

## CONSTITUTION AMENDMENT D

### Proposed amendment

- Removal of reference to “Non-Student Directors” within section 9.4(b) as the clause only applies to Alumni Directors.
- Removal of the prescriptive nature of the “Selection Panel”, sections 9.4b(i), (ii), (iii) and (iv) as this composition has varied in practice each year based on availability and suitability.

### Explanation

- The composition of the Arc Board only allows for 3 categories of non-student Directors: UNSW Directors, Alumni Directors and the CEO.
- The appointment process for UNSW Directors is covered in 9.4(d), and the CEO is an ex-officio
- Appointment (maintains their position on Board for the duration of their employment contract). There is therefore no need to include reference to other “Non-Student Directors” in clause 9.4(b).
- Clause 9.4 (b) also outlines the way in which an Alumni Director is selected and appointed.
- The Selection Panel for an Alumni Director has varied over the years based on the availability of current Board Directors (sometimes substituting the Alumni Director for a UNSW Director on the panel).
- A member of the University’s Executive Team is always invited to participate in the selection panel; however, they often opt to be consulted post-interview rather than participate.
- Removing the prescriptive selection panel composition will not negate the need for the Board to appoint a selection panel as well as appoint the Alumni Director via a motion at Board. This mitigates the risk of any unconstitutional appointments.
- The proposed amendments are in line with common practices.