

# PUBLIC

## BOARD OF DIRECTORS MEETING MINUTES

<b>HELD ON:</b>	27 September 2024
<b>TIME:</b>	1.00 to 3.30pm AEST
<b>LOCATION:</b>	Cullen Room or Online via Zoom

### BOARD OF DIRECTORS

Bryson Constable (BC)	President, Chair – joined in person
Benjamin (Ben) Hines (BH)	Vice President – joined in person and online
James Dwyer (JD)	Honorary Treasurer – joined in person
Julia Lim (JL)	Honorary Secretary – joined in person
Grace Porter (GP)	Director – joined online
Grace Wallman (GW)	Director – absent
Sargun Saluja (SS)	Director – joined in person
Ethan Floyd (EF)	Director – joined online
Georgia Zhang (GZ)	Director – joined online
Phan Vu (PV)	Director – joined in person
Shirley Zhang (SZ)	Director – joined in person
David Wright (DW)	Senate-Appointed Director – joined online
Tiffany Donnelly (TD)	Senate-Appointed Director – joined in person
Nazanin (Naz) Sharifi (NS)	Immediate Past President – joined in person

### GUESTS

Martin Cunningham	University Infrastructure (UI) – left meeting at 1.31pm
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### USU STAFF

Michael Bromley (MB)	CEO – joined in person
Jane Coles (JC)	Director of Marketing, Membership and Communications – joined online
Jess Reed (JR)	COO – 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

The meeting moved to Out of Camera session at 2.53pm.

## 11.0 OUT OF CAMERA: Meeting Administration

### 11.1 Public Draft Minutes of the Ordinary Board Meeting held 30 August 2024

<b>RESOLUTION</b>		<b>RB#37/24</b>
It was RESOLVED that the Board accept the Public Minutes of the Ordinary Board Meeting held 30 August 2024.		
Proposed: JD	Seconded: SS	Carried

There were no edits of the Draft Public Minutes and BC thanked secretariat for high level minutes.

### 11.2 Review Public Action Items from Out of Camera Session Public – 30 August 2024

BC spoke to the following Action Items: 11.4 – USU investment review thanked EF for raising this item. BC will take this to the working group. This can be closed. 11.2 – JD to spoke with MT. JD will circulate an email to the board regarding the financial training. BC thanked both JD and MT for their work on this. Keep this one open. KODA have provided an update, and this will be provided to the board at the October meeting. Item 10.1 (this one) can be closed.

## 12.0 Out of Camera Motions and Papers

### 12.1 Finance Report

MT took the finance report as read, with the following highlights. MT talked to the actual results. Surplus in August was higher due to cost savings and very strong sponsorship and event income. In the next board report will be viewed and clearer revenue and expenses will be built into the review for budget and 2025 year.

BC – thanked MT. Setting USU financial buffer and the benefit of having more of a buffer is quite important and be looking at a quite a clear view for budgeting process. This can occur this month as we make headway into the 2025 budget process.

There were no questions.

<b>RESOLUTION</b>		<b>RB#38/24</b>
It was RESOLVED that the Board note and accept the Finance Report.		
Proposed: JD	Seconded: JL	Carried

### 12.2 Risk Register and Dashboard

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

## 13.0 EXECUTIVE REPORTS

### 13.1 Honorary Secretary Report

JL took her report as read and talked to the PULP launch in September, there is some great content which PULP are producing. Student Conference happening in PULP space. JL sat in on the Inaugural meeting focussed on Welcome Fest, students shared thoughts, suggestions, feedback and for USU to engage across all feedback provided. JL thanked the Student Development Manager.

JL thanked GP for continuing the Student Conference meetings and also thanked the S&C team for all the work they do. Club Executive Survey was omitted from this report. ST and GW were thanked for the work they have done in the DIAP space.

There were no further questions and BC echoed thanks for Zac and the C&S team.

<b>RESOLUTION</b>		<b>RB#39/24</b>
It was RESOLVED that the Board note and accept the Honorary Secretary Report.		
Proposed: PV	Seconded: JD	Carried

### 13.2 Honorary Treasurer Report

JD took this report as read and advised there were not as many updates as last month. Thanked MT for all her and the finance team work in this space. JD advised the Board the focus is on P&C great to hear on all the initiatives out of the P&C Committee. There has also been an overwhelming response to the Investment review from Directors.

There were no questions.

<b>RESOLUTION</b>		<b>RB#40/24</b>
It was RESOLVED that the Board note and accept the Honorary Treasurer Report.		
Proposed: SZ	Seconded: SS	Carried

### 13.3 Vice President Report

BH too his report as read and spoke to highlighted on publicly important items (for Honi benefit) on incorporation. Important to engage with stakeholders that USU needs to engage with over last month in a multi directional way, survey response and it has provided some useful information for board to consider for communication to be better. BH will provide for public consultation once surveys have been closed off. Incorporation will not affect the USU autonomy, student representation or a political move. Good to know where the concerns are coming from.

FAQ document distributed – provided answers particularly to members and there were social media posts yesterday. With all this information staff and members can be comfortable with this detail. Positive process to date.

## Amendments to USU Constitution

BH and BC have met with OGC during the month. All other items can be read in report.

BC thanked BH for making the incorporation item as collaborative as possible. Thanked JC and her team and Justin Isip on getting this information out to everyone.

There were no questions.

<b>RESOLUTION</b>		<b>RB#41/24</b>
It was RESOLVED that the Board note and accept the Vice President Report.		
Proposed: SS	Seconded: SZ	Carried

### 13.4 President Report

President to hand over Chair of meeting to BH.

<b>RESOLUTION</b>		<b>RB#42/24</b>
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: JD	Carried

BH thanked BC.

BC presented a summary of content of the President Report and BC advised he will take his report as read. The Board Charter is a new initiative and was great to have those Directors in the informal meeting to review, remove or revise items in the newly constructed Board Charter. BC thanked JL for all her work on this. BC advised the Board are trying to improve transparency.

DGR status mtg with Darren Goodsir, Chief of Staff (CoS) to Deputy Vice Chancellor (DVC), so can look at more revenue channels and project-based funding opportunities for the USU. JD and BC will meet with university on this one and will liaise with MT team regarding what is involved.

BC met with other university presidents to collaborate within each of the institutions. These meetings have been productive to date, with more meetings to occur in the next few weeks. BC wants to engage in the process of a more open dialogue for all the student unions. Will update the board regarding progress on this item.

BC has been speaking with EF on the naming of the Holme building, level 6 meeting room. Will engage with the board before the next board meeting on renaming other buildings on campus too. Will collaborate with board on this one too.

**Action Item: BC to engage with Board regarding the naming of Holme building, level 6 meeting room.**

BC thanked all SLT for exceptional quality of reporting and for all their hard work & thanked GR for high quality reporting.

<b>RESOLUTION</b>		<b>RB#43/24</b>
It was RESOLVED that the Board note and accept the President Report.		
Proposed: SS	Seconded: JD	Carried

<b>RESOLUTION</b>		<b>RB#44/24</b>
It was RESOLVED that the Vice President hand the chair of the meeting back to the President.		
Proposed: JL	Seconded: PV	Carried

#### **14.0 Verbal Portfolio Reports**

BC thanked BH and move to item 14 for portfolio update and asked portfolio to be relevant and keep to time please.

SS thanked JR and JC with impact on the sustainability. Impact has sent a proposal which could be an agenda item for an upcoming meeting. Just wanted to thank BH on all the work he has done and in progress with regarding the incorporation.

BC thanked SS for her work in the Sustainability portfolio.

EF provided an update on the EthnoCultural portfolio and spoke to the renaming of the G01 space in the Wentworth building. EF highlighted by renaming this building, it would serve as a step to decolonise and would be in line with the USU Reconciliation Action Plan. Hopes to bring this item to the next board meeting.

EF provided an update also on the Queer portfolio and stated the feedback from students has been positive.

EF went on in his capacity as Disability portfolio holder and stated there were accessibility concerns with the Someday Soon event, as it would have been great to provide more accessibility for this group of the student community. Manning lift updates. Outcome of initial meeting with Olivia on DIAP.

BC thanked EF on all the great work they are doing in these important portfolios.

SZ provided an update on the international portfolio and advised she has recently met with the Representative Committee NSW who have had their Inaugural meeting.

BC thanked SZ for all the work she is doing in this portfolio space.

GZ advised there were no updates from her for the Wom\*ns portfolio.

There were no other portfolio updates.

#### **15.0 Other Business**

BC asked if there were any other business before questions and answers from Honi Soit.

NS advised she had missed the July Board meeting, being her last meeting as President. NS advised the Board she had tendered her resignation to MB as the Immediate Past President (IPP), as it was time to move on from USU and hoping the Executive and Board will be a united and strong board with a reminder that a united board is a strong board that that contentious matters do arise within each tenure of each Board. NS stated it had been a pleasure to work with USU over the last two (2) years and wished the Board the best of luck with everything and for the Board to thrive in the next year.

BC thanked NS for all her time over the last two (2) and a bit years at the USU, as she has had a substantial input into important items for the USU regarding the recent EA and the CEO recruitment and wished NS all the very best.

## **16.0 OPEN QUESTION TIME**

**Honi Soit had two (2) questions to ask.**

### **1. The resignation and the process to fill IPP role and what are the options.**

BC answered the resignation of IPP is not a new item, as this has occurred in past Boards. He then continued to advise that given the resignation has only happened overnight, BC intention would be to have an additional level of expertise when filling the role of IPP.

### **2. Incorporation**

Honi Soit then asked a question on the Incorporation item including BH brief response in his Vice President Report on the overwhelming response. How were the smaller queries being dealt with?

The Chair responded that a lot of the small considerations may be perhaps around the lack of familiarity and understanding with the Incorporation process. For example, the methods currently in progress is through Town Halls and FAQ and for staff and members to provide direct feedback to Board.

Honi replied there were serious opposition for the idea of Incorporation in Honi and the Board Director who commented anonymously.

The Chair advised this was a breach of the fiduciary and legal duties of the office of that Director and that this breach will be taken seriously with an internal investigation to be undertaken. Currently, we are at the beginning of this investigation process and this item has not been shared with the Board due to its high level of confidentiality. We are however, continuously engaging with Directors on this item.

There were no other questions from Honi Soit.

## **18.0 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 thanked EF on his feedback to date and 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.

## **17.0 NEXT MEETING AND CLOSE**

The next USU Board meeting will be held Friday 25 October 2024 between 1-3.30pm AEDT.

There being no further business, the meeting closed at 3.27pm.