



UNSW Student Life

Arc BOARD

NON-STUDENT
DIRECTOR HANDBOOK

arc.unsw.edu.au/board

Arc@UNSW LIMITED

Arc was formed in 2006 and is a not-for-profit organisation for students studying at UNSW. It's symbolic of an umbrella covering all of the students, clubs and societies in its care. Arc is all about everything outside the classroom; from volunteering opportunities to free food, there are a zillion opportunities for students to find their thing at uni with one of Arc's fun events or diverse clubs and societies. Arc is a membership organisation whose members are the students of UNSW, and stakeholders of the university community.

Arc is governed on core values with a mission to create the best student experience for all students at UNSW.



The Arc Board

Arc is a Not for Profit, Public Company, Limited by Guarantee, governed by a Board of Directors. The Arc Board is made up of 15 individuals 8 of whom are directly elected students, 2 indirectly elected students, 2 UNSW staff (appointed by the university), 2 UNSW Alumni and the Chief Executive Officer of Arc.

Directors are responsible for all matters relating to the running of Arc. The Board's role is to govern the organisation rather than manage it. The Chief Executive Officer (CEO) and the Executive Team are responsible for managing the day-to-day operations in accordance with the direction of the Board.

Arc is a diverse organisation committed to valuing diversity, gender equality and social inclusion. Arc's goal is for everyone to be involved, respected and connected – where different ideas, backgrounds and perspectives work together to preserve the [Arc values](#).

Election of non-student Directors

Alumni Directors may be self-nominating or may be nominated for selection, and must be appointed by a Board selection panel. University Directors are to be appointed by the University Council or its delegate.

Term of Office

Directors are elected for a term of 2 years (with the exception of casual vacancies and ex-officio positions). Alumni Directors and University Directors may only serve three (3) consecutive terms of office unless otherwise approved by resolution at a General Meeting of Members.

The Chair of the Board and the Chairs of Subcommittees are elected to their positions by their fellow Board Directors, for a term of one (1) year. Only Student Directors can be nominated for the positions of the Chair of the Board and the Chairs of Subcommittees.

Skills & Experience

The following skills and/or experience are desirable for non-Student Directors. Emphasis may be placed on specific skills or experience based on the current "Skills Matrix" of the Board.

1. Alignment and understanding of the culture and mission of the organisation
2. Financial Acumen and/or Investment Skills
3. Corporate Governance
4. Strategic Planning
5. Risk Management
6. Not-for-profit Sector Experience
7. Policy Development & Review
8. Human Resources and Performance Management
9. Organisational Management
10. Legal Knowledge

Expectations of non-student Directors

- Attend Board & relevant subcommittee meetings.
- Provide insight and consultation by serving on at least one subcommittee of the Board.
- Be prepared for discussion by reviewing the agenda and all supporting materials prior to Board or subcommittee meetings.
- Ensure familiarity with and advocacy for Arc's Strategic Plan.
- Provide input and be a responsible voting member.
- Involvement (where required and/or appropriate) in Board adhoc working groups.
- Follow Arc Policy and Procedures, including the Arc Code of Conduct.
- Serve as an Arc ambassador.

Subcommittees

There are five (5) primary Subcommittees of the Board:

1. Finance

The committee's responsibilities include but are not limited to:

- To advise the Board on financial matters of Arc
- To monitor and review the financial operations
- To review and recommend the Annual Budget and capital expenditure plan to Board

2. Nominations & Remunerations (N&R, or Noms & Rems)

The committee's responsibilities include but are not limited to:

- To identify and recruit nominees to the Board
- To ensure Arc follows relevant corporate governance principles in regards to its remuneration and nominations processes
- To undertake performance evaluations of the Board and the CEO
- To review and monitor electoral processes

3. Audit & Risk (A&R)

The committee's responsibilities include but are not limited to:

- Monitor and review the auditing, internal control policies and procedures and financial reporting of Arc
- To report on any anticipated exposure to financial and internal control risk that could materially affect the reputation and/or operation of Arc.
- To advise the Board on auditing, internal control and financial reporting matters.

4. Student Development Committee (SDC)

The committee's responsibilities include but are not limited to:

- Reviewing and overseeing Clubs & Societies and Student Programs
- Reviewing and overseeing new or future programs or student program initiatives of Arc
- To advise on policy, procedures and decisions that relate to Clubs and Student Programs

Only Student Directors may be voting members of the SDC.

5. Technology (Tech)

The committee's responsibilities include but are not limited to:

- Provide advice on technology matters and innovation opportunities.
- Oversee Arc's IT operations, and technology risk appetite, including cyber security and data governance.
- Monitor progress of key strategic technology programs and ensure effective reporting for strategic governance.
- Review significant technology related funding requests prior to escalation.
- Review technology policies, procedures, and any matters raised by the Board or its subcommittees.

The Board also oversees, without intervening, the following Student Councils:

Student Representative Council

The Student Representative Council represents the students of UNSW to the University administration, all levels of government, the local community, relevant unions and to peak national representative bodies. The Council deals with issues relevant to all UNSW students. Student representation is provided through the Council, Departments and Collectives, individual Officers and Councillors.

Postgraduate Council

The Postgraduate Council represents the postgraduate students of UNSW to the University administration, all levels of government, the local community and peak national representative bodies. Postgraduate student representation is provided through the PGC, individual Office Bearers and Collective Members. The PGC deals with all representation issues that are specific to postgraduate students, whose needs and student experiences are different to those of the undergraduate students.

Inter-Residence Council

The IRC is an advocate for the residents of UNSW and encourage and promote positive relations among the Residences.

Meetings

The Board is required to meet a minimum four (4) times per year.

All subcommittees with the exception of the Technology Subcommittee are also required to meet a minimum of four (4) times per year. The Technology Subcommittee is required to meet a minimum of two (2) times per year.

All meetings are held weekdays after 5PM at the UNSW Kensington Campus and/or online via TEAMS.



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