

club governance

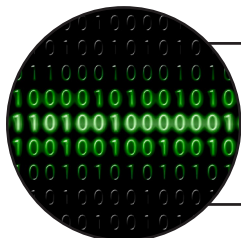
DEVELOPING AN UNDERSTANDING OF
BASIC GOVERNANCE ISSUES AND ACTIVITIES



2017



a snapshot.



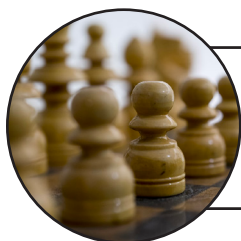
rules, systems & processes

establish rules and ensure **all** members abide by them. Follow the processes of a committee and make them work for **you**.



setting & achieving objectives

ideally in an organisation, you have Executive (directors) and you have management (employees). UNE Clubs aren't that lucky all of the time. You'll set the target and more often than not - you'll have to meet the target too.



representing your members

the club is not your personal playground. You might be President, or treasurer, or Vice-President, but don't forget you exist to steer the club for all your members.

what's this about?

This booklet has been created by UNE Life Student Experience to provide essential information for students looking to be involved in the UNE Club Program.

The Club Program is all about getting involved with your UNE experience and gaining skills for employability.

Part of our job is to ensure that you're doing yours and so I hope that you use this guide and refer to it often.

If you ever need further assistance, our office is located on the lower concourse of Madgwick Hall and our door is always open for queries of all things Student Experience.

Thanks,

Ben Bible
Manager, Communications
& Student Experience, UNE Life.

why get involved?

Student clubs should rely on their committee members to help them meet their aims and objectives, while providing the services they have promised their members. What student committee members may lack in experience can be made up for with their enthusiasm and desire to learn.

This social contract between the organisation and student as: organisation gets student's time and input; student gets real-world experience.

It's no secret that student organisations are a great environment in which to learn the various skills which are invaluable once in the workforce

The long-term benefits of the student governance experience have been proven in various studies which show that:

- The positive impact of student involvement is evident in overall student excellence and leadership, job placement potential and job success
- The more a student gets involved in the academic life of an institution, the greater the acquisition of knowledge and development of skills

Universities are big and complex institutions which can be a bit daunting if you don't know a lot of people. As a result, joining a club or society has traditionally been a rite of passage for many new students, because it is an instant way to make new friends.

Joining such groups allows you to connect with like-minded people, whether they are studying the same courses as you, interested in the same pastime or concerned about the same cause.

- **COMMUNICATION SKILLS**
- **COLLABORATION & TEAM WORK**
- **PEOPLE MANAGEMENT & EMOTIONAL INTELLIGENCE**
- **NEGOTIATION & ADVOCACY**
- **LEADERSHIP SKILLS**
- **COMMITTEE PROCESSES**
- **FINANCIAL MANAGEMENT**
- **ANALYTICAL SKILLS**
- **PRESENTATION SKILLS**
- **PROJECT MANAGEMENT**
- **PROBLEM SOLVING**
- **TRAINING & SUPERVISORY SKILLS**

THE FOUNDATION OF YOUTH AUSTRALIA RECENTLY COMMISSIONED A REPORT INTO 'THE NEW WORK MINDSET'. IT'S WORTH A READ AT [FYA.ORG.AU/OUR-RESEARCH](https://fya.org.au/our-research).

get involved.

EFFECT CHANGE

In addition to meeting people and learning new skills, many students get involved in governance because they want to improve what the organisation offers its members.

This doesn't necessarily mean that they see problems with how a club or society is being run now – they just have a strong belief that they can positively contribute to the oversight of the organisation to make it even more relevant to its members in the future.

If an organisation doesn't change it loses relevance. Having a vision to effect change helps an organisation achieve longevity and sustainability.

The beauty of good governance is that it allows this change to be planned, implemented and monitored in a measured, collaborative and civilised way.

Some student organisations also look to effect change, not just to improve benefits for the members of the club, but for a wider subset of the population. Some of these on UNE Campus operate very effectively, namely ASPIRE and your college JCR fundraising committees for charity.



There are loads of clubs, societies and student associations at university which all need to be governed, so there's plenty of opportunities for students to get first hand governance experience.

In addition to these organisations, UNE have other student leadership opportunities within formal committees and boards. UNE Life itself has a board of Directors which consist of a student representative, as well as a Stakeholder Advisory committee with a further opportunity for 7 other student leaders.

If you would like to assist in the direction of any matter at UNE, become involved with student governance and seek out a path. Regardless, if you find yourself following this common governance pathway, it's important to understand the structure of each of these kinds of organisations and what your duties and obligations are, as these may differ depending on the legal nature of the entity.

Clubs and Societies

UNE has a range of student administered Clubs and Societies on offer that have been established by students with a common interest, for other students who share that interest.

These interests may be discipline based like the Archaeology Society or Law Students Society, they could be general interest like the Anime Club, they could be advocating support for members such as the Womens Society and GSMA, or they could be to effect further change such as ASPIRE.

You may have simply joined a club because it runs great events. If you are keen to be part of its Executive Committee then you should check out what its other activities, aims and objectives are. These are the 'mission statement' of a club, if you will.

UNESA as a Not-for-profit

Clubs and societies cater to a sub-set of students with a common interest but there are more general student organisations on campus which represent the entire student body.

For example the University of New England Student Association (UNESA) has a broad mission:

"To represent without fear or favour, the students of the University of New England. To encourage participation in a fair and just tertiary experience through shared higher thinking."

Other UNE Entities

As outlined, UNE has a range of opportunities for students wishing to take on governance roles and assist with the direction of the organisation.

Academic Board, Committees and University Council

Students can also get involved in the academic governance of UNE's Academic Board & committees, Council and other internal governance groups.

University committees provide a great opportunity for students to speak on behalf of their student cohort, and gain advocacy skills. Students also get to see formal committee processes in practice, and while it can be quite daunting to speak in front of twenty or so articulate and expert academics, it's really important that student voices are heard on these committees in order to contribute to the improvement of student outcomes and experiences

The highest position a student can hold in a University's governance structure is to be a student member of the University's Council.

unincorporated vs incorporated.

Whichever kind of organisation you are involved with you should understand what kind of legal entity it is.

An Executive Committee member of one kind of entity will have different legal obligations to an executive committee member of another kind.

For UNE Clubs, there are:

Unincorporated Association

Most UNE clubs are unincorporated. An unincorporated association is not recognised as a separate legal entity to the members associated with it. It is a group of people who agree to act together as an organisation and form an association. The group can remain informal and its members make their own rules (within the broader legal framework, of course, and UNE Club Regulations) on how the group is managed.

Advantages

- A very flexible structure
- Easy and cheap to set up

Disadvantages

- The liability of the members is unlimited. This means that the execs of the organisation will be personally liable for its obligations, but in practice this is often limited by indemnification (ie insurance). Always check insurance!
- Property cannot be held in the name of the club due to the club not being recognised as a separate entity to the group of individuals. An appointed trustee usually holds the property on behalf of the members as a whole.

Incorporated Association

Larger student organisation such as UNESA. An incorporated association is a legal entity separate from its individual members.

Associations are incorporated under NSW state legislation.

Advantages

- The liability of the members is limited
- The organisation itself can enter into contractual relationships and hold property in its name
- The execs will generally not be personally liable for the debts of the association

Disadvantages

- The organisation has to comply with more rules (eg the Associations Incorporation Act 2009 NSW)
- These rules include lodging certain documents and paying certain fees to the State Government on an annual basis, as well as having certain items included in the club's constitution, such as grievance procedures.

your role.

Are you right for governance? What kind of person are you, and what skills and attributes could you bring to an executive committee to make it a more effective governing body?

Qualifications & Experience

If you look at any corporate board today you'll probably find a lawyer there, and you'll almost certainly find an accountant. Why is this? Lawyers and accountants are a natural fit for governance because they are trained to understand the many laws and financial regulations that affect organisations. Does this mean that you must be studying law or accounting to be a UNE Club Executive? Absolutely not.

What you should consider however is how you interests or your degree and personality can benefit a club or society. For example, at the student clubs and societies level anyone studying event

management or marketing will be loved and adored, as these skills help improve the club's profile and attract new members.

Desirable Characteristics

Knowledge is important but what about character? What are your personal values? Below is a list of attributes. When these characteristics are present in an executive committee, you will see good board behaviours happening.

Of course, executive members don't have to possess all these attributes – it's not common to find someone who is both a big-picture thinker and details-focused. But you need a good smattering of them. If the club or society has these attributes across a number of persons, they will make a pretty special team.

● TACTFUL

● ORGANISED

● TEAM PLAYER

● DIPLOMATIC

● MOTIVATED

● RESPONSIBLE

● CREATIVE

● INTEGRITY

● FUTURE-FOCUSED

● COMMUNICATIVE

the essentials.

THE CONSTITUTION

The Constitution, also known as the Charter, is the governing document of an organisation. It explains the structure within which the organisation operates.

The Constitution disallows committee members from making wrong decisions regarding operations of the organisation.

In broad terms it looks to the who, what, when, where and why of the group:

- Who – who can be a member and the make-up of the executive committee
- What – what the organisation does
- When – how often it should meet
- Where – the location that the group operates in
- Why – the reasons for the existence of the group

Constitutions aren't easy to write and it's not uncommon to find UNE clubs operating with the standard model constitution provided by UNE Life, which you would then adapt to suit your specific circumstances.

There are other sections of the Constitution which further dictate what the organisation can and can't do. Typically, these might include:

- Grievance and Discipline
- Complaint Handling
- Sources of Funds
- Indemnity and Liability

This last bullet point is worth briefly holding on to – the Constitution also outlines how an executive committee member is personally liable if things go wrong – because disasters can happen. We'll look at what this is in more detail later.

CLUB UNDER CONSTRUCTION

The purpose of the organisation

The purpose of an organisation outlines its aims and objectives and how these objectives will be met. These aims and objectives are usually stated somewhere at the front of the document.

For current members of an organisation it is still a good idea to periodically re-read the Constitution, and other key policy documents, as a reminder of what the purpose and objectives are and why the organisation was established

The Executive Committee

The Executive Committee is an elected or appointed group of people who work together to oversee the activities of an organisation.

Its own activities are determined by the powers, duties, and responsibilities delegated to it by the members of the organisation, as outlined in the Constitution.

Generally, the role of the executive committee is to:

- Set, guide and monitor the direction of the organisation within the framework of the Constitution
- Ensure the organisation meets its objectives and its obligations
- Review the organisation's performance
- Develop and monitor governance processes
- Warrant that the organisation complies with the laws and regulations

A note on terminology – In a company this group of people is commonly known as the Board. In a university it is usually called the Council. In smaller not-for-profit organisations such as student clubs, societies and associations, this group of people is often known as the Executive Committees. Names may vary but the functions are broadly similar.

Governance V Management

In theory the executive body of an organisation is charged with oversight of the organisation, not its management. Executive members are expected to monitor current and future operations, but not actually manage the day-to-day activities.

CASE IN POINT

The UNE Medical Student's' Association website states:

“UNEMSA is the official student body representing over 300 students within the Joint Medical Program at the University of New England (UNE). UNEMSA organises events, liaises with faculty, encourages student professional development, and represents its students in the Australian Medical Students' Association (AMSA)”

But why does the Executive do this work? Who tells the UNEMSA executive that they have to be concerned about the JMP at UNE? And what's to stop the executive one day turning around and saying “We're over Med Students, we're going to worry about penguins instead, penguins are more fun.”

The answers to these questions can be found in UNEMSA's Constitution, which clearly identifies the objectives of the organisation (5 of them), who its members are and clearly outlines the roles and responsibilities of the elected members of the executive (from the President through to the Social Convenor).



You will find this separation of powers observed most strictly in large public companies where the board is predominantly made up of people who are external to the organisation, with one or two managers from within. The main reason for this is that it ensures the monitoring of activities are unbiased due to the board not being directly involved.

However, in smaller organisations here at UNE the Executive Committee cannot be so rigid in its approach, and committee members can find themselves crossing the monitoring-managing line on a frequent basis.
If we use the UNE Life Board as an example.

On the monitoring (Director on the Board) side of the line, committee members have to:

- Ensure that something gets done, but not do that something themselves
- Oversee the financial, risk and compliance frameworks
- Direct that a policy be written to regulate a new activity
- Suggest a marketing initiative be undertaken to attract new members.

On the managing (UNE Life Staff) side of the line, committee members have to:

- Work with others to make something happen
- Complete a risk register themselves, or process the financial transactions
- Write the policy
- Write a plan to put the marketing initiative in place and then work with others within the organisation to implement it.

It's not all about you

A Constitution usually states that the Executive Committee has the authority to make decisions on behalf of the organisation and the Committee is accountable for those decisions.

That means you are expected to make

decisions with the purpose and objectives of the organisation in mind, not your own personal interests. Similarly you have to act in the interests of all stakeholders and not just a few.

Sometimes you will find yourself in a challenging situation where you may not personally agree with a particular decision. Whether you philosophically agree with it is not completely irrelevant – opinions are valid and to be encouraged as part of a thorough decision making process, but ultimately the most important factor is whether a particular course of action is in the best interests of the organisation.

The bottom line is – always do what is best for the Club, not you or any other person involved.

It's give and take

It's important to remember that the executive committee is not a forum for continuous debate – it is a decision-making forum. At the end of the day you have to make a decision, based on as much information as you can gather within the time available (but still taking account of risk when making your decision).

Committee members are expected to exercise power and influence wisely. If you take up too much time pushing your own personal view that is not exercising your power very well and is likely to erode your influence very quickly.

If you know a controversial issue is coming up for decision soon and you would like to see it resolved in a particular direction, then be smart about it. Meet with other stakeholders and committee members before the meeting to build support for your case. Research, find out and back up with expert sources your particular view on a matter. You could even meet with those

members who are advocating a different stance and negotiate a compromise beforehand. On a personal note, I recommend several seasons of 'The Good Wife' or 'Suits' – personal favourites and a good insight into 'rallying the vote'...

Chances are you will not be faced with such situations – most UNE Clubs are faced with a common consensus building approach with very few items having to actually be voted on. Just be aware that while debate has its place it should not lead to division and discord at the expense of the functioning of the committee. No analysis paralysis!

Plan strategically

Another important function of the executive committee is Strategic Planning. This is the process of articulating the future direction of an organisation and allocating resources (eg time and money) to pursue this strategy.

With committee members around for 2 to 3 years at best, and most of their efforts focused on day-to-day activities, it is not surprising that student organisations are not known for long-term planning. Nonetheless it is important to do long range planning and it is possible and should be encouraged by committee members.

important

DUTIES & OBLIGATIONS

You got the power

Let's 'nerd' for a moment... it was Peter Parker's Uncle Ben said it best - 'with great power comes great responsibility'.

We've seen how the Constitution outlines the purpose of an organisation and that a committee member is expected to act in the interests of the organisation as a whole, and not just one particular faction of it.

The constitution should also outline the duties and obligations of executive committee members (another good reason to read it). If it doesn't, then the duties of a Director outlined in the Australian Corporations Act 2001 (Cth) will apply. There are also the common law obligations of directors:

- to act in good faith and exercise due care and diligence, care and skill in the discharge of their duties
- to act honestly and exercise their powers for proper purposes
- to avoid conflicts of interest

These obligations are sometimes cumulatively described as a committee member's 'fiduciary duty' to the organisation.

The long and short of the fiduciary duty is that, once elected, a committee member is subject to certain regulations (and of course - common laws) and if they break these they can be liable.

Don't stress about this though, and certainly don't let it put you off getting involved. An individual who is sufficiently committed to the role and acts with integrity, diligence, honesty and accountability should not incur any liability.

Attending meetings, doing the homework before meetings, engaging in the exchanges and following up on decisions and their implementation are good signs that a person is 'diligent', and is 'on the case'.

Due care & diligence

Exercising due care and diligence, put simply, means giving a decision an appropriate level of attention. It's about giving a task the necessary concentration and effort to complete the task correctly and in a timely fashion.

Driving with your eyes closed is driving

without due care and diligence.

The 'driving with eyes wide shut' analogy is disingenuous but useful to remember when you are making decisions as part of a committee. If you 'close your eyes' to information that would help you to make a more informed decision, then you are not exercising due care and diligence.

Even if the outcome of the decision would have been the same whether the information was considered or not, if it was not considered then the decision was not made exercising due care and diligence.

But what if there's information out there buried under a rock that the entire committee doesn't know about, which would have led to a different decision? How are they supposed to know about something they don't know?

The Corporations Act provides the business judgement rule as a fallback defence. If the committee member or members inform themselves on a decision to the extent that they reasonably believe to be appropriate, they can still be deemed to have acted with due care and diligence, even if the decision was later shown to be detrimental to the organisation or put it at a disadvantage.

Here's the relevant section 180(2) of the Act:

A director or other officer of a corporation who makes a business judgment is taken to meet the requirements of subsection (1), and their equivalent duties at common law and in equity, in respect of the judgment if they:

(a) make the judgment in good faith for a proper purpose; and

(b) do not have a material personal interest in the subject matter of the judgment; and

(c) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and

(d) rationally believe that the judgment is in the best interests of the corporation.

Good faith and conflicts of interest

The duty of good faith encompasses three interrelated duties:

- the duty to act honestly
- the duty to exercise powers for proper purpose
- the duty to consult and act with reference to the organisation's interests and not to have regard to outside

interests.

The first two duties are pretty self-explanatory but the third duty introduces us to Conflict of Interest.

Committee members must not use their position to gain advantage for themselves (or another person) or to cause detriment to the organisation.

Example 1 – The UNE Gaming Society wishes to purchase a new computer. Committee member A suggests that they buy from 'Armidale Computers', but does not disclose that 'Armidale Computers' is owned and managed by her brother. This is a conflict of interest.

Example 2 – The UNE Gaming Society wishes to purchase a new computer. Committee member B suggests that they buy from 'Armidale Computers'. When the Committee votes to make a decision as to whether to buy the computer from Armidale Computers, committee member A does not say anything about her brother owning the company. This is a conflict of interest.

In the second example, Committee Member A should have declared a conflict of interest and excused himself from the decision making process. Having the interest was not wrong in itself, but not declaring it was.

Confidentiality and financial duties

Another essential aspect of good governance is that committee members maintain confidentiality in respect of all committee matters and discussions. This includes any sensitive information you have received during a meeting. It also includes the opinions and statements of other committee members.

This duty of confidentiality does not have to be spelled out in the Constitution – it is implicit in the fiduciary duty. Nonetheless an organisation may want to be more specific about confidentiality in a section of its Constitution or a separate Code of Conduct.

Don't forget the duty of confidentiality is often closely tied to the duty to avoid conflicts of interest.

In regards to the financial duties of committee members, you aren't expected to have formal financial qualifications, like a commerce degree, but the Clubs Program (as well as the law in some situations) does impose standards of financial competence. As you progress through this booklet, you'll learn about the importance of financials.

Suffice to say here that a committee member

SUCCESSION PLANNING

So often so people ask whether a UNE Clubs is 'still active' or not that I now have a stock-standard answer.

One of the best things you can do for your club is to consider its future. Clubs must ask themselves: what if key office-bearers leave? Will all their knowledge and experience go with them? Who will carry the club into the future? Who will take on the key roles to ensure that the club survives and continues to grow? How will this process of change and handover happen?

Succession planning is about putting a system in place to ensure that when someone leaves the club is not left with a massive black hole of knowledge and that there is someone in the wings ready to step up into that role. It's about knowing what skills or expertise are needed to fill key roles within the club, now and in the future, and making sure that others within the club possess these skills and knowledge so there is someone to fill the void if that key member has to leave.

The succession planning process can be broken down into five key steps.

1. Examine your club's position. Consider current needs & critical roles
2. Identify skills required to fill critical roles in your club;
3. Assess the skills gap in your club and identify potential successors;
4. Develop and prepare potential successors - ensure a thorough 'handover is in place'; and
5. Evaluate your succession plan.

Having these 5 steps in place

- will allow your club to share the load among volunteers and avoid burnout;
- will facilitate a smoother handover of key positions;
- improves your volunteer 'bench strength'
- creates a more appealing environment for volunteers; and
- allows your club to deliver better services, improving the club culture and momentum.

CHECK OUT THE SUPPLEMENTARY INFORMATION ON SUCCESSION PLANNING AT UNIONE.UNELIFE.COM.AU

is expected to be capable of understanding the affairs of the organisation ably enough to reach a well-informed opinion of its financial capacity.

relating to the organisation and its meetings

- possesses emotional intelligence
- Use power and influence appropriately

members need to be financially literate and working together so that they safeguard the organisation's finances. The Treasurer's duties can be generalised as follows:

THE ROLES OF THE EXECUTIVE

President / Chair

The President would assume the role of Chairperson (often abbreviated to the Chair) and is the lead person on the executive committee. A Chair's duties are usually outlined in the Constitution, but can be generalised thus:

- effectively lead the board
- chair (run) all meetings
- manage the board in the discharge of its duties
- decide on issues relating to procedure

A Chairperson should:

- Create a positive environment
- Build a consensus wherever possible, achieving decisions
- Be approachable, inclusive and listens to others
- Understand the rules and procedures

Secretary

The Secretary essentially supports the Chair to ensure the smooth functioning of the executive committee. The Secretary's duties can be generalised as follows:

- organise all meetings
- distribute meeting paperwork such as agendas and minutes
- manage correspondence in and out
- maintain the administrative records of the organisation
- draw attention to regulatory/compliance issues needing attention

A good secretary is:

- organised
- respects deadlines
- has excellent admin skills and IT skills for record-keeping
- details-focused.

Treasurer

The Treasurer is the lead financial person of the organisation but all committee

- Financial planning and budgeting
- Financial reporting
- Ensuring that appropriate financial systems and controls are in place
- Ensuring that record-keeping and accounts meet the conditions of sponsors and funding bodies
- Ensuring compliance with relevant financial legislation.

A good treasurer is:

- Comfortable with numbers
- Organised, thorough and methodical
- Understands financial accounting principles and practices
- Can explain figures in a straight-forward way

Other Roles

A quick scan of any number of UNE student clubs reveals a governance junkie feast of other roles beyond Chair, Secretary and Treasurer: Media Officers, Events Coordinators, Equity Officers, Activities Coordinators; the list goes on.

MEETINGS

Why?

Given that one of the most common reasons for getting involved in governance is to meet people, do we need to ask this question?

Yes, we do. Formal meetings are fundamental to governance. They provide opportunities for executive committee members to obtain and exchange information and – most importantly – to make decisions.

If meetings don't happen often enough or aren't run well, then the executive committee may not be meeting its duties and obligations under the organisation's Constitution.

How to run a meeting

A good meeting will:

- Have a clear purpose
- Stick to the agenda
- Start and end on time
- Have informed and engaged participants who have come prepared
- Reflect information and decisions accurately in the minutes

There are seven key components that can assist in the smooth running of a meeting:

- Be punctual
- Set realistic agendas, with suggested time frames, ensuring the meeting stays within the specified time frame
- Stay on topic, ensuring all discussion is relevant
- Follow through on tasks that have been delegated to you
- Be honest, whilst also respecting others and their opinions
- Ensure there is a sufficient amount of information, outlining both pros and

cons, in order for informed decisions to be made

- Ensure all discussions and content of the meeting is not stale

How to participate

You can maximise your participation in meetings and therefore the decision making process with a little preparation beforehand and the right approach during an ordinary meeting.

- Read the Agenda and the Minutes – Allows you to arrive at the meeting with a purpose to move forward, minimising time used to recap the previous meeting.
- Complete Actions – Ensure tasks delegated to you in the previous meeting are completed before the next meeting
- Read any correspondence – If another member has sent through correspondence that will be discussed at the meeting, ensure you read it. Do some research, make some notes, jot down some questions that come to mind in regards to the risks, finances, timing, distribution of tasks etc.
- Build Support – Creating small teams/sub-groups in order to get actions completed.
- Come in the right frame of mind – Come to the meeting prepared to contribute ideas and discuss matters with your fellow committee.
- Help keep things on track – It is common for meetings to get off topic, to ensure the meeting runs to schedule consider the relevance of the discussion in relation to the topic at hand.

Kinds of meetings

The Constitution sets out the rules for an organisation's regular or ordinary meetings –

how many they have to have each year, and how many executive members are required for a meeting to be valid (this is known as a quorum, and is usually half the Executive plus one, but check the Constitution).

The Constitution will also outline the procedures for the Annual General Meeting (AGM).

The AGM is the most important meeting of the year. It's when the members of the committee are elected (assuming they are all on one year terms). Members have to resign from their positions and then, if they want to remain on the committee, re-nominate.

The AGM is when the Chair submits an Annual Report which states how the organisation has met its aims and objectives over the past year. The Treasurer submits the Financial Statements which shows how the organisation's money was expended over the past 12 months, and what the overall financial health of the club is. A Cashbook (which UNE Life supplies) should suffice and we'll talk more about this later in this booklet.

In addition to regular meetings and AGMs there are also special general meetings (often called extraordinary meetings).

These are meetings outside of the ordinary meeting schedule and are usually convened to discuss something important and/or pass a special resolution, such as changing the constitution or calling for a vote-of-no-confidence in a committee member.

Due to the extraordinary matters discussed at general meetings, AGMs and special general meetings may have particular rules about quorums and voting rights – these will be outlined in the Constitution. It's important to be aware of these rules and procedures.

running a meeting.

AGENDA & PREVIOUS MINUTES

Following calls for items, the agenda is written noting time and location for the meeting. The agenda should include items to be discussed from the Executive, as well as any other relevant attachments that will lend context to agenda items. The agenda should also include a copy of the previous meetings' minutes.

OPEN THE MEETING

The Chairperson - usually the President or nominated chair/Vice-President (check your constitution!) opens the meeting by stating the name of the committee and declaring it open. The Secretary will note the time for the minutes.

APOLOGIES

The Chair notes those members who were unable to attend and provided notice in advance and calls for members present to submit apologies on behalf of other members.

ACCEPT PREVIOUS MINUTES

The Chair refers to minutes of the previous meeting and moves that they be accepted as true. Debate may ensue at this point. If all are agreed that the minutes accurately reflect the business of the last meeting, a motion will be moved that these are accepted, someone will second and the meeting proceeds. After debate, any changes that are to be made to the minutes will be noted by the Secretary and the resolution to accept with amendments must be carried before moving on.

BUSINESS ARISING

The Chair addresses any issues arising from the previous meeting. These may be results of resolutions or other action items that require update from the individual responsible. If the business or action is not ready to be dealt with (ie. A Social Coordinator is still obtaining further quotes for an event) then the action may be carried forward and addresses as Business Arising at the following meeting.

CORRESPONDENCE

If any correspondence has been sent to the club or meeting (usually via the Secretary), it is tabled and if required, discussed amongst members

REPORTS

If there are any reports intended for the meeting (AGM's will always have reports from Executive members), they are tabled and if required, discussed amongst members.

GENERAL BUSINESS

Items from the agenda are discussed and debated amongst members. Once the context for an item has been provided, the Chair will open the floor for discussion. When the Chair feels that debate has been exhausted, they will call for a motion and for the motion to be seconded. The motion becomes a resolution.

OTHER BUSINESS

Once all other items have been dealt with, the Chair calls for motions from the floor for members to discuss or debate issues that have not been included on the agenda.

MEETING CLOSE

The Chair thanks members for their attendance, strives to note the time and location of the next meeting and declares the meeting closed. The Secretary notes the time.

and action.

So you've been to your first committee meeting and survived, you made some meaningful contributions to the discussion for a couple of the agenda items and you leave the meeting with an action to complete.

The long and short of it is, any committee member can expect to be spending a few hours on committee matters in between monthly meetings. Those activities can include:

- Actions
 - Research (finding out background information, ringing people)
 - Presentations
 - Sub-committees and working groups
- Actions are the tasks that get assigned after a committee has made a decision.

The committee meets to make decisions. Information is presented about a decision and the committee decides on an appropriate course of action. Here are some examples:

Example 1 – Agenda item 3 is about whether to put on event for members. Zac Efron has tabled a proposed event plan and budget. The committee decide to run an event. The action that follows from that decision is that Zac will organise the event according to the event plan and sticking to the budget.

Example 2 – Agenda item 4 is about whether to buy some new equipment. Mariah Carey has tabled 3 quotes after she did the research and rang/emailed potential suppliers. The committee decides to purchase equipment. The action that comes out of this decision is that Mariah is to work with the treasurer to purchase as per selected quote.

Getting assigned an action should not be seen as a chore – it's an indication that the committee values your ability to do that particular task, and the club gets something in return that is valued by the members.

Not following through on an action assigned to you means letting everyone down – including yourself, the committee and the members of the organisation.

Don't leave it until the day before the

next meeting to start your action. If you realise that you are not going to be able to complete the action before the next meeting, let the Chair know well ahead of time so that someone else can be put on the case. If you don't do this, your reputation will suffer, guaranteed.

Depending on the value of the action, the Chair may ask another committee member to step in and take it over. This is better than not doing the action at all, but don't make a habit of ducking and weaving your responsibilities.

Working groups & sub-committees

Sometimes a task is too big for one person to do, or will involve a lot of decisions that are going to dominate the majority of time in an ordinary meeting. This can lead to the Executive Committee establishing a working group or a sub-committee to progress the matter.

Working groups generally have a short life-span of a few weeks or months. They bring together people with specific knowledge, experience and/or skills to work through the issues on a particular subject.

Example 1 - A working group could be established by an Executive Committee to review the organisation's Constitution and provide recommendations for changes to it. Over a three month period the working group meets regularly and works through a number of tasks:

- Reviews the current Constitution
- Does a gap analysis on where it is not providing enough direction for the organisation
- Benchmarks the Constitution against other clubs'
- Gathers stakeholder feedback
- Drafts a new Constitution
- Reports back to the committee on the recommended changes

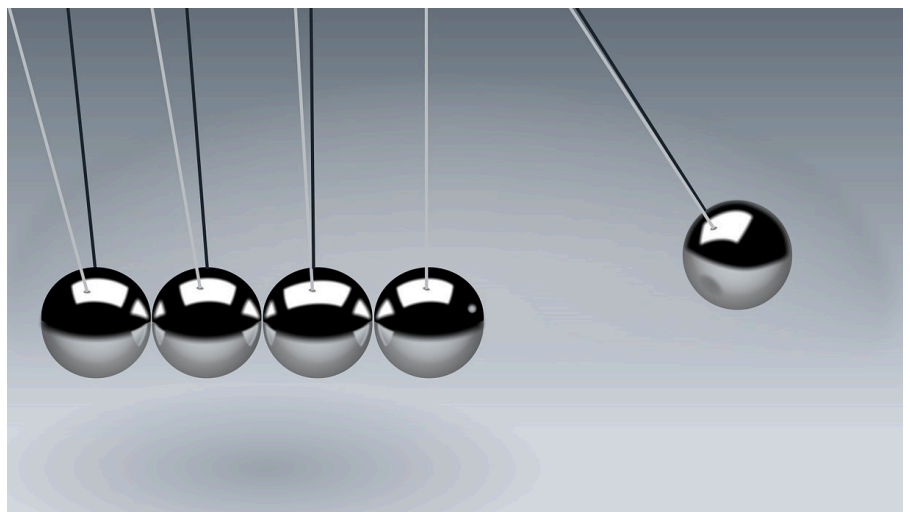
A sub-committee is a group under the Executive Committee.

Sub-committees often look at one area of the committee's responsibilities, or a particular objective: eg risk, or an annual event that requires a lot of preparation. Sub-committees can be 'Standing' (permanent) or they can be 'Ad hoc' or 'Special purpose', that is, set up to look at a specific issue and then closed down because the job is done.

Both types of Committees should have a Terms of Reference (TOR) which sets out the scope of their work.

Example 2 - The Annual Ball is UNE Law Students' Society's main source of income and so it's important that it is run well for the people who attend it and that it's also profitable. The Executive Committee, therefore, appoints a sub-committee each year to look after the event management and marketing of this premier social event.

Working groups and sub-committees provide great opportunities for students to get specific experience.



Presentations & reports

As we discussed earlier, committee members can be asked to present an information snapshot of a particular issue to help the other committee members make a decision about that particular concern.

This could be a simple verbal presentation, or it could be a written report, noting key points in the meeting. Either way, if you are asked to present, it's a good idea to follow this basic structure.

- Purpose
- Background/context
- Issues for discussion
- Recommendations

Making recommendations is really important. Recommendations help a committee get to the heart of a matter and save time in meetings by clearly explaining what the decision to be made is.

Managing your time

We've spent a lot of time talking about the kinds of tasks you might be expected or asked to do as a member of an executive committee. You maybe wondering why we've spent so much time on this and I've taken you step by step through a few actions.

When talking with students about being involved in clubs at UNE everyone has loads of positive things to say about their experiences but there were some common threads about the disappointments they had encountered.

One of the biggest causes of organisational dysfunction and committee disharmony is when people say they are going to do something by a certain deadline and don't.

So if you are seriously considering getting involved with a club or committee you need to carefully consider if you are going to have enough time in your schedule to do the role.

Even if you are the most organised person in the world, studying physically on campus three days a week, completing assessments, contributing to online content, working part-time four days a week, you're going to

ACTION CASE STUDY

Dale Finch is President of UNESA and at each ordinary meeting he provides a written President's Report to the UNESA executive. In other words it's an action he knows he has to do each month. Sometimes Chairs and Presidents just give verbal reports, and the key points are minuted. This is OK for smaller student organisations with busy executives juggling study, work and busy social lives in addition to their club or society commitments.

But before you think "Great! I'll just do a verbal report, that's more my style" consider this. Written reports have a life-span beyond the meeting. A year's worth of President's reports would be a great handover document for an in-coming President. Written reports are also evidence of an office bearer having fulfilled their duties – they could be handy to show that you have exercised due care and diligence in the discharge of your duties. Parts of the report could also be used for a secondary purpose, such as marketing and PR.

There are some standard things that Dale includes in his report;

- What the Executive has been up to since the last report
- Any interaction between UNESA and the University
- Any interaction between UNESA and external student organisations
- A list of UNESA events during the month
- Any media attention UNESA received
- feedback from meetings with students

Sometimes the report can be quite short

On occasion, Dale may look at a particular issue in his report. A good example might be giving an overview of the effect of the Federal Budget on UNE students. That process then includes:

- Reading the budget
- Consulting with the UNESA Executive
- Consulting with relevant external bodies

To accurately report to the UNESA committee, Dale may take personal notes for all his meetings, formal or informal, and then use these notes to put pen to paper. Rather than recalling from memory, his report can be done in half the time using the notes from all of his consults.

struggle to make a meaningful contribution to an organisation.

Collaborate

Apart from making the time for a committee role and being an organised person, collaboration is important in making your experience with the club or society a positive one.

Many hands make light work – and it's more enjoyable. You could establish a rapport with other committee members where you help each other out with completing actions so that when either of you is busy the other can pick up the slack or vice versa.

This works particularly well for 'back of house' activities, or tasks that can be done after hours and don't require face-to-face contact during working hours.

Examples could be:

- You do report research while your committee member writes the report
- A colleague writes the implementation plan and you review it
- You research the benchmarks while the other assesses the organisation's performance against that benchmark

Many clubs have developed innovative yet simple ways of workshopping ideas in between ordinary meetings, often using facebook or other media, which allows members who can't always attend meetings to still be involved in committee debate and discussion.

USU launches education program for clubs and societies executives

The program aims to target issues surrounding consent and the provision and consumption of alcohol at club and society events.



Faculty camp. Image: Sydney University Business Society Facebook page.

by Jack Foster
July 19, 2017



The University of Sydney Union (USU) has announced it will launch a new education program in 2018 designed to teach clubs and societies (C&S) executives how to deal with incidents at their events.

risky business.

So far, I like to think the information that you've been given has been practical. Now we delve into the theoretical content of risk and compliance.

In this section you'll read:

- The way in which organisations manage and assess risk
- Methods and procedures when managing risk
- Risk evaluation
- Compliance, legislation and common laws
- Consequences for non-compliance

What is Risk?

A common dictionary definition of risk is the "chance of something going wrong", or uncertainty on objectives.

It's also helpful to think of the Italian origin of the word risk – the verb *riscare* means to dare.

Yes, there is uncertainty when you are dared to do something, and yes there is the chance of something going wrong, but there is also the chance of something going very right. And that is why organisations take calculated risks.

Risk management is therefore about evaluating and monitoring the risks an organisation faces in trying to achieve its objectives and fulfil its purpose.

Why do I need to worry and how do I manage risk?

One of the roles of the Executive Committee in any organisation is to judge which risks are ok for the organisation to take on in achieving its goals. In other words the committee has to consider the risk-reward trade-off.

Risks are inherent in many of the common activities that a student organisation might undertake. Here are some common examples:

- If a treasurer does not do enough research into the pros and cons of the purchase of a large piece of equipment for the organisation, then that creates a

financial risk.

- If an organisation has a Chair who is an excellent motivator and organiser but does not articulate well, then allowing that person to talk in a public forum creates a reputational risk.

UNE has a risk management template that you should be familiar with. It is used when assessing the likelihood of any of these events happening on a scale of 'rare' to 'almost certain', and the impact of those events occurring on the organisation from 'insignificant' to 'catastrophic'.

You can then calculate the 'score' of this risk and wherever you receive a score that is unacceptable, that risk needs to be managed by:

- Accepting the risk;
- Reducing the risk to an acceptable level or getting rid of the risk altogether; or
- Transferring the risk (buying insurance maybe) to someone else.

What are some other, more complicated, risks?

Example 1 - A student organisation is throwing a party with free alcohol. Sure, this helps the organisation meet its objective of providing social events for its members. However, there is the risk that people will get drunk, get alcohol poisoning and be hospitalised bringing both the club and the Executive as individuals into serious breach of conduct of UNE.

Example 2 - A student organisation is going to stage a protest on a social issue that it feels strongly about. This helps it meet a stated objective of campaigning on certain issues. However there is the risk that members of the organisation will be injured or get arrested if the protest turns ugly. If they do get arrested they need to have a plan to manage that eventuality. For example, a non-arrested companion to follow to the police station, to have bail money ready if necessary and so on. This is managing the risk.

Example 3 - A coal company wants to sponsor a student organisation – this helps the organisation meet its objective of obtaining income from a variety of sources to achieve financial sustainability. Some members of the committee are concerned about the reputation risk this

may create for the organisation, as it has a large contingent of students with a strong environmental streak within its membership. Other members of the committee are concerned that there is a risk that the organisation will not be financially sustainable in the future if they don't accept the company's sponsorship. The risks will need to be weighed, a decision made and then a list of plausible risk mitigation measures created in response to the consequences of the choice made.

Common risk management mistakes are not creating a list of high impact/high likelihood risks, and not creating a Plan B, Plan C and Plan D for the foreseen consequences. Even then, there may risks that you did not foresee. However, at least you did go through a process to do as much as you could. This is important as you may well be called to give an account of how you did try and manage risks associated with the decision(s).

It is the role of the Executive Committee to make sure that sound risk management practices are in place, to ensure that if the organisation chooses to accept a risk, it has plans and controls in place to mitigate the effect of events.

Sound risk management also provides an organisation with the ability to embrace opportunities when they arise.



Risk appetite

How much an organisation chooses to accept risk is known as its 'risk appetite'. Sometimes it might be hungry for it, other times not.

There's a number of ways an organisation can deal with risk:

- Accept it as an inherent part of the organisation's activities
- Avoid the risk altogether by not engaging in that activity
- Transfer the risk by obtaining insurance
- Mitigate the level of risk through risk management

As we saw earlier, many activities involve inherent risk. That doesn't mean that we should not undertake that activity.

For UNE's SCUBA club's purpose is to go scuba diving, which can be a risky business – divers can run out of air, get compression sickness, or get left behind in the middle of the ocean. Avoiding these risks is not an option. If you did, the club would cease to exist.

So the SCUBA club accepts the inherent

risks in scuba diving but then also mitigates the effect of those risks by having risk management practices in place when it organises trips for its members.

It also transfers the effect of that risk by ensuring events are UNE approved which indemnifies them from liability.

Kinds of risk

Strategic Risk

The risk of failing to achieve the organisation's strategic objectives. This could be a poor business decision, failing to allocate enough funds to a strategic endeavour or failing to respond to changes in the business environment. Strategy should be 'big picture', long term.

Strategic risk comes about through not looking far enough ahead and not making plans to deal with what is on the horizon whilst it is manageable. That means preparing a competent organisation with facilities and skills. Committees and entities who fail to look ahead find themselves blindsided by events that were foreseeable

but which they did nothing about. Yes, sometimes you prepare for something that doesn't happen but it was still better to be ready than not.

Operational Risk

Risks associated with the day-to-day running of the organisation. That is, failures occurring from the breakdown in the application of the controls, systems and procedures of the organisation. These could include not observing occupational health and safety controls, not observing asset management procedures resulting in theft, or not having adequate IT procedures resulting in hacking etc.

Evaluating risk

Below is a UNE risk matrix. The risk register and risk matrix are key documents for this assessment and evaluation process.

The risk register records all these possible risks and the above information (rating, controls etc.) for each risk. Often the risks are grouped in categories (WHS, environmental, financial etc.) and a risk owner is assigned to each. That person is responsible for ensuring the necessary controls and preventative measures are in place and that the risk is periodically reviewed.

The risk rating is determined via the risk matrix. This matrix has likelihood on one axis and impact on the other. Where both intersect, a risk rating is produced. No matter what your role, it is a good idea to

appreciate how risk ratings are determined, because risks aren't finite. As the world changes, new risks are identified, old risks fall away. With new risks, the committee may be called on to provide advice regarding the initial evaluation and rating of the new risk

Monitoring risk

All Executive Committee members are expected to periodically monitor risk management practices to ensure that existing risks are being managed well and to consider emerging risk. This can also involve reviewing the organisation's risk appetite.

In 'risk-mature' organisations the Executive Committee is expected to foster and promote a risk aware culture. This includes reinforcing the relationship between risk and strategy and leading by example. For example, if your club is largely active and

doesn't have a risk report being tabled at meetings on a regular basis, you could take ownership of this and suggest that it be tabled quarterly and assist the member charged with producing this report with its initial development.

All these documents and broader values – the risk appetite, matrix, register and policies relating to specific risks combine to create an organisation's risk framework. It isn't the committee's job to create this framework, but it is its duty to ensure that the framework is robust.

If the risk framework is robust then the organisation is prepared for the worst, but also acting to reduce the likelihood of it ever eventuating. This means the organisation has reduced, as far as it possibly can, the distraction that can be caused by problems and loss events, and can concentrate on delivering its mission and meeting the expectations of stakeholders.

STEP 1		STEP 2			
Determine likelihood of occurrence		Determine severity/consequence/cost			
Risk Score Calculator: Definition of Terms					
Rare	Likely to occur here only in very exceptional circumstances	Insignificant	No personal injury; and/or No adverse media attention; and/or Financial cost under \$2000		
Unlikely	Could occur here at some time	Minor	Minor personal injury (first aid treatment); and/or Adverse Local Media Coverage; and/or Cost \$2000-\$50,000		
Possible	May occur here at some time	Moderate	Serious personal injury (medical treatment); and/or Adverse Capital City Media Coverage; and/or Cost \$50,000-\$250,000		
Likely	Will probably occur here (has happened before)	Major	Serious Personal Injury/long term absence; and/or Adverse & Extended National <u>media</u> Coverage; and/or Cost \$250,000 - \$1m		
Almost Certain	Is expected to occur here in most circumstances	Catastrophic	Fatality(ies)/ long term impairment; and/or Government intervention; and/or Financial cost more than \$1million		
STEP 3: Determine Risk Score					
Risk Score Calculator: Matrix					
	Severity/Consequence/Cost				
Likelihood	Insignificant	Minor	Moderate	Major	Catastrophic
Rare	2	3	4	5	6
Unlikely	3	4	5	6	7
Possible	4	5	6	7	8
Likely	5	6	7	8	9
Almost Certain	6	7	8	9	10
STEP 4: Determine Risk Score Response Priority					
Risk Score	Risk Score Response				
9-10	Severe risk. Highest of priorities. Must be rectified immediately.				
8	Very high risk. Requires urgent attention for quick resolution. Temporary controls to be implemented.				
6-7	Moderate to high risk. Prompt planning and resolution required with consultation.				
4-5	Low to moderate risk. Consult and identify controls that are reasonably practicable				
3	Very low risk. Minor issue for monitoring				
2	Insignificant Risk				
STEP 5: Implement the Highest Control Possible					
Hierarchy of Controls					
Eliminate the hazard					
Substitute the hazard with something safer					
Isolate the hazard from people					
Introduce engineering controls					
Implement administrative controls					
Use Personal Protective Equipment (PPE)					

money, money, money.



Naturally, the treasurer has the most financial responsibilities, though all the committee members are expected to maintain financial oversight of an organisation as part of their duty of due care and diligence.

In this section you'll read about the key requirements for a UNE Club Treasurer and what reporting must take place.

Whilst this is not an in-depth look at the process of treasury - a 'Guide to being a UNE Treasurer' can be found on the UNE Clubs website at unione.unelife.com.au.

Cashbook

UNE Life provides a Clubs Cashbook Template online at the clubs website under 'resources' (visit www.unione.unelife.com.au). Whilst this cashbook does not necessarily reflect what one might see at a standard accounting practice, it is designed to make the job of treasurer simpler, whilst ensuring that an accurate account of transactions is readily available, should a payment be queried.

So long as all income and expenses are recorded in the journal, this cashbook will automatically create the statements that are

required of UNE Life and that you should present to your club at the AGM.

The income & expenditure summary is the most simple format to present the financial occurrences of any given period of time. The cashbook template only provides for year-to-date reporting due to the formula built in, however a treasurer may be asked to provide an income statement for a specific timeframe, or even a single event. Knowing how to construct this is therefore core knowledge that should be assumed of all treasurers and almost certainly a technical skill that employers would expect if they were to see you were a club treasurer.

If you are a club that has a high frequency transactions then you should consider an income statement that also reports monthly so that it provides a more accurate detail of financial performance and you may identify trends.

The Bank Reconciliation is the tab that accounts for any discrepancies in funds and highlights potential issues by showing a figure in the 'difference' tab.

It will automatically populate the income and expenditure for the reporting period from the two journals, however will require

you to note your current bank balance and any income that has been received that is not yet represented in your bank account. This includes unrepresented cheques and cash not deposited.

Warning signs it's going south

Some possible signs that your organisation has financial problems are:

- The Income and Expenditure Statement shows a loss or deficit for three reporting periods, or more
- Your treasurer has not showed up for few meetings
- The organisation has a lot of outstanding membership fees
- SSAF funds allocated towards specific projects are being spent on day-to-day admin costs
- Your claim to be reimbursed for expenses incurred in the course of your duties as a committee member, still hasn't be paid after 6 months
- Some transactions cannot be validated by a tax invoice or receipt
- Creditors are contacting the club asking for payment of outstanding accounts

conflict.

It is inevitable that there will be disagreements between Executive Committee members in the decision-making process.

Australian Governance expert, Geoff Kiel, is quoted below about conflict on University Councils specifically, but the statement applies to all Boards or Executive Committees:

“Councils bring people together who will often have differing opinions on how things should be done in council. These differences can be either constructive or destructive. If they are managed well they can be a source of energy and inspiration. However if managed poorly, differences on council can damage personal relationships and diminish an institution’s effectiveness... The Chair or President is responsible for making these relationships work, and much of this leadership occurs in between meetings by being responsive to and making time for other committee members.”

Sometimes the disagreements and dissent that can arise in Committee decision-making

will fester into out-and-out conflict. This can be poisonous and ultimately devastating for an organisation. Disgruntled members will try to hijack process, irrelevant shouting matches can ensue in meetings and the committee spirals into counter-productive hell, diverting energy and resources from more meaningful endeavours.

As Kiel points out, the Chair is a key figure in managing the various personalities on a committee. But ultimately it is every committee member’s responsibility to develop good committee behaviours and a committee environment that encourages open discussion, and discourages issues from going underground. You need to find a balance between excessive debate and not speaking up, between engendering trust and encouraging healthy questioning, between expecting accountability and not sweating the small stuff.

Preventative solution: Have formal processes for resolving conflict. Annual retreats or team building sessions off-site are also good for breaking down some of the barriers that may develop in the course of regular meetings.

resolution.

First and foremost, it is important to realise that despite a clubs’ incorporation status, or grievance & conflict handling procedures within it’s constitution – any UNE student will be dealt with under the relevant UNE policy for a determination of misconduct should a grievance rise to that level.

Some clubs will refer to specific arbitrators within their constitution, outside the club with no perceived or real bias and who can be trusted to act impartially and in the best interest of the association. We certainly recommend taking advantage of the staff resources at UNE for this. If you are a discipline based club, speak to your School about constitutionally recognising a disciplinary or conciliatory board for your club.

But basically we recommend that as the Executive Committee of an organisation, you try to have some perspective on the issue at hand and resolve it locally. What does

it say to the members and stakeholders of an organisation if the Executive Committee can’t resolve its differences? What leadership message does that send?

Your key tool for doing this will be a documented dispute resolution process in your constitution. If your organisation doesn’t have one – then start getting one.

Hopefully you won’t ever have to deal with major problems to the point where a formal conflict resolution process kicks in, but just in case, here’s a heads up of what to expect

The basic steps to start the conflict resolution process are:

- Recognition by all involved that a problem exists
- Agreement that the conflict should be resolved
- Willingness of the people involved to participate in a conflict resolution

- process, irrespective of the outcome
- Agreement on who should mediate
- Commitment to the time required to work towards resolution

It’s also a good idea to find an independent mediator who has proven experience in conflict resolution.



