish an audit committee to assist the board on an ongoing basis with oversight of financial reporting and the appointment of the auditor.



Although the board may delegate some of its responsibility or authority to a committee, the board is still accountable for the operation of its committees and for the use of any delegated authority by those committees.

One way this can be done is through establishing a committee’s ‘terms of reference’ which include:

- What the committee’s purpose is;
- What its powers are (if any);
- Who its members will be;
- Who its chair will be;
- How often it will meet;
- How it will report to the board; and
- How often it will be reviewed.

The role of the chair

In the boardroom, the chair is *primus inter pares* – first among equals. Their role is to manage the business of the board both inside and outside of the boardroom. The chair does not hold greater authority than any other director but will generally have additional responsibilities.



In this document the term ‘chair’ refers to the person who leads and manages the business of the board. In some organisations this person may be known as the president, convenor or by some other name.

In the boardroom, the chair has a number of responsibilities such as facilitating discussion, ensuring that agenda items are dealt with in sufficient detail and that decisions are made appropriately.

The chair also has a number of responsibilities outside the boardroom including overseeing an appropriate flow of information to the board and maintaining a close link between the board and management. The role of the chair is often characterised as managing the business of the board because the chair is generally responsible for board’s operations, including setting its agenda and approving board papers. It is important that there is a strong, collegiate relationship between the chair and the CEO.

The role of the chair is generally not set out in law. However, an organisation’s governing documents may set out requirements such as how the chair is appointed and what their responsibilities are.

The role of the company secretary

Many boards appoint a company secretary (in some NFPs this person could be called the ‘public officer’) to facilitate corporate governance processes and support the operation of the board. The company secretary generally has responsibility for coordinating board minutes and papers, and monitoring compliance of the board and its committees with the law, the organisation’s governing documents and its internal policies. For companies, the Corporations Act specifically requires that the board appoint the secretary (s204D).

It is common for the company secretary to also have other roles within the organisation such as being general counsel. In smaller NFPs, the company secretary is often one of the directors.

The company secretary often has other obligations outside the boardroom. For example, the company secretary may take on responsibility for liaising with regulators on behalf of the board and complete timely and proper completion of any returns, such as the obligation of charities to notify the ACNC when a director is added or removed from the board. The organisation’s governing document or the laws that apply to them may also set out specific responsibilities for the company secretary.

It is common for the company secretary to report both to the CEO and to the board. Directors should be able to communicate directly with the company secretary without having to go through the CEO. Often the decision to appoint and remove a company secretary will be left to the board.



An organisation's governing documents and any laws that apply to it may set out requirements about who can be appointed as company secretary and the way this must be done.

The role of management

Directors act collectively to provide governance and oversight of an organisation and will typically meet several times per year for a limited period of time. It is not practical for boards to direct the day-to-day operations of an organisation, or to perform themselves the tasks necessary for an organisation to achieve its goals. For this to happen, the board must delegate some of its authority to 'management' (paid or unpaid workers).

For example, the board will generally delegate authority for the CEO to use the organisation's financial resources within the limits set by the budget and in alignment with the strategy. It is important that any delegation of the board's authority to management is recorded and regularly reviewed.



Although the board may delegate some of its responsibilities or powers to management, the board is still ultimately accountable for management and for the use of any delegated authority by management.

The board oversees the strategy while management develops and implements the plans to achieve it. Boards are expected to operate on a more long-term and strategic basis. By comparison, management should be concerned with the more immediate operational needs of the organisation.

"A company in many ways may be likened to a human body. It has a brain and a nerve centre which controls what it does. It also has hands which hold the tools and act in accordance with directions from the centre. Some of the people in the company are mere servants and agents who are nothing more than hands to do the work and cannot be said to represent the mind or will. Others are directors and managers who represent the directing mind and will of the company and control what it does."

Lord Justice Denning, *HL Bolton (Engineering) Co Ltd v TJ Graham and Sons Ltd*, 1957

In practice, the division of responsibility between the board and management may be less defined. It may be possible in theory to divide responsibilities between the board and management, but it is likely that the line between the two will shift as an organisation's needs and environment changes.

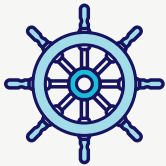
Boards should take an active role in considering where this line is drawn and in reviewing whether the focus of their discussions is appropriate to make sure they, and management, are making the most impactful contribution to the organisation.



QUESTIONS FOR DIRECTORS



DO DIRECTORS UNDERSTAND AND MEET THEIR RESPONSIBILITIES, INCLUDING LEGAL DUTIES?



ARE THE ROLES AND RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL DIRECTORS CLEAR?



ARE ANY DELEGATIONS OF THE BOARD'S AUTHORITY CLEARLY RECORDED AND REGULARLY REVIEWED?



IS THERE AN APPROPRIATE SEPARATION BETWEEN THE ROLE OF THE BOARD AND OF MANAGEMENT?



ARE DIRECTORS SUBJECT TO ANY ELIGIBILITY REQUIREMENTS AND ARE THEY CONTINUING TO MEET THEM?



CASE STUDIES

HelpfulCare

The board of HelpfulCare has established a board charter that broadly sets out the roles and responsibilities of its directors, the eligibility requirements that apply to them, and their duties under the law. The charter is a board-approved policy document and is reviewed annually so that it is relevant and to keep it fresh in the minds of directors.

HelpfulCare also has a board policy handbook that includes a range of governance policies about how the board will operate. The handbook includes policies that explain in detail the roles and responsibilities of directors, the chair, the CEO and the company secretary.

The handbook also includes a policy on how the board will use committees. In line with the policy, the board of HelpfulCare has established three committees, each with its own terms of reference that are approved by the board and reviewed every two years. The HelpfulCare board has an audit committee, a risk committee; and a nominations committee.

The board's delegation policy sets out how the board's powers may be delegated to management or to committees. The policy also requires that any delegation be reviewed after a certain period. Delegations of the board's authority are also recorded in a register so there is clarity for the people involved with the organisation on who has delegation and how it is to be exercised.

The Friendlies

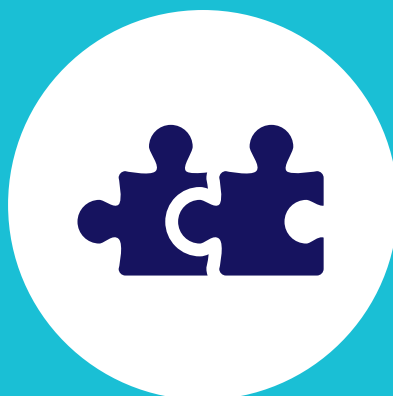
When calling for nominations for directors, the Friendlies provides a copy of a position description for directors which explains what the board and directors do.

When people are appointed as directors, they receive a letter of appointment from the chair which sets out the expectations of their roles. The letter includes matters such as eligibility requirements for directors, minimum attendance at board meetings and their general legal duties. Directors are required to sign and return the letter, which affirms that they understand their responsibilities and meet the relevant eligibility requirements, and they will advise the board if they are no longer eligible.

The Friendlies employ one staff member (their part time coordinator). Their position description is set out in their employment contract, which also explains their responsibilities and their relationship to the board.

The Friendlies do not have any ongoing committees. However, from time to time they establish ad hoc committees for specific projects. In the past they have had committees for coordinating their ten-year anniversary and for reviewing their constitution. When they established the committees and their terms of reference, they also record these details in the board minutes.

PRINCIPLE 3



PRINCIPLE 3

Board composition

The board's structure and composition enable it to fulfil its role effectively

- 3.1 Directors are appointed based on merit, through a transparent process, and in alignment with the purpose and strategy
- 3.2 Tenure of directors is limited to encourage renewal and staggered to retain corporate knowledge
- 3.3 The board reflects a mix of personal attributes which enable it to fulfil its role effectively
- 3.4 The board assesses and records its members' skills and experience, and this is disclosed to stakeholders
- 3.5 The board undertakes succession planning to address current and future skills needs in alignment with the purpose and the strategy

Having the right people around the table is critical to the effectiveness of a board. Boards should look critically at who their directors are and how they are appointed. There is no one-size-fits-all ideal structure and composition for boards. Instead, the directors must decide what form their board should take and give consideration to how this might change over time.

Appointing directors

Directors are generally appointed by:

- direct appointment by the board; or
- election by the members.

Organisations may use either of these methods or a combination of the two. Generally, an organisation's governing documents and any laws that apply to it will set out requirements about who can be appointed as a director and by what process they must be appointed.

It is a good idea to set out the process for appointing directors in a policy. This policy should include matters, such as who is eligible to be a director, how they can nominate and any processes that must be followed so that their appointment is valid. Making this policy available to stakeholders, especially members, can help promote transparency and will help prospective directors to understand the process.

If directors are appointed by election, it is important the process is transparent. One way that this can be achieved is through appointing an impartial third party (sometimes called a 'returning officer') to oversee the process so that it is fairly and properly run. Often an organisation's governing documents will set out the requirements in relation to the election process.

Tenure of directors

Directors are generally appointed for a fixed term. The total time that they are appointed for (which may include several terms) is referred to as 'tenure'.

Once a director's term concludes they will either be reappointed for another term or they will cease to be a director. An organisation's governing documents will generally set out requirements about how long a director is appointed for, whether they can be reappointed and,

if so, whether there is a limit to the number of terms (or years) that a person can serve as a director.

It is a good idea for a director's tenure to be limited to encourage renewal. Although there may be good reason for a director to serve for an extended period in certain circumstances, there are many benefits to bringing fresh perspectives onto a board.

Boards should consider how a director's tenure may impact their performance, particularly if serving for ten years or longer. Even if a director does serve for an extended period, limiting tenure will encourage regular review about whether their appointment continues to be in the best interest of the organisation.

It is also important to consider how the mix of tenure on a board might affect the retention of institutional knowledge. If too many directors depart at once, this could result in the loss of important history and context, which helps the board to make good decisions. Directors also play an important role in mentoring their peers and so it is important that new directors can work with, and learn from, more experienced directors as part of their induction process.

For this reason, it is a good idea to stagger board tenure so that the number of departing directors, new directors and ongoing directors is balanced.

Measuring skills and experience

To understand what skills they have, address shortages and forecast future needs, many boards quantify and record their directors' skills and experience in a 'skills matrix.'

A skills matrix is a document that profiles its directors' skills and experience. There are several ways that this can be presented, including which skills are highlighted within the matrix. Boards should consider what skills and experience are relevant to them in the context of their purpose and strategy.

The example simple skills matrix below demonstrates how three fictional board members have been assessed against a set of general criteria. Some more detailed matrices will ask directors to assess their proficiency within the set criteria.

Figure 3: Example board skills matrix

	Accounting	Investment	Legal	Human Resources	Technology	Marketing	Fundraising	Industry	Governance	Media	Risk	Government
Amrita Chandra	✓	✓		✓	✓		✓				✓	
Jose Garcia			✓					✓	✓			✓
Rashia Abdi				✓	✓	✓	✓		✓		✓	

While technical skills are important, boards should look beyond these to consider the other attributes of directors such as a passion for the organisation's purpose and soft skills such as communication, negotiation and conflict resolution. One of the more challenging balances to strike is in having diverse perspectives and encouraging robust debate while maintaining a respectful and cohesive working relationship between directors. The absence of a collegiate approach to decision-making can lead to dysfunction and decision paralysis.

It is a good idea for boards to disclose their members' skills and experience to stakeholders to help them understand who is responsible for governing the organisation. Although some boards may disclose a full skill matrix as in the example of Figure 3, NFPs will also provide this information in an anonymous way. For example, through recording how many directors have a certain skill without disclosing which particular directors have this skill.

The skills matrix can also be a useful way to identify areas for board training, development and succession planning.

Size of the board

Boards need to have enough members to fulfil their responsibilities, access the skills and experience they need, and to facilitate changes to composition without major disruption. However, if the board is too large it may be difficult for all directors to contribute and this may undermine its effectiveness.

Boards must determine for themselves, within the limits imposed on them by their governing documents and the law, what the ideal board size is for their circumstances. Generally, NFP boards tend to be between six and 11 people, though they may be smaller or larger.

An organisation's governing documents and any laws that apply to it may set out requirements about the minimum and maximum number of directors a board may have. There may also be requirements about how many directors must be present at a meeting for it to be valid (quorum).

Succession planning

Succession planning refers to taking a methodical approach to projecting the future skill and experience needs of the organisation, and putting plans in place to meet them. Boards should forecast when vacancies will arise and identify suitable candidates to facilitate smooth transitions between directors.

It is important that a board is prepared to respond to and meet the gaps created by the natural rotation of directors, or more unexpected events such as sudden illness or death. Boards should engage in succession planning not only for directors, but also for the CEO and other senior staff. This is not always a precise activity, and so boards should be prepared to be flexible in their approach.

One way this can be done is through maintaining a list of suitable and interested candidates to create a pipeline of prospective directors that can be drawn on in response to need. Some boards use more structured programs such as allowing prospective directors to be 'observers', so they can learn about the board's business (without participating in decision-making) and be better prepared when a vacancy arises. It is also common for boards to appoint people to committees with a view to preparing them to become directors in the future.

It may be helpful to get advice from a recruitment consultant to deepen the talent pool of potential new directors.

Board diversity

One of the benefits of having a board is that it brings several minds to focus on a shared purpose. This benefit is multiplied when directors bring diverse perspectives to bear on their work, making available different ways of processing information and solving problems.

Governance is a team sport, and as with any sports team it is the quality of the team overall (and not any individual member) that defines its success.

The arguments for the importance of board diversity have their roots in social justice, drawing on principles of equality and fairness. However, research demonstrates that diversity on the board can contribute to improved performance. Diverse boards have also been shown to increase staff retention and engagement, promote a better understanding of an organisation's stakeholders and drive innovation. Diversity also assists in deepening the talent pool from which to draw staff, executives and directors.

Boards should aim to reflect a mix of personal attributes in their composition. This may include:

- Gender;
- Cultural and linguistic background;
- Professional experience;
- Sexuality;
- Attitudes;
- Age;
- Educational qualification;
- Lived experience;
- Technical skills;
- Socioeconomic background;
- Marital or family status;
- Boardroom behaviours;
- Religious belief; and
- Gender identity.

Research has shown that it is not only the diversity of personal attributes which influence a board's performance but also diversity in thinking style. This is referred to as 'cognitive diversity.'

Diverse boards also send an important message about the values of an organisation and the society it wishes to create. There has been a significant focus on the representation of women on boards for many years which recognises the imbalance of female participation in the workforce, particularly in senior roles. Much progress has been made in this regard, but there is also increasing focus on other aspects of diversity, such as the under representation of people from culturally and linguistically diverse backgrounds.

Achieving board diversity

Diversity can be a challenging goal for organisations to achieve. For many NFPs, simply finding someone who is willing to serve as a director can be challenging enough, let alone representing multiple diverse attributes in a small cohort of people. This difficulty can be compounded for organisations whose directors are appointed by election where the board may have limited opportunity to influence its composition.

One way through which boards can aim to achieve diversity is through establishing a diversity policy. This is a policy that both expresses the organisation's commitment to achieving diversity and outlines the practical measures the organisation will take to achieve diversity. For example, a diversity policy might:

- Set targets for the representation of certain personal attributes (such as gender) on the board or in the staff cohort, and measure and publicly report on performance against these targets;
- Commit to inclusive and flexible employment practices such as providing reasonable adjustments to physical work environments for people living with disability, and providing flexible working arrangements to support different lifestyle needs;

- Support programs that encourage and celebrate diversity such as cultural awareness training and networks for lesbian, gay, transgender and intersex people and their allies; and
- Require that recruitment practices are inclusive to guard against conscious and unconscious bias in selection processes.

Setting performance targets around diversity is important because what gets measured gets done. For example, many boards in the private sector have committed to ensuring at least 30 per cent of their board are women because this number has been shown to be the 'tipping point' after which diversity will usually become entrenched in an organisation's culture.

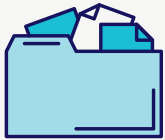
"Setting performance targets around diversity is important because what gets measured gets done.."



QUESTIONS FOR DIRECTORS



- * IS THE PROCESS FOR APPOINTING DIRECTORS CLEARLY DEFINED, TRANSPARENT AND FOLLOWED?



- * WHAT IS THE BOARD'S CURRENT SKILLS MIX, AND HOW IS IT COMMUNICATED TO STAKEHOLDERS?



- * WHO WILL BE LEAVING THIS BOARD IN THE NEAR-TERM FUTURE AND IS THERE A PLAN TO RESPOND?



- * WHAT SKILLS WILL THE BOARD NEED IN THE FUTURE AND HOW WILL THEY BE ACCESSED?



- * WHAT STEPS HAS THE BOARD TAKEN TO PROMOTE DIVERSITY?



CASE STUDIES

HelpfulCare

HelpfulCare has six directors. Each director is appointed for a three-year period. The appointments are staggered so that there are never more than two members departing the board at any one time (unless they depart for other reasons, including resignation). The constitution allows the appointment of members to casual vacancies. The board has a composition policy which they use to assist them in making decisions to appoint directors.

The composition policy sets out the skills and experience it is seeking from its directors. The board reports its directors' skills against five key dimensions:

- Sector knowledge;
- Strategy and risk;
- People, culture and conduct;

- Financial acumen; and
- Regulation and governance.

The number of directors with each skillset is communicated through the annual report. The board has also set a quota of having 40 per cent women on its board, and its performance in this regard is also communicated in the annual report.

HelpfulCare's board review their composition annually and consider this in the context of succession planning. The board's nominations committee is charged with identifying and developing relationships with suitable candidates for board roles consistent with the requirements of the composition policy.

The Friendlies

The nine directors of the Friendlies are elected by the membership at their annual general meeting. Directors are elected for a two-year period. The Friendlies' constitution sets out how elections are to be held, including if directors can be reappointed after their two-year term. The relevant parts of the constitution are circulated to members in advance of the annual general meeting.

The Friendlies communicate their directors' skills and experience by including profiles of them in their annual report. The board maintains a skills matrix but this isn't disclosed to stakeholders. At the annual general meeting, the president makes a statement (approved by the board)

about the skills gaps they are seeking to address. At the meeting, those nominating for a position are allowed the time to address the members about how their skills and experience would benefit the organisation.

At the discretion of the president, members are permitted to attend for non-confidential parts of a few board meetings to act as 'observers'. The immediate past president has a special role set out in the constitution which enables them to continue on the board for one year in order to provide continuity, and to take a mentoring role with new members, at the board's discretion.

PRINCIPLE 4



PRINCIPLE 4

Board effectiveness

The board is run effectively and its performance is periodically evaluated

- 4.1 Board meetings are chaired effectively and provide opportunity for all directors to contribute
- 4.2 Directors seek and are provided with the information they need to fulfil their responsibilities
- 4.3 Directors are appropriately inducted and undertake ongoing education to fulfil their responsibilities
- 4.4 The board's performance, as well as the performance of its chair and other directors, is periodically evaluated
- 4.5 The relationship between the board and management is effective

For a board to be effective it must take a thoughtful, disciplined and professional approach to its work. This can be done through careful forward planning of board business, efficient operation of board meetings, regular performance assessments and effective chair arrangements. This is true not only for the board, but also for its committees.

Board agendas

An agenda is a document that sets out what business will be considered at a meeting. It lists the matters being addressed, the order in which they will be discussed and how much time is allocated for each. Agendas help directors to prepare for meetings and align their focus to the work of the board. They also assist the chair in ensuring that issues are dealt with in an appropriate order and depth during the meeting.

Board agendas are usually prepared by the chair with the assistance from the CEO or company secretary. It is a good idea for the chair to invite directors to contribute to the formulation of the agenda, however, generally the chair has final say on the agenda. That said, directors should always have opportunity to raise issues for the attention of the board at meetings. This is usually done through a standing agenda item of 'other business.'

Effective agendas will specify the expected outcome of each item before the board. The agenda should indicate whether each item is for decision, for discussion, to be noted or presented as information only. It is helpful if agendas indicate this as some matters cannot be deferred and directors should come prepared to act.

Board meetings

For the most part, the work of a board is conducted through meetings. Boards can only exercise their authority as a group, and so meetings provide the opportunity for directors to gather, deliberate and exercise their authority.

How meetings happen will vary between organisations. Within any limits set by the law and by their governing documents, boards can generally determine for themselves how they meet including with what frequency, by what method (in person or electronically) and at what time.

An organisation's governing documents and any laws that apply to it may set out requirements about how meetings are held. For example, there may be requirements about:

- When and how directors must be notified of a board meeting;
- How many directors must be present for a meeting to be valid (quorum);
- Whether meetings must be held in person or electronically;
- How decisions are made at meetings (for example, by poll or by show of hands);
- How decisions can be made without a board meeting (usually in writing following a particular process, which may be necessary for urgent matters);
- How many meetings must be held in a year; and
- Any minimum attendance requirements for directors

It is a good idea for the requirements around how a board conducts its meetings to be set out in a policy document.



Many laws now are 'technology neutral' meaning that they do not specify or require the use of a particular technology. However, it is a good idea to check your governing documents and any laws that apply to your organisation about how meetings must be held.

Making decisions

The most important function of a board meeting is to make decisions. This is how the board exercises its authority.

An organisation's governing documents and any laws that apply to it may set out requirements about how decisions must be made. For example, under the Corporations Act, decisions can only be made when supported by a majority of directors unless otherwise specified in an organisation's governing documents.

Many boards, particularly NFP boards, aim to make decisions by consensus (by general agreement). This means that through discussion a board aims to make a decision that has the broad support of most, if not all, directors. However, once a decision has been made, all directors (even those who may not have agreed with the decision) will be held responsible for it.

Board minutes

Board minutes are used to record the activities and decisions of a board. They are not a transcript of every word that was said during a meeting or a record of directors' individual contributions.



An organisation's governing documents and any laws that apply to it may set out requirements about how minutes must be recorded, for how long they must be stored and to whom they must be made available.

If possible, it is a good idea for the minutes to be taken by someone who is not participating in the meeting so that those people participating can focus on the meeting. Often the minutes will be taken by the company secretary. The person who takes the minutes should be someone who is trusted to hear confidential information about the board's business.

The board should approve the minutes of each meeting to confirm that they are an accurate record of their work. It is a good idea for draft minutes to be circulated to the board soon after a meeting while the business of the meeting is still fresh in directors' minds and then approved before or at the next meeting.

The amount of detail included in the minutes will vary between organisations. Generally, minutes will include matters such as:

- What meeting was held, where and when;
- The names of attendees and any apologies;
- Any conflicts of interest declared;
- Matters discussed at the meeting; and
- Any decisions made by the board.

Minutes are one way that a board can demonstrate its accountability for its decisions. For significant decisions, it is a good idea to briefly outline any factors that were considered in decision and the amount of time allocated for discussion. This can help to establish that directors have exercised proper care and diligence in the exercise of their authority.

It is important to note that minutes can be used as evidence in legal proceedings and as such it is important to take care in the preparation of board minutes.

Board papers

Directors are responsible for ensuring they have access to the information they need to make their decisions. This is part of their duty to act with care in diligence which is discussed in greater detail in *Principle 2: Roles and responsibilities*. One of the ways they do this is through requesting and receiving information in the form of board papers.

Board papers are usually prepared by people who are not directors, but who understand the board's needs such as the CEO or company secretary. Information in board papers should be consistent, coherent and complete. Board papers are part of the official records of the company and should be maintained in accordance with any requirements regarding recordkeeping that may be set out in an organisation's governing documents or under the law.

It is the responsibility of directors to read and understand the information contained in board papers. If directors feel they need more information to perform their roles, it is their responsibility to seek it out. To do this, it may be necessary to consult with an organisation's staff and directors should do this by working with and through the CEO.

"The more things that you read, the more things you will know.

The more that you learn, the more places you'll go."

Dr Seuss

In some circumstances, directors may also need to access the independent advice of external experts such as legal practitioners, for example in relation to the exercise of their legal duties.

Planning board business

A well-planned meeting schedule helps identify the key issues for the board's attention and helps directors address issues in a timely and logical manner.

Many organisations use a 'board calendar' which assigns important and recurring governance matters to scheduled meetings in a single document. Board calendars help directors to govern effectively by aligning the focus of the board to its priorities and obligations for the year. Board calendars can also help prevent items from being overlooked and assist directors to take a more long-term view of their work.

One way to develop a board calendar is to list the key issues that a board will need to consider throughout the year and allocate them to a particular meeting. The example below demonstrates how this can be done with regard to the board's focus on finance matters.

Figure 4: Example board calendar – finance matters

	J	F	M	A	M	J	J	A	S	O	N	D
Finance												
Budget review and approval					✓							
Review of annual financial report								✓				
Management accounts review	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Investment strategy review		✓							✓			

Inducting board members

Directors have all the responsibilities that come with their roles from the moment they are appointed. As such, it is important that they are prepared to fulfil their responsibilities. A thorough induction process can assist with this.

It is a good idea for new directors to receive a letter of appointment that sets out what their responsibilities are and any other information relevant to their appointment. This letter should also outline the process for induction.

The induction process should be tailored to reflect the circumstances of the organisation as well as the skills and experience of the new director. Generally, induction processes will include:

- Providing information such as the governing documents, board charter, the strategic plan, recent board papers and minutes, board policy handbook, and the board calendar;
- Introduction to key individuals including the CEO and senior staff, the chair and other board directors;
- Establishing a mentoring relationship with a more experienced director; and
- Providing briefing and training to familiarise new directors with the organisation and their responsibilities as directors, including regarding key organisational risks.

After a board member has been inducted, seeking their feedback about the process is a good way to identify any additional learning needs, and to improve the process for future inductees.

Chairing board meetings

The role of the chair is critical in supporting effective meetings. Outside the boardroom, the chair plays an important role in setting the board’s agenda and in ensuring that board members have access to the information they need to fulfil their responsibilities. Inside the boardroom the chair facilitates discussion so that all agenda items are dealt with appropriately.

The chair also plays an important role in setting the tone for the board and aligning discussions to the organisation’s purpose. Board meetings should be collegiate, and the chair facilitates this by setting the example of behaviour and by providing clarity of purpose to decision-making. The chair should provide opportunity for all directors to be heard, and facilitate and enforce respectful conduct between directors.

Board-management relations

An effective relationship between the board and management contributes significantly to the effective operation of the organisation. Although management reports to the board, it is important that the relationship between the two is based on mutual trust and respect.

Management and the board must work together as a team to achieve the organisation's purpose. For this relationship to be effective, each must understand and respect the role of the other. Directors must be prepared to seek and accept management's advice, but to do so in a way that is constructively critical and challenging without undermining trust or being unduly interfering.

This can be a challenging dynamic and while it is a good idea to record how this relationship is managed in a policy document such as a board charter, its impact is felt in the translation of these principles into practice in the boardroom.

Because directors do not have individual executive authority within an organisation, their interactions with management should generally be channelled through the chair and CEO. It is not the role of individual directors to supervise or direct the work of staff or volunteers. It is a good idea for board members to keep the CEO informed about any relevant interactions they have with management as a courtesy.

Chair-CEO relations

The relationship between the chair and the CEO is critical to the effective operation of the board and, by extension, the organisation. The chair represents the board to the CEO and acts as a conduit for communication between the board and CEO between board meetings.

It is a good idea for the chair and the CEO to meet on a regular basis outside board meetings to develop this relationship and to provide opportunity for frank and open discussions. Often the chair will act as a mentor and sounding board for the CEO, working closely together to align the activities of board and management.

The chair will also generally take responsibility for leading the process around CEO remuneration, performance and succession planning. It is also common for the chair to lead the process for CEO appointment and, if necessary, disciplinary action or dismissal.

"Management and the board must work together as a team to achieve the organisation's purpose. For this relationship to be effective, each must understand and respect the role of the other."

Reviewing the performance of the board

The board should work to continuously improve the way it fulfils its responsibilities. To enable this, it is common for boards to undertake formal performance reviews which help to identify gaps in the governance framework and opportunities to develop. The aim of this exercise is to evaluate the effectiveness of the board and may include a focus on the board, its committees, individual directors, the chair or a combination of these.

How an evaluation is done and with what frequency is a matter for the board to consider, but it is a good idea to have a formal process that outlines how these are to be undertaken. Board evaluations may be done either internally or by use of an external consultant. It is common for boards to undertake an internally-managed board review on an annual basis and an externally facilitated review every few years.

The chair generally has responsibility for overseeing the process of board evaluation, often with the assistance of a committee.



QUESTIONS FOR DIRECTORS



HOW WELL PREPARED ARE NEW DIRECTORS TO TAKE ON THEIR RESPONSIBILITIES?



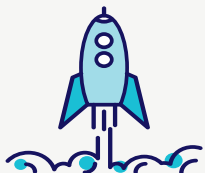
DO DIRECTORS HAVE ACCESS TO THE INFORMATION THEY NEED TO MAKE INFORMED DECISIONS?



IS THERE A TONE OF RESPECT AND COLLEGIALLY IN BOARD MEETINGS?



DO DIRECTORS UNDERSTAND THE DELINEATION BETWEEN THE ROLES OF BOARD AND MANAGEMENT?



WHAT STEPS IS THE BOARD TAKING, OR SHOULD THE BOARD BE TAKING, TO IMPROVE ITS PERFORMANCE?



CASE STUDIES

HelpfulCare

The chair of HelpfulCare is elected every year by the board following the annual general meeting. Their appointment is at the discretion of the board.

The nominations committee oversees a formal induction process for new directors. This involves a dedicated training program accompanied by specific information about the organisation's governance such as the constitution and board handbook. As part of this process, directors meet with the chair and the CEO, and are provided with opportunities for further meetings as required.

The board has a budget for learning and development and all directors are required to assess their training needs every year and undertake any identified training with the approval of the board.

The board engages an external consultant to undertake an annual board review and its individual directors, and the chair receive 360-degree appraisals every two years. This process provides management with the opportunity to provide feedback about the board, which is reviewed by the governance committee and summarised for the board with recommendations for development.

The chair meets regularly with the CEO and works closely with them on the development of the agenda and board papers. Board papers must be approved by the chair before they are circulated to directors. They must be circulated two weeks prior to a scheduled meeting. The board meets eight times a year for a half day meeting.

The Friendlies

The president of the Friendlies is directly elected by the members every two years. The immediate past president remains a member of the Friendlies' board for one year to support the incoming chair and to mentor new directors at the board's discretion.

New directors are provided with relevant governance policies as well as copies of recent board papers.

Every second meeting a board member prepares and presents on a topic relevant to the meeting as part of a self-directed training program, and every two years the board receives a formal refresher session on their directors' duties from a community legal service.

Every two years the board establishes an ad hoc committee to undertake a board review. They design and deliver a survey and report the results to board members. As part of the review they ask questions about the performance of the chair, and individual directors are given the opportunity to self-evaluate and compare this evaluation against their peers in an anonymous way.

The chair and the coordinator meet regularly and always in the week before the board meeting to develop the agenda and to review any reports that go to the board. Directors often contribute to the development of board papers.

PRINCIPLE 5



PRINCIPLE 5

Risk management

Board decision-making is informed by an understanding of risk and how it is managed

- 5.1 The board oversees a risk management framework that aligns to the purpose and strategy
- 5.2 Directors seek and are provided with information about risk and how it is managed
- 5.3 The board periodically reviews the risk management framework

Risk is inherent in all human endeavours – including in the activities of organisations. The role of the board is to understand the organisation’s risk, to make decisions based on this understanding and to oversee a framework that manages risk on an ongoing basis. Risk is not something to be avoided, but to be understood and leveraged in pursuit of an organisation’s purpose.

*“The best laid schemes of mice
and men
Go often awry.”*

Robert Burns, *To a Mouse*, 1785

What is risk?

The International Organisation for Standardisation (ISO) defines risk as “the effect of uncertainty on objectives” (*AS/NZS ISO 3100 Risk management*). This is a useful definition as it helps to explain why risk is important to governance – it must be understood and considered in decision-making so that the organisation achieves its purpose with an acceptable degree of certainty.

Importantly, risk is not inherently bad. It arises because the future is unknowable and therefore the outcomes of decisions are always uncertain to some extent.

Risk is typically characterised by considering examples of events that could occur, their likelihood and the consequence of their impact. These examples are colloquially called ‘risks’. For example, hypothetical risks could be that a building burns down or that a funding contract is not renewed. It is important to note that these are only illustrations that help to understand risk and are only relevant in the context of the making of a particular decision.

It is easy to confuse these example ‘risks’ with ‘risk.’ Risk refers to the uncertainty that is inherent in all decisions because they must be made on the basis of certain assumptions.

All decisions are based on assumptions about:

- Internal factors (such as structure, staff skills and resource availability);
- External factors (such as the regulatory environment, funding availability, interest rates); and

- Wider factors (such as political changes, public sentiment about donations, or climate change).

What is a risk management framework?

The way that organisations take uncertainty into account when they make decisions is called ‘risk management.’ The goal of risk management is to increase the certainty that a decision’s intended outcome will be achieved. It involves the identification, evaluation and prioritisation of risks.

Risk management should not be considered as a discrete activity. Rather, it should be embedded in the practices, processes and policies within an organisation that are concerned with making decisions and ensuring that these decisions continue to be valid.

Risk management happens in all organisations because people consider, to some extent, what they need to do to make sure their decisions achieve their intended outcome. This approach may be ad hoc and inconsistent across the organisation, but it is always happening.

However, organisations can adopt more formal processes to facilitate better management of risk. This is called developing a risk management framework.

The Australian/New Zealand Standard on Risk management defines a risk management framework as:

AS/NZS ISO 31000:2009 RISK MANAGEMENT – PRINCIPLES AND GUIDANCE

A risk management framework is a set of components that provide the foundations and organisational arrangements for designing, implementing, monitoring, reviewing and continually improving risk management throughout the organisation.

There is no one-size-fits-all approach to developing a risk management framework. Large organisations may have highly-developed approaches, systems and processes which are supported by both internal and external professional advisers. Smaller organisations facing simpler decisions may adopt more informal approaches, relying on their own experience, judgement and common sense to manage risk.

Benefits of risk management

The purpose of risk management is to support more informed decision-making. When a decision is made based on an understanding of risk and how it is managed, the chances that it will contribute to achieving the

organisation's purpose will improve. Ultimately, risk management aims to increase the certainty that an organisation's purpose will be achieved.

Risk management enables the organisation to:

- Challenge assumptions in decision-making;
- Take actions that will increase the likelihood that a desired outcome will be achieved;
- Identify early signs that an undesirable event may occur and take pre-emptive action to address it;
- Learn from successes and failures in a way that improves decision-making over time; and
- Consider whether previous decisions remain valid and, if necessary, revise them.

The board's role in risk management

The board's role is to oversee a framework that manages risk as an integral part of the decision-making process both at the board level and throughout the organisation.

Risk management is not a separate activity of the board. While the board may contribute to identifying risks, it can be a distraction for boards to spend time reviewing lists of hypothetical risks and the steps that might be taken to prevent them.

When the board makes a decision, they should ask management what actions they will take so that the intended outcomes of the decision will be achieved with an acceptable level of certainty. The steps taken by management to identify and control the uncertain elements of implementation is part of risk management. Boards should be satisfied that these steps are sufficient and in alignment with their expectations.

The board should also monitor the outcomes of decisions they make. Where the context for decisions changes or the assumptions on which they are made become invalid, the board may seek to alter these decisions or take new actions so that the desired outcomes remain sufficiently certain.

Reviewing the risk management framework

The board should periodically review how well the organisation is managing risk as part of decision-making. This should involve reviewing the risk management framework that enables this to occur.

How a review is undertaken, by whom and with what frequency will depend on the nature of the organisation and its circumstances. For example, if an organisation has been subject to significant change, it may require a more thorough or frequent review of its risk management framework.

In undertaking a review of the risk management framework, directors should ask:



Is there clarity about how risk is managed in the organisation?



Is the risk management framework appropriate for the decisions the organisation faces?



How effectively has risk management been applied to past decisions?

Responding to risk

It is important to note that the purpose of risk management is not to minimise or eliminate risk. This approach can seriously undermine an organisation's ability to achieve its purpose. There are several different approaches an organisation can take in responding to risk:

- Avoidance – an organisation can avoid risks by discontinuing the activity that generates the risk;
- Treatment – taking steps to control either the likelihood, or the consequence of the risk if it occurs;
- Transference – passing the risk on to another party such as outsourcing the activity or acquiring insurance; and
- Acceptance – accepting that a risk may eventuate and putting plans in place to respond if does.

Risk appetite

One of the most important roles of the board in risk management is in developing an understanding about the nature and the extent of risk the organisation is prepared to accept in pursuit of its purpose. This is often called defining a 'risk appetite.' The risk appetite provides parameters within which management can pursue the organisation's purpose.

It is critical that the organisation's risk appetite is aligned with its purpose. If an organisation is not prepared to accept enough risk, it may be inefficient in pursuing its purpose; if it accepts too much risk it may be exposed to undesirable consequences that undermine its performance.

Defining and documenting the organisation's appetite for risk supports the development of an appropriate risk culture which aligns to and supports the purpose and strategy. Boards must be careful that they are not so concerned with negative risk that opportunities are missed, but they can also not have such a disregard for risk as to expose the organisation to serious harm. Striking an effective balance between the two is the hallmark of a sound risk appetite. The board's role in culture is discussed in greater detail in *Principle 10: Culture*.

Risk management committee

Many organisations will establish a committee to assist the board in exercising due care, diligence and skill in relation to risk management. In smaller organisations it is common for the risk management committee to be combined with other committee functions such as the audit committee.

Objectives for a risk management committee may include:

- Advising the board on the effectiveness of the risk management framework;
- Supporting provision of accurate, relevant and timely information about risk;
- Examining previous decisions to see how risk was managed as part of making those decisions;
- Monitoring and reviewing safety systems throughout the organisation;
- Oversight of insurance programs to maintain appropriate coverage;
- Monitoring the organisation's business continuity processes; and
- Developing and maintaining an appropriate risk culture that is embedded through the organisation.

In larger and more complex organisations, staff involved in the management of risk may also be involved with or have reporting lines to the risk management committee.

"Boards must be careful that they are not so concerned with negative risk that opportunities are missed, but they can also not have such a disregard for risk as to expose the organisation to serious harm. Striking an effective balance between the two is the hallmark of a sound risk appetite."



QUESTIONS FOR DIRECTORS



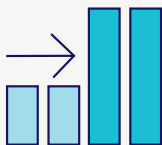
IS THE BOARD AWARE OF HOW RISK IS MANAGED IN THE ORGANISATION?



IS THERE A SHARED UNDERSTANDING OF THE ORGANISATION'S RISK APPETITE?



HOW OFTEN SHOULD THE BOARD UNDERTAKE A REVIEW OF THE RISK MANAGEMENT FRAMEWORK?



IS THE RISK MANAGEMENT FRAMEWORK ALIGNED TO THE ORGANISATION'S PURPOSE?



DOES THE BOARD HAVE ACCESS TO EXTERNAL PROFESSIONAL ADVICE ON RISK MANAGEMENT?



CASE STUDIES

HelpfulCare

In making or reviewing decisions, the board of HelpfulCare regularly questions management about how risk has been understood and responded to. The consideration of uncertainty is part of its formal decision-making processes.

The board has also established a risk management committee whose purpose is to assist the board with its oversight responsibility. The risk management committee reviews decisions made by the board to consider whether risk has been properly considered, and there is a sufficient degree of certainty of achieving the desired outcome.

At their annual strategy day, the board and management test the objectives of the strategic plan to understand the uncertainties that could affect the achievement of their goals. If there is not sufficient certainty, objectives are adjusted to make their outcomes more certain or other, ancillary actions agreed upon (to help increase the level of certainty).

The board of HelpfulCare engage the services of external consultants to undertake an annual review of their framework for managing risk. The risk management committee works with the consultants to agree actions that should be taken to enhance the effectiveness of risk management in the organisation.

The Friendlies

The Friendlies manage risk as an integral part of decision-making. Their directors examine the assumptions involved about uncertainty in the internal and external environment as part of their decision-making process.

The board works to make sure that their decisions remain relevant and that the desired outcomes continue to be sufficiently certain. To do this they receive and consider reports on:

- Whether the implementation of their decisions proceeded as intended;
- Whether any ancillary actions were also properly implemented; and

- Whether changes in the operational context have affected or could affect the outcome of their decisions.

In response to these reports, the board sometimes adjusts their decisions or authorises ancillary action to make sure their goals are achieved with sufficient certainty.

Every two years an ad hoc committee of the board of the Friendlies formally reviews how risk has been managed as part of past decision-making. Where there is adequate documentation past decisions are examined using the criteria above.

PRINCIPLE 6



PRINCIPLE 6

Performance

The organisation uses its resources appropriately and evaluates its performance

- 6.1 The board oversees appropriate use of the organisation's resources
- 6.2 The board approves an annual budget for the organisation
- 6.3 The board receives and considers measures which evaluate performance against the strategy
- 6.4 The board oversees the performance of the CEO
- 6.5 The board monitors the solvency of the organisation

For an organisation to pursue its purpose it must set clear goals and timeframes within which they are to be achieved and measure its progress in achieving them. The board must work with organisation's staff, if any, to identify these goals, make resources available to achieve them and oversee the appropriate use of these resources.

Oversight of resources

Resources are the tools that organisations use to achieve their goals. Resources can generally be grouped under four categories:

- Financial (such as cash reserves, credit and investments);
- Physical (such as real estate, equipment and vehicles);
- Human (such as employees, volunteers and their skills); and
- Intellectual (such as copyrights, brands and data).

Directors have an important role to play in overseeing the proper use of these resources. The board must understand what resources the organisation has access to and make them available, with appropriate controls, for the achievement of the organisation's goals.



NFPs have a special obligation under the law to only apply their resources for their purpose and not for the private benefit of the people involved with the organisation.

It is common for boards to oversee the development of policies that set out how resources must be properly used and maintained. For example, most boards will establish a policy about who can spend the organisation's financial resources and under what circumstances they can be spent. It is common for organisations to establish policies concerning appropriate use of technology, management of intellectual property and human resources.

Beyond focusing on the appropriate use of resources, boards should also consider whether resources are being used efficiently. One of the key ways the board does this is through defining performance targets, often called key performance indicators (KPIs). These targets help the board to monitor progress against defined measures, which should be aligned to the organisation's goals.

Budgeting

Budgeting is an important annual process that helps organisations to identify and plan for future needs, and to allocate resources accordingly. Budgets generally last for a 12-month period and are focused on forecasting revenue and expenses, though may include consideration of other resources and measures. It is common for management to develop the budget and for this to be approved by the board, but boards may take a more active role in this process in some circumstances.

The purpose of the budget is to align an organisation's resources to its goals and to set parameters around how resources will be used across a year. For example, the board may authorise management to spend the organisation's financial resources within the budget but may require approval for any expenditure outside the approved allocations or above a certain amount.

Boards will generally review the organisation's performance against its budget at regular intervals using 'management accounts.' These are internal documents that track performance against the budget.

Measuring performance

For an organisation to know what it is doing and how its activities contribute to achieving its purpose, it must define and evaluate its performance against defined measures. There are a wide range of performance measures that are used across the NFP sector. Boards should select a mix of both financial and non-financial performance measures to help it develop a more complete picture of the organisation's performance.

Generally, performance measures should be:

- Meaningful to the organisation;
- Capable of being measured and acted upon;
- Timely;
- Cost effective to produce;
- Comparable; and
- Simple (where possible).

One of the ways the board can align the work of the organisation to its purpose is through defining performance measures that support the organisation's purpose. Defining and overseeing these measures enables the board to develop accountability – both in its reporting to external stakeholders and in holding management to account. This is discussed in greater detail in *Principle 7: Transparency and Accountability*.

Performance of the CEO

As part of providing oversight of the CEO, the board should define and evaluate performance measures for the CEO which are aligned to the organisation's purpose and the strategy. This way the board can keep the CEO accountable for their performance. Generally, the CEO will use their own performance measures to inform the measures for other staff. This helps align the activities of everyone involved in the organisation with the purpose.

Boards should be careful in the development of these performance measures. People will naturally orient themselves to work towards meeting their performance targets (especially if there is an incentive for doing so) and so the form these measures take can significantly influence the way that the people in the organisation behave. This is discussed in greater detail in *Principle 10: Culture*.

The board should provide regular and honest feedback to the CEO on performance including the board's expectations. The CEO also has a responsibility to keep the board informed about progress against performance measures by providing regular reports. This will help the board form an opinion about the CEO's performance and inform the feedback they provide.

Financial information

Directors are required to read and understand financial information so they can play their part in monitoring the organisation's financial health and performance. This is part of the duty of directors to act with care and diligence which is discussed in greater detail in *Principle 2: Roles and responsibilities*.

Importantly, every director has a responsibility to understand the organisation's finances and to contribute to appropriate financial oversight. This is not the sole remit of the treasurer, nor can this responsibility be outsourced to an organisation's accountants or external advisers.

The board should work with management to determine how best to communicate information about the organisation's financial position. Information produced for this purpose is referred to as 'management accounts.'

Management accounts usually include the following three types of financial statements:

Figure 5: Types of financial statements

Balance sheet	This statement shows the organisation's assets (the things the organisation owns such as cash and property), liabilities (the things the organisation owes such as debts and provisions) and equity (the organisation's net worth) at a point in time.
Statement of profit and loss	This statement shows how much money an entity has earned during the period, generally on monthly or yearly terms. The statement shows revenue minus expenses, revealing the profit and loss for the period.
Cash flow statement	This statement shows the movement of cash in and out of the organisation under categories of operating, investing and financing activities to show a net change in cash for the period.



Where a financial report is presented to members and other stakeholders, laws and regulations may require them to be presented in accordance with Australian Accounting Standards.

The numbers in these statements are intrinsically linked. Organisations can make use of accounting software that links the data in these statements to provide greater integrity in financial reporting, but directors should carefully review whether these statements are correct.

Together, these three financial reports present the overall picture of the organisation's financial health at a point in time.

Financial health

Evaluating the organisation's financial health is an important part of the role of the board.

In doing so, the board must identify what the financial goals of the organisation are. This includes determining matters such as the required level of reserves, an appropriate diversity of revenue streams and the right asset mix to maintain. Boards will generally look closely at their budget, management accounts and financial reports to evaluate performance against these goals.

There are several standard indicators that organisations can use to assess financial performance:

Figure 6: Examples of financial performance measures

Performance category	Possible indicators
Program efficiency	Ratio of program expenses to program commitment Ratio of program expenses to total expenses
Fundraising efficiency	Ratio of fundraising expenses to funds obtained Ratio of fundraising to total expenses
Grant efficiency	Ratio of grant submissions to grants obtained Ratio of grants to total expenses
General financial indicators	Revenue growth Working capital ratio Return on equity Return on assets



Being an NFP does not mean that you cannot make a profit (sometimes called a 'surplus'). NFPs can make a profit provided it is used to further its purpose.

There is a perception among some NFPs that they should not set and achieve ambitious profit goals because this may be viewed poorly by stakeholders. However, aiming to achieve long-term financial sustainability should be a core goal of all organisations so that they can achieve their purpose now and into the future. This involves making smart financial decisions and aiming not only to get by, but to build and maintain financial strength.

“Profit is not a dirty word.”

Susan Pascoe AM FAICD

Inaugural Commissioner of the Australian Charities and Not-for-profits Commission. Launch of the 2017 AICD NFP Governance and Performance Study

While it is important to plan for financial strength, NFPs should not pursue profit at the expense of delivering their purpose or be perceived to be doing so by stakeholders. Boards play an important role in determining a financial vision for the organisation and communicating it to stakeholders.

For example, if an NFP is seeking donations while at the same time making a large profit so that it can pay for a new piece of equipment, it is important that this is understood by stakeholders. The board should make sure that the intention of their financial decisions is communicated to members so that they can understand how the organisation's resources are being used to further the organisation's purpose.

This also applies to an organisation's reserves. Having adequate reserves is important to support financial health and can play an important role in managing risk. Determining the right level of reserves is a matter for the board and should include consideration of the organisation's operational context (such as its operations, staffing, funding landscape, liabilities and the external market) to help assess current and future financial needs.

It is important that the board takes a considered approach to the management of its reserves. It is a good idea to develop a policy that sets out the board's intentions around the maintenance and use of reserves. This policy can also help the board to communicate with stakeholders about how they are managing the organisation's financial resources.

Monitoring solvency

Solvency refers to an organisation's ability to pay its debts as and when they are due. This means that an organisation must have access to enough cash (or assets that can be quickly converted to cash) to pay for any debts it may have. Monitoring solvency is a key responsibility of each director.

One of the ways a board can do this is by monitoring the organisation's cash flow. If more money is consistently going out than is coming in, this may be an indication that the organisation is heading towards insolvency. Estimating future cash flow needs and monitoring the working capital ratio (which shows the relative proportion of the organisation's current assets to its current liabilities) can also provide insight into an organisation's solvency. It is generally considered good practice for an NFP to have a working capital ratio of 1.5 or greater, meaning that current assets should be 1.5 times greater than current liabilities. Where this is not the case, this should be prompt inquiries from directors.



Most organisations will be subject to legal requirements about being and remaining solvent. Directors may be personally liable for any debts incurred if an organisation continues to trade after it becomes insolvent.

Faced with the prospect of insolvency, many boards choose to shut up shop and call in an administrator or liquidator. However, directors may be able to rely on a 'safe harbour' defence if they begin a course of action that is reasonably likely to lead to a better outcome for the organisation than the appointment of an administrator or liquidator.

Insolvency is a complex and serious issue, and directors should take swift action if they are concerned that the organisation is, or may become, insolvent. Often this will include seeking expert, professional advice.

Non-financial performance

The performance of an NFP should not be evaluated in financial terms alone. To build a complete picture of an NFP's performance, it is also important to use non-financial performance measures.

For example, an organisation established with the purpose of providing high-quality care and accommodation to older Australians cannot know whether it is achieving its purpose solely by looking at its profit for the year. It will be relevant to evaluate factors such as standards of clinical care and the health and wellbeing outcomes of clients. These are called non-financial performance measures.

There are several standard indicators that organisations can use to assess non-financial performance:

Figure 7: Examples of non-financial performance measures

Performance category	Possible indicators
Inputs	<ul style="list-style-type: none"> Number of staff or volunteer hours Number of staff or volunteers Number of donations of goods
Outputs	<ul style="list-style-type: none"> Number of sessions held (financial counselling service) Number of plays staged (community theatre) Increase in membership (community association)
Efficiency	<ul style="list-style-type: none"> Cost per bed (aged care facility) Cost of recruitment per member (professional association) Cost of class per student (school)
Effectiveness	<ul style="list-style-type: none"> Client satisfaction Brand recognition Quality of clinical care (hospital)

Efficiency measures demonstrate how well an organisation turns its inputs (e.g. financial resources) into outputs (e.g. meals). For example, a soup kitchen can determine the efficiency of its operations by calculating the number of meals it provides and the total cost of providing them to work out the cost of each meal.

Effectiveness measures demonstrate how well an organisation is achieving its objectives. These measures can be more difficult to determine because they are generally not as easy to quantify and may involve more subjective judgement. For example, a school might evaluate its effectiveness based on how well students perform against standardised tests. These measures are sometimes referred to as 'outcomes measures.'

In selecting non-financial performance measures, it is a good idea to consider a balance of efficiency and effectiveness measures to establish a more complete picture of performance.



Some organisations may have legal or contractual obligations to report on certain measures as part of funding, contractual, regulatory or accreditation requirements.

It is also important for organisations to assess how well they are performing against the expectations for their conduct (or behaviour) set by themselves and others such as government authorities, accreditation bodies and self-regulatory agencies. This is discussed in greater detail in *Principle 9: Conduct and compliance*.

Measuring impact

All NFPs exist for a purpose, but it can be challenging to evaluate precisely how well an NFP is working towards achieving its purpose. Some NFPs will have a purpose that is very difficult to evaluate such as eradicating poverty, or which may be ongoing such as cancer research.

Impact measurement refers to the process of evaluating how much change an organisation has achieved through its activities. For example, an organisation that provides employment services to deaf people might measure impact based on factors such as the workforce participation of their clients. To do this, an organisation might compare their clients against the broader workforce, against a control group of deaf people who are not their clients, or against the impact of their competitors.

Measuring impact is challenging and may require significant resources to do effectively. However, if possible, impact measurement is a valuable way to demonstrate an organisation's success in achieving their purpose, and can be useful in attracting donations and funding.

Reporting to the board

For the board to monitor the organisation's performance, and to make decisions that will help drive performance, they must have access to timely and relevant information. The main way this is achieved is through reporting to the board. Reports received by the board should be aligned to the strategy and include consideration of any defined performance measures.

The nature of this reporting will depend on the organisation's circumstances. The board should work with management to establish a reporting framework that provides access to the information they need, when they need it and in an appropriate format.

While it is important this information is provided to the board, directors should also actively seek more information if required as part of their duty of care and diligence. This is discussed in greater detail in *Principle 2: Roles and responsibilities*.

"Measuring impact is challenging and may require significant resources to do effectively. However, if possible, impact measurement is a valuable way to demonstrate an organisation's success in achieving their purpose and can be useful in attracting donations and funding."



QUESTIONS FOR DIRECTORS



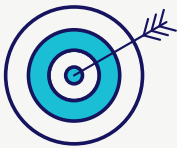
IS THE BOARD SATISFIED THAT THE ORGANISATION'S RESOURCES ARE PROTECTED FROM MISUSE?



IS THERE AN AGREED DEFINITION OF SUCCESS FOR THIS ORGANISATION?



HOW WELL IS FINANCIAL AND NON-FINANCIAL PERFORMANCE EVALUATED?



DO FINANCIAL PERFORMANCE TARGETS CONTRIBUTE TO LONG-TERM ORGANISATIONAL SUSTAINABILITY?



HOW DOES THE BOARD USE PERFORMANCE INFORMATION IN ITS DECISION-MAKING?



CASE STUDIES

HelpfulCare

HelpfulCare has established a resource management framework that sets out how the organisation's resources are to be used. As part of this they have developed specific policies around matters such as vehicle maintenance and acceptable use of technology.

The board undertakes an annual budgeting process which sets ambitious targets for profit and growth. HelpfulCare uses a zero-based budgeting model through which all expenses are justified for each new period and a revised budget is developed at the half-year mark in response to changes in the operational environment.

As part of their strategic plan, HelpfulCare have identified five key strategic goals which are supported

by a series of measures. The board receives regular reports from management on the organisation's performance against these measures.

The board also receives regular financial reports which help them to monitor and reach an informed opinion on the organisation's financial health – including its solvency. Financial reports are prepared by management and reviewed by the board.

The board sets short, medium and long-term objectives for the CEO which are defined in an annual performance agreement. The CEO receives an annual appraisal as part of a process lead by the chair and reports at quarterly intervals to the board against defined criteria.

The Friendlies

The Friendlies maintain an annual budget which is developed by the board with the assistance of the coordinator. The budget remains substantively the same each year but is adjusted based on new membership figures or to accommodate specific projects.

Within the budget, only the coordinator is authorised to spend money on behalf of the Friendlies. For expenditure outside the approved budget or above a certain amount, the coordinator is required to seek the authority of the board.

The Friendlies have a five-year strategic plan which includes key targets towards which the organisation

is working including growing their membership and saving money for community projects. Reports against these targets are provided by the coordinator at all board meetings. The board also reviews standard management accounts produced by the Friendlies' accounting software to consider how they are performing against their budget and to monitor solvency.

The coordinator's goals are the same as the organisation's strategic objectives. Every year the chair and two board members meet to review the coordinator's performance and to provide feedback.

PRINCIPLE 7



PRINCIPLE 7

Transparency and accountability

The board demonstrates accountability by providing information to stakeholders about the organisation and its performance

- 7.1 The organisation's governing documents and policies relevant to its governance are available to stakeholders
- 7.2 The board oversees appropriate reporting to stakeholders about the organisation's performance and financial position
- 7.3 Transactions between related parties, if any, are disclosed to stakeholders
- 7.4 Directors' remuneration and other benefits, if any, are disclosed to stakeholders
- 7.5 Members have the opportunity to ask questions about how the organisation is run and to hold the board to account for their decisions

The board has ultimate authority for the organisation and as such has ultimate accountability for its activities and performance. This means they must present a fair representation of the organisation's activity and take responsibility for the consequences of their actions and their and the organisation's performance.

What is accountability?

Accountability exists in a relationship between two parties where one has expectations of the other, and the other is obliged to provide information about how they have met these expectations or face the consequences of failing to do so.

There are two components of accountability:

- Answerability – which means providing information and justification for how one's actions align with expectations; and
- Enforcement – which means being subject to, and accepting the consequences of, failing to meet these expectations.

Because accountability in an organisation will involve multiple parties, it is important there is clarity about who is accountable to whom and how. The way this accountability is achieved will generally be set out in an organisation's governing documents, such as its constitution, and any laws that apply to it. For example, an NFP may be required to provide an annual financial report to its regulator and the penalty for failing to do this may be a fine.

It is important that the documents and policies that enable accountability are made available to relevant stakeholders. Subject to necessary confidentiality, usually this is done by providing such information on the organisation's website, but it should be available on request at a minimum.

For accountability to be achieved, there must be transparency.

What is transparency?

Organisations are transparent when they enable others to see and understand how they operate in an honest way. To achieve transparency, an organisation must provide information about its activities and governance to stakeholders that is accurate, complete and made available in a timely way.

Transparency enables accountability.

This does not mean all information should be made publicly available. There are certain types of information that may not be provided publicly such as private information (such as

client records) and 'commercial in confidence' material (such as tender submissions).

To whom are boards accountable?

The board is entrusted by its members to govern on their behalf. As a result, the primary accountability of boards is to their members.

There are several ways that boards can demonstrate accountability to their members. For example, by answering members' questions at general meetings and holding open and fair elections for board members. One of the ways boards are held accountable is through upholding their duties which are discussed in *Principle 2: Board roles and responsibilities*.

Boards may also be accountable to other sources including:

- Regulators, police and the courts;
- Government and non-government accreditation bodies;
- Clients and customers;
- Financial institutions such as banks;
- Funders and government departments through funding and service agreements; and
- Other individuals and organisations through contracts for service or employment.

It is important that boards understand to whom they are accountable and that they are satisfied they are meeting any obligations they have to them.

Annual reporting

One of the ways an organisation can demonstrate accountability to stakeholders is through publishing an annual report. An annual report is a document that includes governance and performance information about the organisation in a certain reporting period such as:

- Information about the organisation's purpose, vision, values and strategic goals;
- Statements from the organisation's leaders such as its CEO and chair;
- Profiles of directors and information about the organisational structure;
- Information about key organisational resources (such as staff and volunteers); and
- Information about the organisation's activities within the reporting period, including key statistics and performance data.



An organisation's governing documents and any laws that apply to it may set out requirements in relation to publishing annual reports such as what it must include, to whom it must be provided and within what timeframe.

Annual reports are also a valuable way for organisations to connect with their stakeholders. Many organisations use their annual reports as a way of demonstrating their achievements during the year to help stakeholders, particularly donors and volunteers, to understand how their contributions assisted in achieving the organisation's goals.

An annual report may contain the organisation's financial report or an extract.

Financial reporting

Many NFP organisations are required to produce a financial report and provide this to their members, funders or to lodge it on a public register.



An organisation's governing documents and any laws that apply to it may set out requirements around the presentation of financial reports including what form they take and to whom they must be provided and within what timeframe.

Many organisations are required to prepare their financial reports in accordance with Australian Accounting Standards. These standards are developed, issued and maintained by the Australian Accounting Standards Board (AASB) and set out the rules for the preparation and presentation financial statements.

To determine whether an organisation is required to apply with Australian Accounting Standards, directors will need to assess whether their organisation is a 'reporting entity'. The definition of a reporting entity is set out under Australian Accounting Standards.

STATEMENT OF ACCOUNTING CONCEPT 1: DEFINITION OF REPORTING ENTITY

Reporting entities are all entities (including economic entities) in respect of which it is reasonable to expect the existence of users dependent on general purpose financial reports for information which will be useful to them for making and evaluating decisions about the allocation of scarce resources.

Generally, if people use and rely on an organisation's financial statements to help them make decisions (for example, about how to spend money) and they can't command the organisation to provide this information, it will be considered a reporting entity.

Reporting entities must produce 'general purpose financial reports'. The definition of general purpose financial reports is set out under Australian Accounting Standards.

STATEMENT OF ACCOUNTING CONCEPT 1: DEFINITION OF REPORTING ENTITY

"General purpose financial report" is a financial report intended to meet the information needs common to users who are unable to command the preparation of reports tailored so as to satisfy, specifically, all of their information needs.

General purpose financial reports must comply with all Australian Accounting Standards.

Organisations that are not reporting entities may choose to produce 'special purpose financial reports'. These are a type of financial report that do not have to comply with all Australian Accounting Standards and which are prepared for the benefit of particular users. However, the users of these reports may require that they comply with certain Australian Accounting Standards. For example, organisations that are registered charities must comply with six minimum accounting standards.

It may be necessary for a financial report to be audited or reviewed depending on the requirements of regulators, funding providers or the organisation's governing documents and any laws that apply to it.



An organisation's governing documents and any laws that apply to it may set out requirements around who must approve the organisation's financial reports. Often this will be the directors.

General meetings

Many organisations hold an annual general meeting (AGM) which provides an opportunity for members and other stakeholders to gather, hear about the organisation's activities and finances for the previous year, and ask questions.

AGMs also provide an opportunity to undertake important governance activities that can only be done at general meetings of members such as electing board members and making changes to an organisation's governing documents. Generally, these activities will be undertaken through a vote of the members and it is important to make sure that any relevant procedures in relation to voting are followed.



An organisation's governing documents and any laws that apply to it may set out requirements around holding AGMs such as regarding notice periods, the content of the notice, who has to be invited and any business that needs to be discussed.

Sometimes it is necessary to gather members more often than once a year and so the board may call an additional meeting of members. These meetings are sometimes called special general meetings (SGM). An SGM might be called to deal with an item of business that cannot wait for an AGM such as authorising a merger or winding up the organisation. It is important to follow any procedures relevant to holding an SGM which will generally be set out in an organisation's governing documents and any laws that apply to it.

Disclosing related party transactions

It is not uncommon for NFP organisations, particularly smaller NFPs, to undertake transactions with people who are closely related to it. For example, a director might offer a discounted service to the organisation or their child might buy a used car from it. These transactions are called 'related party transactions'.

Because related party transactions occur between the organisation and someone closely associated with it, they must be carefully managed so that they meet any obligations under the law, including any requirements to

disclose them.



Organisations that are required to lodge general purpose financial statements must comply with the Australian Accounting Standard on related party transactions (AASB 124: Related Party Disclosures).

Regardless of whether an organisation is required to lodge general purpose financial statements, it is a good idea to disclose related party transactions to promote transparency.

The definition of 'related parties' is set out in AASB 124 *Related Party Disclosures* and includes people such as the directors, the CEO, and other senior staff. It also includes the members of these peoples' close family that have control, joint control or significant influence over the organisation.

AASB 124 *Related Party Disclosures* also defines 'related party transactions':

RELATED PARTY TRANSACTIONS

A transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Related party transactions may include:

- Purchases or sales of goods or property;
- Donations made or received;
- Rendering or receiving of services; and
- Receiving or providing loans.

It is a good idea to develop a policy on related party transactions that sets out how they will be disclosed and managed. These policies also help promote transparency, and the proper and accountable use of resources.

Disclosing remuneration and other benefits

Most directors in the NFP sector are not paid (remunerated) for their work as a director. However, where directors do receive remuneration for their work, it is a good idea that this remuneration is disclosed to stakeholders.

Where remuneration is paid, there are several ways disclosure can be made, the most straightforward of which is to list directors by name and report their respective remuneration.

The example below demonstrates how this can be done for a fictional organisation:

Figure 8: Example director remuneration disclosure

	Remuneration	Superannuation	Total remuneration
Chairperson			
Giulia Bianchi	\$6,000	\$540	\$6,540
Directors			
Fei Zhen	\$4,500	\$405	\$4,905
Patricia Parsons	\$4,500	\$405	\$4,905
Joko Prasetyo	\$4,500	\$405	\$4,905
TOTALS	\$19,500	\$1,755	\$21,255

This disclosure should include any other benefits that directors receive as payment for their work. For example, if directors are given cars as part of their payment, the cost of this benefit should be included in the disclosure.

An organisation's governing documents may also set out requirements around the payment of directors such as requiring the approval of members. It is a good idea to develop a policy on how remuneration is determined and approved.

NFPs that are required to comply with *AASB 124: Related Party Transactions* must disclose an aggregate figure for the remuneration of 'key management personnel' in their annual financial report.

The definition of key management personnel is set out under *AASB 124: Related Party Transactions*:

KEY MANAGEMENT PERSONNEL

Those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity

This definition includes directors and will also generally include the CEO and other senior staff such as the chief financial officer and the chief operating officer.

The example below demonstrates how this can be done for a fictional organisation:

Figure 9: Example key management personnel remuneration disclosure

	2018	2017
Compensation by category	\$'000	\$'000
Short-term employee benefits	493	422
Post-employment benefits	26	24
Other long-term employee benefits	55	49
Termination benefits	0	0
TOTALS	574	495

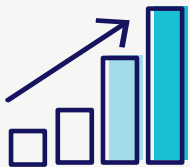
Organisations that are not required to produce general purpose financial reports may still choose to disclose the remuneration of their key management personnel on a voluntary basis.



QUESTIONS FOR DIRECTORS



* TO WHOM IS THIS ORGANISATION ACCOUNTABLE?



* WHAT INFORMATION DO STAKEHOLDERS/MEMBERS NEED TO HOLD THE BOARD TO ACCOUNT?



* HOW IS REPORTING ALIGNED TO STAKEHOLDER/MEMBER NEEDS?



* HOW CAN MEMBERS HOLD THE BOARD TO ACCOUNT FOR ITS DECISIONS?



* WHAT ARE THE CONSEQUENCES FOR FAILING TO MEET MEMBER/STAKEHOLDER EXPECTATIONS?



CASE STUDIES

HelpfulCare

HelpfulCare provides an annual report to its members that sets out in detail how the organisation worked throughout the year and how it performed against its strategic objectives. The annual report includes an extract of their financial report and a full version of this is available on their website.

To keep their stakeholders informed about their activity, HelpfulCare uses a number of communications tools such as a magazine, email bulletins, a blog and social media.

Each year, HelpfulCare holds an AGM to which they invite their members and key stakeholders. At the AGM, directors and senior staff provide presentations on the key achievements for the year and invite questions from members.

The directors of HelpfulCare are each paid a small honorarium for their service and this is disclosed in their annual report. Directors receive \$100 per meeting to cover the cost of their travel and expenses. The annual report also lists any related party transactions made during the year.

The Friendlies

Keeping their membership actively engaged is a key focus for the Friendlies. They do this through producing a monthly email newsletter where they focus on their recent activities and share stories about how their work has made a difference.

Members are also invited to attend quarterly 'town hall' meetings where they can hear verbal reports of the Friendlies' recent activities and ask any questions about their operations. Once a year, the town hall meeting includes an annual general meeting which includes the presentation of financial statements.

The Friendlies do not have a website and only use social media and email to engage with their membership. As a result, their governing documents are not available online, but they provide these documents to members on request and a copy is given to all new members.

The Friendlies do not pay their directors and this is widely known by stakeholders. They maintain a policy on related party transactions that requires directors to disclose any such transactions at one of their town hall meetings.

PRINCIPLE 8



PRINCIPLE 8

Stakeholder engagement

There is meaningful engagement of stakeholders and their interests are understood and considered by the board

- 8.1 The board understands who the organisation's stakeholders are, their needs and their expectations
- 8.2 The board oversees a framework for the meaningful engagement of stakeholders
- 8.3 Stakeholders are considered in relevant board decision-making
- 8.4 There is a process for gathering and responding to complaints and feedback from stakeholders
- 8.5 The board oversees a framework for how the organisation works with and protects vulnerable people

To govern effectively, boards must have an awareness of the stakeholder environment in which they operate and understand the needs and interests of these stakeholders. In certain circumstances, boards may also have obligations under the law about how they work with stakeholders. At the heart of stakeholder engagement is the acknowledgement that organisations are impacted by, and have an impact on those with whom they interact.

Identifying your stakeholders

All organisations have stakeholders, though who these are will vary based on factors such as the activities an organisation undertakes and its relationships. Boards should develop an understanding of who their stakeholders are, what their relationship to the organisation is, and what responsibilities the organisation has to them, if any. Often, the most important stakeholders for an organisation will be the people that the organisation exists to benefit (its beneficiaries).

Example of stakeholders include:

- Members;
- Suppliers;
- Clients and their families;
- Volunteers;
- Donors;
- Funders;
- Neighbours;
- Staff;
- Government;
- General public;
- Media;
- Carers.

In certain circumstances, directors may have legal obligations to their stakeholders either directly or through the organisation. For example, an organisation has a legal duty to take reasonable care to avoid exposing its workers, including any volunteers, to reasonably foreseeable risks of injury.

Do directors owe a duty to their stakeholders?

Directors' duties are generally owed to the organisation as a whole. That is, directors must act honestly, in good faith and to the best of their ability in the interests of the organisation. In practice, this means that a director owes their duties to the members of the organisation, and not to its other stakeholders.

However, an organisation may be subject to other statutory requirements (such as work health and safety legislation) that give rise to duties that directors owe to other stakeholders.

However, directors should consider the views and interests of stakeholders because they can lead to better and more balanced decisions in pursuing the organisation's purpose. Duties of directors are discussed in greater detail in *Principle 2: Roles and responsibilities*.

Engaging with stakeholders

Effective stakeholder engagement involves building relationships based on mutual trust, respect and understanding. Engagement is not an end in itself, but a means by which to build and develop relationships which help organisations to pursue their purpose.

Stakeholder engagement is beneficial both to organisations and to stakeholders. It provides valuable information to the organisation (such as about how it is perceived, its stakeholders' needs and its broader operational environment), builds goodwill and helps to identify potential issues for resolution.

Stakeholders benefit from these relationships too through helping organisations to better understand their needs and expectations. This engagement also helps stakeholders to develop a more informed understanding of the organisation and how to work with it, and to manage their expectations accordingly.

The board's role in stakeholder engagement

An organisation's relationships with its stakeholders can have a significant impact on its ability to achieve its goals. As such, boards should oversee the process of stakeholder engagement and be satisfied that its stakeholders are identified and understood. Stakeholder engagement is a critical component of good governance.

“Corporate Governance is concerned with holding the balance between economic and social goals and between individual and communal goals.

The corporate governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.”

Sir Adrian Cadbury

There are a several practical ways boards can do this. Boards should consider how stakeholders are impacted by relevant decisions, having regard to their needs and expectations, to maximise the chances that their decisions will lead to the desired outcome. Seen in this way, considering the influence of stakeholders is part of risk management which is discussed in greater detail in *Principle 5: Risk management*.

Some boards may authorise stakeholder engagement frameworks which help guide an organisation's work through identifying relevant stakeholders and setting the parameters for how to engage with them.

In some circumstances, directors themselves may become actively involved in managing relationships. For example, it is sometimes helpful for the chair or other directors to attend meetings with politicians in advocacy settings, or to meet with significant donors on behalf of the organisation. This can help to build personal relationships and to reflect the board's commitment to engaging with important stakeholders.

Responding to feedback

It is important that organisations have a safe and effective method for gathering feedback from stakeholders. This information can be used to inform the delivery of services, to develop an understanding of how the organisation is perceived and to identify and respond to potential concerns. Feedback should be viewed as a positive interaction between organisations and their stakeholders which provide an opportunity to learn and improve.

Feedback can be received in many ways; an individual might make a formal complaint about an organisation using an established complaint handling system or a comment may be made through an informal channel such as social media.

How an organisation gathers and responds to this feedback can have a significant impact on its performance, reputation and culture. For example, if an organisation does not act on feedback or is dismissive of people who raise concerns, this may impact how it is perceived by stakeholders and create a culture in which stakeholders are not valued.

In some circumstances, complaints (especially those which are repeated or serious) may be an indicator of poor performance, misconduct or may in some instances be a breach of the law.

It is a good idea to set out a policy for how the organisation will respond to complaints and other feedback. This policy should apply to all paid and volunteer staff and should include to whom a complaint can be made, how it will be handled, expected timeframes and a process for communicating any resolutions.

Boards should aim to develop a culture of disclosure which recognises that feedback from stakeholders, even complaints or allegations of wrongdoing, is an important source of insight that can help an organisation achieve its mission and avoid misconduct.

Protecting vulnerable people

Many NFPs, because of the nature of their work, will regularly interact with vulnerable people. However, all organisations that operate in the community may interact with vulnerable people and, where they do, it is important that there are systems and processes in place to protect them from harm.

The term 'vulnerable people' refers to people who are susceptible to harm or exploitation by reason of age, illness, trauma, disability or for any other reason.



Many organisations will be subject to additional legal requirements and obligations in relation to the care of vulnerable people.

Boards play an important role in protecting vulnerable people such as through overseeing risk management, compliance with relevant laws and a policy framework that protects vulnerable people. Perhaps most importantly, the board must seek to develop and maintain a culture which prioritises the safety of vulnerable people.



QUESTIONS FOR DIRECTORS



* WHO ARE THE STAKEHOLDERS OF THIS ORGANISATION?



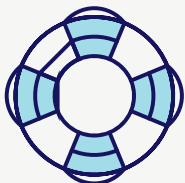
* HOW ARE THE NEEDS OF STAKEHOLDERS CONSIDERED BY THE ORGANISATION?



* HOW DO STAKEHOLDERS PERCEIVE THE ORGANISATION AND WHAT IS THE IMPACT OF THIS?



* HOW DOES THE BOARD ACCESS AND RESPOND TO FEEDBACK FROM STAKEHOLDERS?



* HOW ARE VULNERABLE PEOPLE PROTECTED BY THIS ORGANISATION?



CASE STUDIES

HelpfulCare

HelpfulCare has developed a comprehensive stakeholder engagement framework that identifies who their stakeholders are, as well as how the organisation understands their needs and expectations. The framework sets out a principles-based approach to stakeholder engagement grounded in respect, participation and transparency.

As part of their formal decision-making process, the board considers how their decisions will impact and may be impacted by stakeholders. To maintain an ongoing connection with stakeholders, board meetings begin with a 'client story' which helps directors to focus their minds on how their work impacts stakeholders. Directors also regularly engage with

stakeholders through site visits and by participating in consultative forums.

HelpfulCare actively seeks opportunities to gather feedback from stakeholders and uses mechanisms such as client surveys and market research to develop a more fulsome picture of performance. They have also established policies for responding to compliments and complaints so that feedback is appropriately acted on.

Many of HelpfulCare's clients are considered to be vulnerable people and they have established robust systems and processes which aim to keep their clients safe. Among these are compliance with relevant clinical care standards and the adoption of the 'National principles for child safe organisations.'

The Friendlies

The Friendlies are a democratic, community-controlled organisation and stakeholder engagement is central to what they do. Their regular 'town hall' style meetings provide an opportunity for stakeholders to gather and to develop a shared vision for how the Friendlies should work.

Stakeholders are also regularly surveyed about their priorities and there are regular votes for members to choose between multiple project opportunities. The board use this information to guide their decision-making and are regularly encouraged by the chair to consider what stakeholders would want.

Complaints to the Friendlies are handled in accordance with their complaints management policy which requires that any formal complaint is reviewed by the board.

The Friendlies have a policy on working with vulnerable people. One part of the policy includes a requirement that all of their volunteers maintain a working with children check and undergo an annual police records check. They also make sure all volunteers are trained in the policy, and that is reviewed annually.

PRINCIPLE 9



PRINCIPLE 9

Conduct and compliance

The expectations of behaviour for the people involved in the organisation are clear and understood

- 9.1 The board articulates its expectations of conduct, and the consequences for misconduct, for the people involved with the organisation
- 9.2 The board oversees compliance with relevant laws, regulations and internal policies
- 9.3 Conflicts of interest are identified, disclosed and managed
- 9.4 There is a process for investigating misconduct and relevant instances are brought to the attention of the board

For an organisation to work effectively, there must be clear expectations about how the people involved with it are expected to behave. Boards play an important role in defining acceptable behaviours and in establishing frameworks that enable action when unacceptable behaviours occur.

Although much can be done through policies and practices to shape behaviour, one of the most powerful influences on the behaviour of people involved with an organisation is culture. For this reason, Principle 9: Conduct and Compliance is closely linked with *Principle 10: Culture*.

Codes of conduct

Codes of conduct are policy documents that describe the behaviours (conduct) expected of the people involved in an organisation. The board will generally approve the code of conduct and it will apply to all people involved in the organisation such as staff, volunteers, members and directors.

These codes will generally include:

Standards of governance

For example, privacy, disclosure of conflicts of interest, and compliance with internal policies

Standards of behaviour

For example, respect for diversity, use of organisational resources and professional communication

Unacceptable behaviours

For example, prohibiting use of illicit substances, sexual harassment, and bullying

Codes of conduct take many forms; some are highly prescriptive, prohibiting certain actions or behaviours, while others are more principles-based. The common goal of codes of conduct is to provide guidance to the people involved with an organisation about how they are expected to behave. For this reason, it is common for codes of conduct to include a discussion of these expectations, relevant examples and links to relevant internal policies.

It is important that a code of conduct is enforced. The consequences for failing to comply with the code of conduct should be clearly set out, as well as the mechanisms for how this will be determined and enforced. Boards should be prepared to make difficult decisions to enforce the code of conduct and to empower management to do the same.

Complying with the law

All organisations must comply with the law. It is important that boards understand the legal framework that applies to their organisation and that they are satisfied with the steps taken to comply.

The laws that apply to an NFP will depend on the nature of the organisation. Some laws, such as taxation laws and the criminal code, apply to all organisations. Other laws may only apply based on the type of activity the organisation is undertaking such as the laws around preparing and storing food or fundraising.

It is generally not possible for a board to know every law that applies to their organisation in detail or to evaluate for themselves whether the organisation is complying with every relevant law. However, there are ways that a board can oversee compliance with the law, for example, by:

- Seeking independent review of proposed decisions;
- Establishing a policy framework that requires staff to follow relevant laws;
- Maintaining integrity of internal and external audit processes;
- Promoting a culture of compliance;
- Seeking independent legal advice where necessary; and
- Establishing robust systems for reporting and investigating misconduct.

Boards can and should apply a similar approach to requiring compliance with their governing documents and internal policies. Boards may be interested to inquire into how management maintains compliance with policies such as through providing regular training, internal communications or through requiring compliance through employment contracts.

Conflicts of interest

Directors have a duty to act in the best interest of their organisation. At times, a director's personal interests (such as their investment interests) or their other duties (such as to another organisation of which they are a director) may conflict with this duty. This is called a conflict of interest.

Conflicts of interest can also affect other people involved with the organisation, such as management and staff, and it is important that these conflicts are also identified and managed.

There are three types of conflicts of interest:

Figure 10: Types of conflict of interest

Actual	Potential	Perceived
<p>There is a direct conflict of interest.</p> <p>For example, you are in a close personal relationship with an employee of the organisation you are a director of.</p>	<p>There could be a conflict of interest.</p> <p>For example, you are a director of two charities that may both compete for the same grant in the future.</p>	<p>There may appear to be a conflict of interest.</p> <p>For example, you are an investor in a company that your board may be perceived to be able to influence.</p>

Conflicts of interest can't always be avoided and do not necessarily represent a problem. However, it is important that they are managed properly so that directors are acting in the best interest of the organisation and to protect the organisation's reputation.

The first step to managing conflicts of interest is identification. Conflicts of interest should be recorded so that there is transparency about what directors' interests are. Many organisations maintain a register of directors' interests, which records any relevant interests that may give rise to a conflict now or in the future. This also assists with appropriate oversight and transparency of these interests. It is good practice for the chair to invite directors to declare any conflicts of interest at the beginning of a meeting.



An organisation's governing documents and any laws that apply to it may set out requirements about the management and disclosure of conflicts of interest.

Once a conflict has been identified, the board must decide how it will be managed. For example, it may be required that the conflicted director:

- Refrain from participating in any discussion about related matters;
- Remove themselves from the room; or
- Abstain from voting on any matter related to the conflict.

This is called taking remedial action. The appropriate remedial action will depend on the nature of the conflict and boards will need to determine how best to manage a conflict based on the circumstances of the situation.

If a remedial action is taken to manage a conflict of interest, it should be recorded in the minutes. In certain circumstances, a directors' interests may be conflicted so regularly or to such an extent that it is not practical for them to continue in their role and it will be in the best interests of the organisation that they resign.

It is a good idea to set out in a policy how conflicts of interest will be managed. This policy should provide guidance on when disclosures are expected, how they are to be made and how failures to identify conflicts will be responded to. It should also reflect any relevant requirements in the organisation's governing documents and any laws that apply to it.

Importantly, a conflicts of interest policy should emphasise the importance of creating a culture of disclosure. If in doubt about whether something could be a conflict of interest, it is always best to err on the side of caution and to disclose it. This can also assist in promoting accountability, especially if there is visibility of the disclosure by an organisation's stakeholders.

Reporting and responding to misconduct

Even the best policies and procedures will not always prevent wrongdoing within organisations. Where this occurs, it is important that there are systems in place to investigate reports of wrongdoing and to take action to address any misconduct.

The board plays an important role in this, particularly in driving a culture of reporting and not turning a 'blind eye.' Bad news should travel quickly and easily through the appropriate parts of organisation so that it can be responded to at the earliest opportunity. Boards should encourage reporting of wrongdoing and satisfy themselves that the organisation has appropriate processes in place to detect and address it. It may be appropriate for certain types of information about wrongdoing to be brought to the attention of the board so that they can provide appropriate oversight of the organisation's investigation and response.

One way boards can approach this issue is through regularly reviewing information about the organisation's performance against the standards of behaviour it seeks to meet, whether those standards are set by the organisation (such as through its code of conduct) or by the law (such as through regulation) or another source (such as accreditation standards).

There are several standard indicators that organisations can use to assess their conduct performance:

Figure 11: Examples of conduct performance measures

Performance category	Possible indicators
Conduct	Instances of misconduct
	Legal and regulatory breaches and outcomes
	Complaints from stakeholders
	Outcomes of stakeholder complaints
	Breaches of policy or service standards

Other aspects of performance measurement are discussed in greater detail in *Principle 6: Performance*.

Protecting whistleblowers

Boards should also be satisfied that the people who report wrongdoing are protected from any retribution. These people are often referred to as ‘whistleblowers’. Reports of wrongdoing may come from a range of sources including current and former staff, contractors, volunteers, clients and suppliers. These people are an important line of defence against wrongdoing and providing them with adequate protection against retribution can encourage them to come forward with valuable information.



There are laws that provide protection to whistleblowers where they raise issues of wrongdoing in certain circumstances. It is important to know and understand how these laws apply and to comply with them.

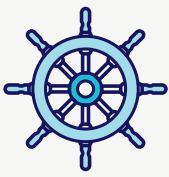
It is a good idea to establish a whistleblower policy that sets out:

- Who can make a disclosure (which should ideally include as broad a range of people as reasonably practical);
- How they can make a disclosure (including to whom, by what method and whether they can do so anonymously);
- The matters about which they can make a disclosure;
- The protections they will receive (including any protections under the law);
- How their disclosure will be investigated;
- How the organisation will communicate with them about the investigation; and
- The consequences for people who take retribution against whistleblowers.

"Whistleblowers are an important line of defence against wrongdoing and providing them with adequate protection against retribution can encourage them to come forward with valuable information."



QUESTIONS FOR DIRECTORS



ARE THE BEHAVIOURAL EXPECTATIONS OF THE BOARD CLEARLY ARTICULATED?



WHAT ARE THE CONSEQUENCES FOR FAILING TO MEET BEHAVIOURAL EXPECTATIONS?



HOW EFFECTIVELY ARE CONFLICTS OF INTEREST MANAGED BY THE BOARD?



HOW DOES THE BOARD RESPOND TO BAD NEWS?



WHAT PROCESSES ARE IN PLACE TO PROTECT WHISTLEBLOWERS?



CASE STUDIES

HelpfulCare

The board of HelpfulCare have authorised a code of conduct which applies to all staff, volunteers and directors involved with the organisation. The code sets out clear expectations of behaviour for these people and includes detail on how the organisation will respond to instances of misconduct.

All staff and volunteers at HelpfulCare are taken through relevant policies, including the code of conduct, as part of their induction. The board has also set a goal for management to deliver ongoing and regular training to staff and volunteers on key policies.

The board has a detailed policy on the management of conflicts of interest. All directors are required to record

relevant interests in a register as soon as they become aware of the conflict. The minutes always record any interests relevant to decision-making and the remedial action taken to address them.

HelpfulCare employ an independent third party to provide a confidential service through which staff and volunteers can report misconduct. Aggregate information about reports is provided to the board and any report concerning serious misconduct is provided to the board in full. The board has also established a whistleblower protection framework to protect the people who report wrongdoing.

The Friendlies

The Friendlies' have a behavioural code called 'The Friendly Way' which sets out the minimum behavioural expectations for members including positive behaviours. The code also requires that members comply with other organisational policies.

All members of the Friendlies are required to follow the code. The governing documents of the Friendlies set out a process that can be used in instances of misconduct (not complying with the code is a form of misconduct).

At the beginning of board meetings, the chair invites members to disclose any conflicts of interest relevant to items on the agenda. The chair reminds directors that it

is a legal requirement to declare any personal interest. The board requires directors leave the room for any issue in which they have a conflict and that is noted in the minutes. They choose to be 'better safe than sorry.'

The board has established a complaints policy which includes a procedure for responding to instances of misconduct. It makes sure all new members get a copy of the policy (and 'The Friendly Way') when they first become members, or when changes are made.

PRINCIPLE 10



PRINCIPLE 10

Culture

The board models and works to instil a culture that supports the organisation's purpose and strategy

- 10.1 The board defines and models a desired culture that aligns to the purpose and strategy
- 10.2 The board oversees a strategy to develop and maintain the desired culture
- 10.3 The board oversees mechanisms to monitor and evaluate organisational culture
- 10.4 The organisation's values are clear, periodically reviewed and communicated to stakeholders
- 10.5 The board oversees a framework for the reward and recognition of workers

A strong culture is an invaluable asset to an organisation and can contribute significantly to an organisation's ability to achieve its purpose. However, a poor culture can undermine an organisation's performance. The board plays an important role in shaping an organisation's culture, including through leading by example.

What is culture

Culture represents the shared values, assumptions and beliefs that shape the behaviour of the people involved in an organisation. It is often described as the way people act when nobody is looking. Culture can seem like a nebulous concept, but while it may be difficult to measure or define, it is a powerful influence on the people involved in an organisation and their actions.

Good cultures are aligned to an organisation's purpose and support the achievement of its goals. For example, if your purpose is to educate primary school children, the ability to do this will be enhanced by a culture that prioritises the best interests of the child and places emphasis on high standards in teaching and child welfare.

Conversely, poor cultures can adversely impact an organisation such as through its impact on staff morale, absenteeism and the organisation's ability to attract and retain volunteers. Culture is also a significant factor in the perception of an organisation by its funders, donors and the community. In some circumstances, poor culture can even result in misconduct.

It is also important to recognise that there may be multiple cultures within an organisation. Different attitudes and practices may emerge, and be actively cultivated within particular teams, for example.

Monitoring culture

There is no single metric that can be used to evaluate the culture of an organisation. Instead, boards must consider a range of data sources to build a picture of culture through combining both quantitative and qualitative information.

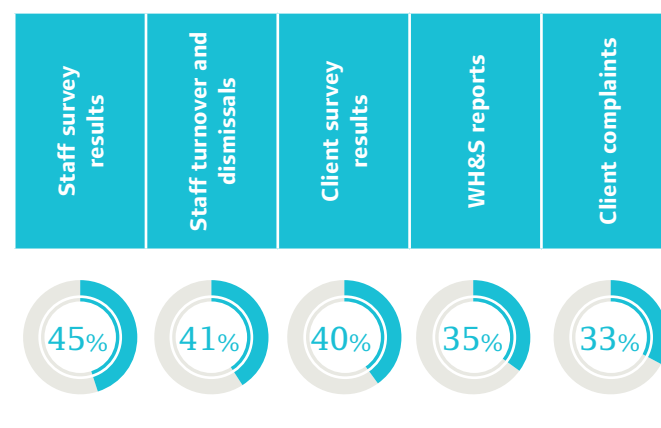
Measuring culture does not necessarily have to involve the development and measurement of new performance indicators specific to culture. Most organisations already have access to a range of data that can be used to build a picture of their culture.

“And now here is my secret, a very simple secret: it is only with the heart that one can see rightly; what is essential is invisible to the eye.”

Antoine de Saint-Exupéry, *The Little Prince*

According to the AICD's 2018 NFP Governance Study the top five ways that NFPs measure culture are:

Figure 12: Top five ways of measuring culture



(Source: AICD 2018 NFP Governance and Performance Study)

There are also other ways through which the board can develop a sense of what the organisation's culture is. For example, the board might review the decisions and actions of management to determine whether they are consistent with the organisation's desired culture. Many boards also engage directly with clients, staff and volunteers to build a picture of culture based on personal interactions. However, care should be taken to keep the CEO informed about any such activities.

The board's role in culture

The board and its directors play a critical role in shaping an organisation's culture. Because culture can significantly influence an organisation's ability to achieve its purpose, it is important that boards form a view on what kind of culture will best support the achievement of their purpose and take steps to develop or maintain it.

“The fish rots from the head.”

Ancient Chinese proverb

There are several different ways that boards can engage with and practically influence an organisation's culture. For example, the selection of a CEO can have an enormous impact on culture. Setting out a code of conduct for an organisation can also influence the organisation's culture, as can establishing remuneration structures that incentivise desired behaviours.

Every action of the board has potential to influence the organisation's culture in some way. For example, if a board approves a budget which makes generous provision for learning and development and requires reporting on how much time staff spend undertaking training, over time this is likely to contribute to creating a culture that values ongoing education. Although such decisions might not be considered through a cultural lens, they have the potential to influence an organisation's culture in small but powerful ways.

It is not only the board's decisions that have the potential to influence culture, but also its behaviours and attitudes. How board members interact with one another, the questions that they ask of management and the way they conduct their meetings can all influence culture. In this way, the culture of the board itself ripples through the organisation. This is called setting the 'tone from the top'.

Managing culture should therefore involve ongoing reflection by directors about how their decisions and behaviour shape their organisation's culture. The cultural impact of board decision-making should be a consideration in decision-making. Boards should also consider how their organisation's culture might impact the certainty with which the intended outcomes of their decisions will be achieved – considering culture from a risk management perspective.

A simple way to keep this fresh in the minds of directors is to make sure that culture is a regular agenda item for board meetings.

Organisational values

One of the practical ways that a board can influence culture is through defining organisational values. Values are an expression of the organisation's identity and are intended to guide the behaviours and decisions of the people involved with the organisation.

For example, if an organisation has the value of 'excellence in client service', that may mean that they do not provide services unless they are confident they meet a certain standard, or that they prioritise rectifying service issues when they occur over other issues.

For values to be effective they need to provide clear guidance about what an organisation considers to be good. At times, holding true to an organisation's values can be challenging, however, it is important that boards are prepared to make difficult decisions to stay true to their values.

Boards must approve the organisation's values and also work within them. They should be guided by the organisation's values in their own decision-making and should also challenge decisions of management when they are not in line with the organisation's values. Values are not meaningful unless they are observed and there are consequences for failing to observe them.

Culture and incentives

An important influence on an organisation's culture is the way staff and volunteers are incentivised to behave. These incentives may be material (such as through pay rises, bonuses or gifts) or non-material (such as increased seniority, certificates of appreciation or public recognition).

The board should oversee a reward and recognition framework that aligns incentives to the organisation's purpose. It is important that incentives are aligned to the organisation's purpose so that the people involved in the organisation are working towards the same goals.

The way behaviours are incentivised or discouraged sends an important message about what the organisation values are and what it is trying to achieve. It is also important that these incentives are realistic and achievable. For example, if an employee is incentivised to do their job too quickly, this may encourage them to rush or cut corners, and may adversely impact the organisation's purpose or even result in misconduct.

Not all incentives are rewards. Some incentives are negative, such as the possibility of a penalty for failing to meet defined expectations. It is important that there are negative incentives to discourage behaviours that are inconsistent with a desired culture or stated expectations of conduct.

Boards should be prepared to make difficult decisions to enforce culturally appropriate behaviours and empower management to do the same. In certain circumstances, such as where the behaviours are extreme or repeated, it may be necessary to terminate a person's connection with the organisation to protect the culture.



QUESTIONS FOR DIRECTORS



- * WHAT SORT OF CULTURE WILL BEST SUPPORT THE ORGANISATION TO ACHIEVE ITS OBJECTIVES?



- * WHAT IS THE CULTURE OF THE ORGANISATION AND HOW IS THIS DISCERNED?



- * HOW OFTEN DOES THE BOARD DISCUSS CULTURE?



- * DO THE BEHAVIOUR OF STAFF AND VOLUNTEERS ALIGN TO THE ORGANISATION'S VALUES?



- * HOW DOES THE BOARD ALIGN ITS DECISION-MAKING TO ITS VALUES?



CASE STUDIES

HelpfulCare

HelpfulCare has established a policy document titled 'Being HelpfulCare' that articulates their desired culture alongside their strategic statements.

The 'Being HelpfulCare' policy sets out the organisation's values and the cultural behaviours that staff are expected to exhibit. Anyone can access the policy on HelpfulCare's website.

The board has directed management to act within the limits of this policy and to find ways to bring the policy to life. As a result, cultural fit is assessed in the recruitment process and positive examples are celebrated through internal communications. The board set the principles and practices for reward and recognition of employees to promote alignment with culture.

The board regularly considers culture as part of their formal decision-making process. The board also requires that culture be considered in the context of recruitment and the executive have authority to manage staff who exhibit behaviours that are inconsistent with the cultural norms.

Measuring culture is a critical focus for HelpfulCare. The board has instructed management to undertake annual staff engagement and client perception surveys. The board also reviews performance measures such as staff turnover and work health & safety reports, and a selection of client feedback is presented for board review at each meeting.

The Friendlies

The Friendlies' behavioural code called 'The Friendly Way' also sets out what their culture should be. The governing documents require the board to behave in a way that is consistent with the code and to promote it to members.

To assess how well the organisation is meeting its cultural goals, the board conducts a survey of members every two years. In the survey they ask how well the organisation is living up to 'The Friendly Way' and what steps the organisation could take to continue to improve.

'The Friendly Way' also sets out the organisation's core values. In assessing new projects, the board is required to evaluate their alignment to the organisation's values.

The board has required that demonstrating the organisation's values and adhering to 'The Friendly Way' are part of the employment contract of the coordinator. The board also work to identify members who have been exemplars of the values and reward them through public recognition involving either commemorative awards or letters of appreciation from the president.

Glossary

Agenda	A document that sets out what business will be considered a meeting
Australian Charities and Not-for-profits Commission (ACNC)	The national independent regulator of charities
ACNC Governance Standards	Five standards of governance that apply to registered charities
Annual report	A report about an organisation's activities, governance and performance
Annual general meeting (AGM)	An annual meeting of an organisation's members
Board	The people responsible for governing and controlling an organisation
Board committee	A group of people authorised by the board to assist with its work
Chair	A person appointed to manage the business of the board
Charities Act 2013	The law that sets out the definition of 'charitable purpose'
Charity	An NFP that meets the legal definition of charity
Chief executive officer (CEO)	The most senior member of an organisation's staff
Committee members	People appointed to a committee of the board
Company Limited by Guarantee	A type of entity incorporated under the Corporations Act
Company secretary	A person appointed to facilitate corporate governance processes
Conflict of interest	When a person's personal interests conflict with their duties
Corporations Act 2001	The law relating to corporations
Culture	Shared values, assumptions and beliefs that shape the behaviour of the people involved in an organisation
Director	The members of an organisation's board
Directors' duties	The legal duties of directors to their organisation
Financial statements	Financial reports prepared for external audiences
Incorporated Association	A type of entity incorporated under state or territory legislation
Indigenous Corporation	A type of entity incorporated under the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i>
Governance	The systems and process that direct and control an organisation
Governing documents	The documents that set out how an organisation is to be run such as its constitution

Key performance indicator (KPI)	The measures that an organisation uses to evaluate its success
Management	An organisation's staff, particularly its senior staff
Management accounts	Financial reports prepared for internal audiences
Misconduct	Behaviours that violate policies or law
Minutes	Documents that record the activities and decisions of a meeting
Mission	Statements that express what an organisation does to achieve its purpose
Non-executive director	A director who is not a member of management
Not-for-profit (NFP)	An organisation that does not operate for private benefit
Principles	Statements that express what an organisation does to achieve this purpose
Purpose	The reason an organisation exists
Registered charity	A charity registered with the ACNC
Reserves	Unrestricted funds available to spend at the organisations discretion
Risk	The effect of uncertainty on objectives
Solvency	An organisation's ability to pay its debts as and when they are due
Special general meeting (SGM)	An ad hoc meeting of an organisation's members
Stakeholders	People involved with the organisation (such as clients and staff)
Strategy	The way an organisation defines its goals and aligns its activities and resources with them
Tenure	The period of time that a director is appointed for
Terms of reference	A document that governs the operation of a committee
Quorum	The number of directors that must be present for a meeting to be valid
Values	Statements that express what an organisation considers to be good
Vision	Statements that express what an organisation aims to achieve

Acknowledgements

The *NFP Governance Principles* have been developed through extensive consultation with directors and other leaders in the not-for-profit sector. It also reflects the feedback of the AICD's NFP Chairs' Forum, as well as its policy committees and division councils.

In developing the NFP Governance Principles, the AICD benefited enormously from the guidance and insight of a steering committee comprising Murray Baird FAICD, Mark Butcher FAICD, Phil Butler GAICD, Nadine Clode, Bruce Cowley FAICD and Ken Dean FAICD, that met throughout 2018.

The AICD also recognises the contributions of Sue Woodward and Nadine Clode of JusticeConnect who provided formal external review of this document.

This document develops the 2013 version titled *Good governance principles and guidance for not-for-profit organisations*, and we acknowledge the contribution of its original authors Dr Mark Blair GAICD and David Shortland MAICD.

About the author

Lucas Ryan GAICD was a Senior Policy Adviser at the Australian Institute of Company Directors. He drove the AICD's advocacy agenda in the not-for-profit sector, as well as on innovation and technology. Between 2015 and 2017 he delivered the not-for-profit component of the AICD's 'Essential Director Update' and has been a contributing author to the annual *Not-for-profit Governance and Performance Study*.

Prior to working at the AICD, he was a foundation staff member of the Australian Charities and Not-for-profits Commission, establishing the governance education and stakeholder engagement programs for the newly-formed regulator. He is a graduate of the *Company Directors Course* and has had experience on not-for-profit and government boards.

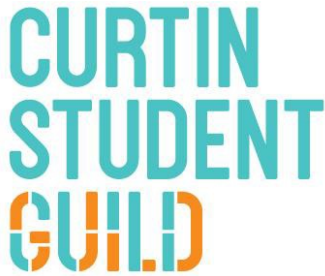
About the external reviewers

Sue Woodward is the Head of Not-for-profit Law, a program of JusticeConnect. Before that, she worked as a corporate lawyer and academic at the University of Melbourne. Her extensive experience in the not-for-profit sector includes several years as a member of the senior leadership team at the Australian Charities and Not-for-profits Commission with responsibility for policy, education and red tape reduction. She holds a number of non-executive director positions on not-for-profit boards.

Nadine Clode is a Manager at Not-for-profit Law and has had broad experience as a senior official in both state and federal governments. She is a lawyer and educator with experience working with not-for-profits over a number of years, and has previously lectured in law at Federation University Australia. Nadine was also a member of the steering committee for the review of the *NFP Governance Principles*.

ADDITIONAL RESOURCES

- Online versions of the Principles are available at companydirectors.com.au/nfpprinciples along with a suite of relevant tools and content to assist users
- Further NFP resources including director tools are available here: companydirectors.com.au/resources/not-for-profit-resources



Student Guild of Curtin University

Representation Board - Meeting#8

Thursday the 19 August 2021

100.301

Meeting opened 6.13pm

Minutes

1. Acknowledgement of the Traditional Owners

"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."

2. Attendance

- 2.1. Members Present; Bridge Truell; Jesse Naylor Zambrano; Michael Farrell; Madison Ainsworth; Lucy Rohl; Dylan Botica; Ilona McGuire; Hameed Mohammad; Jason Kim (online); Clare Metcalf (online); Fang-Yu (Cherry) Chen (online); Dax Jagoe (online); Chris MacFarlane
- 2.2. Others Present; Maryanne Shaddick (minute secretary); Jo-Ann Naidu (online)
- 2.3. Apologies and Leave of Absence; Cassidy Pemberton; Isabel Mountain; Ali Rose Bolton
- 2.4. Absent;

3. Disclosure of any potential or perceived Conflicts of Interest. None

4. Minutes of the Previous Meeting:

- 4.1. Previous Meeting Minutes:

6.18 pm meeting halted because of technical issues with online attendees.

6.23pm meeting resumed.

Motion: That the Representation Board approves the minutes of the previous meeting, held on 22/07/2021, as a true and accurate record of the proceedings.

Resolved RB 27-21

Moved: BridgeTruell

Seconded: Madison Ainsworth

Carried

5. Matters Arising from the Minutes. None

6. Items Not for Discussion. None

7. Reports

- 4.1. President – As tabled. Jesse added to her report with an overview of the Tuition Free Speak out. About 25 people attended. No questions.
- 4.2. Vice President – Education – As tabled. No questions.
- 4.3. Faculty of Business and Law Representative – As tabled. In addition, Dylan Botica reported on Board Effect meeting management software. Dylan said he was investigating whether its adoption by the Guild would improve the administration of committee meetings such as Representation Board and Council meetings. Dylan said he was investigating if the Guild could use Curtin licenses.
- 4.4. Faculty of Science and Engineering Representative – As tabled. In addition, Jason Kim responded to a query about his attendance at Orientation events. In semester one, Jason attended one online event and one activity based event. He did not get permission to attend the Faculty event, as there were time restrictions. This occurred again in semester two. Jason said that in future, the Faculty was looking at changing these events to provide the opportunity for the Science and Engineering Representative to speak. Jason was asked about the acronym CCVREng (Curriculum Course Review for the Bachelor of Engineering). For accessibility purposes, it was decided to use full name of an acronym in first mention.
- 4.5. Faculty of Health Sciences Representative – As tabled. No questions.
- 4.6. Faculty of Humanities Representative – As tabled. No questions.
- 4.7. Student Assist – As tabled. No questions.
- 4.8. International Students Committee President – Vacant. Jesse answered a question about whether the position had been filled during the casual election. Jesse said that the position was not filled and no decision had been made about whether to appoint someone for the rest of the year.
- 4.9. Postgraduate Students Committee President. New PSC President Hameed Mohammad was welcomed. Hameed said that he was looking to bring positive change for postgraduate students.
- 4.10. Queer Officer. Lucy asked about upcoming events for Queer Department. Dax Jagoe said that they were meeting with the events team soon.
- 4.11. Women's Officer. Report submitted. Jesse asked about the benefits and drawbacks of coordinating a discord server. Dax said they were available to answer queries as they helped Cassidy set up discord.
- 4.12. First Nations Officer. Ilona McGuire was welcomed to the committee. Ilona spoke

about the mural workshop. There were no students, however Centre for Aboriginal Studies (CAS) representatives attended and discussed the First Nations role.

- 4.13. Accessibility Officer. As tabled. In addition, Clare spoke about the Terrarium workshops. Clare was asked about sign up strategy. It was not overly successful on O Day. People did not want to use QR code. Not a high uptake for the accessibility meet and greet.
- 4.14. Higher Education Developments – Maryanne Shaddick answered a query about the Council of Chancellors.
- 4.15. Chair of the Representation Board*

Meeting paused for one minute at 6.32pm and resumed at 6.33pm due to technical difficulties

Motion: That the Representation Board notes the reports

Resolved RB 28-21

Moved: Lucy Rohl

Seconded: Madison Ainsworth

Carried

- 8. Items for Discussion and Resolution
 - 8.1 Refugee and Asylum Seeker Rights

Motion: The Curtin Student Guild supports the right of all refugees and asylum seekers to immediate settlement, healthcare and permanent visas in Australia.

The Guild also endorses the Tamil Refugee Council's 'No detention, no deportation: Permanent protection for the Murugappan family' protest on the 4th September, 3pm at Forrest Chase.

Actions: The Guild promote the demonstration through its social media pages and around the Guild precinct.

Chris Macfarlane spoke to the motion. He said that the Federal Government was due to make a decision within 30 days. Dylan Botica noted that he looked after the child in his role as nurse.

Resolved RB 29-21

Moved: Chris MacFarlane

Seconded: Lucy Rohl

Carried

One abstention (Jason Kim)

- 8.2. Representation Board Agenda

Motion: That the Representation Board recommend changes to its constitution and/or Guild By-Laws to the Legal Committee for the following purposes:

- Establishing duties and responsibilities for the Chair of the Representation Board.
- Evaluating and updating any other sections deemed appropriate by Legal Committee.

Lucy Rohl spoke about the importance of making sure the terms used in the constitution were up to date. Lucy said that it was important to outline the role of Chair of Representation Board. Lucy commented on the draft duties and responsibilities item about submitting a report to the Representation Board noting this was voluntary. Jesse said that the Chair of Representation Board was remunerated for two hours a week and said that the role was left vague so as not to be too prescriptive on someone's time. Dylan said the document would be recommended to Legal Committee and he had prepared a rough draft of what the duties and responsibilities could look like.

Resolved RB-30-21

Moved: Clare Metcalf.

Seconded: Lucy Rohl

Carried

9. General Business.

Bridge Truell requested suspension of standing orders.

Carried.

Motion. The Representation Board stands in solidarity with the people of Afghanistan both those still there and those fleeing and with the Afghan communities of Australia.

Moved. Bridge Truell.

Seconded. Madison Ainsworth

Solidarity with Afghanistan

Preamble: On August 15th, as US troops withdrew from their 20-year occupation of Afghanistan, the capital city of Kabul was captured by Taliban forces. A number of violent clashes have occurred in the following days, with many residents of Kabul and other captured areas retreating to their homes and thousands flooding to the Kabul Airport after the Taliban claimed all border crossings. Negotiations between the government and the Taliban are ongoing, but it currently appears that unconditional surrender from the current government will be accepted. The restoration of Taliban rule is concerning for a variety of reasons and many Afghans (particularly women) have begun speaking out on the dangers this situation represents for them, their families, and their city.

Actions:

- The Representation Board stands in solidarity with the people of Afghanistan (both those who are still there and those currently fleeing) and with the Afghan communities of Australia.

- The Representation Board reinforces its stance that the right to seek asylum is a fundamental human right, welcomes those who have arrived in Perth this evening, and encourages our State & Federal governments to extend this support to as many affected people as possible.
- The Representation Board endorses the WA Peaceful Rally in Solidarity with Afghanistan that is taking place this Sunday at 11am in Forrest Chase.

Chris MacFarlane spoke about the role of Australian Government. He was concerned about the rally in case it called for Australian military to remain in Afghanistan.

Chris requested an amendment to the motion.

"The representation board supports future actions that oppose the occupation and demand the Australian Government give permanent protection to Afghan refugees."

Resolved RB 31-21

Motion:

The Representation Board stands in solidarity with the people of Afghanistan (both those who are still there and those currently fleeing) and with the Afghan communities of Australia.

The Representation Board reinforces its stance that the right to seek asylum is a fundamental human right, welcomes those who have arrived in Perth this evening, and encourages our State & Federal governments to extend this support to as many affected people as possible.

The Representation Board recognises the disastrous role played by the US and Australian occupation of Afghanistan

The Representation Board supports future actions that oppose the occupation and demand the Australian Government give permanent protection to Afghan refugees

Moved: Bridge Truell

Seconded: Madison Ainsworth

The amendment was amendable to Bridge and Madison.

Carried

Jesse Naylor Zambrano spoke about a concept for a student central building on campus. She asked the committee for their feedback about what facilities and uses it could have. Suggestions included a student kitchen, online class areas, projector facilities for presentations, rooms for clubs; food vending machines, café, clubs storage, equity rooms similar to spaces in the library, relaxation spaces, and course specific common room. Another suggestion was to have space for welfare organisations to use. Jesse suggested the committee members email her with any additional feedback.

Meeting closed 7.18pm.

10. Next Meeting

The next ordinary meeting of the Representation Board is TBC at 6pm to be held at Council

Chambers. Documents and motions are to be submitted no later than 4:30pm on Thursday the 16th of September to secretary@guild.curtin.edu.au



Student Guild of Curtin University

Representation Board - Meeting #9

held at 6pm on Tuesday the 28 September 2021

In 100.301

MINUTES

1. Acknowledgement of the Traditional Owners

"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."

2. Attendance

- 2.1. Members Present; Dylan Botica; Jesse Naylor Zambrano; Lucy Rohl; Madison Ainsworth; Michael Farrell (online); Sofia Gonzalez Torres; Hameed Mohammed; Jason Kim (6.06pm) Bridge Truell (6.09pm) Cassidy Pemberton; Clare Metcalf; Chris MacFarlane; Isabel Mountain; Cherry Chen; Shaniqua Cutinha (6.11pm) ; Dax Jagoe (6.16pm)
- 2.2. Others Present; Maryanne Shaddick (minute secretary)
- 2.3. Apologies and Leave of Absence;
- 2.4. Absent; Ali Rose Bolton

The resignation of First Nation Officer Iona McGuire was noted.

3. Disclosure of any potential or perceived Conflicts of Interest. None

4. Minutes of the Previous Meeting:

- 4.1. Previous Meeting Minutes:

Motion: That the Representation Board approves the minutes of the previous meeting, held on 19/08/2021, as a true and accurate record of the proceedings.

Moved: Lucy Rohl

Seconded: Madison Ainsworth

Carried with the correction that Shaniqua Cutinha's name be added to the list of attendees.

5. Matters Arising from the Minutes. None

6. Items Not for Discussion. None

7. Reports

1. President – Submitted. Jesse Naylor Zambrano spoke about the International Students speak out. Jesse noted that Curtin was communicating to international students. Curtin was looking at coordinating an engagement group to support

students and there would be more directed support from Curtin Connect. It was noted that Curtin was negotiating a new enterprise bargaining agreement with staff. Lucy Rohl said that there was an expectation by Curtin that international students would return in February 2022 Jesse spoke about VC response to the Guild's Tuition Free campaign. There was information provided about a student who had their CRL (credit for recognized learning) revoked by Curtin. There was discussion about structural change needed to engage First Nations students within the Guild and about organising cultural sensitivity training as part of student representative handovers. Hameed Mohammed said postgraduate offshore students had not heard from Curtin. The new ISC President would follow up with Curtin. There was discussion about the Learning for Tomorrow implementation, which had been moved to faculty level. There was discussion that the Guild would develop a best practice guide and talk to deans of faculties and heads of school. There was discussion about the Guild's approach to the university to change the default search engine to Ecosia.

1.1. Briefing Note – \$20,000 Club Funding.

2. Vice President – Education – Not Submitted. Bridge Truell updated the committee about work on the unit outline review, Excellence in Teaching Awards and Learning for Tomorrow at the faculty level.
3. Faculty of Business and Law Representative – Submitted. Dylan Botica noted that he published a unit outline survey that received 23 responses gathered and identified 30 units requiring attention. The feedback was incorporated into the feedback sent out with Student Consultative Committee report. There were broader issues with assessment design particularly in Accounting and Law. Law had problems with the delivery of exams. Dylan was following up with Law School Director of Learning and Teaching. Jason asked about Dylan's involvement with actions arising from the student consultative meetings. Dylan said he would attend or if he had not he would find out and follow up about issues from the summary report sent out after meetings. Dylan said he picked up significant issues with units and the way the faculty was resourcing units. There was discussion about the feasibility of using Board Effect at the Guild. It was something for Executive members to review. There could be time saving potential and efficiencies for uploading reports. There was concern about the cost if the Guild could not use the Curtin licence and the potential for Curtin to have oversight of confidential reports. Board Effect did not appear to have accessibility features.
4. Faculty of Science and Engineering Representative – Submitted. Jason Kim said that one of his KPIs, number 9 bridging the cultural gap would not be finished due to time constraints. It was noted that 25 people were recruited and there were 15 active SEC participants. There were meetings twice a semester with the addition of online travel restricted participants. Jason reported on the Student Hub meeting in which some club representatives attended. It was noted that Engineering students felt unhappy about how they were treated by other club members. With regard to staff cuts, Jason noted that there were 22 areas of concern within the faculty and that he was working with student experience officer. Jason would like to create a public platform to raise concerns. Chris Macfarlane asked how many people had lost jobs. This information was not known. It was noted that Evaluate data found student satisfaction concerns in Science and Engineering.
5. Faculty of Health Sciences Representative – Submitted. Lucy Rohl discussed opportunities to get some students on faculty working parties and committees. Lucy spoke about the proposal from the Manager of Student Engagement for Health Sciences, Kelly Nowak, to implement a Faculty Common Free Time. It was noted that a letter had been sent to the Health Minister in relation to the issue of shortage of nurses in WA hospitals. Jesse raised the issue of the number of meetings faculty representatives attend and whether they were sitting on the correct committees.
6. Faculty of Humanities Representative – Submitted. Madison Ainsworth spoke about the We Are Important campaign. There was discussion about the impact of

blended learning on Humanities. There was discussion about whether there would be further cuts to staff in the faculty.

Student Assist – Submitted. There was a query about whether the laptop loan scheme was still running

7. International Students Committee President. New president Sophia Gonzalez was welcomed to the Representation Board.
8. Postgraduate Students Committee President. Hameed Mohammed noted that he was working on his KPIs. Hameed was working with Bridge Truell and Lucy Rohl with regard to more graduate programs for health science students. There was discussion about KPIs and it was noted that there was no one on the PSC committee. Hameed said he was lacking support and that the committee roles needed to be filled. Hameed asked if representatives would promote the PSC on their social media pages. Jason suggested creating messaging about how to join the PSC.
 - 8.1. KPIs
9. Queer Officer – Submitted. As tabled. It was noted that there was going to be a Queer Department roll out of bathroom stickers and all volunteers were welcome. Dax Jagoe noted an expression of interest for Pride had been submitted.
10. Women’s Officer – Submitted. Cassidy Pemberton spoke about the National Student Safety Survey saying that concerns had been raised about some confronting questions. It was noted that there was a 9.7% response rate at Curtin. The Respectful Relationships module was to be updated. A recent movie night attracted 15 people. Cassidy noted that they were helping a student with a harassment complaint.
11. First Nations Officer – Vacant. Cassidy Pemberton noted that it was concerning that no-one was staying in the role. Jesse said that structural changes were needed at the Guild to accommodate a First Nations Officer. CAS recommended co-officers. There needed to be consultation with First Nation students. The artist who painted the First Nations mural provided feedback that words like “officer” and “department” were alienating for First Nation people. Dylan asked about how many First Nation people are employed by the Guild. There was discussion about how many First Nation students were enrolled. Hameed asked about cultural safety and inclusivity. Jesse spoke about feedback from Lulkbudia Mclean, a former First Nation officer. Lulkbudia said it was difficult being the only First Nation student at the Guild. The pay for equity officers was not enough to support themselves in. There was a lack of structure at the Guild, no desk or set times she had to be there. As well, Lulkbudia felt it was not appropriate for her to speak on behalf of all First Nations people.
12. Accessibility Officer – Submitted. Clare Metcalf said that they had been approached in relation to an event idea, a thesis boot camp aimed at those with ADHD, which would be the idea of body doubling to help people focus. It would be a catered event. Jesse Naylor Zambrano asked about what manually activating a CAP is about. New database system where CAPS will be automatically sent to tutors and UCs unless students decide to choose who to send the CAPS out to. No CAP PDFs by email. Student will receive a copy via PDF but this is not the official document. Dylan Botica asked about the goals of the Abilities Collective at Curtin. Clare sent support, representation and positive change without people having to talk about disabilities, connections, creating a community some of the goals.
13. Higher Education Developments – Submitted. Lucy Rohl raised the issue of whether Guild had a stance on vaccination. Dylan Botica suggested this be moved to General Business
14. Chair of the Representation Board. No questions.

15. Motion: That the Representation Board notes the reports.

Moved: Cassidy Pemberton

Seconded: Lucy Rohl

Carried

8. Items for Discussion and Resolution

8.1. We Are Important Campaign

That the Representation Board endorses the Humanities Campaign “We Are Important” as it:

- Reaches out to students to gain their perspective on their treatment as a Humanities student
- Co-Hosts a National Day of Action with the National Union of Students (NUS)
- Collaborates with other Student Unions across Australia
- Publishes an Open Letter addressed to University management and the Federal Education Minister Alan Tudge

With the goal of bettering the quality of education provided to Humanities students with three demands:

- Increase funding for humanities courses and staff!!
- End the cuts to our courses and units!
- Give our courses the recognition they deserve!

Moved: Madison Ainsworth

Seconded: Bridge Truell

Carried

Madison spoke to this motion. It was important that faculty representatives were entering the national space and engaging with larger movements.

Michael Farrell left at 7.15pm. Back 7.19pm

Cassidy Pemberton noted that it was difficult to work with the NUS and asked with whom Madison was coordinating. Madison Ainsworth said that Chris Hall was the NUS contact. Chris MacFarlane said that the campaign should be wider than humanities. If it was only humanities, it should be a local campaign. Chris MacFarlane said it was best to focus on what was happening on campus. Madison said the individual campus campaigns were running as well. Shaniqua said that the original goals of the campaign might be overlooked if it was too broad. Hameed Mohammed said that the PSC was happy to be part of the campaign. Madison said that the campaign was focused on Curtin. There was discussion about the demands of the campaign. Dylan spoke about running the campaign through the Representation Board and unlocking representation Board funding.

9. Meetings of Committees

9.1. Women's Collective – Meeting held on 20/07/2021

Motion: That the Representation Board notes the minutes of the meeting

Moved: Cassidy Pemberton

Seconded: Lucy Rohl

Carried

10. General Business

Position on mandatory vaccination for students. Chris MacFarlane felt that it was important that people took a stand and discussed the protests in Melbourne. Guild should push students to be vaccinated. There was a discussion about whether to bring a motion to this meeting or deal with it by circular motion or at the next meeting. It was noted by Maryanne Shaddick that the Guild had already communicated information to students about being vaccinated.

Motion to suspend standing orders. Carried you absolute majority.

Motion: That the Representation Board recognises the importance of strong health measures including lockdowns in combating the pandemic.

In the wake of the recent far right and anti-vax demonstrations in Melbourne, the Representation Board recognises that every student and staff member has a right to a campus safe from the pandemic and strongly encourages all students and staff, who are able, to get vaccinated.

The representation board also strongly condemns the attacks made by far right and anti vax demonstrators on the Victorian CFMEU offices, and calls on other unions to push their members to get vaccinated.

Action: The Guild will make posts on its social media accounts and around the Guild precinct encouraging students to get vaccinated. These posts/posters should make use of the Campaign against Racism and Fascism's slogan "Pro Vax, Pro Union, Anti Fascist".

Moved: Chris MacFarlane

Seconded: Bridge Truell

Discussion about standing in solidarity with unions and hijacking of issue by right wings.

Motion amended to add the word vaccinations

That the Representation Board recognises the importance of strong health measures including lockdowns and vaccinations in combating the pandemic

This was amendable to Chris

Hameed said the communication should be an education campaign.

Maryanne Shaddick said that the communication should be information based, simple and straight forward.

Madison and Lucy said that the information should be information based.

Shaniqua said not all students like political messages. They would engage more with an information campaign.

Sophia said should not push information to students in a political way. Need to educate them.

Hameed said rules for international student vaccination were not fair. Jesse said this was Gov't policy.

Cassidy said the Guild could have an information campaign and make a statement.

Lucy proposed an amendment that "posters may take inspiration from Pro Vax etc"

Action: The Guild will make posts on its social media accounts and around the Guild precinct encouraging students to get vaccinated. These posts/posters should take inspiration from the Campaign against Racism and Fascism's slogan "Pro Vax, Pro Union, Anti Fascist".

This was amendable to Chris

Carried . One abstention Jason Kim

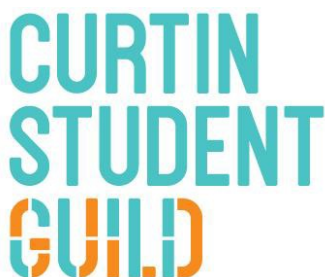
Jesse said the draft determination of remuneration had been published for consultation. Email feedback to Jesse.

Jesse said she was looking for student participation at the Staff Student Tuition Free event. Needed a co-lead on the campaign.

Next Meeting

The next ordinary meeting of the Representation Board is Thursday, 21 October at 6pm to be held at Council Chambers. Documents and motions are to be submitted no later than 4:30pm on Thursday the 14 October to secretary@guild.curtin.edu.au

Meeting closed at 8.05pm.



Student Guild of Curtin University

Representation Board - Meeting #10

To be held at 6pm on Thursday the 21st of October 2021

In 100.301
Meeting commenced 6pm

AGENDA

1. Acknowledgement of the Traditional Owners

"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."

2. Attendance

- 2.1. Members Present; Lucy Rohl, Cassidy Pemberton, Isabel Mountain (6.04pm), Dax Jagoe (6.05pm), Sophia Gonzalez Torres (online); Clare Metcalf; Madison Ainsworth; Cherry Chen; Jason Kim; Chris Macfarlane; Bridge Truell; Hameed Mohammed; Jesse Naylor Zambrano (6.09pm); Dylan Botica
- 2.2. Others Present; Maryanne Shaddick, Andrew Cameron (left 6.07pm); Chris Hall
- 2.3. Apologies and Leave of Absence;
- 2.4. Absent; Shaniqua Cutinha, Ali Rose Bolton, Michael Farrell

3. Disclosure of any potential or perceived Conflicts of Interest

Bridge declared that he was an NUS office bearer.

Procedural motion moved to have Bridge stay during the NUS discussion

Carried

4. Minutes of the Previous Meeting:

4.1. Previous Meeting Minutes:

Motion: That the Representation Board approves the minutes of the previous meeting, held on 28/09/2021, as a true and accurate record of the proceedings.

Moved: Lucy Rohl

Seconded: Cassidy Pemberton

Carried

5. Matters Arising from the Minutes. None

6. Items Not for Discussion

7. Reports

1. President – Not Submitted. Jesse Naylor Zambrano updated the committee about a proposal for a clubs hub at building 201. Jesse spoke about the \$40k club grant proposal for 2022 and noted that she had held discussions with the university to arrange to book rooms more easily and not have to pay if clubs used them for fund

- raising. There was an update on Tuition Free student and staff forum and the Remuneration Tribunal decision. Jesse said that she was working on the handover for the incoming reps. She had been talking to the university about what committees and boards required student representation especially at the faculty level and for postgraduates. Jesse spoke about the concept of a “staff buddy” on committees to assist representatives understand university governance. No questions.
2. Vice President – Education – Submitted. No questions.
 3. Faculty of Business and Law Representative – Submitted. Less STP cases reported.
 - 3.1. Student Consultative Committee Report Semester 2
 - Faculty of Science and Engineering Representative – Submitted. A request was made for more information in the TL;DR report.
 4. Faculty of Health Sciences Representative – Submitted. No questions.
 5. Faculty of Humanities Representative – Submitted. The Humanities rally was cancelled. No questions.
 6. Student Assist – Submitted. Query about emergency relief. It was explained that the relief was for all students. The relief was in the form of food and Coles vouchers.
 7. International Students Committee President – Submitted. There was a request to include the ISC in name of report. Cassidy Pemberton congratulated Sophia Gonzalez Torres on new recruits.
 - 7.1. KPIs
 8. Postgraduate Students Committee President – Submitted. No questions. Hameed Mohammed discussed whether students were being provided with enough support and called for suggestions for survey questions.
 - 8.1. September Report
 10. Queer Officer – Not Submitted. Dax Jagoe reported that they were consulting on new ECU campus bathrooms. There was an update on Curtin’s participation in Pride. The Guild would be sharing a stall and parade float with the Ally network. Plans noted for a QC regional hub live-streamed from Eastern states in December. Pride dates noted Fair day 14 November and parade 27 November.
 11. Women’s Officer – Submitted. Cassidy Pemberton encouraged committee members to keep a copy of safer communities report. No questions.
 - 11.1. Safer Communities Information
 12. First Nations Officer – Vacant. Discussion about a query for the First Nations officer. Decided to refer to Centre for Aboriginal Studies.
 13. Accessibility Officer – Submitted. No questions.
 14. Higher Education Developments – Submitted. No questions.
 15. Chair of the Representation Board*. Following up best options for board management software. Looking at information regarding parking.

Motion that the Representation Board notes the reports.

Moved: Cassidy Pemberton

Seconded: Dax Jagoe

Carried

8. Items for Discussion and Resolution

8.1. NUS Affiliation Review and Fee

Motion: That the Representation Board recommend to the Guild Council for 2021 an affiliation amount of between \$37,000 and \$43,000 for the National Union of Students Inc.

Action: That the Representation Board discusses and reviews the assessment of the National Union of Students Inc. against the set of Key Performance Indicators from 2020.

Moved: Jesse Naylor Zambrano (Guild President)

Seconded: Dylan Botica (Chair of the Representation Board)

Votes: 6 for 3 abstentions. Carried

Noted that Chris Hall, the NUS National Education Officer was in attendance

Dylan Botica said that as seconder to the motion he would vacate the chair for this discussion. Dylan called for an alternative chair and Clare Metcalf volunteered. Votes were called and the decision carried.

The committee noted that SSAF could not be used for NUS fees.

Chris Hall spoke on the process of KPIs submitted to the NUS Executive. This year no KPIs were submitted. Most years Curtin submitted KPIs.

The committee reviewed the NUS EPIs. There were no changes to the completion status.

It was noted that the National Conference of the NUS was on 13 December 2021.

Lucy Rohl asked if the conference was going to be online. Chris Hall said that an in person conference could happen if 75% of members could attend in person. It was noted that there would be changes to the running of the conference. Returning Officer would conduct an online election. Process to register votes for motions would be streamlined.

Chris Macfarlane noted this was bureaucratic way to assess the performance of the NUS and it was a waste of time.

The committee was told by Chris Hall that campus presidents were not sent individual reports and that instead they had access to a google drive. Jesse Naylor Zambrano indicated that she was notified if national executive meetings were moved.

The committee noted that the minutes of the 2020 NUS conference were supplied.

Chris Hall confirmed that the process of an independent audit of NUS finances had commenced.

Chris Hall noted that the NUS budget had been approved in accordance with the regulations.

There was discussion about the availability and quality of information in the officer reports made available on the NUS website. Cassidy Pemberton and Dylan Botica noted that the minutes were superficial. Chris Hall noted that discussion was not encouraged even on major issues. Chris Hall noted that the NUS viewed the National Executive as procedural and that it met about six times a year. Chris Hall noted that subsidiary committee minutes should be available on the NUS website.

Dylan Botica noted that in his view the NUS would not comply with all elements of its constitution. Clare Metcalf noted that the national officers were supposed to meet campus equivalents on a regular basis. This was not happening. Chris Hall noted that a lot of regulations were recommendations and not enforceable. A lot of regulations were campus based.

There was discussion of the traffic light system assigned to the KPIs.

Dylan asked how many NUS officers were paid full time. Chris Hall said that the President, General Secretary and Women's officer were full time. . Welfare, Queer and Education officers were not full time and they were paid. All other office bearers were not paid. Cassidy Pemberton noted that said she did not get a reasonable level of support. Jesse Naylor Zambrano said that she had no interaction with NUS President. Jesse noted that the Secretary had been in touch at beginning of year.

KPI 1 noted as orange. That the paid, full-time, NUS National Office Bearers meet, either in person or via telephone (or other common communication channel), the equivalent Member Organisation Office Bearer at least once every academic period.

KPI 2 noted as red: That the paid, full-time, NUS National Office Bearers provide a reasonable level of support for the equivalent Member Organisation Office Bearer.

KPI 3 noted as orange. That the part-time paid and volunteer NUS National Office Bearers provide a reasonable level of support for the equivalent Member Organisation Office Bearer. It was noted that there was good support from Chris Hall. February noted that there was no support from the national disability officer

KPI 4 noted as orange. That the NUS National Office Bearers provide ongoing updates on their actions and campaigns in a reasonable and consistent manner to the equivalent Member Organisation Office Bearer.

KPI 5 noted as orange. That the National Officer Bearers attend all student conferences related to their portfolio.

Dylan Botica asked how often the accessibility conference took place. Chris Hall noted that the only conference held this year so far was the National Education conference. The President Summit and National Conference were normally held annually however the President Summit was not held this year.

KPI 6 noted as orange. That the actions and policy of the NUS are substantially in line with the interests of the Member Organisation's student body. These interests may include Member Organisation policies, stances or values.

Dylan Botica said that the NUS did not share Guild's stance on transparency and accountability. Dax Jagoe said NUS and Guild shared broad values.

KPI 7 noted as green. That, on balance, the NUS has made substantial progress towards achievement of its stated policy goals.

Chris Hall said that these goals were the platforms approved at the national conference. However, these were not binding. Other assessable areas would be the KPIs set by the individual office holders although these were not binding. A number of KPIs met. NUS had followed through with a number of its campaign deliverables from policy platforms. Most of motions passed at National Executive to do with political stances had been followed through.

Dylan Botica said that NUS did not communicate their actions and outcomes. Most students did not know what the NUS was.

Chris MacFarlane said that NUS funding needed to increase. The Guild's contribution should not be less than 2020. Lucy Rohl spoke about the Guild's contribution last year which was impacted by COVID. Jason Kim asked how much the Guild paid in comparison to others. Chris Hall said that Curtin was in the top 3-5 of contributors. It was noted that RMIT and Monash were the largest contributors with amounts exceeding \$100,000. RMIT had a large commercial operation.

Lucy Rohl asked about outcomes of the national conference. Chris Hall said platform based policy style took a broad approach to what NUS should stand for and the executive looked at specific issues. There was no requirement for NUS to follow through on outcomes of national conference. Office bearers were not required to have KPIs. They were paid for advocacy and to run campaigns. Some officers did not get paid.

Cassidy Pemberton asked about the process of removing office bearers. Chris Hall said that this was something that would be considered by the national executive.

Sophia asked about the NUS international representative. Chris Hall said he did not have much contact with ISC officer at NUS. It was an unpaid role. CISA (Council of International Students Australia) had been acting as the body for international students.

Dylan Botica asked how Guild got value from fees. Chris Hall said there was an expectation in the past that NUS would have a high profile on university campuses. That was no longer the case as the NUS was focusing on national focus. Chris Hall spoke of the areas where he had supported Curtin for example the tuition free campaign and direct support to the Vice President Education, the education conference, protests and summits. As well Chris spoke of support he had provided to UWA students. It was noted that the State Branch President had been unavailable. There was discussion about how the State Branch President was elected.

Chris Hall said that under its regulations NUS only supported undergraduates. CAPA supported postgraduate students. At the same time, he noted that the NUS was working on international student issues.

Chris Hall said NUS would be recruiting a communication officer to ensure a consistent online voice and presence. Outsourcing research. Adopting asset portfolio. Chris Hall noted that the NUS was stable financially but its financial position was not sustainable.

Jason Kim asked why the executive chose that range it did as an affiliation fee. Jesse Naylor Zambrano said that pre-2019 levels were too high. Range was to support input from the Representation Board.

Discussion about the fee range. Dylan Botica wanted to tighten the range to \$40,000 - \$43,000k. Jason recommended that this decision be left to Guild Council otherwise to keep the range as stated in the motion.

Chris Macfarlane said NUS was going to have to play a bigger role in post lockdown environment.

Discussion about setting a proportion of funding tied to KPIs. Dylan Botica said that KPIs should be set by the incoming representatives who would review them.

8.2. Students as Partners Review

Motion: That the Representation Board recommend a review of the '*Student Partnership Agreement*' and the Student Guild's role in the '*Students as Partners*' Initiative be undertaken prior to December 1st 2021 to critically analyse its impact on the Student Guild's relationship with the University and for related purposes.

Moved: Jesse Naylor Zambrano (President)

Seconded: Bridge Truell (Vice President – Education)

Carried.

Jason Kim asked who would be carrying out the review. Dylan Botica said there was an expectation it would be an executive officer and one who was conversant with the program. Jason Kim asked whether the executive had the capacity to undertake a review. Dylan Botica said that this would be more of a preliminary review.

8.3. Stance on Mandatory Vaccines

Action: That the Representation Board discuss the Curtin Student Guild's stance on mandatory COVID-19 vaccines.

Put forward by: Lucy Rohl

Lucy Rohl said the Guild should have a stance on mandatory vaccine and that the Guild should support mandatory vaccinations.

Chris MacFarlane said that this should be a broader discussion for the Guild. Issues such as how Curtin was a safe environment.

Jesse raised the issue of the vaccination rate required for international students to come back to WA.

Motion. Curtin Student Guilds supports mandatory Covid 19 vaccines for those who are eligible.

Moved: Lucy Rohl

Seconded Clare Metcalf

There was a discussion about what kind of announcement the Guild would make. It was confirmed that communication had already gone out encouraging students to get vaccinated. Chris MacFarlane said that universities were not covered by the WA Government guidelines. He encouraged the Guild to publish a statement to say students should get vaccinated.

Amendment to motion: Curtin Student Guild supports mandatory Covid 19 vaccines excluding medical or other legally recognised exemptions.

Moved: Lucy Rohl

Seconded Clare Metcalf

One abstention

Carried

8.4. Oppose Curtin Military Links

Motion:

- The Curtin Student Guild opposes Curtin University's links to the Australian Defence Force, including through receiving government grants from the Australian Defence Force.
- The Guild opposes Curtin University's links to arms manufacturers including Lockheed Martin, which sells weapons to the United States, Israel and other war criminals.

- The Guild recognises that in the corporatisation and militarisation of universities has taken place in the context of declining government funding to universities and supports a dramatic increase to university funding from the Federal government with no connection to the Australian Defence Force. Education should be for public good and education, not for arms manufacturers and the military.
- The Guild opposes Australian and US aggression towards China, opposes the AUKUS deal and opposes war with China.
- The Guild opposes university involvement in the ramping up of hostilities with China, such as Group of Eight Chief Executive Vicki Thomson's statement that Australia's universities "are well placed to play a major role in the development of Australia's nuclear-powered submarine capability".
- The Guild will make a public statement outlining this position with includes information on Curtin University's links to the Australian Defence Force.
- The Guild will support anti-war campaigns and encourage students to participate.

Moved: Christopher MacFarlane

Seconded: Dax Jagoe

Two abstentions.

Carried

Chris Macfarlane spoke to this motion. He noted that there was increased involvement between Curtin and the military- industrial complex. Questioned how ethical Curtin's research was. He said this issue was raised by a handful of science students. These were the opportunities available to postgraduate students. Dax Jagoe said that there was not enough student awareness that this was where their studies would lead.

8.5. Boycott Brando's Pizzeria

Motion: The Representation Board once again affirms its commitment to strong public health measures (including lockdowns and border controls) as a means to combat the pandemic.

The Representation Board recognises that challenges to these measures and their validity threatens public health as a whole, and the health of vulnerable communities in particular.

As such the Representation Board recommends Curtin Students boycott Brando's Pizzeria for its public opposition to these health measures.

Moved: Christopher MacFarlane

Seconded:

Lapsed.

9. Meetings of Committees

9.1. Women's Collective – Meeting held on 21/10/2021

Motion: That the Representation Board notes the minutes of the meetings en bloc. Moved:

Cassidy Pemberton
Seconded: Lucy Rohl
Carried

10. General Business

Lucy Rohl asked for suggestions about how to get students interested in student consultative committees. Dax Jagoe said that discord worked well. Jesse Naylor Zambrano said she had success organising campaign lunches as it served to develop one to one relationship with students.

Moved in camera 8.05pm
Motion to resume recording 8.27
Closed meeting 8.28pm

11. Next Meeting

The next ordinary meeting of the Representation Board is Thursday, the 18th of November at 10am to be held at Council Chambers. Documents and motions are to be submitted no later than 4:30pm on Thursday the 11th of November to secretary@guild.curtin.edu.au



Student Guild of Curtin University

Executive Committee - Meeting #22

Held at 2:10pm on Friday the 6th of August 2021

Location: WebEx

MINUTES

Meeting opened at 2:16pm.

1. Acknowledgement of the Traditional Owners

"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."

2. Attendance

- a. Members Present; [Jesse](#), [Fatma](#), [Lachy](#), [Bridge](#)
- b. Others Present;
- c. Apologies and Leave of Absence;
- d. Absent; [Dylan](#)

3. Disclosure of any potential or perceived Conflicts of Interest

[Lachy](#) raised that he is a member of the Model Train Club Curtin and will not vote.

4. Significant Items

- a. Simple Renewals

• CANPAMS

EC#40/2021

Motion: The Executive Committee authorises Lachlan Lee to fill in the necessary documents for the renewal of the discussed club.

Moved: [Jesse Naylor Zambrano](#)

Seconded: [Lachlan Lee](#)

No issues are raised with the club.

Vote conducted. Motion passes.

b. New Club EOIs

- Model Trains Club Curtin

EC#41/2021

Motion: The Executive Committee authorises Lachlan Lee to fill in the necessary documents for the new club approval of the Model Trains Club Curtin.

Moved: [Bridge Truell](#)

Seconded: [Jesse Naylor Zambrano](#)

Lachy noted that the recommendation of the clubs officer is to renew, subject to membership fees being stated.

Fatma queried if the intention of the club is genuinely to focus on model trains. Lachy stated that it is.

Jesse queried if the activities of the club would cater to model train enthusiast or would just be model train themed. Lachy said that it will have actual model trains involved.

Vote conducted. Motion passed.

- Curtin Musicians Club

EC#42/2021

Motion: The Executive Committee authorises Lachlan Lee to fill in the necessary documents for the new club approval of the Curtin Musicians Club.

Moved: [Jesse Naylor Zambrano](#)

Seconded: [Lachlan Lee](#)

Fatma noted that the clubs officer recommendation was to approve the club.

Lachy said that the Acoustic Music Club collapsed as it failed to renew, part of this was due to a poor handover.

Vote conducted. Motion passed.

7. General Business

[Managing Directors Contract](#)

Jesse asked if the exec have any questions for her to ask David or any opinions for her to consider. Bridge and Lachy said they have nothing to add.

Jesse clarified that the negotiations would work off the guidelines from the Guild Council motion.

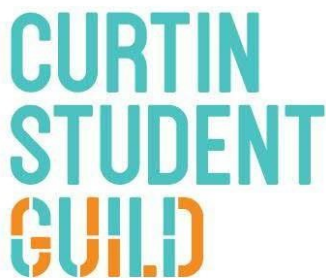
Guild Ball

Lachy said that he and the events team took a tour of the ball location – Optus Stadium. It is very fancy and schwanky.

8. Next Meeting

The next meeting of the Executive Committee will be held on Thursday 12th of August 2021 at 2pm in the Bridge.

Meeting closed at 2:33pm.



Student Guild of Curtin University

Executive Committee - Meeting #23

Held at 2pm on Thursday the 12th of August 2021

Location: The Engine Room

MINUTES

Meeting opened at 2:37pm.

1. Acknowledgement of the Traditional Owners

“The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region.”

2. Attendance

- a. Members Present; Jesse, Lachy, Bridge (left in the first 30 minutes), Fatma, Dylan
- b. Others Present;
- c. Apologies and Leave of Absence;
- d. Absent;

3. Disclosure of any potential or perceived Conflicts of Interest

No conflicts of interest were raised.

4. Minutes of the Previous Meeting **EC#43/2021**

- a. Previous Meeting Minutes

Motion: That the Guild Executive Committee approves the minutes of the meeting on 29/07/2021, as a true and accurate record of the proceedings at that meeting.

Moved: Fatma Sehic

Seconded: Dylan Botica

Vote conducted. Motion is passed.

5. Matters Arising from the Minutes

- a. Action List

Meeting with Maryanne is on the backlog.

ACTION Jesse and Fatma to look at reducing Bridge's workload

6. Significant Items

- a. Guild Executive Verbal Reports
 - i. *International Student Committee President;
 - ii. *Postgraduate Student Committee President;
 - iii. *Chair Of the Representation Board;

Dylan reported that he has been looking into eligibility of Reps Board members following discussion at the last Reps Board meeting.

He has also been liaising with BoardEffect representatives to discuss if the Guild could be onboarded to the Curtin BoardEffect.

- iv. President;

Jesse reported that she had been organising the Tuition Free Week Rally and contacting students to speak, including mature age students, students from different faculties and those from clubs.

She plans to have a meeting with students interested in this campaign and to support the campaign with information on socials.

She has made progress on the working with the Remuneration Tribunal and forming the strategy for the remuneration of next year's officers.

She has been putting together a strategy for clubs and campus culture.

Dylan asks when the Remuneration Tribunal decision needs to be done. Jesse says that it should be done by the opening of nominations for the annual elections.

Jesse stated that the negotiation around the MD contract will be completed with a submission to be made to Guild Council before the document deadline next week.

- v. Vice President – Education;

Due to technical difficulties and illness, Bridge was not responsive at the meeting.

- vi. Vice President – Activities;

Lachy reported that there was a BBQ yesterday and that a number of Launch grants have been coming through.

The Clubs and Societies meeting is scheduled for tonight.

He paid a visit with Jess and Bec to Optus Stadium in preparation for the Guild Ball. He added that the set up is different than the typical ball set up, with no designated seating in favour of scattered seating instead.

He is optimistic that the ball will have good attendance.

Fatma added that approximately 23 clubs have applied for the Launch grant, with 17 being approved for payment today.

vii. Secretary;

Fatma reported that she has been working on her usual activities.

Jesse asked how Fatma was going with reducing the emails in her inbox. Fatma replied that she is making progress and that many of the emails are past discussions that hadn't been archived.

ACTION Fatma to set up a meeting with Ilona, Hameed and Sofia

EC#44/2021

Motion: That the Guild Executive Committee notes the verbal reports given by the members present.

Moved: Fatma Sehic (Secretary)

Seconded: Lachlan Lee

Voting conducted. Motion passed.

b. MD Contract Negotiation

Meeting moved in camera 2:50pm.

Meeting moved out of camera 2:58pm.

c. Tuition Free Week Campaign

Jesse mentioned that student sentiment seemed mostly in favour of the return of an extra tuition free week, with a few students raising some issues with it.

Jesse discussed the Tuition Free Week Campaign that she has been working on. She will be using the rally as an opportunity to get register students that are interest to be involved with the campaign. She is planning to build up for an action in week 10.

ACTION Jesse to meet with David, Nika and Maryanne to figure out the capacity to which non-Guild rep students can be involved with our campaigns.

She raised the idea of advertising an organising meeting at the upcoming rally. Students could potentially get involved in this campaign by doing lecture bashes and running stalls each week. Phone banking was highlighted as a great idea for those interested in the campaign to get involved in.

Fatma raised if there are options for students that may find these options too confrontational. It was discussed that cases of accessibility can be addressed on a case to case basis.

Jesse noted that UWA has been silent on the staff cuts.

There is discussion on the formation of an action network to facilitate student involvement in Guild campaigns.

d. 201 Takeover

Jesse raised that she would like to write a proposal for 100% SSAF from the university which would detail how the Guild would use SSAF better than the uni does.

She spoke to Curtin Volunteers and the Curtin Mentors, with discussion indicated that the Guild absorbing these programs is a legitimate possibility. She also highlighted that our reps are doing amazing work and should be remunerated more for this.

Jesse mentioned that the VC seemed to be interest in partnering with the Guild to improve campus culture. Jesse expressed that her perspective was that the uni should focus on teaching and the we can focus on culture and mentioned gathering the support of local politicians in favour of this.

Due to the closure of the library, 201 will be used as a student building and Jesse proposed requesting for this building be given to the Guild when the library is re-opened and we could use it as a Student Central.

With the new design school being built, the uni is looking for a use for building 201 since it can't be demolished and this would be an opportunity the Guild could take advantage of.

Meeting moved in camera 3:13pm.

Meeting moved out of camera 3:15pm.

Jesse tied this in with the SSAF item, stating that the student central could form part of the SSAF proposal. She is currently discussing the financial impacts and viability of this with David and Karen.

Dylan raised that the proposal would need strong justification for the extra funding.

ACTION Jesse to find out when SSAFEAC is scheduled for.

7. General Business

Office Improvements

Dylan presented one large sneeze.

Meeting moved in camera 3:20pm.

Meeting moved out of camera 3:25pm.

Dylan raised the possibility of making improvements to the downstairs office, particularly to make the office space more welcoming for equity officers.

Lachy left the meeting at 3:27pm.

It was raised that to discuss this with representatives to find out what they want. It was added as an item Bridge could ask in their individual meetings with representatives.

Dylan raised that some Ordinary Representation Board members don't feel welcome in the Guild office as they have to ask reception to be let in.

ACTION Fatma to provide a list of officers to reception.

Guild Open Hours

The exec floated the idea of having weekly Guild office open hours to encourage students to visit and speak to the representatives.

It would also be a valuable idea to be out in the faculty areas often to flyer and talk to students.

8. Next Meeting

The next meeting of the Executive Committee will be held on Thursday 26th of August 2021 at 2pm in The Bridge.

Meeting closed at 3:34pm.



Student Guild of Curtin University

Finance and Risk Committee - Meeting #5

Held at 12:30pm on Wednesday the 22nd of September 2021

Via Video Conference

MINUTES

1. Acknowledgement of the Traditional Owners:

"We wish to acknowledge the traditional custodians of the land we are meeting on, the Whadjuk people. We wish to acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region"

2. Attendance:

- 2.1. Members Present: Clare Metcalf, Rachel Taylor (Chair), Ms Rachel Kogiopoulos, Mr Kenny Lye
- 2.2. Others Present: Jo Boldison, Karen Rennie, David Luketina
- 2.3. Apologies and Leave of Absence; Jason Kim, Fatma Sehic
- 2.4. Absent; Jesse Naylor Zambrano

3. Disclosure of any potential or perceived Conflicts of Interest

4. Minutes of the Previous Meeting:

- 4.1. Previous Meeting Minutes –

Motion: That the Finance and Risk Committee **approve** the previous minutes of the Finance and Risk Committee held on the 21st July 2021 (*Attachment 4.1*).

Moved: Clare Metcalf

Seconded: Kenny Lye

- 4.2. Any Circular Resolutions – N/A

5. Matters Arising from the Minutes

- 5.1. Action List (*Attachment 5.1*).
- 5.2. Finance and Risk Committee Work Plan 2021 (*Attachment 5.2*)

All Items on the work plan are included in the agenda.

6. Items for Decision

- 6.1. Appointment of Auditor for 2021 (*Attachment 6.1*)

Clare asked for confirmation that this goes direct to the University Council and not through Guild Council first, which was confirmed by David.

Motion: That the Committee recommend to the University Council that Moore Stephens be appointed as the Guild's auditor for the 2021 year.

Moved: Clare Metcalf

Seconded: Kenny Lye

7. Items for Discussion

7.1. Operating Budget 2022 – First Draft (*Attachment 7.1-7.1b*)

Karen advised that it had been hoped we would show a budget that broke even in the cash position, which we haven't done this time around. We have been notified since putting the budget together that there will be an additional \$100K worth of SSAF, and that will bring the cash loss down to \$150k. There are a couple of other things we are looking at doing which will affect the overall position, both are mentioned in the papers provided.

Rachel Kogiopoulos queried a note from last year that we experienced a redundancy and asked whether there is an expectancy of more given the lack of profit. Also whether or not the casual wages have been assessed against what we actually paid this year or are they a function of the sales. David advised that we are now running efficiently in terms of the wages and doing better than in previous years. Each week we do a roster, based on the expected sales for that week and actual staff levels are also adjusted as needed. As we are doing the outlet refurbishments, we are changing the layouts so that we can run on less staff when things are quiet. The management structure in commercial has been through two rounds of change management and the final round will be implemented later in the year. There will not be much room for movement after that. Rachael Kogiopoulos queried that the sales have reduced by 7%, but there has been an increase in wages and whether that was based on an expected increase to the rates or hours. David advised that sales have stabilised overall. He said that we have to be careful when assessing sales due to closure of the Library and other atypical occurrences, but if we compare a like week for the same outlets on average we are now doing comparable sales. If we look back over a couple of years we are finally seeing some arrest in the year on year sales decline. Also, in the outlets that we have refurbished, we have seen an increase in sales. We have not only refurbished the outlets but also revised the menus and looked at different suppliers.

Rachel Kogiopoulos queried if the actual cost of goods sold this year is around 38% like that proposed in the 2022 budget? David advised that the cost of sales tends to be fairly stable but does vary week to week depending on whether it is a quiet week or not. We base our sales pricing on cost of goods and cost of labour and this is normally reasonably reflective.

Karen commented that cost of sales varies a lot depending on outlet. In the G-Mart, the cost is a lot higher than in the hospitality outlets and sales at the G-Mart are doing very well this year which increases the actual overall cost of sales. Some outlets have kitchens which lowers the cost of sales, but others do not so are getting all their food supplied by either external suppliers or our central kitchen area.

Rachel Kogiopoulos queried if the analysis included in the agenda is done on a cost centre basis not as an overall and just averages at 38%. Karen confirmed that cost of sales was calculated at an outlet level.

Kenny queried that the sales are down about 7%, but the discounts are fairly flat. Karen advised that the discount is a percentage of the sales. Last year we offered a 5% discount and this was increased to a 10% discount to Guild members in 2021. This correlates to 7% being the approximate take up of the discount, as all customers are not members. Karen advised that we have also decreased the cost of membership to University Staff so a lot more staff are now Guild members, which has increased the uptake of the discounts.

Clare queried where the advice of the increased SSAF comes from. Karen said that she talks to a person in the University and they have advised that the level of SSAF will increase slightly. Clare queried if it was a higher percentage or just a higher amount of SSAF. Karen advised that the Guild is not getting a higher percentage, it is just that the expected SSAF is higher.

Rachel Taylor noted the reduction to the travel and conferences budget from 2021 to 2022 and asked what the remaining \$35k is being spent on. Karen advised that we are hopeful that conference events will be going ahead next year, but noted that if they don't, the budget can be reshuffled elsewhere. At this stage the budget includes a couple of trips to Kalgoorlie for Student Reps and Student Assist and the conferences during the year that Student Reps have been to historically.

Rachel Kogiopoulos queried if one of the 2022 budget comparisons, included in the agenda, is related to the SSAF acquittal. Karen advised that non-commercial includes all the areas that are covered by SSAF, but also includes the overheads, being IT, Finance, Managing Director and HR, which is why this area still shows a loss.

Rachel Kogiopoulos queried how lean the budget is and are there any levers? David advised we are a bit conservative with labour cost, so typically we underspend in this area. Additionally there are the other three items mentioned already. We are reasonably confident we will reduce the \$240k cash loss so the budget is likely to balance on a cash basis rather than show an accounting profit. It is pretty tight, but hopefully the renovations will increase sales and with the general trend of decreasing sales is plateauing out. At this stage, the accounts are looking pretty healthy so we can cover depreciation costs with renovations going forward.

Rachel Kogiopoulos pointed out that there is a drop in promotional expenses in the 2022 budget, and asked whether with numbers at events dropping off, as well as the hope that more people will be on campus, will there be more promotional work to do in attracting people in 2022? David advised most promotions are digital, along with some posters around campus, so it is more of an issue of saturation. We don't believe we can put out any more promotions. It is a trend across all universities that numbers attending campus are reduced so we are trying to adapt the nature of the events to provide more variety without expecting as many numbers.

Clare advised that feedback has been given that students didn't know about events and wanted to come, so then more promotion has been sent out. However, having more promotional material doesn't seem to be working. If they really wanted to attend, they could find the information as it is everywhere. The forums used are Facebook, Instagram, the Guild Website, posters around campus, digital signage in outlets and university digital signage. It is not hard to find the information and is out there as much as we can get it out.

David mentioned that we will soon be obtaining more detailed information about who is attending events. Our new loyalty program will give us the ability to track purchases of individuals so we can start tailoring communications for people for the types of things they want to attend, rather than just swamping them with information.

7.2. Capital Budget 2022 – First Draft (*Attachment 7.2*)

Clare mentioned that a lot of the capital budget for 2021 has been transferred to 2022, with projects that we weren't able to do, but the budget has gone up a bit from 2021. Will this be reduced in 2023? David mentioned that essentially we are playing

catch up. We are just finishing off Mallokup (previously Vege Patch), Concept has been completed, Angazi was given a minor refresh and G-Mart is now finished. We are reasonably well placed financially, and a lot of the increase in the capital budget is for Cafe Central (previously Main Café). Just due to the sheer size of the project we now expect at least another \$150k will be needed. Following this project, we would expect the expenditure levels will progressively start tapering off. We have replaced a lot of antiquated equipment and are well progressed with upgrading things that were run down. Future capital budgets aren't expected to be at that level. Karen added that the extra SSAF will be directly allocated to reducing the amount the Guild would need to fund. Additionally any SSAF underspend from this year, being about \$200k, will be shuffled across to the Café Central project to help with that as well.

7.3. Forecast Cashflow 2022 – First Draft (*Attachment 7.3*)

Karen mentioned that the graph shows the cash position is fairly healthy in 2022. It reflects expenditure early in the year that relates to the Café Central upgrade which explains the large decrease shown in the graph, at that period in time.

8. Items for Noting

8.1. Financial Reports for August 2021 (*Attachment 8.1-8.1c*)

David commented on sales and our expectations going forward. He said that in August the actual and the budget were close, which is reflecting that the downward trend of sales is stabilising somewhat. This is hopefully an indication that we have reached the bottom of the decreasing sales trend.

8.2. Update on Audit Recommendation Implementation (*Attachment 8.2*)

Noted

8.3. Tax and Super Update (*Attachment 8.3 – 8.3c*)

Noted

8.4. New or revised Accounting Standards (*Attachment 8.4*)

Rachel Kogiopoulos queried if there is any chance that there will be an increase in the cost of the audit, now that we have to do full disclosures. Karen doesn't think it will be more complicated, but it may take us a bit longer to work out what they want to see on the report. Additionally, we have an agreement in place that ties increases to CPI so the cost shouldn't increase more than this. Rachel Kogiopoulos asked if the Guild has been given any proforma examples of reports which show what the auditors' expectations are for disclosure. The Guild hasn't been supplied this information, but Karen will ask them for this information ahead of time.

9. General Business

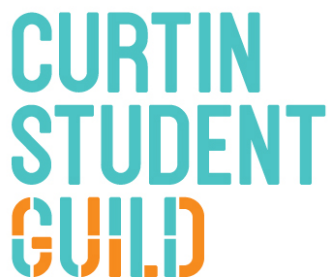
None

10. Items to be Communicated

David flagged that for the next meeting it is important to have Quorum with the Budget having to be approved, given we have a tight window to get the information to council. If there are going to be any issues with attending the next meeting, please let us know as soon as possible.

11. Next Meeting –

The next Finance and Risk Committee meeting will be held at 12.30pm on 17th November 2021 in Club HQ or via Webex



Student Guild of Curtin University

Activities Committee - Meeting #7

Held at 1:30PM on Tuesday the 7th of September 2021

Location: The Bridge

MINUTES

Meeting opened at 1:33pm.

1. Acknowledgement of the Traditional Owners:
"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."
2. Attendance
 - 2.1. Members Present; Lachlan Lee, Jesse Naylor Zambrano, Dylan Botica, Clare Metcalf, Madison Ainsworth
 - 2.2. Others Present; Jessica Adamson-Bourne, Tanya Della-Santina, Maryanne Shaddick, David Luketina, Bec Barendrecht
 - 2.3. Apologies and Leave of Absence;
 - 2.4. Absent;
3. Disclosure of any potential or perceived Conflicts of Interest
 N/A
4. Confirmation of the Minutes of the Previous Meeting

 Moved: n/a
 Seconded: n/a
5. Matters Arising from the Minutes
 N/A
6. Business on Notice
 - 6.1. Reports
 - i. Vice President – Activities;
 Lachy noted that the launch event grant had concluded. He mentioned the drafting of a report to be given to Bec to perfect.
 - ii. Manager – Student Engagement;
 Maryanne reported the digital performance for the past month across socials and student emails. The Tuition Free campaign was the top performer in terms of engagement and reach.

iii. Manager – Student Experience;

Bec stated that her team was at full capacity for events for the remainder of the year, with all reps being advised accordingly.

She mentioned that her team is heavily involved in the logistics and delivery of the upcoming Guild elections, which this year includes the addition of an extra week of campaigning, and 2 x “democracy sausage” events.

Most efforts in the club’s space are focussed on migration to the new Guild website, and ensuring all club forms and resources are working smoothly, as well as continuing to work with clubs to ensure they are on track with their migration to TidayHQ by the end of the year.

iv. Manager – Retail and Tavern Services;

Tanya mentioned the VC Sports Carnival the following day and is unsure of how it is going to go. She said she will be meeting with student experience to finalise requirements for the events.

v. Events Coordinator

Jess stated that she is working with student representatives to finalise upcoming events.

There is a mix of physical and digital campaigns in progress with a full calendar as everything is underway and close to being locked in.

The Guild ball is tracking well as people are liking the change of style with over 130 tickets sold over a day and a half.

Jess stated that work on the street party will be starting soon as well as working with the university and the Queer Departments for the Pride Parade.

6.2. End of Semester Street Carnival Proposal.

Tanya gave an outline of what was discussed at the meeting and any further comments for those who were not at the meeting.

The activities committee notes the reports.

Moved: Lachy

Seconded:

7. General Business

Jesse stated she had met with different staff to find out the future use of the different levels of the library. The Guild will be given the top 2 floors to use as a trial for the future, with it looking very promising.

Jesse has contacted clubs and has set up a meeting to discuss how the rooms could be split between clubs.

Jesse asked staff about the potential to take down the partitions separating the room to make more useful. She stated that there is much potential for the space however what services the Guild could provide to students is the question.

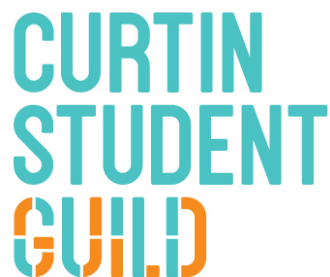
Dylan mentioned that there has been confusion over the cocktail style and seating arrangement of the Guild Ball. Jess said they will be sending direct emails to ticket holders to confirm specific information.

Jesse mentioned wanting to use more of the Student Amenities Fees, however needs to think of what kind of services could be provided to students to utilise this.

8. Next Meeting

The next ordinary meeting of the Activities Committee is Tuesday, the 12th of October at 1:30pm. Documents and motions are to be submitted no later than 4pm on Friday, October 8th to secretary@guild.curtin.edu.au

Meeting closed at 2:05pm.



Student Guild of Curtin University

Activities Committee - Meeting #8

Held at 11:30AM on Tuesday the 26th of October 2021

Location: The Zone

MINUTES

Meeting opened at 11:34 am by Jesse (elected chair).

1. Acknowledgement of the Traditional Owners:
"The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region."
2. Attendance
 - 2.1. Members Present; [Jesse Naylor Zambrano](#), [Dylan Botica](#), [February](#), [Cassidy Pemberton](#)
 - 2.2. Others Present; [Jess Adamson-Bourne](#), [Maryanne Shaddick](#), [David Luketina](#), [Bec Barendrecht](#)
 - 2.3. Apologies and Leave of Absence; [Tanya Della-Santina](#), [Madison Ainsworth](#)
 - 2.4. Absent; [Lachlan Lee](#)
3. Disclosure of any potential or perceived Conflicts of Interest
[N/A](#)
4. Confirmation of the Minutes of the Previous Meeting
 Motion: That the Activities Committee approve the minutes of the previous meeting held on 10/08/2021 and 07/09/2021 as a true and accurate record of the meeting.

 Cassidy not noted as absent recent one
 Moved: [February](#)
 Seconded: [Dylan](#)
5. Matters Arising from the Minutes
[N/A](#)
6. Business on Notice
 - 6.1. Reports
 - i. Vice President – Activities;
[N/A](#)

ii. **Manager – Student Engagement;**

Maryanne provided an overview of digital activity for the recent Street Carnival event. Maryanne also provided feedback on the event and noted issues with space and suggested that next year there should be input from the faculty reps in order to understand assessments and commitments for scheduling purposes.

Maryanne reported on over all engagement and reach over Facebook, Instagram and Mailchimp statistics.

Maryanne said that Pasar Malam digital content was scheduled to go out this week, however is unsure what to expect with the event as it is out of semester.

Dylan asked what paper the Pasar Malam advertisements are appearing in. Maryanne said there are two ads in the Examiner and one in the Canning area Perth Now.

Jesse said she had suggested last year that there was a need for more digital content for these upcoming events, with the content this year being very good.

iii. **Manager – Student Experience;**

Bec noted the feedback from the Street Carnival, the biggest change for next year being the entry point which will need to be discussed with licensing. Overall, Bec said the event had positive feedback however lower numbers as opposed to the previous event.

Bec spoke about the Guild Ball survey which provided useful information, highlighting that people preferred the sit-down option.

With Pasar Malam upcoming, Bec said her team is at full capacity. Pride day has been submitted and approved.

Bec also said her team is working with Jesse and David on club hub proposal.

iv. **Manager – Retail and Tavern Services;**
N/A

v. **Events Coordinator**

Jess provided an overview of the recent events and said it was good working with Optus for the Guild Ball. The main feedback provided was to have more places to sit and more food options.

February noted some feedback from themselves and others who attended the ball such as no obvious themed décor, not enough seating and the lack of a clock room.

David asked if in the future it should be a sit down or stand up event. Dylan noted that initially people did not like the idea, however when at the ball did not mind. Jesse said you were able to connect with people more when you were seated.

Jesse provided feedback stating she was disappointed people spoke over the club awards.

6.2. Event Evaluation

Dylan provided immediate feedback from the Street Carnival stating that early in the afternoon seemed much quieter than later in the event.

Cassidy said she liked how the area was extended, however the entrance was too far away. She also suggested more show food and signage for the Tarro stalls.

February provided overall positive feedback.

Jesse noted there were less people on the dance floor however there were overall positive vibes which felt safer and more inclusive. Jesse suggested that clubs be more involved. Bec said it was a busy time of year for clubs hence less involvement.

6.3. Event Request System Feedback

Jesse said she had previously asked Lachy if he could gather feedback on how the event request system feedback works. Dylan said he is happy to take over the project and collect feedback from reps.

Action: Dylan to drive project and collect feedback from reps by the next meeting.

The Activities Committee notes these reports.

Moved: Cassidy

Seconded: February

7. General Business

Jesse said she had sought legal advice in finding what regulations need to be followed regarding the resignation of the VP-A, Lachy. Jesse said she is looking for confirmation from Fatma on the rules for a new VP-A to be appointed to the role. If regulations allow, February said they would be happy to become acting VP-A.

February raised the issue of student representative budget reimbursement, as they were needing to purchase \$200 worth of Guild vouchers but were unable to due to lack of immediate funds.

Maryanne said the purchase can go on a retail card. Jess suggested to increase the amount available on the Presidents card.

Jesse said she wanted to advocate for more of the SAFF allocation to be put towards student benefits such as student clubs, therefore is going to submit a proposal. Jesse asked if February would be happy to set up a meeting with Jesse to meet the necessary Students as Partners staff.

Action: Jesse to set up meeting with February.

8. Next Meeting

The next ordinary meeting of the Activities Committee is Tuesday, the 16th of November at 11:30am. Documents and motions are to be submitted no later than 12pm on Friday, November 12th to j.baltovich@guild.curtin.edu.au.

Meeting closed at 12:53 pm



Student Guild of Curtin University
Commercial Operations Committee – Meeting #2

Held at 10am on Wednesday the 11th of August 2021

Location: The Zone

MINUTES (Inquorate)

Meeting opened at 10:08am.

1. Acknowledgement of the Traditional Owners

“The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region.”

2. Attendance

- a. Members Present; Jesse, Cassidy (online), Clare (online, joined 10:20am)
- b. Others Present; Kelli, Casey, David, Fatma, Tanya (online)
- c. Apologies and Leave of Absence; Cherry
- d. Absent; Dylan, Rachel

3. Disclosure of any potential or perceived Conflicts of Interest

4. Minutes of the Previous Meeting **COC#3/2021**

- a. Previous Meeting Minutes

Motion: That the Commercial Operations Committee approves the minutes of the meeting on 23/06/2021, as a true and accurate record of the proceedings at that meeting.

Motion did not proceed as meeting was inquorate.

- b. Circular Resolutions – N/A

5. Matters Arising from the Minutes

6. Significant Items

- a. Reports
 - i. Manager, Food and Beverage

Kelli reported that works have begun at Mallokup. New staff have joined the team and are currently in training.

Jesse asked if Guild Café – Central is doing well as she’s been seeing it fairly active.

- ii. Manager, Retail and Tavern Services

Tanya reported that new staff are also in training for the Tav. The new branding and sign graphics are completed. The bar tiles are currently being replaced.

Jesse asked about the Tav merch. Tanya said it was going well.

iii. Head Chef

Casey reported that they had developed the new menu for Mallokup and now they're working on a new catering menu for Kirribilli. Part of this is modifying the current options.

Casey also has new staff.

iv. Managing Director

Guild Café – Central refurbishment has been approved to go forward by the university. David said the decisions on what the committee wants from the café needs to be confirmed soon.

Jesse queried if there were \$5 meals that are available on campus. Kelli responded that there is a value range available at the Guild branded cafes.

COC#4/2021

Motion: That the Commercial Operations Committee notes the verbal reports.

Motion did not proceed as meeting was inquorate.

b. Student Feedback Channel

Kelli said that feedback is generally sent to Reception and the Food @ Guild and explained that this may be perceived as a complaints channel.

Clare joined the meeting online at 10:20pm.

Cassidy said that they would like more visibility of feedback channels, suggested potentially using QR codes to avoid making the process too complex. David responded that a QR code is fairly easy to set up and that this is something that would be best to leave until new website is live.

Kelli flagged that people often don't want to scan SafeWA codes so this would need to be considered when placing the codes in the outlets.

Jesse asked how many people tend to send feedback about the outlets. Kelli replied that the response is sporadic, on average 1-2 emails a week. Casey added that 5-10 per day are received in person at Guild Café Central. Jesse raised that an online form may be an option to channel this feedback to the Guild.

David said that sales also reflect popularity and are often used as indicator for any changes that need to be made.

c. Smaller Option of Fries and Wedges at Angazi

Kelli explained the complexity behind the current pricing and why it was allocated to the current portion. This means that the smaller serve likely won't cost less and won't be able to be proportionally priced.

She added that there has been a lot of marketing on Angazi fries, so changes to the proportions/pricing may affect this and would need to be considered. She would like to consult with the café on this.

An option may be to reduce the current portion. To date, approximately ~2,500 portions have been sold for \$42k income. David queried if there are containers to fit a smaller portion.

7. General Business

\$5 Meals

Kelli prepared a list of the core range offerings that are available at all the Guild branded outlets, which is similar to this concept. She explained that the low price needs to be portioned right and other considerations are also made, like if the packaging is able to be frozen/microwaved.

She asked the committee for feedback. Cassidy said this could be a campaign to promote the under \$5 offerings that the Guild already has. The committee discussed ways to increase the visibility of these options.

General Feedback

Fatma said that the Vegetarian Nachos at the Tav are great.

Kelli added that another feedback channel is through socials. David said that all feedback that is submitted gets a response.

Main Café Refurbishment

David said that this is the last opportunity for any feedback and a clear direction from the committee is sought.

Kelli raised that she would like to see mini bookable spaces and a coffee option.

Fatma said reps were interested in drawing inspiration from the food court at the Perth Children's Hospital.

Tanya added that if there is a coffee option, it could open into courtyard so that it can be operated even when the rest of the venue is closed.

Jesse said that she would like it to have a similar atmosphere as the 2nd floor of library, where it is an open social and study space, and that it could potentially be open extended hours during exams.

8. Next Meeting

The next meeting of the Commercial Operations Committee will be held on Tuesday 21st of September 2021 at 11am in The Zone.

Meeting closed at 11am.



Student Guild of Curtin University

Commercial Operations Committee – Meeting #3

To be held at 11am on Tuesday 28th of September 2021

In the Zone and WebEx

Minutes

Meeting opened at 11:05 am.

1. Acknowledgement of the Traditional Owners

“The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region.”

2. Attendance

2.1. Members Present; [Jesse Naylor Zambrano](#), [Dylan Botica](#), [Clare Metcalf](#)

2.2. Others Present; [David Luketina](#), [Casey Wynaden](#)

2.3. Apologies and Leave of Absence; [Tanya Della-Santina](#), [Kelli Edwards](#), [Rachel Taylor](#), [Cassidy Pemberton](#)

2.4. Absent; [Cherry Chen](#)

3. Disclosure of any potential or perceived Conflicts of Interest

[N/A](#)

4. Reports

4.1. Manager, Food and Beverage

[Absent](#)

4.2. Manager, Retail and Tavern Services

[Absent](#)

4.3. Head Chef

[Casey](#) said that a new menu has been created for Mallokup, which will officially launch tomorrow (Wednesday 29th September). She is now focusing on the catering menu and refreshing new menu items for the remainder of the year.

4.4. Managing Director

[David](#) said that the Mallokup rebranding is already looking a lot better, with a few adjustments to be completed, such as signage. The menu has been revised to tie in with the new branding, as well as suppliers and products having been reviewed.

[David](#) stated that there is a lockdown plan in place, considering perishable food.

The Lab is progressing well, the next step to get approval from the Council for a building permit.

Regarding Main Café, David said there is a plan to break the space up into more comfortable and practical zones, planning to remove the separate till station and move the food stations forward so the space is more conventional.

David said that there are plans underway to change the STA travel area into a café, which can be utilized for events as well as food and coffee service. The ability to open the space will allow for flexibility and enable minimal staffing. David said they are aiming to present a concept to the University Board by the end of the week for approval.

Dylan asked if the STA travel area will be profitable, considering a quiet campus or other nearby outlets. David stated that the increased flexibility will allow for changes to opening hours and the amount of staff working. Casey added that this change will make it easier to hold functions, expanding the capabilities of the kitchen and therefore generating more income.

Claire asked if there are any plans for Angora courtyard. David said that Jesse has requested a basketball hoop to generate more activity, which is the only current plan.

Considering the large space, David said the renovation estimate is expected to be around \$1 million, considering the large space.

Jesse asked David about the Guild feedback channels, and if he has followed up on the action from the previous meeting to inform Jesse of how they can be improved. David said they were waiting for the website to be up and running, and now will be able to look into options.

Action: David to follow up on options for feedback channels and to report back to Jesse for the next meeting.

COC#5/2021

Motion: That the Commercial Operations Committee notes the reports.

Moved: *N/A*

Seconded: *N/A*

5. General Business

Dylan asked if there were plans for clear signage to inform customers of the native ingredients that will be used in the food at Mallokup. Casey said that there will be digital displays presenting more information to acknowledge the use of plants and their meaning.

Dylan presented the idea of using NFC tags and QR codes on tables, to enable fast and convenient ordering from your phone. David said he had looked into this concept a few years ago, however it may be a good idea to look into it again considering technological advancements.

Jesse wanted to make all aware that in her last meeting with the VC, Harlene had asked Jesse to reflect on how viable the Guilds commercial outlets are. Jesse thinks this may be a response to the Guild asking the University for large amounts in funding. David said that earlier this year the University said they wanted to renew the Guild outlet leases, however no further plans were mentioned. As the Guild has been clear in communicating future plans to the University, this has come as a surprise to David.

Jesse said the University are planning to open an IGA on campus. Having spoken to the University property manager, Jesse said that the University aims for this addition to attract people from off-campus, to the campus area to make it a seamless part of the suburb and Bentley community.

6. Next Meeting

The next meeting of the Commercial Operations Committee is Tuesday, 19th of October at 11am to be held at The Zone. Documents and motions are to be submitted no later than 2:00pm on Friday 15th of October to secretary@guild.curtin.edu.au

Meeting closed at 11:47pm.



Student Guild of Curtin University

Legal Committee - Meeting #01

Held at 9:30am on Wednesday the 16th of June 2021

In The Bridge

MINUTES

Meeting opens at 9:50am.

1. Acknowledgement of the Traditional Owners

“The Curtin Student Guild would like to pay our respect to the Aboriginal and Torres Strait Islander members of our community by acknowledging the traditional owners of the land on which the Bentley Campus is located, the Wadjuk people of the Nyungar Nation; and on our Kalgoorlie Campus, the Wongutha people of the North-Eastern Goldfields. We acknowledge and respect their continuing culture and the contribution they make to the life of this university, city and this region.”

2. Attendance

- 2.1. Members Present; Fatma Sehic, Jesse Naylor Zambrano, Rachel Taylor, Jason Kim, Dylan Botica
- 2.2. Others Present; David Luketina
- 2.3. Apologies and Leave of Absence;
- 2.4. Absent;

3. Disclosure of any potential or perceived Conflicts of Interest

David notes that it's almost impossible for office bearers to not have a conflict of interest in this committee.

Fatma raises that there is a conflict of interest in that there will be discussion about the election regulations.

4. Minutes of the Previous Meeting:

- 4.1. Previous Meeting Minutes:

Motion: That the Legal Committee approves the minutes of the previous meeting, held on 21/02/2020, as a true and accurate record of the proceedings.

Moved: Fatma Sehic

Seconded:

Fatma makes an amendment that the committee “notes”, not “approves” them.

Amended motion: That the Legal Committee notes the minutes of the previous meeting, held on 21/02/2020.

Moved: Fatma Sehic

Seconded: Dylan Botica

All votes for. Motion passes.

4.2. Circular Resolutions – N/A

5. Matters Arising from the Minutes – N/A

6. Significant Items

6.1. International Students Committee Changes

Motion: That the Legal Committee approves the proposed changes to the International Students Committee Constitution

Moved: Fatma Sehic

Seconded:

Fatma discuss items 6.2 and 6.3 on the agenda before this item.

Fatma amends the motion to “recommend the changes to Guild Council” instead of “approves”.

Amended motion: That the Legal Committee recommends to Guild Council the proposed changes to the International Students Committee Constitution

Moved: Fatma Sehic

Seconded: Jesse Naylor Zambrano

Dylan raises the clause 1.5 g that referencing the committee executive. He asks if this is an established group. Fatma says her understanding is that it is not.

Dylan proposes to remove this clause.

Dylan draws attention to the wording in the role and responsibilities of the ISC Faculty Representatives and raises the potential to change some wording to encourage them to have open communication with the Faculty Representatives.

Dylan clarifies that the intention of this change is not to create a reporting line.

Rachel proposes to incorporate this by changing “wider faculty issues” to “wider faculty issues and activities”.

Fatma asks the committee if there any objections to this change. No objections are expressed.

Fatma asks if there are any objections with removing 1.5 g. No objections are expressed.

Voting on the amended motion commences. All votes for. Motion passes.

6.2. Regulation Changes from 2020

Fatma describes the proposed changes to regulations in 2020. She relays that the changes were approved in July 2020 Guild Council and notes that there are two attachments to the agenda which are the motions passed by Guild Council.

She says that if members would like to see the tracked document changes, that she can send them through on request.

She describes that the intention at the time was to present these changes to the university's equivalent of a legal committee. The university did not have this established at the time and after various back and forth, it was decided that the changes would be temporarily withheld, added to and resubmitted.

Fatma asks David if the university legal committee has formed. David says he is unsure.

ACTION – Fatma to follow up as to whether this committee has been formed.

6.3. Legal Committee Plan

Action: That the Legal Committee creates a plan for addressing changes in the following documents.

- Equity Collective Constitution
- First Year Committee Constitution
- Postgraduate Students Committee Constitution
- International Students Committee Constitution
- Default Clubs Constitution
- By-Laws
- Guild Regulations, including the Election and Referenda Regulations
- Guild Council Delegations
- Establishing register or resolutions and Guild stances

Fatma raises that there are areas of the regulations that need updates and other issues that should be addressed.

She says that she would like the committee to decide the how they would like to prioritise these changes and notes that the First Year Committee and Equity Collectives might need to be prioritised to facilitate a more equitable process during the semester 2 intake.

Fatma describes that the process for changing regulations is to send a proposal to Guild Council with an overview of the changes that are proposed. Given that the proposal is approved by Guild Council, Legal Committee will draft changes and submit them for approval at the following Guild Council meeting. If the draft is approved by Guild Council, the Secretary needs to publish these changes to members. If no issues are expressed by members within 14 days, the changes are considered approved and are submitted to University Council for approval.

The process is slightly different for By-Laws, with an additional requirement that notice must be given to members to allow opportunity to be present at the Guild Council meeting in which the draft is considered for approval.

Fatma adds that constitutions are currently not included in the Statute Book, which means they are not required to follow the above process. This will be up for discussion with the Legal Committee as to how they wish to proceed with this information.

Dylan raises the decision made by the Chair of Guild Council in a previous meeting to rule a proposed change to a constitution as out of order and that his understanding conflicts with Fatma's mention that the constitution is excluded from the Statute Book. Fatma clarifies that she means that the constitutions weren't specifically included.

Dylan asks if the constitutions are similar to any other type of governance document like a policy or procedure. David says that this is to the committee to consider.

Rachel asks if there is a specific benefit to having the constitutions included or not included. Fatma says that if they are included, making any changes would add more time onto the process.

Jason asks if having the constitutions excluded from the Statute Book would impact the day-to-day operations of the Guild. Dylan says that it reduces flexibility of changes.

Fatma says that the affect that changes to a constitution would have on a committee and on the Guild varies depending on the nature, focus and membership of the committee as they have the ability to make decisions and requests that the Guild would need to follow.

She adds that with the Equity Collectives and First Year Committee, changing the constitution could allow a change that members can join these committees without being elected and that is something for the Legal Committee to discuss.

David says Guild Council makes the ultimate decision and that sub-committees are there to inform and provide advice on complex issues.

Dylan queries if a provision can be included in the key constitutions to ensure that changes go through Legal Committee before being presented to Guild Council.

Rachel requests to include that this requirement be for major changes.

Fatma proposes that the committee considers presenting a proposal to Guild Council to change to make these changes to the constitutions.

Dylan raises the questions whether these changes should just be made for the constitutions that are more influential on the operations of the Guild. Fatma lists these as Finance and Risk Committee, Legal Committee, Representation Board and WASM Student Guild.

Fatma mentions other committees to consider adding this change to. Dylan raises that Activities Committee has delegated powers to make decisions.

Fatma adds Activities Committee and Executive Committee to the list.

ACTION – Fatma to submit a motion to Guild Council

Dylan reminds Fatma to write the motion to remove the Chair of Representation Board from Finance and Risk Committee.

Fatma queries if the committee has specific areas they would like to prioritise.

Jesse raises that she would like equity collective constitutions to be addressed as a priority.

Dylan raises that Election Regulations should be dealt with first and lists an order of priority for the remaining items.

Rachel agrees that the elections should be address as a priority.

David raises that constitutions are fairly quick to draft and that there is some feedback on this already prepared.

Fatma notes that the priorities from the committee's perspective seems to be to prioritise the constitutions and the Election regulations.

ACTION – Fatma to submit a proposal to Guild Council regarding changes to the election regulations.

7. General Business

Dylan suggests the possibility of establishing a register of Guild stances. Fatma says they can discuss this offline.

8. Next Meeting

The next ordinary meeting of the Legal Committee is TBC.

Meeting closed at 11:00am.