

# PUBLIC

## MEETING: BOARD OF DIRECTORS

**HELD ON:** Friday 26 April 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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Michael Bromley	CEO
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Michelle Tonge	CFO and Director of Corporate Services
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Jane Coles	Director of Marketing, Membership and Communications
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Carole McElligott	Governance Coordinator/Asst. Board Secretary
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### GUESTS

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Alexandra Gerodias	Pitcher Partners Sydney – left at 1.25pm
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John Gvaljak	Pitcher Partners Sydney – left at 1.25pm
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## 1. Opening

### 1.1. Welcome and Acknowledgement to Country

The meeting opened 1:05pm.

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)

<b>RESOLUTION</b>		<b>RB#27/24</b>
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)

<b>RESOLUTION</b>		<b>RB#28/24</b>
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 policies are with HWL for a final review. The Code of Conduct, Delegated Level of Authority and WH&S policies 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

### 11.2 Q1 Reforecast

Michelle noted that there will surplus of \$200k by the end of 2024. Michelle noted the movement between the approved 2024 budgeted surplus and Q1 reforecast surplus. These movements included YTD actual results ahead of budget, carry over budgeted Opex from Q1 and reduced income Apr-Dec. Michelle noted that CapEx approval is required for \$127k for IT and the USU Gala.

RESOLUTION		RB#33/24
It was RESOLVED that the Board of Directors approve the Q1 Forecast and CapEx expenditure.		
Proposed: Nazanin Sharifi	Seconded: Nicholas Dower	Carried

### 11.3 2023 Audited Finance Report (unsigned)

John Gavljak, Pitcher Partners, took the Audited Finance Report, Auditor's Report and Audit Clearance Report, as taken as read. John noted that the Finance Reports were endorsed by the Finance Committee on 22 April.

Noted

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

Noted

#### 11.5 Auditor Clearance Report

Noted

<b>RESOLUTION</b>		<b>RB#34/24</b>
It was RESOLVED that the Board of Directors approved the Audited Finance Report and the Auditor Clearance Report.		
Proposed: Nazanin Sharifi	Seconded: Madhullikaa Singh	Carried

<b>RESOLUTION</b>		<b>RB#35/24</b>
It was RESOLVED that the Board of Directors approve the re-appointment of Pitcher Partners Sydney as Auditors for the USU in 2024.		
Proposed: Bryson Constable	Seconded: Grace Wallman	Carried

#### 12 Strategic Plan Refresh Board

Noted

#### 13 Draft Risk Register

Noted

#### 14 Exec Reports

The Executive Committee welcomed Michael Bromley, CEO, to his first board meeting.

##### 14.1 Report of the Honorary Secretary

PULP's last edition will be launched shortly. Grace Wallman chaired the Debates Committee Meeting in March. Onor is working with Grace on the Disability portfolio. Onor will meet with SEN and Student Life with regards to the Student Safety Conference. Onor noted the USyd encampment and the importance of supporting student well-being and safety, as well as encouraging a safe protest.

Noted

##### 14.2 Report of the Honorary Treasurer

Nick noted that USU had 100% of the SSAF funding application approved. There is a provision in this funding for a sustainability audit.

Noted

##### 14.3 Report of the Vice President

Madhu noted the review of the committees for the benefit of the next board. There will be a debriefing meeting from the Festival of Creativity.

Noted

#### **14.4 President's Report**

Naz asked for any questions on her report.

Noted

### **15 Other Business**

#### **15.1 Reports of Portfolio Holders**

**Disability:** Grace noted the successful launch of the Disability Space. Grace noted that the DIAP was progressing and included an internal training and capability program. Grace is working with Onor to arrange for USU to become a member of the Hidden Disabilities sunflower Initiative, as part of the DIAP WP. Meetings with a DIAP consultant are planned.

**International:** Sargun noted that it was Earth Month. She noted that she was working towards utilising the sustainability consultant.

**Queer:** Alex congratulated Grace on the launch of the Disability Space. Drag bingo is scheduled next week. Alex will provide suggestions for the Queer Space at the next board meeting.

**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 31 May, 1-3.30pm

### **18 Close of Meeting**

The meeting closed at 2.50pm.