

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 14 December 2020

TIME: 1:07pm to 1:59pm

LOCATION: Sutherland Room, Holme Building

BOARD OF DIRECTORS

Ruolin Ma	President, Chair	Present
Nick Forbutt	Vice President	Present
Caitlin Brown	Honorary Treasurer	Present via audio-visual link
Yinfeng Shen	Honorary Secretary	Present
Benjamin Hines	Director	Present
Ruby Lotz	Director	Present
Kailin Qin	Director	Present via audio-visual link
Nicholas Rigby	Director	Present via audio-visual link
Belinda Thomas	Director	Present
Di Wang	Director	Present via audio-visual link
Prudence Wilkins-Wheat	Director	Present
Jane Drummond	Senate Appointed Director	Present via audio-visual link
Marie Leech	Senate Appointed Director	Present via audio-visual link
Connor Wherrett	Immediate Past President	Present via audio-visual link

USU STAFF

Jess Reed	Acting Chief Executive Officer	In attendance
Rebecca Sahni	Director of Finance	In attendance
Dane Luo	Board Secretary	In attendance

OBSERVERS

Marlow Hurst	In attendance via audio-visual link
Maxim Shanahan	In attendance via audio-visual link

MINUTES

1. Opening

The meeting opened at 1:07pm.

The Chair delivered the Acknowledgement of Country.

1.1 Apologies and Leaves of Absence

Caitlin Brown, Kailin Qin, Nicholas Rigby, Di Wang, Jane Drummond, Marie Leech and Connor Wherrett requested to attend the meeting online via audio-visual link.

Connor Wherrett requested an apology for an early departure at 1:50pm.

Resolved

B271/20

That the BOARD OF DIRECTORS accepts the requests of Caitlin Brown, Kailin Qin, Nicholas Rigby, Di Wang, Jane Drummond, Marie Leech and Connor Wherrett to attend the meeting via audio-visual link and accepts the apology of Connor Wherrett.

Mover: Yinfeng Shen

Seconder: Nicholas Forbutt

13 For / 0 Against / 0 Abstain

1.2 Disclosure of Conflicts of Interest

There were no disclosures of conflicts of interest.

2. Meeting Administration

2.1 Minutes of the Previous Meeting

The draft Minutes of the BOARD OF DIRECTORS held on 27 November 2020 was tabled and taken as read.

The BOARD OF DIRECTORS made an amendment to the Minutes.

Resolved

B272/20

That the Minutes of the BOARD OF DIRECTORS held on 27 November 2020, as amended, be approved as a true and correct record.

Mover: Benjamin Hines

Seconder: Prudence Wilkins-Wheat

13 For / 0 Against / 0 Abstain

2.2 Business Arising from the Minutes Not Addressed Elsewhere

No business arising from the Minutes not addressed elsewhere.

2.3 Open Question Time

Maxim Shanahan asked about the appropriateness of Directors to be changing their attendance between Zoom and in-person. **Ruolin Ma** said that it was a special case because a Director is sick. The BOARD OF DIRECTORS decided this meeting would be a special case and would be conducted in-person.

Maxim Shanahan asked about the October minutes. **Ruolin Ma** said that the delay was due to the heavy workload with the SSAF application, committee work and annual budget.

Maxim Shanahan asked about the recommendations and amendments from the Transparency Review and when the documents will be publicly released. **Ruolin Ma** said that the BOARD OF DIRECTORS made a Governance Committee because the BOARD OF DIRECTORS is transparent. There remains a lot of policy work that needs to be done by the Governance Committee. Time will be used in the holidays to draft changes the policies. It will hopefully be passed and adopted in late February or early March 2021. The BOARD OF DIRECTORS can release it in March 2021.

Maxim Shanahan asked whether there are any plans to increase staff capacity to 100%. **Ruolin Ma** said that staff capacity is at 80%. It will be reviewed based on the financial situation. The BOARD OF DIRECTORS has not discussed increasing staff capacity further.

2.4 Motions on Notice

Pursuant to article 1.1 of the *Constitution*, four clear working days' notice was provided for the following Special Resolutions.

2.4.1 Amendment to the *Regulations* for Pulp Editors

Recommendation 1: That the BOARD OF DIRECTORS approves the changes to the Regulations at clause 7.1 (d) to read: "At least three Pulp editors, of which at least one must be multi-lingual", and to strike 7.1 (e) from the Regulations.

Recommendation 2: That the BOARD OF DIRECTORS approve the recruitment of three Pulp editors, of which at least one must be multilingual, to commence in March 2021.

An explanatory memorandum was tabled and taken as read.

Jess Reed explained that there have been discussions with the Directors of Student Publications and outgoing Pulp Editors. The proposed model provides flexibility with the number of editors as the financial situation improves. This presents a sustainable model to service the campus.

Yinfeng Shen sought clarification about the total number of Pulp Editors. **Jess Reed** clarified that the model presented in the explanatory memorandum includes a senior editor and onloading costs.

Resolved

B273/20

That the BOARD OF DIRECTORS, by Special Resolution pursuant to article 9.2(e) of the *Constitution*:

1. Accepts the recommendations; and

2. Notes the explanatory memorandum.

Mover: Yinfeng Shen

Seconder: Benjamin Hines

13 For / 0 Against / 0 Abstain

3. Matters for Discussion

3.1 CEO/Secretariat Report

Recommendation 1: That the BOARD OF DIRECTORS notes the Report.

The report was tabled and taken as read.

Jess Reed noted that this report is an update from the last meeting for information asked for. It was noted that there will be regular reporting of cost of goods sold and inventory purchases, consistent with the recommendations of the independent external consultant.

Resolved

B274/20

That the BOARD OF DIRECTORS accepts the recommendation and notes the CEO/Secretariat Report.

Mover: Belinda Thomas

Seconder: Ruby Lotz

13 For / 0 Against / 0 Abstain

3.2 Other Matters for Discussion

No other matters for discussion.

4. Matters for Decision

4.1 Other Matters for Decision

No other matters for decision.

4.2 Confidential Business

The Chair stated that confidential business included discussion of the Budget, which contains sensitive information.

Resolved

B275/20

That the BOARD OF DIRECTORS move in camera.

Mover: Jane Drummond

Seconder: Yinfeng Shen

13 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved in camera at 1:19pm.

Resolved

B276/20

That the Confidential Minutes of the BOARD OF DIRECTORS held on 27 November 2020, as amended, be approved as a true and correct record.

Resolved

B277/20

That the BOARD OF DIRECTORS accepts the recommendations of the Finance Committee and management.

Resolved

B278/20

That the BOARD OF DIRECTORS, pursuant to article 13.3(b) of the *Constitution*, accepts the recommendation and ratifies the appointment of Ruth Altman as Director of People and Culture.

Resolved

B279/20

That the BOARD OF DIRECTORS move out of camera.

Mover: Prudence Wilkins-Wheat

Seconder: Ruby Lotz

13 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved out of camera at 1:58pm.

5. Matters for Noting

5.1 Other Matters for Noting

No other matters for noting.

6. Close of Meeting

6.1 Matters for Disclosure

No matters for disclosure.

6.2 Next Meeting

The next meeting of the BOARD OF DIRECTORS is held on Friday 26 February 2020 at 1:00pm in a location to be determined.

The meeting closed at 1:59pm.