



BOARD, PRESIDENT, AND GENERAL MANAGER

AUTHORITY

A Policy of the Adelaide University Union (AUU) enacted pursuant to Clause 21 of the AUU Constitution

POLICY

1. Objectives

- 1.1 To ensure the AUU is an organisation run by students for students.
- 1.2 To ensure Board Members are aware of their responsibilities, and their rights, as directors of the AUU.
- 1.3 To establish a code of conduct for Board Members.
- 1.4 To establish a set of responsibilities for the AUU President.
- 1.5 To establish a set of responsibilities for the General Manager.
- 1.6 To establish a code for the interaction of Board Members, the President, and the G.M..

2. Definitions

- 2.1 The definitions in Clause 3 of the AUU Constitution apply to this policy.
- 2.2 "AUU Event" shall mean an event organized by the AUU that is promoted and can be identified as an event held by the AUU
- 2.3 "in their capacity as an AUU Board Director" shall mean a situation where a Board Director has been invited to participate or attend as a Director or on behalf of the AUU. The AUU recognizes that Board Directors are often involved in many aspects of University life and should be able to participate fully.

3. Interpretation

Interpretation of this policy is within the jurisdiction of the President, pursuant to the authority of Board.

4. Board Members

4.1 Duties

- 4.1.1 Board directors must act in the best interests of the AUU as a whole. A Board director has an obligation to be responsible in judgment and actions and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.



- 4.1.2 A Board director must act honestly, in good faith and use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- 4.1.3 A Board director may have regard to and represent the interests of the stakeholder that appointed that Director without compromising the Director's duty to act in the best interests of the AUU. Where a Board director is appointed by a stakeholder, to act in the interests of that stakeholder, that Director may have regard to and represent the interests of that stakeholder except to the extent that the interests of that stakeholder conflict with the Board director's paramount duty to act in the best interests of the AUU as a whole.
- 4.1.4 A Board director must not take improper advantage of the position of Director or make improper use of information acquired as a director. Board directors must not misuse property, information, their position or opportunities arising as a result of their position to gain advantage for themselves or someone else or to cause detriment or to compete with the AUU. Board directors may not use the name of the AUU to further any personal or other business transaction.
- 4.1.5 A Board director must not allow personal interests, or the interests of any associated person, to conflict with the interest of the AUU.
- 4.1.6 A Board director must not disclose any of the AUU's confidential information unless disclosure is required by law or authorized by the Board of directors. Confidential information received by a Board director in the course of his or her duties remains the property of the AUU. The AUU's confidential information may only be disclosed if required by law or authorized by the Board of Directors. The Directors will respect the privacy of others.
- 4.1.7 A Board director must not engage in conduct likely to bring discredit upon the AUU or damage the reputation of the AUU or the University in any way. Board members recognize that the University of Adelaide is a key stakeholder of the AUU.
- 4.1.8 A Board director has an obligation, at all times, to comply with the spirit, as well as the letter of the law.
- 4.1.9 A Board director must act ethically. The Board directors must promote and encourage ethical behaviour. If a Board director becomes aware of unethical behaviour, he or she must report such behaviour to the AUU President and Chief Executive Officer.
- 4.1.10 All AUU board directors be familiar with and act within the Fair Treatment Policy of the University at all times.
- 4.1.11 Board Directors shall promote the AUU in a positive manner at AUU hosted and branded events, AUU affiliate events and Adelaide University events of which they are attending in their capacity as a Board Director. Board directors will attend one in every two AUU Events which will be monitored by the AUU staff.
- 4.1.12 All board directors must comply with the Conflict of Interest provisions as set out in clause 4.3 of this policy.
- 4.1.13 All AUU board directors must be familiar and act in compliance with the AUU Constitution, Rules and Policies at all times.



- 4.1.14 All board directors will interact with staff, colleagues, affiliate representatives, and any other persons associated with the AUU in a courteous and respectful manner.
- 4.1.15 All board directors will endeavour to ensure that the organisation's management is competent and acting in the best interests of the organisation, within the framework of plans, policies, and directions of the Board.
- 4.1.16 All board directors will seek to ensure that the organisation remains financially sustainable, and that the non-financial and financial objectives of the AUU are given proper balance in Board decision-making.
- 4.1.17 All Board Directors will sign the Adelaide University Union Directors' Governance Policy Statement and Explanatory Memorandum, and Conflict of Interest Agreements no later than at the first Board meeting of the new Board's term. If both the Governance and the are still unsigned by a director by the 2nd Board meeting of the new Board's term, and sufficient warning and reminder has been given by the President, the director automatically ceases to hold that position.
- 4.1.18 A Student Elected Director must be a student of the University of Adelaide. Any Student Elected Director who is not a student will automatically cease to hold office as a Board Director.
- 4.1.19 All Student Elected Directors must be financial members of the AUU by the end of the second academic week of semester one each year. Any Student Elect Director who is not a financial AUU member by this time shall automatically cease to hold office.

4.2 Prohibited Conduct

- 4.2.1 No board director may knowingly providing misleading information to the AUU or board.
- 4.2.2 No board director may make false, misleading, or defamatory comments about activities of the board, the AUU, staff or management.
- 4.2.3 No board director may leak confidential documents, or reveal the contents of such documents to anyone who is not a board director, or not privy to the information given to board directors such as the EO, minute's secretary, and ex-officio members of the board.
- 4.2.4 No board director may reveal or allude to the nature of the discussions of board which occurred 'in camera'.
- 4.2.5 No board director may make comment to the media in their capacity as a board director about the AUU, its affiliates, or stakeholders which does not represent the views of the AUU, and has not been previously approved by the President or EO of the AUU.
- 4.2.6 No board director may make breach the Conflict of Interest provisions as set out in clause 4.3 of this policy.
- 4.2.7 No board director may fail to attend more than three (3) meetings without the leave of the board as determined by a simple majority. In the event that a Board Director is absent without leave from 3 meetings and leave is not granted at the next Ordinary Meeting, then that Board Director will automatically cease to hold office.



- 4.2.8 No AUU board director will be intoxicated or under the influence of illicit substances at AUU meetings, AUU hosted and branded events, AUU affiliate events and Adelaide University events of which they are attending in their capacity as an AUU board director.
- 4.2.9 No board director may commit or abet a criminal offence, or withhold any knowledge pertaining to criminal activities of other board directors.
- 4.2.10 Individual Board members must not interfere in the day to day management of the AUU.
- 4.2.11 No board director may engage in sexist, racist, or discriminatory behaviour against any persons, associated with the AUU or otherwise.

4.3 Conflict of Interest

4.3.1 Definition of Conflict of Interest

For the purposes of this policy a conflict of interest can be held by any Board or Standing Committee member of the AUU and is defined as “any situation where a member or stakeholder may be, or potentially may be, in a position of being involved in a decision or action where they may not be perceived to be able to put the AUU’s interest first and foremost.”

4.3.2 A Board director must not allow personal interests, or the interests of any associated person, to conflict with the interest of the AUU.

4.3.3 Principles

Except as provided for in Clause 4.5.4 below, no person may be involved in any decision or action where:

- Their involvement is contrary to statute or any of the AUU’s policies or procedures
- They or any partner, relative or friend or any organization in which they have equity or of which they are an employee or Board member may benefit financially or in any other material way from the outcomes of the decision or action;
- The information provided to them in the process of formulating the decision is likely to be communicated to any party or in any way which harms or has the potential to harm AUU’s interest or which breaches AUU’s Privacy Policy;
- Other Non-Pecuniary benefits, where a Board or Standing Committee member, or a proximate person or organisation to a Board or Standing Committee member might reasonably be expected to benefit in some non-financial way

4.3.4 Notifying a Real, Perceived or Potential Conflict of Interest

Any person who believes they may have a conflict of interest shall report or declare the interest and/or details immediately.

- If an issue arises outside a board meeting, the details shall be reported to “the person responsible” being:
 - For the President; to the General Manager
 - For the General Manager; to the President
 - For any member; to the President



- For any staff member; to the General Manager
- If an issue arises during a Board meeting, the details shall be declared immediately and any or all of the following taking place having regard for the circumstances;
- The matter shall be entered into the Conflict of Interest Register in accordance with appropriate Governance requirements; and
- The person shall not move, second or vote on the matter.
- It may be resolved that there is no conflict.

4.3.5 All conflicts of interests noted or discussed shall be minuted.

4.3.6 Conflict of interest does not apply to organisations that are affiliates of the AUU.

4.4 Consequences

4.4.1 The board has the power to determine whether a board director has breached their obligations as a board director, as defined by this policy or not, by a three-quarter (3/4) absolute majority vote of all board directors.

4.4.2 If the board determines that a board director has committed a breach, this board director must be notified in writing by the President within 5 days of the meeting.

4.4.3 The Board may determine to impose a consequence at the next Ordinary meeting after the meeting described in 4.4.1. These include:

- A written warning may be issued to a board director informing them of their failure to abide by the code of conduct. This would be a consequence for first offence of a minor infraction of the code of conduct. A board director may only receive one written warning. If they commit a breach again, then a more severe consequence must be imposed.
- The board may decide to release a statement to On Dit, condemning the misconduct of a board director, promoting transparency of the board as well as holding board directors accountable for their actions.
- The board may decide to remove a board director from office pursuant to clause 9.5 of the AUU Constitution

4.5 Expectations

4.5.1 Access to Records

All Board Members will have unrestricted and immediate access during office hours to all records of the AUU, except Personnel Records.

4.5.2 Board Members' Handbook

Each new Board member will receive an AUU Handbook, which must contain:

- The AUU Constitution
- The Rules of the AUU
- The Policies of the AUU
- The Strategic Plan
- AUU budgets for the current and forthcoming year
- An organisational chart of the AUU and affiliated groups
- The management structure of the AUU including a flow chart of responsibilities
- Any other item that the President or the G.M. sees fit.



The G.M. is responsible for the production and distribution of this Handbook.

4.5.3 Interaction with Staff

Any Board member may discuss bona fide AUU business with any employee of the AUU during office hours.

4.5.4 Board Meals

If an Ordinary Board meeting is held in the evening, Board Members and invited visitors may have a meal subsidised by the AUU. The level of that subsidy will be fixed by Board from time to time.

5. The President

5.1 The President is a full-time paid position at a rate determined by the Board from time to time.

5.2 The duties of the President include:

5.2.1 Being the spokesperson of the AUU;

5.2.2 Being responsible to the Board in ensuring that directions of Board and policy decisions made by Board are implemented;

5.2.3 Preparation of policy submissions, research material, training material and reports for Board and its committees as necessary;

5.2.4 Providing all necessary support and information to Board and Committee members.

5.2.5 Development of policy and service initiatives;

5.2.6 Regular liaison with affiliate groups, the University, AUU staff and members;

5.2.7 Ensuring that Board engages in the process of long term planning, in particular strategic planning;

5.2.8 Being informed about and having input into, all matters that might reasonably be expected to be discussed at a future stage by Executive or Board;

5.2.9 Being the AUU's representative to:

- Student Affairs Committee;
- Unibooks Pty Ltd Board
- National Wine Centre User Group; and
- Sports Hub Inc. Board

5.2.10 Conducting an induction and orientation period for the newly elected President, if new to the position, in the two weeks immediately following the expiration of the term of the immediate past President. The immediate past President shall be expected to work half-time for this two week period, and receive half of the full-time Presidential honorarium;

5.2.11 Conducting an appraisal of the G.M., in conjunction with a panel approved by the Executive;

5.2.12 Sitting on employment selection panels

5.2.13 Being the interpreter of the AUU's Rules and Policies;



- 5.2.14 Sitting on all committees of Board;
 - 5.2.17 Chairing and convening:
 - Student Care Inc. Board;
 - Affiliate Heads Forum; and
 - A General Student Meeting if one is called.
 - 5.2.18 Convene a special Board Meeting in the event that a scheduled Board Meeting exceeds its time limitations;
 - 5.2.19 Prepare a written report for each ordinary Board meeting; and
 - 5.2.20 Be a cheque signatory of the AUU.
- 5.3 Acting President
- If the President notifies the G.M. of her/his intended absence for a period of more than seven calendar days, the Vice-President will be acting President for the period of the President's absence.
- 5.4 The President will be entitled to receive a report on any areas of AUU activities from the G.M.

6. Vice-President and Finance Chair

- 6.1 The Vice-President is the Deputy Chairperson of the Board. The duties of the Deputy Chairperson will include:
- helping with the drafting and collection of motions;
 - giving advice to the President on procedure
 - with the concurrence of Board, chairing the meeting when the President is absent, or involved in the debate.

7. The Nominees of the AUU

- 7.1 The Education & Welfare Officers will be the AUU's representatives on the Student Services committee.
- 7.2 The AUU student nominee on Student Care Board must be an ordinary student.

8. The General Manager

- 8.1 The General Manager shall be the EO. for the purposes of the AUU Constitution.
- 8.2 The G.M. shall be responsible to the President, and accountable to the Board.
- 8.3 The G.M. will:
- 8.3.1 Provide advice on all planning and management policies;
 - 8.3.2 Implement Board policies and the AUU Strategic Plan;
 - 8.3.3 Maintain up to date copies of all AUU Constitution, Rules and Policy;
 - 8.3.4 Ensure such reports or information that the President, Executive or Board requests are provided;
 - 8.3.5 Ensure the President is kept informed on all matters which might reasonably be expected to be discussed by Executive or Board;



- 8.3.6 In the case of, or likelihood of, an industrial dispute, the G.M. will inform the President and take into consideration the President's opinion before acting;
 - 8.3.7 Sit on all committees of Board as an ex officio member;
 - 8.3.8 Call a General Student Meeting when required to by the constitution;
 - 8.3.10 Maintain security with regards to the AUU's facilities;
 - 8.3.12 Maintain, secure and keep a register of the AUU's art collection;
 - 8.3.13 Prepare and administer the budget in consultation with the Finance Committee; and
 - 8.3.14 Be a cheque signatory of the AUU.
- 8.4 The G.M. will not advocate on behalf of the AUU without first seeking approval from either the President, the Executive or the Board, depending on the nature and appropriateness of the issue, and on the expediency with which it must be dealt.
- 8.5 The G.M. will at all times act within the bounds of the AUU Constitution, Rules and Policy.
- 8.6 The G.M. will be one of the AUU's representatives on:
- . Unibooks Pty Ltd Board; and
 - . Sports Hub Inc. Board

HISTORY

Replaces "Board Members and Secretary Policy Code"	COPY KEPT
First Enacted December 13, 1999	COPY KEPT
Revised 22 February 2000	COPY KEPT
Revised 23 August 2004	COPY KEPT
Revised 31 January 2005	COPY KEPT
Revised August & September 2005	COPY KEPT
Revised 21 November 2005	COPY KEPT
Revised 18 September 2006	COPY KEPT
Revised 15 March 2007	COPY KEPT
Revised 18 June 2009	COPY KEPT
Revised 20 January 2010	COPY KEPT