

ROLES AND RESPONSIBILITIES OF BOARD, PRESIDENT, AND EXECUTIVE OFFICER

AUTHORITY

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

POLICIES

1. Objectives

- 1.1 To ensure YouX 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 YouX.
- 1.3 To establish a code of conduct for Board Members.
- 1.4 To establish a set of responsibilities for the YouX President.
- 1.5 To establish a set of responsibilities for the Executive Officer.
- 1.6 To establish a code of conduct for the interaction of Board Members, the President, and the EO.

2. Definitions

- 2.1 The definitions in Clause 3 of the AUU Constitution apply to this policy.
- 2.2 'YouX Event' shall mean an event made pursuant to the YouX Event Policy
- 2.3 'in their capacity as a YouX Board Director' shall mean a situation where a Board Director has been invited to participate or attend as a Director or on behalf of YouX.

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 YouX 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 shall have regard to and represent the interests of the students of the University of Adelaide and members of YouX without compromising the Director's duty to act in the best interests of YouX. 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 YouX 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 YouX. Board directors may not use the name of YouX 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 YouX.
- 4.1.6 A Board director must not disclose any of YouX'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 YouX. The Directors will respect the privacy of others. If there is any suspected breach under this clause, the Board may pass a resolution by simple majority to request all directors to sign a statutory declaration stating they did not leak the concerned confidential information. Failure to do so shall be treated as "misconduct" as per Clause 9.5 of the constitution.
- 4.1.7 Notwithstanding Clause 4.1.6, the President shall make non-confidential Board papers publically available as soon as practicable, where appropriate.
- 4.1.8 A Board director must not engage in conduct likely to bring discredit upon YouX or damage the reputation of YouX or the University in any way. Board members recognize that the University of Adelaide is a key stakeholder of YouX.
- 4.1.9 A Board director has an obligation, at all times, to comply with the spirit, as well as the letter of the law.
- 4.1.10 A Board director must act ethically. The Board directors must promote and encourage ethical behaviour. If a Board director believes that a Board director has acted unethically, he or she must report such behaviour to the YouX President and EO.
- 4.1.11 All YouX board directors must be familiar with and act within the Fair Treatment Policy of the University at all times.
- 4.1.12 Board Directors shall promote YouX in a positive manner at YouX hosted and branded events, YouX affiliate events and Adelaide University events of which they are attending in their capacity as a Board Director.
- 4.1.13 All board directors must comply with the Conflict of Interest provisions as set out in clause 4.3 of this policy.
- 4.1.14 All YouX board directors must be familiar and act in compliance with the AUU Constitution, Rules and Policies at all times.
- 4.1.15 All board directors will interact with staff, colleagues, affiliate representatives, and any other persons associated with YouX in a courteous and respectful manner.

- 4.1.16 All board directors will endeavour to ensure that the management is competently delivering the strategic objectives ;acting in the best interests of the organisation, within the framework of plans, policies, and directions of the Board.
- 4.1.17 All board directors will seek to ensure that YouX remains financially sustainable, and that the non-financial and financial objectives of YouX are given proper balance in Board decision-making.
- 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 YouX by the end of the second academic week of semester one each year. Any Student Elected Director who is not a financial YouX member by this time shall automatically cease to hold office. For the purposes of Clause 28 of the Constitution, this clause shall serve as the Board's interpretation of Clause 9.3 of the Constitution.

4.2 Prohibited Conduct

- 4.2.1 No board director may knowingly providing misleading information to YouX or board.
- 4.2.2 No board director may make false, misleading, or defamatory comments about activities of the board, YouX, 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.
- 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 has not been authorised in accordance with the Media Policy.
- 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 a YouX Event as requested by the President, where twenty-one (21) days notice has been afforded to the director, or a reason as defined within the Rule regarding the Standing Orders of Board is provided, without the leave of absence of the board as determined by a simple majority. Failure to attend 2 YouX Events shall be interpreted as an absence at an Ordinary Meeting of Board for the purposes of Clause 9.2 of the Constitution.
- 4.2.9 No board director may fail to attend a scheduled training event as requested by the President, where twenty-one (21) days notice, or a reason as defined within the Rule regarding the Standing Orders of Board is provided, without the leave of absence of the board as determined by a simple majority. Failure to attend a training day shall be interpreted as an absence at an Ordinary Meeting of Board for the purposes of Clause 9.2 of the Constitution.
- 4.2.10 No YouX board director will be intoxicated or under the influence of illicit substances at YouX meetings, YouX hosted and branded events, YouX affiliate events and Adelaide University events of which they are attending in their capacity as a YouX board director.
- 4.2.11 No board director may commit or abet a criminal offence, or withhold any knowledge pertaining to criminal activities of other board directors.
- 4.2.12 Individual Board members must not interfere in the day to day management of YouX.

4.2.13 No board director may engage in sexist, racist, antisemitic or discriminatory behaviour against any persons, associated with YouX or otherwise.

4.2.13.1 The following non-legally binding working definition of antisemitism by The International Holocaust Remembrance Alliance (IHRA) is adopted:

“Antisemitism is a certain perception of Jews, which may be expressed as hatred of Jews. Rhetorical and physical manifestations of antisemitism are directed toward Jewish or non-Jewish individuals and/or their property, toward Jewish community institutions and religious facilities.”

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 YouX 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 YouX’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 YouX.

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:

4.3.3.1 Their involvement is contrary to statute or any of YouX’s policies or procedures;

4.3.3.2 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;

4.3.3.3 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 YouX’s interest or which breaches YouX’s Privacy Policy;

4.3.3.4 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.

4.3.4.1 If an issue arises outside a board meeting, the details shall be reported to ‘the person responsible’ being:

4.3.4.1.1 For the President; to the Executive Officer;

4.3.4.1.2 For the Executive Officer; to the President;

4.3.4.1.3 For any member; to the President;

4.3.4.1.4 For any staff member; to the Executive Officer

4.3.4.2 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;

4.3.4.2.1 The matter shall be entered into the Conflict of Interest Register in accordance with appropriate Governance requirements; and

4.3.4.2.2 The person shall not move, second or vote on the matter.

4.3.4.2.3 It may be resolved that there is no conflict.

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

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. These include:

4.4.3.1 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.

4.4.3.2 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.

4.4.3.3 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 YouX, except Personnel Records. This right extends to documents which are confidential in nature and to documents which have been or will be tabled or considered during In Camera sessions of Board.

4.5.2 Board Members' Handbook

Each new Board member will receive a YouX Handbook, which must contain:

4.5.2.1 The AUU Constitution;

4.5.2.2 The Rules of YouX;

4.5.2.3 The Policies of YouX;

4.5.2.4 The Strategic Plan

4.5.2.5 YouX budgets for the current and forthcoming year;

4.5.2.6 An organisational chart of YouX and affiliated groups;

4.5.2.7 The management structure of YouX including a flow chart of responsibilities

4.5.2.8 Any other item that the President or the EO sees fit.

The President is responsible for the production and distribution of this Handbook in consultation with the EO. .

4.5.3 Interaction with Staff

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

4.5.3.2 Discussions related to strategy, initiatives, programme development and staffing should be directed to the EO.

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 YouX. The level of that subsidy will be fixed by Board from time to time.

4.5.5 Committees of Board

Board Directors shall be entitled to attend all meetings of any Committees of Board as an observer, irrespective of whether they are meeting in open or closed session, but who shall only be afforded speaking rights at the discretion of the meeting's Chair.

5. The President

5.1 The President is a 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 a spokesperson of YouX;

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 management and staff, affiliate groups, the University, YouX members and students;

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 YouX's representative to:

5.2.9.1 Academic Board;

5.2.9.2 Student Affairs Committee;

5.2.9.3 Sports Hub Inc. Board; and

5.2.9.4 any other committee or Board as the need may arise and be appropriate.

5.2.10 Conducting an induction and orientation period for the newly elected President, if new to the position, in the two weeks immediately preceding the expiration of the term of office.

5.2.11 Conducting an appraisal of the EO, in conjunction with the Executive;

5.2.12 Sitting on employment selection panels where relevant;

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

5.2.14 Sitting on all committees of Board;

5.2.15 Chairing and convening:

5.2.15.1 Student Care Inc. Board;

5.2.15.2 A General Student Meeting if one is called.

5.2.16 Convene a special Board Meeting in the event that a scheduled Board Meeting exceeds its time limitations, requested by Board and otherwise where deemed necessary;

5.2.17 Prepare a written report for each ordinary Board meeting;

5.2.18 prepare and classify the agenda of the Board in conjunction with the Executive Officer or the Executive (where possible); and

5.2.19 Be a cheque signatory of YouX.

5.3 Acting President

If the President notifies the EO 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 YouX activities from the EO.

6. Vice-President

6.1 The Vice-President is the Deputy Chairperson of the Board. The duties of the Deputy Chairperson will include:

6.1.1 helping with the drafting and collection of motions;

6.1.2 giving advice to the President on procedure;

6.1.3 with the concurrence of Board, chairing the meeting when the President is absent, or involved in the debate.

7. The Nominees of YouX

7.1 The Education & Welfare Officers will be YouX's representatives on the Student Services committee.

7.2 YouX student nominees to any Board or committee of any organisation must be an ordinary student and a member of YouX.

8. The Executive Officer

8.1 The EO shall be responsible to the President, and accountable to the Board.

8.2 The EO will:

- 8.2.1 Provide advice on all planning and management policies;
- 8.2.2 Implement Board policies and the AUU Strategic Plan;
- 8.2.3 Be responsible for the day-to-day operations of YouX;
- 8.2.4 Be authorised to make all such decisions required for the day-to-day operations of YouX which are not otherwise described in the Constitution, Rules and Policies of YouX;
- 8.2.5 Be responsible for the employment, management, development, and termination of staff; and
- 8.2.6 In conjunction with the President or Executive (where possible), prepare and classify the agenda of each Board meeting
- 8.3.3 Maintain up to date copies of all AUU Constitution, Rules and Policy;
- 8.2.6 Ensure such reports or information that the President, Executive or Board requests are provided;
- 8.2.7 Ensure the President is kept informed on all matters which might reasonably be expected to be discussed by Executive or Board;
- 8.2.8 In the case of, or likelihood of, an industrial dispute, the EO will inform the President and take into consideration the President's opinion before acting;
- 8.2.9 Sit on all committees of Board as an ex officio member;
- 8.2.10 Call a General Student Meeting when required to by the constitution;
- 8.2.11 Maintain security with regards to YouX's facilities;
- 8.2.12 Maintain, secure and keep a register of YouX's art collection;
- 8.2.13 Prepare and administer the budget in consultation with the Executive; and
- 8.3.14 Be a cheque signatory of YouX.

8.3 Only advocate on behalf of YouX whilst having regard to the best interests of YouX.

8.4 The EO will at all times act within the bounds of the AUU Constitution, Rules and Policy.

8.5 The EO will be one of YouX's representatives on:

- 8.5.1 Sports Hub Inc. Board

Version Control Table

Version	Author	Date	Changes
V1.0	Executive Officer	1999	Replaces "Board Members and Secretary Policy Code"
V2.0	Executive Officer	22/2/2000	First Enacted
V3.0	Executive Officer	23/8/2004	
V4.0	Executive Officer	31/1/2005	
V5.0	Executive Officer	8,9/2005	
V6.0	Executive Officer	21/11/2005	
V7.0	Executive Officer	18/9/2006	
V8.0	Executive Officer	15/3/2007	
V9.0	Executive Officer	18/6/2009	
V10.0	Executive Officer	20/01/2010	
V11.0	Executive Officer	15/6/2011	
V12.0	Executive Officer	21/1/2015	
V13.0	Executive Officer	18/2/2015	
V14.0	Executive Officer	10/04/2017	Amend Clause 6, Amend Clauses 8.5.1 & 5.2.9.3 to remove reference to Unibooks Pty Ltd
V15.0	Executive Officer	14/12/2020	Amend Clause 4.1.6
V16.0	Executive Officer	27/05/21	Amend Clause 4.4.3
V17.0	YouX Board	13/09/2022	Amend Clause 4.2.13 Add Clause 4.2.13.1

V18.0	Executive Officer	05/09/2023	Add 4.5.5, amend 8.2.13
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