

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

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

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

Zeina Khochaiche	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, Nicholas Dower, Grace Porter, Grace Wallman, Alexander Poirier, David Wright, Cole Scott-Curwood, Sargun Saluja, Bryson Constable, Benjamin Hines, Madhullikaa Singh 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

2. Conflicts of Interest

Nil

The reason to move into camera is to discuss confidential, tenancies and employee matters.

3. Confidential Meeting Administration – In Camera

RESOLUTION		RB#11/24
It was RESOLVED that the Board of Directors move ‘in camera’.		
Proposed: Nazanin Sharifi	Seconded: Bryson Constable	Carried

3.1

RESOLUTION		RB#12/24
It was RESOLVED that the Board of Directors approved the CONFIDENTIAL minutes of the previous Board Meeting, 23 February 2024, subject to inclusion of Julia Lim’s Ethnocultural Report.		
Proposed: Nazanin Sharifi	Seconded: Grace Wallman	Carried

RESOLUTION		RB#13/24
It was RESOLVED that the Board of Directors approved the CONFIDENTIAL minutes of the previous two special Board Meetings on 19 January and 2 February 2024.		
Proposed: Nazanin Sharifi	Seconded: Onor Nottle	Carried

4 Confidential Tenancy Report

RESOLUTION		RB#14/24
It was RESOLVED that in accordance with the USU Spaces Policy, the BOARD OF DIRECTORS approve the offering of a license to Your Dessert Station and endorse Management to negotiate the best possible commercial terms.		
Proposed: Nazanin Sharifi	Seconded: Julia Lim	Carried

Noted

Public Business – out of Camera session

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: Nicholas Dower	Carried

10.1 Meeting of the Previous Board Meeting (Public)

RESOLUTION		RB#16/24
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 2nd 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)

RESOLUTION		RB#17/24
It was RESOLVED that the Board of Directors approved Circular Resolution #2: 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.		
Proposed: Nazanin Sharifi	Seconded: Grace Wallman	Carried

10.3.2 and 10.3.3

RESOLUTION		RB#18/24
<p>It was RESOLVED that the Board of Directors ratify the following two Circular Resolutions presented by the President:</p> <p>Proposed Resolution 1:</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&C team, the Board calls on the P&C Committee to scrutinise the allocation and justification. Outcome: Passed</p> <p>Proposed Resolution 2:</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

RESOLUTION		RB#19//24
<p>It was RESOLVED that the Board of Directors ratify the following two Circular Resolutions presented by Ben Hines:</p> <p>Proposed Resolution 1:</p> <p>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.</p> <p>Proposed Resolution 2:</p> <p>That the Board approve the proposed new Circular Resolutions Policy as attached in Appendix 1 to supersede the presently in force policy.</p>		

Proposed: Benjamin 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.

RESOLUTION		RB#19a/24
It was RESOLVED that the Board of Directors were not in favour of rejecting the New Clubs Application Appeal February 2024.		
Proposed: Madhullikaa Singh	Seconded: Nicholas Dower	Carried

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: Benjamin 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

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 maintain the prohibition on the selling or reselling of t-shirts, but amended the restriction to only those from USU-related elections or events. The proposed amendments 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.

11.2.3.1.1 Additional Standing Order Amendments (1)

Allowing Board Directors to access committee meeting agendas and meeting

The Board approved the amendment to provide access to meeting minutes and agendas for the Board, committees, and other advisory bodies. The Board also approved an amendment from the floor moved by Ben which extended this right to all papers for those meetings. This latter ability was subject to the ability for the Chair of the body to, in advance of any request, designate certain papers as limited to the members of that body.

11.2.3.1.2 Additional Standing Order Amendments (2)

Clarifying Circular Resolution Policy

The Board agreed to the proposed amendment of the phrase in section 1.1.4.

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

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

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

Ethnocultural: Julia thanked Jess and the Operations team for their support in actioning requests for additions and changes to the Ethnocultural Room. Julia also thanked the SRC's Ethnocultural Officers, Rav and Sidra, for passing on those requests from students using the space.

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.