



*Better Leaders,
Better Collegiate Life*

**University Colleges Australia Inc.
Corporate Governance Policy
2016**

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INTRODUCTION

This Policy has been developed by the University Colleges Australia (UCA) Executive on behalf of the Association and is known as the Corporate Governance Policy. UCA has adopted this Corporate Governance Policy to ensure there is a solid foundation for the Executive Committee and staff (where applicable) to oversee the strategic direction, management and control of the enterprise.

DEFINING GOVERNANCE ROLES

The Role of the Association

The role of the Association is set out in ‘Rules of University Colleges Australia Incorporated’ with the overall purpose being: *To advance, enhance and promote collegiate residences within Australian Universities.*

Objectives:

- a. To promote the benefits of collegiate residence in Australian universities;
- b. To promote residence as a means to a broad education, including academic, social, cultural and moral development;
- c. To enhance the quality of life and welfare of residents in Australian university residential colleges and halls;
- d. To promote the Association as the responsible advisory body on matters relating to the purpose and functioning of university residential colleges and halls;
- e. To recommend fair and equitable conditions of employment for members of the Association;
- f. To foster continuing professional development of the Association’s members and their staff;
- g. To promote the beneficial and mutual support of members of the Association, and
- h. To do such other things as may be required to support the achievement of the foregoing Objectives.

KEY FUNCTIONS

STRATEGY AND PLANNING

The Executive Committee, in consultation with the membership is responsible for setting the strategic direction of the Association. From time to time the Executive Committee will develop a strategic plan with an implementation strategy.

NATIONAL COLLEGIALITY

The Association is membership based and focussed and as such seeks opportunities to support members. This is achieved by:

- a. Visits to colleagues and colleges as required,
- b. Organising a Forum for interested members to be held in September/October every two years, or at a time determined by the Executive, at which time the AGM is held,
- c. Organising a Conference to be held every two years in September/October at which time the AGM is held,
- d. Communicating via a Monthly e-news sent to all members with regular updates to the UCA Website,

- e. Developing, promoting and allocating Grants – Future Leaders, Research Project and Conference Attendance.

NATIONAL IDENTITY AND ADVOCACY

The Association strives to be the peak association for Heads of colleges and halls of residences and as such advocates and works with a diverse range of other agencies, groups and forums. It also undertakes to conduct special projects relevant to the sector. Recent and successful initiatives have included:

- a. Alcohol and Harm Minimisation amongst University Students in Residence
- b. National Census of College Beds
- c. Paper ‘Residential Assistants’ as Employees
- d. Professional Standards – joint project with AACUHO
- e. Survey – Remuneration and Benefits for Heads of Colleges

MANAGEMENT

The Association will be managed by an Executive Committee appointed at the Annual General Meeting. The Executive Committee consists of: President, Vice President, Secretary, Treasurer, Immediate Past-President and two other members. An Executive Officer will be appointed to assist the Executive Committee with administrative matters.

Face to face meetings (approximately 3 per year) and monthly teleconferences will be held to manage the business of the Association between AGMs.

The Executive Committee is to comprise Members who as a collective possess the mix of skills, experience and attributes to be effective to ensure the Association is effective and successful. This experience is to include, as far as practicable, finance, internationalisation, marketing, business management, legal, corporate governance, residential life, research, government, and the higher education sector.

Given that the Association is a national body the goal is to have a broad representation of members, from all states and territories on the Executive. Where this is not practicable each Executive member will be a point of contact for those areas not represented. Within each State and Territory local chapters can be formed (after being approved by the UCA AGM) and as such will act in accordance with the Rules. Each Chapter should elect a Chairperson and Secretary for the conduct of its affairs and should liaise as required with the Executive Committee.

The Executive Committee recognizes that it is important to undergo a regular process of renewal via changes in composition. In order to achieve regular renewal of the Executive Committee, a Member can serve no more than 10 years on the Executive.

EXECUTIVE COMMITTEE ROLES

PRESIDENT

Appointment

The President is elected by the members in the manner provided for by the Rules of the Association at the AGM. The President shall not be eligible for immediate re-election as President after having served two consecutive terms (years) in office.

Specific Role:

The President will:

- chair meetings, confirm proposals for agenda items and set priorities for dealing with agenda items,
- determine the agenda and timing of matters for meetings,
- ensure that the Executive Committee comes to clear and agreed conclusions and that these decisions are properly recorded in the minutes,
- ensure that the decisions are implemented,
- be the major point of contact for and represent the Association with government, non-government, research bodies and other agencies,
- liaise with other associations or groups e.g. Collegiate Way, AACUHO, ACUHO-I, and NAAUC,
- develop with other Executive Committee members the short to medium to long term strategy for the association, and
- delegate to other Executive Committee Members as required.

VICE PRESIDENT AND IMMEDIATE PAST PRESIDENT

Appointment

The Vice-President is elected by the members in the manner provided for by the Rules of the Association at the AGM. Once the President completes their term in office they become the Immediate Past President.

Specific Role:

The Vice-President and Immediate Past President will:

- deputize for the President when required
- chair meetings in the absence of the President
- organise regional, member and other collegiate visits

SECRETARY

Appointment

The Secretary is elected by the members in the manner provided for by the Rules of the Association.

Specific Role:

The Secretary will:

- ensure all records and minutes of all meetings of the Association including the Rules, register of members, minutes of meetings and teleconferences and correspondence are kept,

- ensure the Association complies with its statutory and reporting obligations in relation to the NSW Government Fair Trading and the Australian National Charities and Not-For-Profit Commission,
- ensure the Association has appropriate Directors and Officers Liability insurances,
- ensure that the website and associated social media is kept current,
- liaise with the Executive Officer to ensure the administration for the association is completed,
- ensure currency of Association documents e.g. MOUs, agreements,
- prepare an annual calendar of Association activities,
- coordinate the Association Conference with Executive Officer and Conference Coordinator, and
- prepare for the AGM with the Public Officer.

TREASURER

Appointment

The Treasurer is elected by the members in the manner provided for by the Rules of the Association.

Specific Role:

The Treasurer will:

- ensure all monies received for the association is paid into the account in the Association's name,
- ensure appropriate protocols and approvals are in place for payments and credit card facilities,
- seek authorisation for significant payments of two signatures or approval by two members of the Executive Committee,
- prepare the accounts for the Auditor and ensure that an audit is carried out in preparation for the AGM following appropriate accounting standards,
- prepare a financial summary for the monthly teleconferences,
- represent the Association on funding/grant applications,
- collect Association annual membership fees,
- lodge the quarterly Business Activity Statement (BAS) with the ATO,
- prepare an annual budget, and
- ensure appropriate insurances for the Association.

EXECUTIVE COMMITTEE MEMBERS

Appointment

The two Executive Members are elected by the members in the manner provided by the Rules of the Association.

Specific Role:

The Executive members will

- assist the other executive members as required, and
- conduct research and specific projects for the Association

Expectations of Executive Committee Members

Executive Committee Members contribute to the fulfilment of their duties by attending and participating at meetings and adequately informing themselves of issues facing the Association.

It is expected that Executive Committee Members will:

- act in accordance with the Rules and Code of Professional Conduct,
- adequately prepare for meetings by reading all papers and making enquiries of the President prior to the meeting,
- ask questions, request information and fully canvass all aspects of issues confronting the organisation,
- keep confidential all discussions and deliberations, and
- declare an actual or potential conflict of interest as soon as the Member becomes aware.

EXECUTIVE COMMITTEE PROCESSES**MEETINGS****Purpose**

The purposes of the face to face meetings and teleconferences are to:

- facilitate the attainment of key Association functions and strategies,
- receive and exchange information pertinent to the Association,
- discuss key issues facing the Association,
- prepare for conferences, forums, visits, and
- make approvals as required.

Meeting Frequency and Time

The Executive Committee will meet face to face approximately three times per year. These meetings are scheduled to link with member visits, conferences and forums and the AGM. Agendas are prepared and minutes taken.

The Executive Committee conducts a significant amount of business via a monthly teleconference organised by the Executive Officer. An agenda is prepared and minutes taken. Each Executive Committee member is required to update the Committee on relevant projects and/or strategies.

Urgent matters requiring attention are circulated to the Executive Committee via email. Decisions are made through discussion and consensus.

Agendas, previous minutes and associated papers and documents are circulated by the Executive Officer prior to the meetings for Executive Committee member consideration. The minutes of meetings are sent to the Secretary within 5 days of the meeting. Minutes will be brief and succinct and contain:

- a short summary of the discussion,
- the exact wording of the decision adopted, and
- any action items arising from the discussion.

The Executive Committee can establish sub-committees, working parties, forums as required. Each group will report as appropriate to the Executive.

ANNUAL GENERAL MEETING

The Executive Committee will ensure the Association has appointed a Public Officer as outlined in the Rules for the main purpose of overseeing the annual AGM. The Public Officer may be an office bearer, Executive committee member or other person regarded as suitable for the position.

An Annual General Meeting (AGM) shall be held within 6 months from the end of the financial year of the Association. At least 14 days' notice of the AGM and any proposed motions shall be given to all members. If a special resolution is to be proposed then 21 days' notice must be given. See Rules for information about special resolution.

The business of the AGM includes:

- a. Agenda
- b. Confirmation of minutes from the last AGM
- c. Reports from the Executive – President
- d. Proposed Motions and changes to the Rules
- e. Treasurer's Report including the Audit for the last financial year
- f. Election of Office Bearers
- g. Other general business

A quorum shall be one third of the members present in person. Voting shall be by show of hands (majority vote) unless a secret ballot is demanded. The chair will have the casting vote (if required).

CHAPTER VISITS

Each year the Executive Committee aims to visit at least one chapter to offer support and information. These visits have been highly regarded by the members. These visits often incorporate a meeting with the Vice Chancellor or other senior personnel from the university.

CODE OF PROFESSIONAL CONDUCT

This Code of Professional Conduct has been written in order to help the Executive Committee meet the high standards of professionalism and ethics required in the role. The Code consists of a number of principles with each being supplemented by guidelines for the interpretation of those principles.

The Executive Committee Member shall adhere to:

Principle 1

Exercise leadership, enterprise and judgement in directing the Association so as to achieve its continuing prosperity and to act in the best interests of the membership

As a Member of the Executive Committee, a Member has individual and collective responsibility for the organization. A Member should aim to participate in all meetings and participate in relevant Association activities.

Principle 2

Follow the standards of good practice and act diligently

A Member should endeavour to ensure that the organization is financially viable and properly managed so as to protect and enhance the interests of the Association over time. A Member must ensure that the principles of good governance are implemented and that each member is provided with sufficient, regular and timely information to ensure that the Members can discharge their duties with care and diligence.

Principle 3

Consider the legitimate interests of stakeholders

Whilst the obligations of a Member are primarily owed to the Association, it is also necessary to take into account the interests of individual and groups that have a legitimate interest in the Association. A Member should help to establish procedures for managing the relationship and communication with stakeholders.

Principle 4

Comply with relevant laws, rules, regulations and codes of practice and good governance

A Member must at all times comply with the laws, rules and regulations of the Commonwealth, State and Local governments and other regulatory agencies and should endeavour to ensure that the Association complies with the laws, rules and regulations governing its operations.

Principle 5

Have a duty to respect the truth and act honestly in dealings with others and in the exercise of responsibilities as a Member

The Member should not obtain, attempt to obtain, or accept, any bribe, secret commission or illegal inducement of any sort. A Member must be prepared to express their opinion, but should also be prepared to accept collective responsibility and implement the decisions of the Committee. A Member will not take action that may prejudice or compromise the effect of any agreed directive or strategy. A Member shall be independent in judgement and actions and shall take all reasonable steps to be satisfied as to the soundness of all decisions made by the Committee.

Principle 6

Avoid conflicts between personal interests and their duties to the organization

A Member must not take improper advantage of their position as Member to gain directly or indirectly a personal advantage. A Member must not allow personal dealings or interests of any associated person or entity to conflict with the interests of the Association. A Member should seek to avoid conflicts of personal and professional interest where possible. Full and prior disclosure of any conflict must be made to the Committee.

Principle 7

Ensure information acquired as a Member is used appropriately

A Member must not knowingly or recklessly disseminate false or misleading information. A Member must not make improper use of information acquired by virtue of their position as Member. A Member must not disclose or allow to be disclosed confidential information received. Confidential information includes all non-public information that might be of use to competitors or harmful to members of the organization if disclosed. A Member should make sure that any information that is not publicly available is not provided to anyone.

Principle 8

Respect the professional reputation of another Member and not engage in any practice detrimental to the reputation and interests of the organization or the position of Member

A Member should respect the professional standing of other Members and uphold the dignity and reputation of the organization. A Member should not knowingly misrepresent the views or policies of the organization. A Member shall not make misleading or malicious statements, or issue, or allowed to be issued inaccurate reports.

Principle 9

Keep abreast of current best practice

A Member should keep abreast of both practical and theoretical developments in the role of Member and to continually add to their knowledge and expertise through professional development opportunities and professional reading.

Principle 10

Set a high personal standard by keeping aware of and adhering to the Code both in spirit and in the letter, promoting the Code to other Members

A Member must honour the Code in the spirit as well as in the letter. No Code can be all embracing. It is not possible to identify every circumstance, but there is an expectation that personal adherence to the generally accepted principles of honesty, professionalism and justice should determine a Member's behaviour. A Member is expected to use common sense in applying the spirit of the Code and must not cause other persons to be in breach of the Code. A Member shall vacate office immediately upon a breach of this Code.