

PUBLIC

BOARD OF DIRECTORS MEETING MINUTES

HELD ON:	13 December 2024
TIME:	1.50 to 2.23pm AEDT
LOCATION:	Cullen Room or Online via Zoom

BOARD OF DIRECTORS

Bryson Constable (BC)	President, Chair – joined in person
Benjamin (Ben) Hines (BH)	Vice President – joined online via zoom
James Dwyer (JD)	Honorary Treasurer – joined online via zoom for only half the meeting at 1.04pm
Julia Lim (JL)	Honorary Secretary – joined in person
Grace Porter (GP)	Director – joined online
Grace Wallman (GW)	Director – no apology received prior to meeting
Sargun Saluja (SS)	Director – joined in person
Ethan Floyd (EF)	Director – joined in person
Georgia Zhang (GZ)	Director – apology
Phan Vu (PV)	Director – joined online
Shirley Zhang (SZ)	Director – joined online
David Wright (DW)	Senate-Appointed Director – no apology received prior to meeting
Tiffany Donnelly (TD)	Senate-Appointed Director – joined in person

USU STAFF

Michael Bromley (MB)	CEO – joined in person
Jane Coles (JC)	Director of Marketing, Membership and Communications – joined in person
Michelle Tonge (MT)	CFO and Director of Corporate Services – joined in person
Sam Trodden (ST)	Director of Student Experience – joined in person
Geraldine Roffe (GR)	Governance Coordinator/Asst. Board Secretary – joined in person

GUEST

Janina Jancu (JJ)	Incoming CEO – joined in person
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The meeting moved to Ex Camera session at 1.50pm.

RESOLUTION		RB#102/24
It was RESOLVED that the Board of Directors move out of 'In Camera' to 'Ex Camera'.		
Proposed: BC	Seconded: GP	Carried

EF advised Honi Soit would not be joining this meeting.

11.0 EX CAMERA: Meeting Administration

11.1 Public Draft Minutes of the Ordinary Board Meeting held 29 November 2024

RESOLUTION		RB#61/24
It was RESOLVED that the Board accept the Public Minutes of the Ordinary Board Meeting held 29 November 2024, contingent on the reference to Honi Soit.		
Proposed: EF	Seconded: GW	Carried

BC public minutes change to page 2 and end of document as well. GR to action this. BC asked if there were any amendments to the public minutes.

11.2 Review Public Action Items from Out of Camera Session Public – 29 November 2024

Action items. Regarding Manning. MB was to discuss this item with Moe but will have a response early 2025. MB noted the numbers were back up for this month. BC noted he will discuss with MT.

BC thanked EF to put his name down on the Welcome Fest event. BC will recirculate the list to the directors and if free in mid-February, please add your name to the list.

Action Item: Directors to add their name to the event list BC will circulate post this meeting.

BC reminded EF to organise the room naming meeting for the new year.

12.0 EX CAMERA Motions and Papers

Risk Register and Dashboard

MB advised there is nothing really to review. If there are any questions on risk register we can field them. There were no questions.

12A-H Finance Report for November 2024 Results

MT advised regarding the finance report, we were anticipating a full year surplus of one million dollars (\$1,000,000), we are still producing a surplus of approximately fifty to one hundred thousand dollars (\$50,000 to \$100,000) for the year (this is due to the one off redundancies). Before any of our investment movements and before the delivery of student services, the deficit is more consistent with one hundred thousand dollars versus one hundred and thirty thousand dollars (\$100,000 versus \$130,000). We are four hundred thousand dollars (\$400,000) ahead of predicted surplus. Once we remove the one off change costs, we still end up one hundred and forty thousand dollars (\$140,000).

Couple of our key outlets are impacted for example CourtYard and Abercrombie, which have been impacted by the university works. HostCo change in strategy team, October and November had some really strong results from a costs and revenue point of view.

BC added when renovations to Carlaw we could factor this into our forecast given the works occurring on campus. Overall, a positive result. Did anyone have any comments or questions for MT. There were none.

BC thanked MT for the work on this. Note year to date, as well as October and November monthly figures.

RESOLUTION		RB#62/24
It was RESOLVED that the Board note and accept the Finance Report for October and November 2024 Results.		
Proposed: EF	Seconded: BH	Carried

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13.0 EX CAMERA Matters for Decision and Motions on Notice

13.1 USU Regulation Changes

BH spoke to the regulation changes. BC prefaced this space that this project has been ongoing for approximately eighteen months now and thanked BH on his work on this project. This is the second stage of changes to the regulations. The tracked changes are in red, there was four days' notice to the board on these changes. BC advised we should go over EF's email items, then if anyone else has got any others, we could turn to that.

BH then referenced EF's email of 10 December 2024 at 12.20pm, the eligibility requirements we can amend to 9.1.1F which will read it must be an aboriginal or Torres Strait island person. (as per EF's suggestion).

The next one was a question, defer to BC and MB regarding the President PD, (referenced on pages 46 and 47 there was a decision to remove alongside the Vice President. BC advised this is a new clause in its entirety. The clause comes from aligning it with what already exists re the executive power is aligned to the presidents role and how those positions function. Executive power of the USU, just explains they have the executive power of the body.

BH referenced EF Pulp for 'at least 3 members'. It currently reads 'at least 1'. The word must + 1 will be accepted by tracked changes.

BC if EF is satisfied to make these changes. BC is happy with the recommended changes EF has raised.

BC asked if anyone else had any other regulation changes, please raise those now. There were none.

Moved to changes to regulations to be accepted, contingent on the changes to be accepted.

RESOLUTION		RB#63/24
It was RESOLVED that the Board accept the changes to the USU Regulations to be accepted contingent on the track changes in the document.		
Proposed: BH	Seconded: EF	Carried

13.2 USU Incorporation Changes

BC asked BH to walk us through the results. BH take the presentation as read. Few things to call out:

Incorporation support is still quite strong, largely and wholly. Slide 7 who did not support incorporation, its important how we communicate and have a clear strategy on this. Other big callout is almost unanimous support for a student chair and majority of student directors on board. We're in a good spot generally.

BC thanked BH for the well-produced document which we can distil to our members key slide to callout is slide 10 – non negotiables, will put us in good stead for the consultation period.

GW thanked BH who was involved in putting this together. Non negotiables element we should have more specificity, set a bottom line we won't go below, using terminology to above the level of 'just majority'. BH answered in terms of the board ones, BH could make it more specific with the exception of the board.

EF added to GW's point, document is very good. Address GW's concern regarding specificity, as was staff survey raw data collation. Could we share a full version of responses we've received with the board, as opposed to how they've been summarised. Anonymised. What was the response, as opposed to how it was summarised.

Action Item: BH to share a full version of responses we've received with the board, as opposed to how they have been summarised. Anonymised. What was the response, as opposed to how it was summarised.

BC thanked BH for his leadership on this project.

14.0 EXECUTIVE REPORTS

14.1 Honorary Secretary Report

JL provided a verbal update on the two to three items she has had carriage of. Additional meeting to wrap up and implement C&S Committee on application process. Brief callout the Student Safety Conference, work is continuing. JL thanked GW, ST and the experience team for bringing this together for 2025.

There were no questions for JL.

RESOLUTION		RB#64/24
It was RESOLVED that the Board note and accept the Honorary Secretary Report.		
Proposed: BH	Seconded: GW	Carried

14.2 Honorary Treasurer Report

JD took his report as read and advised MT covered it really well.

Director courses have been issued by JD and this item is now closed off. That will be an enjoyable course for the directors and thanked MT for her assistance with organising this and providing the board with a great oversight of the financial view of the board. Investment review in January and February 2025. JD wished everyone a Merry Christmas and a Happy New Year.

BC thanked JD to get the training courses done and is a very good use of the SSAF funding.
Moved: BH, 2nd: GW. Carried

RESOLUTION		RB#65/24
It was RESOLVED that the Board note and accept the Honorary Treasurer Report.		
Proposed: BH	Seconded: GW	Carried

14.3 Vice President Report

BH took his report as read and noting a few items, namely the incorporation survey which should have been received by now. On top of this had ongoing discussions on the David Pacey governance consultant. Updated legal advice from G+T and requested all directors to read this advice. Additional incorporation projects, we get down into structures and the like. BH has had a few calls with AW on getting her thoughts, this is an area of the board where the Constitution and Regulatory Review Working Party (CRRWP) to transition to the Incorporation Working Party and asked if any directors who are interested in getting involved in this WP to please advise. Committee reviews and structures. BH to circulate this to directors.

Action Item: BH requested all directors read the legal advice from G+T.

Action Item: BC to circulate details on the transitioning of the CRRWP to an Incorporation Working Party, so that any director who wishes to join that working party is able to request this.

GW enquired regarding incorporation working party how will we work out the scoping of this WP, as opposed to the Governance Committee. BH will have ongoing discussions and a more thorough view as the decisions that require specific approval by the Governance Committee. GW followed up with will this be announced that it will have a limited amount of spots on it.

BC advised it would be a similar situation as the EA WP for example and having a fifteen person committee would not be tenable, however the details of this will be circulated.

EF advised he sent to BH on questions in an email to BH 12 December 2024. BH to respond as soon as is practicable.

There were no questions.

RESOLUTION		RB#66/24
It was RESOLVED that the Board note and accept the Vice President Report.		
Proposed: EF	Seconded: BH	Carried

14.4 President Report

President to hand over Chair of meeting to BH.

RESOLUTION		RB#67/24
It was RESOLVED that the President hand over the chair of the meeting to the Vice President, so President can present his report.		
Proposed: BC	Seconded: GW	Carried

BC updated the board on C&S Committee extraordinary meeting to look at a club framework to ensure resources from a team perspective are not overwhelmed by the amount of new clubs which we are approving. Will also be a good matrix for any new club to adhere to this. This will be something JL, BC, ST and Kelsey will be engaged on in the coming months.

Other item to note is BC thanked everyone's work on the Hodgkinson report last week. BC will send around to board regarding this. BC meeting with the New Chancellor in February 2025, as his onboarding extends for six months. BC has been meeting with Angus, new SRC President to ensure visions are aligned.

BC took the rest of his report as read and wished everyone and their family a Very Merry Christmas (for those that celebrate this).

RESOLUTION		RB#68/24
It was RESOLVED that the Board note and accept the President Report.		
Proposed: JL	Seconded: PV	Carried

RESOLUTION		RB#69/24
It was RESOLVED that the Vice President hand the chair of the meeting back to the President.		
Proposed: BH	Seconded: PV	Carried

14. Verbal Portfolio Reports

Portfolio updates, noting to keep the information relevant.

BC advised we have three (3) new portfolios: Equity, First Nations and the Accommodation Portfolios and we will hold the voting of these before the next board meeting in new year.

EF spoke to the Queer portfolio and advised the only callout is 12 December 2024. Alex Checker meeting in Student Life and overlap in vision and alignment. An opt-in student newsletter, similar to Gadigal Centre, updates and opportunities for identified roles. Alleviate concerns surrounding the Queerspace by continuing to work with the Fischer library team. Another space not restricted by any licensing constraints. Glitter 2025, how we are going to improve the planning, marketing etcetera for a successful event. Establishing a general working party for C&S executive on work on campus.

EF then spoke to the Disability portfolio and the DIAP Report. EF offered a huge congratulations to ST, GW and the incoming and outgoing SRC and Gemma.

EthnoCultural tied to queer. There is still an outstanding email outlining Jess' email, as well as three follow ups, without any action. EF keen to progress from MB and BC on some of these items. MB asked EF on the items for the ethnocultural space to be emailed again please.

Disability space is a continuing issue for students.

SS advised there is an ESG meeting with BC and JC directly after this meeting.

BC thanked SS for leading this project.

BC asked any other portfolio holders. There were none.

BC advised there are opportunities for USU to align with Student Life for example regarding the queer space and we can make actions on this one now. New queer officers have come in now and we will be looking to engage with them. We need to discuss offline, and it is all very positive.

BC thanked EF for his efforts on his portfolios.

BC asked anyone on zoom for portfolio update. There were none.

15. Other Business

BC updated the board with a status updated on David Pacey's response.

EF enquired whether we could provide as an extraordinary measure, provide the ex-camera minutes for the last couple of board meetings to Honi Soit. BC advised Honi Soit will need to ask for this and BC advised this preference would be the approach to follow this policy.

BC thanked everyone for all their hard work today . DW is not here today, and we will be able to celebrate his contribution to the USU board in the new year. Thanked the HODs and the board for a massive year and their contribution in terms of operationally and strategically.

BC again wished everyone a very happy holiday session and advised directly post this meeting, there will be a board social event now at the Flodge.

As always the meeting feedback form is there for everyone to populate.

There being no further business, the meeting closed at 2.23pm.

16. OPEN QUESTION TIME

There were no questions given Honi Soit did not attend this meeting.

17.0 NEXT MEETING AND CLOSE

The next USU Board meeting will be held Friday 28 February 2025 1-3.30pm AEDT.

18. FEEDBACK FORM

The Chair advised there is a feedback form in Our Cat Herder (OCH) on how Board Meetings and the current President are performing. BC encouraged as many Directors as possible to provide their feedback via the completion of this form. This item will be a standing item moving forward.

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