## MINUTES

### MEETING: BOARD OF DIRECTORS

**HELD ON:** 10 December 2021  
**TIME:** 1:05pm to 2:57pm  
**LOCATION:** Online via Zoom

### BOARD OF DIRECTORS

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

### USU STAFF

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Andrew Mills</td>
<td>Chief Executive Officer</td>
<td>In attendance via audio visual link</td>
</tr>
<tr>
<td>Oliver Harding</td>
<td>Assistant Board Secretary</td>
<td>In attendance via audio visual link</td>
</tr>
<tr>
<td>Rebecca Sahni</td>
<td>Director of Finance</td>
<td>In attendance via audio visual link</td>
</tr>
</tbody>
</table>

### OBSERVERS

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ellie Stephenson, Marlow Hurst, Sam Randle &amp; Khanh Tran</td>
<td>Honi Soit Editors</td>
<td>In attendance via audio visual link</td>
</tr>
</tbody>
</table>
# 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/menial 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 eternal 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 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?
o 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?
  o 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.