

OUSA Appointments Policy

Category Operational

Version 1

Ratified April 2023

1. Purpose

- 1.1. This Policy applies to appointments to:
 - a) OUSA's internal and external committees (**Committees**); and
 - b) Boards of companies of which OUSA is a shareholder with rights to appoint (or vote on the appointment of) directors (**Commercial Boards**)
- 1.2. The purpose of this Policy is to provide guidelines for appointments to Committees and Commercial Boards to ensure quality representation of student and OUSA interests on Committees and Commercial Boards.
- 1.3. Appointments to OUSA's Advisory Board are outlined with the Advisory Board Policy.

2. Committees

- 2.1. All appointments to Committees must be carried out by a motion of the Executive which includes:
 - a) the Committee to which they are appointed;
 - b) the term of appointment; and
 - c) any conditions of the appointment.
 - 2.2. Executive Officers may nominate themselves or another member of the Executive for a position on a Committee.
 - 2.3. Where two or more Executive Officers seek the same position, the Executive will conduct a vote to decide who will sit on a Committee.
 - 2.4. Vacant positions may be promoted to the wider student body for voluntary applications where:
 - a) no Executive Officer wishes to fill the position;
 - b) the Executive wishes to do so.
 - 2.5. A register of Committees and appointments to positions on those Committees will be kept by the OUSA Secretary and Administrative Vice President (**Committees Register**)
 - 2.6. The Committees Register will be updated at the beginning of each year with new appointments.
 - 2.7. The Committees Register shall be updated throughout the year as new Committee positions arise or where a change in who sits on the Committee arises.
- ### **Committee Requirements**
- 2.8. Committee appointees should receive training on meeting procedure, and the University and OUSA structures and policies they will encounter.
 - 2.9. Committee appointees should, where possible, work with incoming representatives at the end of their term to help familiarise the incoming representatives with the particular issues and style of the Committee.
 - 2.10. All Committees must comply with the relevant Terms of Reference.
 - 2.11. If an OUSA Executive member ceases to hold office, their Committee roles are forfeited.

3. Commercial Boards

Commercial Board Appointments

- 3.1. At the date of this Policy, OUSA has the right to appoint directors to the following Commercial Board(s):
 - a) **OUSA Holdings Limited** (Company Number 8542147) (**OUSA Holdings**); and
 - b) **University Union Limited** (Company Number 1201585) (**UUL**).
- 3.2. At the date of this Policy, OUSA has the right to vote on the appointment of directors to the following Commercial Board(s):
 - a) **SRN Awards Limited** (Company Number 8219006) (**SRN**).

Special terms for OUSA Holdings

- 3.3. The constitution of OUSA Holdings provides that directors may only be appointed for terms of 3 years and that no director may serve for longer than 9 years in total unless the Executive determines there are exceptional circumstances which justify a director serving for longer than this term limit. Any such decision should be recorded by a motion of the Executive (which will state the exceptional circumstances that the Executive has recognised).
- 3.4. The Executive will take each director's term limit into account when appointing and re-appointing directors to OUSA Holdings and will seek to balance appointing new directors with maintaining continuity and stability of OUSA Holdings' board composition. Appointments should be staggered, where possible, to enable rotation of board members.
- 3.5. The constitution of OUSA Holdings also allows its board of directors to appoint directors to fill casual vacancies or as additional directors. OUSA has the right to remove any director of the OUSA Holdings board (including any board-appointed directors).

Special terms for UUL

- 3.6. OUSA has the right to appoint two directors to the board of University Union Limited (UUL) under its shareholders agreement.
- 3.7. Appointments to the board of UUL may be made for multiple terms.
- 3.8. It is generally expected that OUSA will appoint OUSA's Group CEO and a senior member of the Executive (typically the President, Administrative Vice President or the Finance and Strategy Officer) to the UUL board.

Special terms for SRN

- 3.9. Due to this company's special purpose function, the Executive will appoint the Radio One 91FM Station Manager (or similar) as a director of SRN.

Process

- 3.10. All appointments to Commercial Boards must be approved by a motion of the Executive which includes:
 - a) the Commercial Board to which they are to be appointed;
 - b) the term of appointment; and
 - c) any conditions of the appointment.
- 3.11. A register of OUSA's appointments to Commercial Boards (and their terms of office) will be kept by the OUSA Secretary and Administrative Vice President and will be updated where changes arise.

Removal

- 3.12. The office of director of a Commercial Board is vacated through retirement, resignation, disqualification, or removal.
- 3.13. Where OUSA has the right to appoint and remove directors of a Commercial Board or if OUSA is to vote on the removal of a director, the removal must be approved by a motion of the Executive.

Constitutions and shareholder agreements

- 3.14. In addition to this Policy, the appointments, reappointments, removals and remuneration of the directors of Commercial Boards are governed by their respective constitutions, shareholder agreements or, in some cases, specific legislation (such as the Companies Act 1993). In the event of a conflict, those documents or legislation take precedence over this Policy.
- 3.15. Where the Executive passes a motion under this Policy, the Executive will take all steps to implement that motion in accordance with the relevant constitution, shareholder agreement or legislation (e.g. by signing a special shareholder resolution).

Commercial Board Requirements

- 3.16. Directors on Commercial Boards should demonstrate the following competencies:
 - a) **Experience:** Experience in governance of commercial entities and enterprises, and/or governance experience in sectors relevant to OUSA's commercial strategic objectives.
 - b) **Relationships:** The ability to foster a positive board culture, resolve conflicts, and ensure that all board members are actively engaged in board activities and decision-making. Ability to communicate with OUSA and subsidiary boards in an effective and timely manner.

Awareness and understanding of OUSA's position in the wider University environment.

- c) **Personal integrity:** Maintaining a high standard of personal integrity and ethics, and demonstrating ethical behaviour and decision-making in all Commercial Board activities. This includes acting with honesty, transparency, and accountability, avoiding conflicts of interest, and upholding OUSA's values.
- d) **Knowledge:** Familiarity with legal and regulatory requirements, corporate governance principles, and best practices for board oversight and decision-making. Understanding of industry trends, competitive landscape, and emerging technologies that may impact future growth and success. Knowledge of relevant laws and regulations that govern operations and ability to ensure compliance.
- e) **Risk Management:** The ability to identify, assess, and manage potential risks including financial, operational, legal, and reputational risks to the company, its subsidiaries and OUSA.
- f) **Independence and conflicts of interest:** Able to exercise objective judgment. Understanding of the importance of board independence and the ability to act independently in decision-making processes. Understanding of conflicts of interest and the ability to identify, declare and manage conflicts of interest in a transparent and ethical manner.
- g) **Leadership skills:** The ability to inspire, motivate, and guide management and employees towards achieving the company's and OUSA's goals. Knowledge of best practices in human resource management, including recruitment, performance management, and employee retention.
- h) **Financial acumen:** Knowledge and understanding of financial statements, accounting principles, and financial reporting requirements, and ability to evaluate financial performance and risks. Ability to comprehend and analyse financial performance of the company and subsidiaries in the context of OUSA's wider commercial group and objectives. A track record of developing and implementing a successful and sustainable strategy of growth in business.
- i) **Charities:** Understanding of relevant charities legislation and reporting requirements, including the Charities Act 2005 and the ability to ensure that the company complies with these requirements.
- j) **Inclusive Leadership:** Ability to lead in an inclusive manner that fosters a culture of belonging and respect for all, regardless of their background or identity.
- k) **Ethics:** A strong commitment to ethical conduct, integrity, and transparency, and the ability to promote these values. The ability to ensure the company is aligned with OUSA's ethics and values.
- l) **Te Tiriti o Waitangi / Treaty of Waitangi:** Understanding of the principles of the Treaty of Waitangi, including partnership, participation and protection. The ability to apply these principles to decision-making when required. Ability to engage and consult with relevant Māori stakeholders and communities in a culturally appropriate manner.
- m) **Environmental, Social and Governance (ESG):** Understanding of ESG principles and the ability to evaluate ESG risks and opportunities. Alignment with OUSA's ESG principles.
- n) **Innovation:** The ability to encourage and support innovation and new ideas that can drive growth and development of new opportunities. Understanding different business models and the potential for disruptive models and practices to impact operations. Understanding of the opportunity and risks provided by technology and disruptive technology.

- 3.17. It is expected that different directors will have greater strengths in certain competencies than in others and it may be appropriate to give weightings to different competencies when considering an appointment, reappointment or evaluating a director's performance.
- 3.18. The mix of skills and experience on the Commercial Board will be considered. Consideration will be given to complementing and reinforcing existing skills of directors and reducing known weaknesses where necessary.
- 3.19. It is expected that all appointees to a Commercial Board will undergo, or already will have undergone, formal corporate governance training or have requisite experience in this area.

Reappointments

- 3.20. Where a director's term of appointment has expired, and the director is eligible for reappointment and wishes to stand, the Executive will consider the director's reappointment based on the following considerations:
- a) performance of the director and the needs of the Commercial Board as a whole;
 - b) consultation on a confidential basis with the chair (if any) of the Commercial Board;
 - c) whether the skills of the director add value to the work of the Commercial Board;
 - d) whether there are other skills or competencies which the Commercial Board needs;
 - e) whether the process offers an opportunity for increasing diversity on the Commercial Board; and
 - f) succession issues and balancing the appointment of new directors with maintaining continuity/stability by reappointing existing directors.

Appointment of chairperson and deputy chairperson

- 3.21. OUSA will appoint the chair and deputy chair of OUSA Holdings. Generally, the appointment of chair and deputy chair will be for an initial term of no longer than 3 years.
- 3.22. The chair should have and the deputy chair should be developing the following skill-sets:
- a) **Trust:** The ability to maintain the trust of OUSA.
 - b) **Leadership:** The ability to maximise the contribution from other directors on the board, harness the collective skills of the board and lead in an inclusive manner.
 - c) **Communication:** Strong communication skills.
 - d) **Strategy:** The ability to lead the development and implementation of a comprehensive corporate strategy to reflect the goals of OUSA, OUSA Holdings, and OUSA Holdings' subsidiaries.
 - e) **Relationships:** The ability to:
 - ii) Build relationships with OUSA, the subsidiary boards, the OUSA Group CEO, managers and other stakeholders;
 - ii) Maintain a close, but independent, working relationship with the OUSA Group CEO; and
 - iii) Collaborate effectively with all parties.
 - f) **Subsidiaries:** Knowledge and understanding of the laws and regulations that govern the relationships between subsidiary and holding companies.
 - g) **Dispute Resolution:** The ability to resolve conflicts or disagreements that may arise between OUSA, OUSA Holdings, and OUSA Holdings' subsidiaries, and facilitate productive discussions to reach a satisfactory outcome.
 - h) **Process and Policy:** The ability to develop and lead board processes such as induction and performance appraisal.
 - i) **Spokesperson:** The ability to be the spokesperson for OUSA Holdings.
 - j) **Analysis:** Sophisticated analysis-based decision-making skills.

- k) **Standing in Community:** Integrity and credibility within the University community, the business community and any other relevant sectors.
- l) **Succession Planning:** The ability to develop and implement appropriate succession planning for the board and assist in recruitment of directors for OUSA Holdings and its subsidiaries.