

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 10 December 2021

TIME: 1:05pm to 2:57pm

LOCATION: Online via Zoom

BOARD OF DIRECTORS

Prudence Wilkins-Wheat	President, Chair	Present via audio visual link
Ruby Lotz	Vice President	Present via audio visual link
Benjamin Hines	Honorary Treasurer	Present via audio visual link
Kailin (Vikki) Qin	Honorary Secretary	Present via audio visual link
Belinda Thomas	Director	Present via audio visual link
Telita Goile	Director	Present via audio visual link
Isla Mowbray	Director	Present via audio visual link
Cole Scott-Curwood	Director	Present via audio visual link
David Zhu	Director	Present via audio visual link
Du Du	Director	Present via audio visual link
Nicholas Comino	Director	Present via audio visual link
David Wright	Senate Appointed Director	Apology
Marie Leech	Senate Appointed Director	Present via audio visual link
Irene Ma	Immediate Past President	Present via audio visual link

USU STAFF

Andrew Mills	Chief Executive Officer	In attendance via audio visual link
Oliver Harding	Assistant Board Secretary	In attendance via audio visual link
Rebecca Sahni	Director of Finance	In attendance via audio visual link

OBSERVERS

Ellie Stephenson, Marlow Hurst, Sam Randle & Khanh Tran	Honi Soit Editors	In attendance via audio visual link
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MINUTES

1. Opening
1.1 The meeting opened at 1:05PM The Chair delivered the Acknowledgement of Country.
1.2 Apologies and Leaves of Absence David Wright requested an apology. Resolved B124/21: That the BOARD OF DIRECTORS approves the apology requested by David Wright. Mover: David Zhu Seconder: Telita Goile 13 For / 0 Against / 0 Abstain; Carried.
1.3 Disclosure of Conflicts of Interest There were no disclosures of conflicts of interest.
2. Meeting Administration
2.1 Minutes of the Previous Meeting The Board noted a typo on page 4. The Board noted that on page 25 – it should read Andrew Shim not Andrew Finch. Resolved B125/21: That the BOARD OF DIRECTORS approves the minutes of the previous meeting en bloc. Mover: Cole Scott-Curwood Seconder: Vikki Qin 13 For / 0 Against / 0 Abstain; Carried.
2.2 Business Arising from the Minutes Not Addressed Elsewhere No business arising from the Minutes not addressed elsewhere.
2.3 Motions on Notice There were no motions on notice.
3. Matters for Discussion

3.1 Committee Review – report from the Vice President

The Vice President noted the compilation of the Committee review over the past month. The purpose of the review was to provide an opportunity to reflect on the performance of USU Committees and their Chairs.

47 directors, staff, and external members with a response rate of 65%

Executive Committee

- Significant overlap/repetition with CEO-Pres/VP meetings
- Lack of handovers leading to institutional knowledge loss

Finance committee

- Broad satisfaction with Chair performance
- Skills/Experience gap – desire for training for incoming Board
- Desire for more experienced finance professional as members

P&C committee

- Lack of interaction outside of meetings
- Skills gap leading to lack of meaningful contribution
- Composition- more experienced professionals to sit on the committee
- Need for committee to be more strategic in its outlook

Governance committee

- Need for more high-level strategic discussions
- Interest in appointing an external chair

WHS committee

- High satisfaction with chair

Clubs & Societies committee

- C&S coordinator should be formally added
- Too much time spent on operational/managerial matters
- Excessive number of board directors

Debates Committee

- Unnecessary to have multiple executives sitting on the committee without any knowledge/experience of debating

Overall Weaknesses

- Lack of clarity pertaining to the term lengths of external committee chairs/members
- Skills imbalances between committee members
- Lack of training/skills
- No formalised handover system

Future Suggestions

- Risk Committee
- ESG Committee

The Board raised how the selection of external committee chairs is conducted. It was noted that

It was noted that the President's expense report was not delivered as there were no Board expenses in the calendar year.

3.2 Welcome Fest 2022

The Board was taken through the new designs for Welcome Fest 2022 poster and redesigned t-shirts for staff and students whilst performing Welcome fest duties.

3.3 Reimaging PULP

The Board noted that through collaboration with various board directors, there is a desire to expand the remit and scope of the PULP editors.

The Board gave a background on the formation of the PULP as well as a rationale for the new structure.

The 2022 Budget has allocated the required funding needed for PULP's expansion, however this amount has now been allocated via the SSAF funding wins.

3.4 USU Review

The Board noted that the undertaking of a USU review will assess the strategic direction of USU's forward momentum as well as risk related changes.

The review will run until the June 2022 Board meeting and will see a consultation and review two-stage process to ensure engagement is maintained throughout.

It was suggested that external members involved in the review have an institutional understating of the USU and similarly structured organisations.

Resolved B126/21:

That the BOARD OF DIRECTORS notes the initiatives en bloc.

Mover: Ruby Lotz

Seconder: Cole Scott-Curwood

13 For / 0 Against / 0 Abstain; **Carried.**

4. Matters for Decision

4.1 2022 Budget Approval

It was noted that the large contestable and residual SSAF funding allocations, the 2022 Budget has been re-worked over the last few weeks.

The Board was run through high level figures:

- Operating contribution (OC) increased quite dramatically, with \$250K DNSW funding moved to 2022
- Total final OC for 2022 is \$895K
- \$1.4M contestable funding from the University
- \$655K will be transferred into equity/reserves account
- Capex budgeted at \$692.5K

Resolved B127/21:

That the BOARD OF DIRECTORS approves the OpEx and CapEx 2022 budget.

Mover: Ben Hines

Seconded: David Zhu

13 For / 0 Against / 0 Abstain; **Carried.**

4.2 Governance Chair report

The Governance Committee Chair noted that the report detailed 15 changes to the *Constitution* and *Regulations* to be reviewed at the next meeting of the Governance Committee before final approval to the Board early in 2022.

Resolved B128/21:

That the Board endorse the recommended changes for final discussion of the *Governance Committee* to be presented at the beginning of 2022 for the purpose of making the relevant amendments

Mover: David Zhu

Seconded: Marie Leech

13 For / 0 Against / 0 Abstain; **Carried.**

4.3 USU Vaccination Policy

It was noted that the Board that the USU Mandatory Vaccination Policy was approved by the Governance Committee via circular motion and has had detailed feedback from both staff and legal advisors.

Resolved B129/21:

That the BOARD OF DIRECTORS approves the Mandatory vaccination policy.

Mover: Ruby Lotz

Seconded: Belinda Thomas

13 For / 0 Against / 0 Abstain; **Carried.**

5. Open Question Time

Honi Soit

- Given the previous USU printed publication (BULL) was phased out, how does the Board see reimagined Pulp being different?
 - **The Board** noted that Pulp will have more of a vision, strategic direction and produce more high-quality publications moving forward. Pulp will be more fully resourced than before with a new selection process for editors.
- Could the Board expand on the selection panel for editors?

- **The Board** noted that the USU will appoint a Senior Editor. Following this appointment interested parties may form an ‘editorial ticket’ and pitch their editorial ideas and creative execution. The selection panel will select the top 3 tickets and the people’s choice will narrow this down to the top 2 tickets. It is envisaged that the Pulp editor selection process be consultative and engage with the university community.
- Does the university have a contingency plan if the new COVID Omicron variant impacts on campus facilitations?
 - **The Board** noted that they haven’t heard anything as of yet.

5.1 Confidential Business

Kelsey Rimmer entered the meeting at 2:08pm

Resolved B130/21:

That the BOARD OF DIRECTORS moves in camera.

Mover: Isla Mowbray

Seconder: Telita Goile

13 For / 0 Against / 0 Abstain; **Carried.**

Resolved BC047/21:

Pursuant to resolution B130/21, the Board moved out of camera at 2:53pm.

Mover: Belinda Thomas

Seconder: Cole Scott-Curwood

13 For / 0 Against / 0 Abstain; **Carried.**

6. Close of Meeting

6.1 Next Meeting

The next meeting of the BOARD OF DIRECTORS is held on Friday 28 January 2022 at 1:00pm in person or via audio visual link.

The meeting closed at 2:57pm.