

# PUBLIC

## MEETING: BOARD OF DIRECTORS

**HELD ON:** Friday 31 May 2024

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

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

### BOARD OF DIRECTORS

Nazanin (Naz) Sharifi	President, Chair
Madhullikaa (Madhu) Singh	Vice President
Nicholas (Nick) Dower	Honorary Treasurer
Onor Nottle	Honorary Secretary
Bryson Constable	Director
Benjamin (Ben) Hines	Director
Julia Lim	Director
Grace Porter	Director
Sargun Saluja	Director
Grace Wallman	Director
Alexander (Alex) Poirier	Director
David Wright	Senate-Appointed Director
Alyssa White	Senate-Appointed Director (joined online)
Cole Scott-Curwood	Immediate Past President
Ethan Floyd	Incoming Director (joined the meeting at Item 9.0)
Georgia Zang	Incoming Director (joined the meeting at Item 9.0)
James Dwyer	Incoming Director (joined the meeting at Item 9.0)
Phan Vu	Incoming Director (joined the meeting at Item 9.0)
Shirley Zhang	Incoming Director (joined the meeting at Item 9.0)

### USU STAFF

Michael Bromley	CEO
Michelle Tonge	CFO and Director of Corporate Services
Jane Coles	Director of Marketing, Membership and Communications
Geraldine Roffe	Governance Coordinator/Asst. Board Secretary

## 1. Opening

### 1.1. Welcome and Acknowledgement to Country

The meeting opened 2.38pm.

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, Sargun Saluja, Bryson Constable, Madhullikaa Singh, Julia Lim, Onor Nottle

**Online attendance:** Cole Scott-Curwood, Benjamin Hines left at 2.50pm, Alyssa White joined at 1.40pm.

**Apology:** David Wright

## 2. Conflicts of Interest

Nil

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

8.2 The Board discussed an employee's performance and reward mechanisms.

## Public Business – out of Camera session

### 9 Meeting Administration (Out of Camera)

RESOLUTION		RB#27/24
It was RESOLVED that the Board of Directors move 'out of camera'.		
Proposed: Nazanin Sharifi	Seconded: Onor Nottle	Carried

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

RESOLUTION		RB#28/24
It was RESOLVED that the Board of Directors approved the PUBLIC minutes of the Board Meeting, subject to inclusion of Julia Lim's Ethnocultural Report and edits to Board director naming conventions.		
Proposed: Nazanin Sharifi	Seconded: Bryson Constable	Carried

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

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

- The WHS-related polices are with HWL for a final review. The Code of Conduct, Delegated Level of Authority and WH&S polices have been previously approved.

- The VSU proposed amendment has been redrafted by Ben Hines. Completed
- The risk session workshop took place on 17 May. Completed
- The 2<sup>nd</sup> year handover notes are required by the end of the month. Naz will work with Alyssa White on her handover.

Noted

## 10 Motions on Notice /Matters for Decision / Matters for Noting.

### 10.1 Motions on Notice

#### 10.1.1 Change of bank signatory for USU Bank accounts and USU contacts for the Australian Tax Office.

RESOLUTION		RB#29//24
It was RESOLVED that the Board of Directors approve the addition of Xiaoxin (Michelle) Liang, USU's Finance Manager, as a signatory to all USU bank accounts and as an authorised contact for the Australian Tax Office (ATO), Australian Charities and Not-for-Profits Commission (ACNC) and KODA Investments to speak and provide instructions on behalf of USU.		
Proposed: Nazanin Sharifi	Seconded: Alexander Poirier	Carried

#### 10.1.2 Ratification and approval of Circular Resolutions

RESOLUTION		RB#30//24
It was RESOLVED that the Board of Directors ratify and approve Circular Resolutions presented by the President that have been considered as passed and approved.		
Proposed: Nazanin Sharifi	Seconded: Benjamin Hines	Carried

### 10.2 Matters for Decision

RESOLUTION		RB#31//24
It was RESOLVED that the Board of Directors approve the WH&S Policy, which was tabled at the March Board Meeting.		
Proposed: Nazanin Sharifi	Seconded: Grace Wallman	Carried

### 10.3 Matters for Noting

#### 10.3.1 USU Proposed Amendments: Constitution

The Board noted:

3.1(h): The dissent and other views to the VSU amendment.

**Action: Ben will redraft the amendment to accommodate the varied views of the Board. Completed**

10.2 (d) i-v: Replacement of vacancy if gender-diverse criteria could not be met. The Board agreed that a filled vacancy was preferred over an empty vacancy.

10.3: If a vacancy occurs then one extra vote goes to the Chair, as a last resort.

11.2(c): Scheduling a Special Meeting. The President shall call a Special Meeting, when it is not appropriate for the CEO to do so.

8.2(d): Four board directors are required to request a Special Meeting.

RESOLUTION		RB#32/24
It was RESOLVED that the Board of Directors endorse the USU Proposed Amendments to the Constitution, subject to amendment to clause (3.1.1).		
Proposed: Nazanin Sharifi	Seconded: Alexander Poirier	Carried

Noted

## 11 Finance Reports

### 11.1 Board Finance Report

Michelle noted the actual financial results for March 2024.

Noted

### 11.4 2023 Auditor's Report (unsigned)

Noted

### 11.5 Auditor Clearance Report

Noted

## 12 Strategic Plan Refresh Board

The CEO advised the refresh strategy will be presented to Board at June Board meeting. The CEO also advised the Risk Register has been dissected extensively and will be condensed and simplified for each risk to incorporate the specific legal risk in each category. The CEO also asked if there was a Board appetite to include in the Board Induction for incoming Directors.

Noted

## 13 Draft Risk Register

Noted

## 14 Exec Reports

### 14.1 Report of the Honorary Secretary

Onor Nottle acknowledged Clare for all her work on the Gala and the PULP team who had published their last edition and the event attached to this.

Onor Nottle advised the student safety conference and implementing the recommendations of that action plan. A working group is being established to identify any gaps in any of the action plans.

The President thanked Onor Nottle for her report.

Noted

### 14.2 Report of the Honorary Treasurer

There were no substantive updates.

Noted

### 14.3 Report of the Vice President

The Vice President advised a Governance and update form has been circulated to all committee members to ensure a smooth transition for the incoming executives and committee.

The Vice President acknowledged the first year executive elections next week and that she was keen to handover to the incoming Vice President.

The President advised that for any Committee Chairs, a Terms of Reference would be provided.

Noted

### 14.4 President's Report

The President's Report was taken as read and will be the current President's second last report.

The President also stated that the month was a mammoth one with various external and internal stakeholder meetings and EA Working party, along with the incorporation timeline. There is some tension on campus but wants to ensure the new Board, Committees and Working Parties are all set up for success. Direct any queries to the President.

All Executive Reports are read and delivered.

Noted

## 15 Other Business

### 15.1 Reports of Portfolio Holders

Disability: Grace noted the work in this space

International: Sargun noted the work in this space.

Queer: Alex congratulated Grace on the launch of the Disability Space.

Ethnocultural: Julia congratulated Grace Wallman on the work she's done in this space.

Updates to be delivered in a succinct form.

Julia Lim acknowledged Jess Reed and the Operations team for following up any student requests. handover guide.

Grace – DIAP working party are ongoing. Consultations are ongoing. Seeking approval USU P&C for a PD for a new role. Acknowledge the work of Sam Trodden in this space.

Sargun - Working on working party – long term sustainability strategy for USU with Naz. If anyone is interested to join the working party, please contact her.

Ethnocultural: Julia congratulated Grace Wallman on the launch of the Disability Space and the USU design team on the QR code feedback concept which could be extended to other student spaces. Julia sent the QR information to Grace Porter to support the Wom\*n's group.

**16 Open Question Time**

Nil

**17 Next Meeting of the Board of Directors**

Friday 28 June, 2024 at 1-3.30pm AEST

**18 Close of Meeting**

The meeting closed at 2.50pm.