



UCSA Half Annual General Meeting 2011

Date: Wednesday 20th July 2011

Time: 2pm

Venue: AFT Tent, C Block Lawn

Present: 147 people

The President welcomed everyone to the Half Annual General Meeting.

1. The Report of the Incumbent UCSA President

The President noted that he would not read his report as it is in the papers provided but would mention highlights from his report.

Earthquake recovery

With the closure of the UCSA Building due to the February earthquake the UCSA is not safe to reoccupy and it does need strengthening. The UCSA are majority owners with the University and we are waiting to get final reports from UC regarding remedial work. The UCSA have attempted to replicate as many services as we can, independently of the building, in order to keep providing for students.

The President outlined as per his report what he does in terms of earthquake recovery which is not normal to note in an annual report but could be of interest.

Services and Events

Advocacy and Welfare has been increased this year and has been under pressure with earthquake.

There was no O Week due to the earthquake however the Events and Activities team have organised smaller events this year in the Big Top and a large number of events are being carried out as part of Winterlude.

Clubs have been running autonomously and the UCSA have tried to provide venues and include them in our events and support them with extended grants policies.

Communications

This has been underdeveloped in the past however the UCSA are working on improving communication with students. For example over a third of all students are friends with the UCSA on Facebook and this is just one way to communicate with students.

Commercial Operations

Most of the UCSA bars and cafes have been closed since the earthquake on 22 February. Unfortunately there have been a number of redundancies which could not be avoided. The business interruption insurance claim is currently being worked through. While commercial trading has been significantly affected by earthquake hopefully the budget should be similar to what we have been working on.

Voluntary Student Membership

This will probably not affect the UCSA like it could other Student Associations in the country. There will be a few challenges but we are working on them to provide more clarity.

Challenges

There is a significant decrease in student enrolments this semester due to the February earthquake. It is difficult to evaluate what the numbers will be like for next year. Normally there are 3,500 enrolments for first year students. The UCSA will continue in its traditional role of advocacy and representation for students. It could be an exciting opportunity for the UCSA to be social hub and provide events – like the Winterlude, the Shapeshifter gig in SuperTop and other events in Big Top.

The President wished to thank the Executive especially the Vice President Rachael Linehan and Finance Officer Sam Mossman. Also to thank all the UCSA staff for putting in a big effort during the year. So much has already been said about the Volunteer Student Army and the awesome role they have played this year.

The President stated that he had enjoyed the year to date and looked forward to the remainder of his term.

Nominations for the 2011 Executive Elections are open now and close next Friday 29 July and two weeks of campaigning and then two days of elections. Nomination forms are online and also in the UCSA building.

MOVE

that we accept the half AGM President's report

Kight/McClennan

CARRIED

2. The Annual Report of the 2010 UCSA President

The President noted the following highlights from the 2010 President's report

- the purchase of the several hundred hectares of forestry and land at the base of Mt Hutt.

- The negotiation and agreement with UC around a major contract for service, supporting your Welfare and Advocacy, Phenomenal Events, Clubs and Societies and Media and Communications.

- The signing of a Heads of Agreement with UC around the creation of a new joint venue organisation, responsible for the delivery of sport on campus.

- Our bond portfolio continued to perform in a tough economic environment; evidence of strong financial stewardship over past years.

Lastly, 2010 saw the departure of the General Manager, Andrew Paterson. Andrew served the Association with dedication over the past several years and we thank him for that service. This saw the introduction of a new Chief Executive and one of the constitutional changes tabled at this meeting is from the title of General Manager to Chief Executive.

MOVE FROM THE CHAIR

That we accept the annual report of the 2010 UCSA president
CARRIED

3. The Annual report of the Chief Executive
The Chief Executive report is online for two weeks and focuses on the operational aspects of the UCSA. This report has a strategic focus and the Chief Executive's role is the day to day operations of the UCSA.

MOVE

That we accept the annual report of the Chief Executive
Thompson/Fanselow **CARRIED**

4. The 2010 Annual Audited Accounts
This report shows where money sits in the UCSA. One thing to note is that in 2010 revenue was down 3% on 2009. Expenses dropped by 10%. Executive expenditure was reduced which resulted in a smaller negative surplus. Looking at the balance sheet accumulated funds or total association funds of \$13million includes hard assets like the UCSA building, the two Early Learning Centres at Montana and Ilam, Lyall Lodge at Mt Hutt and Mt Hutt forestry block. This audit was carried out by Polson Higgs

MOVE

That we accept the annual report of the Chief Executive
Pavletich/Doyle **CARRIED**

5. Appointment of Professionals Solicitors

MOVE FROM THE CHAIR that we re-appoint Polson Higgs for the 2011 financial year as UCSA auditors
CARRIED

MOVE FROM THE CHAIR that we re-appoint Lane Neave for the 2011 financial year as UCSA solicitors
CARRIED

One objection was noted.

6. Constitutional Changes

Constitutional Rewording

Introduction

The purpose of this memorandum is to reword appropriate sections of the Association Constitution to incorporate the restructure proposed in the paper titled "Governance Restructure".

Clause 1.2.1 shall be reworded as follows:

The definitions of Commercial Advisory Board and Services Advisory Board are integrated and are therefore removed and replaced with the following:

Advisory Board means the body that is described within Schedule 3.

Clause 4.1.6 shall be amended as follows:

The words "Association General Manager" are removed and replaced with:

"Chief Executive"

Clause 4.1.7 shall be reworded as follows:

Subclauses (b) and (c) shall be removed and replaced with the following:

(b) chair the Advisory Board

Clause 4.8.1 shall be reworded as follows:

Subclauses (a), (b) and (c) shall be removed and replaced with the following:

(a) the Advisory Board; and

(b) such other committees as may from time to time be set up by the Executive.

Schedule 3 shall be reworded as follows:

Schedule 3 - Advisory Boards

“Schedule 3 - Advisory Boards

Advisory Board

1.1 The Advisory Board is responsible for the Association’s commercial and service activities in line with the objects of this Constitution and with the Association’s Strategic Plan.

1.2 The Advisory Board shall consist of up to nine members:

- (a) The President (convener and Deputy Chair);
- (b) The Vice President;
- (c) The Finance Officer;
- (d) Three (3) external members with relevant commercial and not-for-profit experience; and
- (e) Three (3) external members with relevant not-for-profit and charitable entity experience.

1.3 The Chief Executive Officer shall attend, report to and inform the Advisory Board.

1.4 The Advisory Board shall meet monthly.

1.5 The Chief Executive Officer’s report, once approved by the Advisory Board, along with the minutes of the Board meeting and subsequent recommendations shall be put to the Executive for adoption or exclusion.

1.6 Of the external members described in clause 1.2 (d) or (e) of this Schedule 3, one shall Chair the Advisory Board. The Chair shall be chosen annually by the President and such choice shall be ratified by the Executive Committee.

1.7 In the event the Chair is absent, the President shall be the Chair.”

A question was asked why the title is being changed from General Manager to Chief Executive when this was only done a few years ago.

The President was not aware that this was the case as it was a number of years ago. The re-scoped the position of General Manager late last year has seen with growth in the organisation that required within that position a wider scope focusing on strategic issues as well as an operational focus. Continuity of a senior team leader to progress the organisation was needed. With the change in nature of the job it was felt by the Executive, Chief Employment Sub Committee (a sub group of the

Advisory Board) in consultant with local employment consultants Sheffield that the title Chief Executive encompasses a more strategic scope of the role.

Governance Restructure

Introduction

The purpose of this memorandum is to formalise the restructure of the governing bodies of the Association. This restructure was made effective "immediately" (November 2010) but was to be formalised at the next Annual General Meeting. The Annual General Meeting held over AGM business until the Half AGM.

Aims

The aims are to:

- a) integrate the Commercial Advisory Board (**CAB**) and Service Advisory Board (**SAB**) into a single Board, renaming it the "Advisory Board"; and
- b) remove the President as Chair of the Advisory Board and provide the power of the Executive Committee to appoint an Independent Advisory Board Member as the Chair.
- c) remove the ability of the immediate past president of the Association (or their nominee) to sit on the Advisory Board; and
- d) rename the General Manager to Chief Executive Officer;

Current Governance Structure

The previous governance structure of the Association, was comprised of the following levels as per the Association Constitution:

- a) Executive Committee (equivalent to a Board of Governors);
- b) Commercial Advisory Board (deals with commercial interests);
- c) Service Advisory Board (dealing with matters of service);
- d) General Manager (who heads the senior management team); and

- e) The General Manager's Employment Committee (employs the General Manager and sets KPIs).

The current functions of each of these levels are set out in the Policy Library under the document titled Governance Charter (except the function of the General Manager's Employment Committee which is contained in the document titled General Manager Employment Committee Policy).

Proposed Governance Structure

Following the proposed restructure, the governing bodies of the Association would be as follows:

- a) Executive Committee (equivalent to a Board of Governors);
- b) Advisory Board (deals jointly with matters of commercial interest and service matters);
- c) Chief Executive (continues to head the senior management team);
- e) The Chief Executive's Employment Committee (employs the Chief Executive and sets KPIs).

The Executive Committee retains its responsibilities for the overall direction of the activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association in the interests of the Association and its current and future members.

The Advisory Board will have joint responsibility for:

- a) oversight of the commercial based activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association in the interests of the Association and its current and future members; and
- b) oversight of the service based activities and affairs of the Association, and shall work to protect and enhance the value of the service objectives of the Association for its current and future members.

The Chief Executive retains responsibilities for achieving the direction and objectives of the Association through leadership and management of its activities and affairs. The Chief Executive's Employment Committee has the responsibility of monitoring the

performance of the Chief Executive. The Chief Executive will provide reports to the aforementioned Boards of governance. The structure of the governing bodies is also governed by the Association Constitution.

The function of the Chief Executive's Employment Committee shall not change and is contained in the document titled General Manager Employment Committee Policy in the Policy Library. The name of this document will change accordingly.

Immediate Past President

The Executive Committee wish to remove the right of the immediate past president or their nominee to form part of and attend board meetings. Such privilege is rarely (if ever) used and is shown to serve a limited purpose in the current structure of the Association. Should the President so wish and the Executive Committee agree, the immediate past president may still be invited to attend meetings but shall not have a constitutional right to attend the same.

Independent Chair of Advisory Board

An Independent Board Member, not the President, will chair the Advisory Board under the restructure. The President shall remain convenor and Deputy Chair.

Authority to Implement Changes in Governance Structure

The Association Constitution permits the Association to introduce, review, and amend if necessary policies that specify best practice for the activities and affairs of the Association.

Clause 4.3.1 states the Executive, subject to the powers under the Association Constitution, resolutions of a General Meeting, binding referenda and the Incorporated Societies Act 1908 may do all things deemed by it to be necessary or expedient for the fulfilment of the Objects of the Association.

Although the objects do not state specifically that the Executive may implement changes to the governance structure, such power may be implied in order "to deal with and control and to represent and to act for the members of the Association in all matters in which the members as a body are interested" and "to do all such things as are, or may be, incidental or conducive to the attainment of" any of the Objects of the Association.

More specifically, clause 4.3.3 permits the Executive to create the Advisory Board by providing the Executive with the power to appoint and remove committees and may delegate to them full or part powers of the Executive in relation to any matter and withdraw the same at any time provided that:

- a) such action is recorded in a motion in the minutes of the Executive;
- b) the minutes must record all the details of such action; and
- c) such action is not contrary to the Association Constitution or applicable legislation (which the changes contained in this paper are not).

Lastly, clause 4.3.6 states the Executive has the power to interpret the Association Constitution and its decisions are binding on all members of the Association and clause 4.7.2 provides that the Executive shall set Policies regarding matters of business, activities and operations of the Association on matters internal.

Procedure when Implementing Changes in Governance Structure

The Executive Committee shall inform all bodies within the governance structure of the Association of any proposed additions or alterations to the Association Constitution or general meeting resolutions. The advice of the governing bodies of the Association and the Association Solicitor shall be sought before a governing body proposes any changes to the Association Constitution, general meeting resolutions, or referenda.

Each body within the governance structure of the Association shall have authority over its own activities and affairs, subject to Association-wide policies and procedures. This shall include introducing, amending, and adopting policies, plans and processes for that body, and amending the responsibilities of a member under the jurisdiction of that body.

Any operational policies that affect other areas of the Association (in particular the Executive Committee or Advisory Boards) should be discussed with those other areas. No operational policy or process should unnecessarily impede the work of the bodies within the governing structure of the Association.

Consultation Process

The Association shall enter a consultation process when making any significant decision regarding the activities and affairs of the Association, including:

- a) any proposed additions or amendments to come as they are or the strategic plan;
- b) any proposed additions or amendments to the governance of the Association; and/or
- c) any other material decisions where it is reasonable to expect a consultation process between the governing bodies of the Association to occur.

A consultation process shall involve the following steps:

- a) providing copies of the changes to each of the bodies within the governance structure of the Association;
- b) allowing each body sufficient time to carefully consider the impact on the Association, including the impact on finances, people, processes, systems, and controls; and
- c) reaching a general agreement regarding the changes amongst the bodies within the governance structure of the Association.

Upon the completion of a full consultation process decisions made are required to be passed by simple majority of the Executive Committee before becoming operative.

Disagreement

In the event a disagreement exists, or the process is taking an excessive amount of time, the matter shall be dealt with in whatever manner the bodies within the governance structure of the Association deem best.

Amendments to Documentation of Policy

Clause 4.7 provides that the Executive shall set Policies regarding matters of business, activities and operations of the Association. Each Policy shall be subject to 5 working days notice for the amending and settling of Policies and such notice must include the

proposed change in policy which can be amended by resolution of the Executive Committee.

Honorariums

Each Independent currently sitting on the Commercial Advisory Board and the Service Advisory Board receives \$2,000 gross per quarter. The Independent Chair will receive an additional \$500 per quarter and the two members of the Chief Executive's Employment Committee receive an additional \$500 per quarter.

Advisory Board Charter

Introduction

The purpose of this charter is to clarify the role and responsibilities of the Advisory Board and to contribute to high standards of governance within the Association.

Policy Statement

The Advisory Board has responsibility to provide advice on commercial and service activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association in the interests of the Association and its current and future members.

Procedures

Membership

The Association Constitution provides for up to nine members on the Advisory Board (see Schedule 3 of the Association Constitution).

The Advisory Board shall normally consist of up to nine members as provided for in Schedule 3 of the Association Constitution but no less than six.

The Advisory Board should comprise of members:

- a) with an appropriate range of skills and experience; and
- b) who have a proper understanding of, and competence to deal with, the current and emerging commercial and service concerns of the organisation.

The Chief Executive Officer (CE) is not a member of the Advisory Board but will be in attendance at the Advisory Board meetings.

The Chairperson of the Advisory Board meets with the CE prior to each meeting to discuss the agenda for the forthcoming meeting. In the even the President is not the Chairperson of the Advisory Board, the President shall also be present at the said prior meeting too.

Each member of the Advisory Board is able to suggest agenda items.

All members of the Executive Committee are entitled to attend meetings of the Advisory Board as observers, and shall be notified of meetings by the Chairperson of the Advisory Board.

All business transacted at meetings of the Advisory Board is confidential, and the Advisory Board shall have the authority to exclude any member or observers when required.

Independence

All external members of the Advisory Board are required to be independent. All members of the Advisory Board that are members of the Executive Committee shall attempt to satisfy as many of the criteria for independence as is practical.

An external member of the Advisory Board is considered independent if they:

- a) do not have a material relationship with the Association (other than solely as a consequence of being a director) or a related organisation;

b) are not a member of management and have not been employed as a member of management of the Association or related organisation within the last three years;

c) are not a member of Executive Committee and have not been a member of the Executive Committee within the last three years; and

d) have no other interest or relationship that could interfere with their ability to act in the best interests of the Association and independently of management.

Nomination

The Advisory Board shall be responsible for selection of candidates of appropriate qualities and experience to be appointed to act as an external member of the Advisory Board. The Advisory Board may choose to form a Nomination and Remuneration Committee to carry out the identification and recommendation of candidates.

The Executive Committee shall be responsible for ratifying the appointment and removing if necessary Advisory Board members. No candidate shall be appointed as an external member of the Advisory Board without first undergoing a selection process.

Rotation

External members of the Advisory Board are appointed for up to a two-year term at the end of which they are eligible to apply for reappointment.

Remuneration

The remuneration of external members of Advisory Board shall be paid in the form of directors' fees, unless otherwise agreed to by the Chairperson of Advisory Board. The total fees available to be paid to external members of Advisory Board, including any additional fees to reflect additional responsibilities, shall be subject to Executive Committee approval.

The Advisory Board shall be responsible for reviewing the remuneration of external members, and recommending any changes to the Executive Committee. The Advisory Board may choose to form a Nomination and Remuneration Committee to review and make recommendations regarding remuneration.

Reimbursement

The Association shall meet any costs of members of Advisory Board directly associated with the performance of their role.

The Chairperson shall approve all expenses of members of the Advisory Board. The Finance Officer shall approve the Chairperson's expenses.

Responsibilities

The Advisory Board has responsibility to provide advice on the commercial and service activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association in the interests of the Association and its current and future members.

Specifically, the Advisory Board is responsible for:

- a) assisting with any review of appropriate financial frameworks of governance and oversight of the Association to the Executive Committee;
- b) reviewing and recommending for approval to the Executive Committee each year the financial and service components of the annual plan;
- c) ensuring there are adequate financial resources available to meet the Associations commercial and service objectives;
- d) promoting ethical and responsible decision-making;
- e) safeguarding the integrity of financial reporting;

- f) ensuring that effective risk management procedures are in place and are being used;
- g) monitoring the Association's commercial and service performance within the strategic direction and operating frameworks of the Association;
- h) monitoring the CEO's financial performance within the strategic direction and operating frameworks of the Association; and
- i) reviewing the performance of the Advisory Board and ensuring it remains appropriately skilled to meet the changing needs of the Association.

The Advisory Board shall have specific responsibilities for:

Commercial

- a) determining overall financial targets, and recommending these to the Executive Committee;
- b) monitoring financial targets and providing feedback on these to the Executive Committee;
- c) Ensuring the CE provides the Executive Committee with a monthly summary of progress made towards commercial objectives, and highlighting any major issues that need attention; and
- d) investigating reasons that any financial targets cannot be reasonably met, recommending strategies to the CE, and to the Executive Committee.
- e) overseeing the employment of the independent auditors;
- f) reviewing the plan for the audit and related services;

- g) reviewing the audit results and material communication between the auditors and management; and
- h) communicating progress, findings, and recommendations to the Executive Committee.

The Advisory Board may choose to delegate audit responsibilities to an appropriate member of the Advisory Board or form an Audit Committee to deal with these matters.

Service

- a) determining overall service targets, and recommending these to the Executive Committee;
- b) monitoring service targets and providing feedback on these to the Executive Committee;
- c) Ensuring the CE provides the Executive Committee with a monthly summary of progress made towards service objectives, and highlighting any major issues that need attention; and
- d) investigating reasons that any service targets cannot be reasonably met, recommending strategies to the CE, and to the Executive Committee.

Chairperson

The role of the Chairperson includes:

- a) providing leadership to the Advisory Board and the Association;
- b) ensuring the efficient organisation and conduct of the Advisory Board;
- c) facilitating Advisory Board discussions to ensure core issues facing the Association are addressed; and

d) promoting consultative and respectful relations between Advisory Board members, and between the Advisory Board, the Executive Committee, and the CEO.

Committees

The Advisory Board may establish committees to assist in carrying out its responsibilities. Committees do not take action or make decisions on behalf of the Advisory Board without prior authority to do so.

Committees shall normally contain a balance of Executive Committee members that sit on Advisory Board and external members of the Advisory Board.

MOVE that we accept the tabled constitutional amendments outlined in the Constitutional Rewording, Governance Restructure and Advisory Board Charter.

Palmer/Mullins

CARRIED

7. Proposed Resolution University Sport NZ
Information is outlined in the papers provided and in today's Canta. USNZ is the overarching body for University Sport in New Zealand. The UCSA has had a turbulent past with the USNZ and have unofficially withdrawn membership a few years ago due to what the UCSA saw as elements of mismanagement, both of their sporting events and financial situation. There are only three events now held - Uni Games, Snow Games and Blues Awards. USNZ are in a difficult financial situation and with the possibility of voluntary student membership their membership may further decrease. They will come to rely on government funding which currently does not appear to be a sustainable model.

In 2009, the then Executive moved away from USNZ, without fulfilling the constitutional requirements for withdrawing. The effect of withdrawal is that UC students can still attend events but pay an increased entrance fee. The UCSA has subsidised the entrance fee in the past and will continue to do so. This resolution is to officially remove membership.

A question was asked from the floor, how many students attended the Uni Games in February 2011 and what was the entrance fee?
The President did not know the exact figure for the entrance fee but could look into it and communicate it to the student should they so wish. Non members fees change vary annually.

A question was asked what were the future plans of the UCSA to support sport, if they are not members of USNZ?

The President stated that the UCSA will continue to be interested stakeholders in USNZ, participating in their change process. The President noted that the UCSA is making considerable investment in student sport through the UCsport joint venture.

A question was asked do you have to be a member of the USNZ to host the event?

The President stated that the selection process for hosting is not reliant on membership. This year's games were held in Auckland and the previous two years were held in non university centres. So at this stage there has been no indication of UCSA non membership affecting this.

***MOVE that the UCSA formally revoke its membership of USNZ.
Stephens/Gebbes CARRIED***

The meeting closed at 2:29pm