

# PUBLIC

## MEETING: BOARD OF DIRECTORS

**HELD ON:** Friday 28 March 2024

**TIME:** 1:00 to 3:00pm

**LOCATION:** Cullen Room or Online via Zoom:

### BOARD OF DIRECTORS

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Nazanin (Naz) Sharifi	President, Chair
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Madhullikaa (Madhu) Singh	Vice President
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Nicholas (Nick) Dower	Honorary Treasurer
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Onor Nottle	Honorary Secretary
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Bryson Constable	Director
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Benjamin (Ben) Hines	Director
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Julia Lim	Director
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Grace Porter	Director
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Sargun Saluja	Director
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Grace Wallman	Director
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Alexander (Alex) Poirier	Director
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David Wright	Senate-Appointed Director
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Alyssa White	Senate-Appointed Director
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Cole Scott-Curwood	Immediate Past President
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### USU STAFF

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Michelle Tonge	CFO and Director of Corporate Services
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Carole McElligott	Governance Coordinator/Asst. Board Secretary
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### GUESTS

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Zeina	Honi Soit – arrived at 2.00pm and left at 3.00pm
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## 1. Opening

### 1.1. Welcome and Acknowledgement to Country

The meeting opened 1:09pm.

The President made an acknowledgement to Country.

### 1.2. Apologies and Leaves of Absence

The Board **NOTED** attendance as follows:

**Present:** Nazanin Sharifi – left at 3pm, Nicholas Dower, Grace Porter, Grace Wallman, Alexander Poirier, David Wright, Cole Scott-Curwood, Sargun Saluja, Alexander Poirier – joined at 1.55pm

**Online attendance:** Onor Nottle, Alyssa White – left at 2.20pm, Alexander Poirier – from (1.05pm – 1.55pm)

**Apology:** Nil

## 10 Meeting Administration (Out of Camera)

RESOLUTION		RB#15/24
It was RESOLVED that the Board of Directors move 'out of camera'.		
Proposed: Nazanin Sharifi	Seconded: Nick Dwyer	Carried

### 10.1 Meeting of the Previous Board Meeting (Public)

RESOLUTION		RB#16/23
It was RESOLVED that the Board of Directors approved the PUBLIC minutes of the Board Meeting, previous Board Meeting, 23 February 2024, subject to inclusion of Julia Lim's Ethnocultural Report.		
Proposed: Nazanin Sharifi	Seconded: Bryson Constable	Carried

### 10.2 Review Public Action Item from Out of Camera Session.

**Actions Arising from This Meeting – refer attached.**

- The 2<sup>nd</sup> year directors are required to complete their handover notes by mid-April for the Incoming Board directors.
- The Board will provide Michelle with specific questions for KODA.

Noted

### 10.3 Endorsement of Circular Resolutions

#### 10.3.1 Appointment of Ethnocultural Officer (Debates Committee)

<b>RESOLUTION</b>		<b>RB#17/24</b>
<p>It was RESOLVED that the Board of Directors approved Circular Resolution #2:</p> <p>That the Board approves the recommendations of the Debates Committee Selection Panel to appoint Mehnaaz Hossain, as Ethnocultural Officer (Debates Committee) for 2024 and Aleina Konsam as the reserve.</p>		
Proposed: Nazanin Sharifi	Seconded: Grace Wallman	Carried

10.3.2 and 10.3.3

<b>RESOLUTION</b>		<b>RB#18/24</b>
<p>It was RESOLVED that the Board of Directors ratify the following two Circular Resolutions presented by the President:</p> <p><b>Proposed Resolution 1:</b></p> <p>The USU board empowers the Heads of Departments (Jess, Jane, Michelle and Sam) to assume CEO duties outlined in the table. Additionally, the Board approves the provision of Higher Duties Allowances (HAD) corresponding to completed tasks until an interim CEO is appointed or the Executive Committee of the Board deems it necessary. Once HAD has been calculated by the P&amp;C team, the Board calls on the P&amp;C Committee to scrutinise the allocation and justification. Outcome: Passed</p> <p><b>Proposed Resolution 2:</b></p> <p>The USU Board authorizes the President to engage Moir Group on behalf of the USU as the recruitment agency for the Interim CEO role, with a fee of 11% + GST pro rata to the contract term negotiated upon appointment. Outcome: Passed</p>		
Proposed: Nazanin Sharifi	Seconded: Madhullikaa Singh	Carried

**11 Motions on Notice /Matters for Decision / Matters for Noting.**

**11.1 Matters for Decision**

**11.1.1 Amendments and Changes to the Circular Resolution Policy**

<b>RESOLUTION</b>		<b>RB#19//24</b>
<p>It was RESOLVED that the Board of Directors ratify the following two Circular Resolutions presented by Ben Hines:</p>		

**Proposed Resolution 1:**

That the Board ratify and approve with retrospective effect all Circular Resolutions that have heretofore been considered as passed and approved, notwithstanding any procedural any procedural irregularities which may have attached to their passing.

**Proposed Resolution 2:**

That the Board approve the proposed new Circular Resolutions Policy as attached in Appendix 1 to supersede the presently in force policy.

Proposed: Ben Hines	Seconded: Nazanin Sharifi	Carried
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**11.2.1 New Clubs Application Appeal February 2024**

The Board had a significant discussion on the appeal of the new club. Nine Board directors were not in favour of rejecting the appeal and three board directors were in favour of rejecting the appeal. This new club will be allowed to register as a club and society.

**11.2.2 Policies for Approval at the Governance Committee has endorsed:**

The Code of Conduct was approved by the Board, subject to deletion of last sentence in part three of the policy.

RESOLUTION		RB#20//24
It was RESOLVED that the Board of Directors approved the Code of Conduct, subject to agreed amendment by the Board.		
Proposed: Nazanin Sharifi	Seconded: Ben Hines	Carried

**The Delegated Authority Level Policy was approved by the Board.**

RESOLUTION		RB#21//24
It was RESOLVED that the Board of Directors approve the Delegated Authority Level Policy.		
Proposed: Nazanin Sharifi	Seconded: Madhullikaa Singh	Carried

**Action:** All other policies in 11.2.2 will be reviewed by Ben Hines and submitted by Circular Resolution to the Board for approval.

**11.2.3 USU Proposed Amendments: Regulations****11.2.3.1 USU Regulations**

Clause 7. The Board agreed that 'must' is changed back to 'may' mandate a multicultural editor in the PULP editorial team.

Election clauses. The Board agreed that Conflicts of Interest is added to the Election Review. The Board agreed to **remove or maintain the selling or reselling of t-shirts. (Naz please review)**. The proposed amendments to the in 8.1.2.3 will take effect after the declaration results are proven.

The Board had a significant discussion on the removal of the VSU phrase. No decision was made on this proposed amendment.

**Action:** Ben will address this amendment post this Board Meeting and report back to the Board next steps.

#### **11.2.3.1.1 Additional Standing Order Amendments (1)**

*Allowing Board Directors to access committee meeting agendas and meeting*

The Board noted that the request to access committee meeting agendas and minutes will be sent to the Asst. Board Secretary. The Board also noted that it may not be appropriate for all directors to have access to P&C committee papers and access approved on a case-by-case basis.

#### **11.2.3.1.2 Additional Standing Order Amendments (2)**

*Clarifying Circular Resolution Policy*

The Board agreed to the proposed removal of the phrase in section 1.1.4. **(Naz please review)**. The Board also agreed that this proposed amendment include blanket protection by the independent Chair.

RESOLUTION		RB#22/24
It was RESOLVED that the Board of Directors approve the proposed amendments 'enbloc' to the Regulations as recommended for endorsement by Governance Committee.		
Proposed: Nazanin Sharifi	Seconded: Ben Hines	Carried

The Board agreed to include the CFO & Director of Corporate Services is included in the composition of the Finance Committee.

RESOLUTION		RB#23/24
It was RESOLVED that the Board of Directors approve the inclusion of the CFO & Director of Corporate Services into the composition of the Finance Committee		
Proposed: Ben Hines	Seconded: Onor Nottle	Carried

Naz requested an extra 10 minutes extension to the Board Meeting.

<b>RESOLUTION</b>		<b>RB#24/24</b>
It was RESOLVED that the Board of Directors approve that this Board Meeting is extended by an additional 10 minutes.		
Proposed: Nazanin Sharifi	Seconded: Ben Hines	Carried

### **11.3 Matters for Noting**

#### **11.3.1 Welcome Fest Report**

Noted

#### **11.3.2 Debates – Overseas Travel**

Noted

#### **11.3.3 International Student Life Research March 2024**

##### **11.3.3.1 1.12.23 Youth Insights USU International Student Life Presentation**

Noted

### **12 Finance Reports, (includes Compliance Report)**

#### **12.1 Board Finance Report**

Michelle noted that there was a strong February result, which included the Manning series of events. The Q1 reforecast will be presented at the April Ordinary Board Meeting. Noted

#### **12.2 USU Compliance Report**

Noted

#### **12.3 Finance Committee Forward Plan**

Noted

#### **12.4 KODA Investment reports**

Noted

### **13 Strategic Plan Refresh Board**

Noted

### **14 Draft Risk Register**

Noted

## **15 Exec Reports**

Reports from the Hon. Secretary, Hon. Treasurer, Vice President and President were taken as read. Naz noted that the Board should contact the ExCo or herself if they had any questions.

Noted

## **16 Other Business**

### **16.1 Reports of Portfolio Holders**

Disability: Grace noted that the first meeting of the DIAP working party had taken place and the launch of the Disability Space will take place on 19 April.

International Students: Sargun thanked Julia for her input.

Queer: Alex noted that an open letter had been sent by the Queer collective:

## **17 Open Question Time**

Nil

## **18 Next Meeting of the Board of Directors**

Thursday, 26 April 2024, 1-3.30pm

## **19 Close of Meeting**

The meeting closed at 3.35pm.