

# ***Advisory Board Policy***

Category: Executive

Version 1

First ratified: September 2020

Last ratified: September 2020

Review date: September 2023

---

## **1. Purpose**

- 1.1. The Otago University Students' Association members annually elect a governing board of Executive Officers to direct the business, activities and all operations of the Association in pursuit of its objectives. The Executive appoints a Chief Executive Officer to fulfil this purpose.
- 1.2. The Executive recognises that it would also benefit from legal, employment, and commercial expertise from an external board. They shall maintain an Advisory Board to provide this.
- 1.3. The Advisory Board will provide advice to the Executive, CEO, and the Association where required, including business operations and governance.

## **2. Interpretation**

- 2.1. In this policy, unless the context otherwise requires:
  - 2.1.1. Association is the Otago University Students' Association.
  - 2.1.2. CEO is the Chief Executive Officer of the Association
  - 2.1.3. Executive is the Executive Committee of the Association.
  - 2.1.4. Executive Representatives are Executive officers who are appointed by the Executive annually to the Advisory Board.
  - 2.1.5. Members are individuals appointed from outside of OUSA.
  - 2.1.6. Secretary is the Secretary of the Advisory Board, employed by the Chief Executive Officer.

## **3. Membership**

- 3.1. The Advisory Board shall normally consist of up to five (5) Members but no fewer than three (3).
- 3.2. The Advisory Board shall comprise of at least two independent Members with an appropriate range of skills and experience and who have a proper understanding of, and competence to deal with, the current and emerging challenges of the Association. This may include expertise in:
  - 3.2.1. Employment;
  - 3.2.2. Finance;
  - 3.2.3. Not-for profit organisations;
  - 3.2.4. Commerce and Business;
  - 3.2.5. Governance and Strategic Planning; and;
  - 3.2.6. Health and Safety
- 3.3. Independent Members shall be appointed by a motion of the Executive upon recommendation from the President, Administrative Vice-President, and the CEO.
- 3.4. Appointed Members will be independent of the Association.
  - 3.4.1. Independent members are those who have not been employed or served on the OUSA Executive or any another OUSA committee in the previous ten (10) years.
- 3.5. Appointments shall be for three (3) year terms at the end of which members are eligible to apply for reappointment:

- 3.5.1. Reappointment is limited to three (3) consecutive terms.
- 3.6. Life members are able to be members of the advisory board as long as they fulfil (3.4).
  - 3.6.1. Upon appointment they will be unable to vote or participate in Association elections, referenda, SGM's and anything else deemed inappropriate by the Returning Officer.
- 3.7. After appointment a member must disclose any conflicts of interest in the conflicts of interest register.
  - 3.7.1. This register must be updated regularly and is kept by the Secretary.
- 3.8. Members must sign a confidentiality form and uphold it at all times.
- 3.9. The remuneration of the Advisory Board members shall be paid in the forms of an honorary payment and meeting fees as set by the Executive annually during the OUSA budget setting process.
- 3.10. The Advisory Board shall be responsible for annually undertaking a self-review of remuneration, prior to the budget setting process and recommending any changes to the President and Executive.
- 3.11. The CEO is not a member of the Advisory Board but shall attend the Advisory Board meetings.
- 3.12. The following Executive representatives shall be appointed annually to the Advisory Board by the Executive:
  - 3.12.1. President;
  - 3.12.2. Administrative Vice President; and;
  - 3.12.3. Finance and Strategy Officer.
- 3.13. A member of the Advisory Board may be removed by motion of the Executive at the recommendation of the President.
- 3.14. All members of the Executive are entitled to attend meetings of the Advisory Board as observers and shall be notified of meetings by the Administrative Vice-President.

#### **4. Strategic Direction**

- 4.1. The Advisory Board will take strategic direction from the Executive.
- 4.2. The Advisory Board will provide advice to the President and CEO on how this strategic direction is best implemented on an operational level.
- 4.3. At the Executive's discretion, the Advisory Board will assist the Executive in forming the strategic direction of the Association:
  - 4.3.1. Every three years a strategic direction is set by the Executive with the assistance of the Advisory board, CEO and Managers.
  - 4.3.2. The three-yearly strategic direction will guide the principles and direction of the annual planning for the Association.

#### **5. Chief Executive Officer**

- 5.1. With the permission of the CEO and President, the Advisory Board shall have access to relevant CEO employment information.
- 5.2. The CEO will normally be present at all meetings:
  - 5.2.1. Meetings in which the discussion is taking advice on the CEO's employment and remuneration, the CEO may be asked to leave by the Chair.
- 5.3. The Advisory Board shall provide advice to the President and Executive on employment matters relating to the CEO, including, but not limited to;
  - 5.3.1. Setting of Key Performance Indicators (KPIs);
  - 5.3.2. Performance Reviews;
  - 5.3.3. Appointment of a new CEO; or;
  - 5.3.4. General issues surrounding employment.
- 5.4. In cases where there could be serious employment issues, the President shall seek independent legal advice before seeking advice from the Advisory Board.
- 5.5. The Advisory Board shall convene every two months, at these meetings the CEO shall provide reports for discussion.

## **6. Terms of Reference**

- 6.1. There shall be a Secretary for the Advisory Board, appointed by the CEO.
- 6.2. The secretary's duties include:
  - 6.2.1. Informing Members of meeting times and dates;
  - 6.2.2. Circulating the agenda and relevant documents prior to the meeting;
  - 6.2.3. Taking notes of the meeting.
- 6.3. The board shall only make recommendations which shall be put to the Executive for consideration.