Regarding the Board of Directors’ proposed motions to

Amend Arc’s Constitution

Arc@UNSW’s Board of Directors have given notice of an Extraordinary General Meeting to amend the Constitution of Arc on Wednesday the 16th of March 2016. All members are encouraged to attend this meeting to consider and vote on the changes presented.

This document is intended to add reasoning and context to the two areas of change: Board Composition, and other administrative amendments.
1) Board Composition

The Board of Directors is Arc’s governing body and as such makes binding and final decisions about the company. Each year students are elected to serve on the board as directors.

i) Women

The current election process appears not to result in a diverse reflection of the membership, especially students who are women. Women make up a greater number of the overall population than men and 49% of our membership base. However, men have consistently been elected into more ordinary Directors positions than women.

Governance research consistently shows that having diversity on a board increases the success of an organisation, and while various strategies have been employed to rectify this situation they have not been as successful as was hoped.

The Board is thus proposing the constitution be adjusted such that an additional student director be elected, and that 50% of the directly elected student director positions are required to be held by women.

ii) COFA (now known as UNSW Art & Design), and Postgraduate

The Board proposes to remove the requirements for directly elected students to be a UNSW Art & Design student and a Postgraduate Student.

Given that only 4% of members are Art & Design students, the Board feels the Arc@UNSW Art & Design Student Council is best place to represent Art & Design students, and not a mandatory Directors position.

With these changes, postgraduate students will continue to be represented on the Board by the PGC President. Postgraduate students are also represented by the Postgraduate Council.
Removing these positions is also required for the proper functioning of the diversity clause for women. This is because there is a maximum number of student directors on the Board at any one time, limiting the amount of positions to which diversity can be applied without excluding other members from election.

This change of course does not restrict Art & Design and Postgraduate members voting or running for any number of the student director positions.

2) General Changes
There are a number of small changes that the Board has proposed. Some of these changes have been passed by previous Boards, and all come with the recommendation of the current Board.

i) Definitions
The definition of a ‘student’ has been changed to include students who have deferred (i.e. allowing those students to continue to be members).

The definition of a woman has been included in reference to the Board diversity requirements.

The definition of Alumni Director has been updated to remove the UNSW Alumni Association which no longer exists.

The definition of COFA and COFA Electorate has been removed as the wording will no longer appear in the Constitution.

ii) 10.4 Election of Directors
The CEO has been removed from their voting capacity on any selection panel for Alumni and Non-Student Directors, due to a perceived conflict of interest given
the responsibilities of Directors in relation to CEO evaluation and remuneration. However, the CEO may be present if requested by the panel as they will provide a useful array of information and expertise.

**iii) Numbering**
The numbering of many sections (and references to sections) has been altered to reflect the proposed Constitution. If required, further numbering/ formatting amendments may be applied to the final document.

**iv) Frequency**
The frequency of Board meetings has been amended to a minimum 4 times each fiscal year. This amendment reflects the Board’s new meeting structure.

**v) Corporate Members**
Corporate Membership has been removed as a membership category. This reflects that the provisions of Corporate Members in the Constitution have never been utilised since Arc’s inception. Now that Arc has had time to mature, the previous Board had determined that this membership category is redundant within the student-focussed context of Arc’s membership structure and should be removed.

**vi) Removed Companies from the Proxy Form**
As stated above, Corporate Membership has become redundant therefore the “Companies” section on the proxy form is not required.

If members have further questions, they are encouraged to direct them to the Chair of the Board (chair@arc.unsw.edu.au) before the General Meeting.

Tom Morrison
*on behalf of the* Board of Directors of Arc@UNSW
ANNEX A

Election of Ordinary Student Directors

In the years following the adoption of the suggested changes:

Year One (2016)

- 4 Ordinary Student Directors elected, of which:
  - 2 shall be women
  - 1 shall be the SDC Convenor

Year Two (2017)

- 4 Ordinary Student Directors elected, of which:
  - 2 shall be women

Year Three (2018)

- As per year one

Year Four (2019)

- As per year two