

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 31 July 2020

TIME: 1:04pm to 3:08pm

LOCATION: Online via Zoom

BOARD OF DIRECTORS

Ruolin Ma, President, Chair (via audio-visual link)

Nick Forbutt, Vice President (via audio-visual link)

Caitlin Brown, Honorary Treasurer (via audio-visual link)

Yinfeng Shen, Honorary Secretary (via audio-visual link)

Benjamin Hines, Director (via audio-visual link)

Ruby Lotz, Director (via audio-visual link)

Kailin Qin, Director (via audio-visual link)

Nicholas Rigby, Director (via audio-visual link)

Belinda Thomas, Director (via audio-visual link)

Di Wang, Director (via audio-visual link)

Prudence Wilkins-Wheat, Director (via audio-visual link)

Jane Drummond, Senate Appointed Director (via audio-visual link)

Marie Leech, Senate Appointed Director (via audio-visual link)

Connor Wherrett, Immediate Past President (via audio-visual link)

USU STAFF

Jess Reed, Acting Chief Executive Officer (via audio-visual link)

Dane Luo, Board Secretary (via audio-visual link)

OBSERVERS

Matthew Forbes (via audio-visual link)

Nicolette Preketes-Tardiani (via audio-visual link)

Lara Sonnenschein (via audio-visual link to 1:40pm)

Muhan Zhou (via audio-visual link)

MINUTES

1. Opening

The meeting opened at 1:03pm.

The Chair delivered the Acknowledgement of Country.

1.1 Apologies and Leaves of Absence

Due to the global COVID-19 pandemic, the meeting was conducted online via audio-visual link.

Ruolin Ma said that she needed to leave at 3:00pm.

The BOARD OF DIRECTORS agreed to conduct this meeting via audio-visual link.

1.2 Disclosure of Conflicts of Interest

Connor Wherrett said that he asked Lisa Burton, an employment lawyer previous engaged by the USU, for a reference for applications.

2. Meeting Administration

2.1 Minutes of the Previous Meeting

The draft Minutes of the BOARD OF DIRECTORS held on 21 July 2020 was tabled and taken as read.

Resolved

B133/20

That the Minutes of the BOARD OF DIRECTORS held on 21 July 2020 be approved as a true and correct record.

Mover: Yinfeng Shen

Seconder: Marie Leech

13 For / 0 Against / 0 Abstain

The draft Minutes of the BOARD OF DIRECTORS held on 24 July 2020 was tabled and taken as read.

Resolved

B134/20

That the Minutes of the BOARD OF DIRECTORS held on 24 July 2020 be approved as a true and correct record.

Mover: Nick Forbutt

Seconder: Nicholas Rigby

13 For / 0 Against / 0 Abstain

2.2 Business Arising from the Minutes Not Addressed Elsewhere

At the meeting of the BOARD OF DIRECTORS held on 24 July 2020, **Dane Luo** presented a motion to amend the meeting dates of the BOARD OF DIRECTORS.

Resolved

B135/20

That:

1. In lieu of the scheduled ordinary meetings of the BOARD OF DIRECTORS from 1 August 2020 to 30 November 2020, the BOARD OF DIRECTORS shall have ordinary meetings from 1:00pm on the following dates:
 - (a) 25 August 2020;
 - (b) 29 September 2020;
 - (c) 27 October 2020; and
 - (d) 24 November 2020; and
2. The BOARD OF DIRECTORS directs the Board Secretary to provide notice thereof.

Mover: Nick Forbutt

Seconder: Benjamin Hines

13 For / 0 Against / 0 Abstain

2.3 Open Question Time

Lara Sonnenschein asked about staff consultation regarding recent decisions of the BOARD OF DIRECTORS. **Ruolin Ma** said that the BOARD OF DIRECTORS consulted the Acting CEO and Heads of Department, which is the proper structure for communication with staff. Staff will consult and discuss issues with their manager.

Lara Sonnenschein stated that she believes the BOARD OF DIRECTORS are at odds with the Acting CEO and management and asked why recent decisions were made. **Ruolin Ma** said that the financial situation of the USU is extraordinarily difficult. We have had a 97% reduction in customers and a \$5.5 million loss. There is a \$820,000 net deficit. Given the financial difficulty faced by the USU, the BOARD OF DIRECTORS have met at a middle ground between staff welfare and managing the risk of our financial crisis.

Lara Sonnenschein asked why the decision was delayed from the 21 July 2020 meeting and whether newly elected Directors have had sufficient time to be knowledgeable in the organisation. **Ruolin Ma** said that there were at least 7 training sessions with financial literacy and skills prepared by the Honorary Treasurer, Acting CEO and Director of Finance. The BOARD OF DIRECTORS had robust debate and did not want to rush this decision. We considered many alternatives and challenged all proposals.

Nicolette Preketes-Tardiani asked if the process has been dominated by the Senate Appointed Directors. **Ruolin Ma** said she disagrees with the incorrect statement. All 13 Directors have an equal vote.

Nicolette Preketes-Tardiani asked if there was a possibility about a partial or full takeover by the University. **Ruolin Ma** said that the BOARD OF DIRECTORS is committed to maintaining the independence of the USU. We believe that it should be run by students.

Lara Sonnenschein asked about legal advice on the recent decision. **Ruolin Ma** said that the USU has received legal advice from internal and external professionals, which is another reason for considering the issue in camera.

Lara Sonnenschein asked if the BOARD OF DIRECTORS has the trust of the USU staff. **Ruolin Ma** said that the BOARD OF DIRECTORS is committed to building trust with the staff. She is working closely with the Acting CEO and management to build up trust and confidence.

Lara Sonnenschein asked why Honi Soit did not receive the media release. **Ruolin Ma** said that there is a standard procedure that has been followed. The media release is also on the website. Discussions about the communication strategy will be discussed by the BOARD OF DIRECTORS.

2.4 Motions on Notice

Pursuant to s 1.1 of the *Constitution*, Due Notice has been given for the following Special Resolutions.

2.4.1 Amendment to the *Regulations* to establish the Work Health and Safety Committee

Recommendation 1: That, after clause A2.3 of appendix 2 to the Regulations, the text in Schedule 1 to this document be added.

Recommendation 2: That the BOARD OF DIRECTORS notes the Explanatory Memorandum.

The Explanatory Memorandum was tabled and taken as read.

Resolved

B136/20

That the BOARD OF DIRECTORS, by Special Resolution pursuant to articles 9.2(e), (g) and 11.1(a) of the *Constitution* and section 4.1 of the *Regulations*, accepts the recommendations and amends the *Regulations* accordingly.

Mover: Kailin Qin

Seconder: Ruby Lotz

13 For / 0 Against / 0 Abstain

2.4.2 Amendment to the *Regulations* to establish the COVID-19 Response Committee

Recommendation 1: That, after clause A2.4 of appendix 2 to the Regulations, the text in Schedule 1 to this document be added.

Recommendation 2: That the BOARD OF DIRECTORS notes the Explanatory Memorandum.

The Explanatory Memorandum was tabled and taken as read.

The BOARD OF DIRECTORS discussed the importance of establishing the COVID-19 Response Committee and providing public updates following each Committee meeting, including an email from the President to staff.

The Chair agreed to minor amendments proposed by Nick Forbutt, Benjamin Hines, Marie Leech and Connorr Wherrett to Schedule 1 for the following purposes:

- Adding one staff representative as a member of the Committee;
- Adding the Immediate Past President as a non-voting member; and
- Adding to the terms of reference that the Committee focus on the long-term survival of the USU and being transparent.

Resolved**B137/20**

That the BOARD OF DIRECTORS, by Special Resolution pursuant to articles 9.2(e), (g) and 11.1(a) of the *Constitution* and section 4.1 of the *Regulations*, accepts the recommendations, as amended, and amends the *Regulations* accordingly.

Mover: Prudence Wilkins-Wheat

Seconder: Nicholas Rigby

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 and Return to Campus Plan were tabled and taken as read.

Jess Reed provided clarification about her meeting with the Deputy Vice-Chancellor (Indigenous Strategy and Services). She also agreed to add the appointment of two members of the C&S Committee to the Return to Campus Plan.

Resolved**B138/20**

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

Mover: Yinfeng Shen

Seconder: Belinda Thomas

13 For / 0 Against / 0 Abstain

3.2 Finance Report

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

The report and Finance Dashboard were tabled and taken as read.

Jess Reed clarification about some amounts in the report and that the investments do not get written down until the end of the year. She noted that the deferral of utility payments would be discussed with the University on Monday.

The BOARD OF DIRECTORS requested the following:

- A breakdown of wages and salaries paid in the period from April to July about staff wages;
- Benchmarks of a good measure for debt-to-equity ratio; and
- The liquidity ratio with the current amount in the investment portfolios.

Resolved**B139/20**

That the BOARD OF DIRECTORS accepts the recommendation and notes the Finance Report.

Mover: Marie Leech

Seconder: Di Wang

13 For / 0 Against / 0 Abstain

3.3 USU Activities Report

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

The report was tabled and taken as read.

The BOARD OF DIRECTORS acknowledged the Welcome Fest and C&S work being done.

Jess Reed clarified that Helpdesk has been deferred by the Employment Hero is proceeding as it is a business-critical issue. Further, any review of the C&S funding model would come to the BOARD OF DIRECTORS.

Resolved

B140/20

That the BOARD OF DIRECTORS accepts the recommendation and notes the USU Activities Report.

Mover: Prudence Wilkins-Wheat

Seconder: Yinfeng Shen

13 For / 0 Against / 0 Abstain

Resolved

B141/20

That the Chair be moved to the Vice President.

Mover: Yinfeng Shen

Seconder: Kailin Qin

13 For / 0 Against / 0 Abstain

3.4 Report of the Executive

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

The report was tabled and taken as read.

Ruolin Ma acknowledged the work of the whole BOARD OF DIRECTORS. Induction has been very helpful teaching Directors about the work of the USU.

Resolved

B142/20

That the BOARD OF DIRECTORS accepts the recommendations and notes the Report of the Executive.

Mover: Benjamin Hines

Seconder: Yinfeng Shen

13 For / 0 Against / 0 Abstain

Resolved

B143/20

That the Chair be moved to the President.

Mover: Prudence Wilkins-Wheat

Secunder: Caitlin Brown
13 For / 0 Against / 0 Abstain

3.5 Other Matters for Discussion

There were no further matters for discussion.

4. Matters for Decision

4.1 Appointment of Disabilities Portfolio Holder

Dane Luo clarified that no Director was elected to the Disabilities Portfolio in the Special Meeting of the Incoming Board. Accordingly, the procedure pursuant to section 9.1.2(b) of the *Regulations* is that the BOARD OF DIRECTORS needs to appoint a Director to hold the area of special responsibility.

Ruby Lotz nominated herself, adding that her policies at the Annual Election focused on accessibility.

Nick Forbutt noted that the BOARD OF DIRECTORS previously expressed support for the establishment of a Disabilities Space.

Resolved

B144/20

That the BOARD OF DIRECTORS, pursuant to section 9.1.2(b) of the *Regulations*, appoints Ruby Lotz as the Disabilities Portfolio Holder.

Mover: Caitlin Brown

Secunder: Yinfeng Shen

13 For / 0 Against / 0 Abstain

4.2 Election of Directors to Committees

Resolved

B145/20

That the BOARD OF DIRECTORS, pursuant to section 9.5.2 of the *Regulations*, appoints Dane Luo as Returning Officer for the conduct of the elections of Directors to Committees on 31 July 2020.

Mover: Marie Leech

Secunder: Di Wang

13 For / 0 Against / 0 Abstain

4.2.1 Election to the Debates Committee

Ruolin Ma nominated **Benjamin Hines**, who accepted the nomination. Nicholas Rigby supported the nomination.

The Returning Officer declared **Benjamin Hines** provisionally elected as the Director to the Debates Committee.

4.2.2 Amendment to the *Regulations* to establish the COVID-19 Response Committee

Nicholas Rigby nominated himself. Ruolin Ma supported the nomination.

Kailin Qin nominated herself. Ruby Lotz supported the nomination.

Benjamin Hines nominated himself. Ruolin Ma supported the nomination.

Ruby Lotz nominated herself. Belinda Thomas supported the nomination.

The Returning Officer clarified that, pursuant to section 9.7.1(a) of the *Regulations* and the Proportional Representation Society of Australia's rules for counting votes by proportional representation using the single transferable vote, the quota is 4.000.

	Name	Count 1	Count 2	Count 3	Count 4
Elected	Nicholas Rigby	5.000 5.000	4.000 -	4.000 -	4.000 -
Elected	Kailin Qin	3.000 3.000	3.200 0.200	5.600 2.400	4.000 -
Elected	Ruby Lotz	3.000 3.000	3.400 0.400	3.400 0.000	4.372 0.972
Not elected	Benjamin Hines	2.000 2.000	2.400 0.400	0.000 -	0.000 -
Candidate with distribution		-	Nicholas Rigby	Benjamin Hines	Kailin Qin
Exhausted ballots		0.000	0.000	0.000	0.629
Total		13.000	13.000	13.000	13.001 ¹

The Returning Officer declared **Ruby Lotz, Kailin Qin** and **Nicholas Rigby** provisionally elected as the non-Executive Directors to the COVID-19 Response Committee.

The Returning Officer reported that Benjamin Hines is elected as the Director to the Debates Committee, and Ruby Lotz, Kailin Qin and Nicholas Rigby are elected as the three non-Executive Directors to the COVID-19 Response Committee.

Resolved

B146/20

That the BOARD OF DIRECTORS accepts the report of the Returning Officer.

Mover: Belinda Thomas

Secunder: Ruby Lotz

13 For / 0 Against / 0 Abstain

4.3 Opening of Outlets

The Issues Paper on the Opening of Outlets and Profit and Loss Forecast were tabled and taken as read.

Resolved

B147/20

¹ The Returning Officer notes that this is a rounding error.

That the BOARD OF DIRECTORS notes the documents and, pursuant to item 2(c) of resolution B131/20 of the BOARD OF DIRECTORS, endorses and approves the re-opening of Laneway, Courtyard Restaurant & Bar, and Carlsaw Kitchen prior to the start of Semester 2 2020.

Mover: Nicholas Forbutt

Seconder: Belinda Thomas

13 For / 0 Against / 0 Abstain

4.4 Confidential Business

The Chair stated that confidential business included discussion of staff wages and salaries, and commercial operations.

Resolved

B148/20

That the BOARD OF DIRECTORS move *in camera*.

Mover: Nicholas Rigby

Seconder: Yinfeng Shen

13 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *in camera* at 2:24pm.

Resolved

B149/20

That the Confidential Minutes of the BOARD OF DIRECTORS held on 21 July 2020, as amended, be approved as a true and correct record.

Resolved

B150/20

That the Confidential Minutes of the BOARD OF DIRECTORS held on 24 July 2020, as amended, be approved as a true and correct record.

Resolved

B151/20

That the BOARD OF DIRECTORS accept recommendations 1 and 2, and notes the Confidential CEO/Secretariat Report.

Resolved

B152/20

That the BOARD OF DIRECTORS accepts the recommendation and notes the Tenancy Report.

Resolved

B153/20

That the BOARD OF DIRECTORS, having considered the views of employees following consultation, directs:

1. The Acting CEO and management to issue JobKeeper-enabling stand down directions to facilitate resolution B131/20 of the BOARD OF DIRECTORS;
2. Staff may apply for special consideration in circumstances of financial hardship;

3. Pursuant to clause A2.5.4(f) of appendix 2 to the *Regulations*, the COVID-19 Response Committee shall consider applications for special consideration and may provide exemptions to the JobKeeper-enabling stand down directions for staff in financial hardship.

Resolved

B154/20

That the BOARD OF DIRECTORS move *ex camera*.

Mover: Caitlin Brown

Seconder: Benjamin Hines

13 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *ex camera* at 3:03pm.

4.5 Other Matters for Decision

A motion relating to transparency was proposed.

The BOARD OF DIRECTORS discussed the urgency of the matter, concerns that the motion had not been adequately discussed by the BOARD OF DIRECTORS and whether it breached confidentiality.

5. Matters for Noting

5.1 Minutes of the Remuneration Committee

The draft Minutes of the Remuneration Committee held on 15 July 2020 was presented.

The BOARD OF DIRECTORS deferred consideration of the minutes.

5.2 Other Matters for Noting

There are no other matters for noting.

6. Close of Meeting

6.1 Matters for Disclosure

There are no matters for disclosure.

6.2 Next Meeting

The next meeting of the BOARD OF DIRECTORS is scheduled for Tuesday 25 August 2020 from 1:00pm to 3:00pm online via Zoom.

The meeting closed at 3:08pm.

Schedule 1

After clause A2.3 of appendix 2 to the *Regulations*, add:

A2.4 Work Health and Safety Committee

A2.4.1 There shall be a Work Health and Safety Committee comprising:

- (a) The President (ex-officio);
- (b) The Director of People and Culture or their appointee (Chair);
- (c) The Facilities Manager or their appointee (Deputy Chair);
- (d) The Chief Executive Officer or their appointee;
- (e) Up to one Health and Safety Representative of the Student Programs Department;
- (f) Up to three Health and Safety Representatives of the Operations Department;
- (g) Up to one Health and Safety Representative of the Finance and IT Department; and
- (h) Up to one Health and Safety Representative of the Sales, Marketing and Membership Department.

A2.4.2 The Health and Safety Representatives under clauses A2.5.1(e)—(h) shall be elected by the staff of the respective departments under the supervision of the respective Head of Department.

A2.4.3 The Committee shall:

- (a) monitor implementation of the safety management systems and policies;
- (b) regularly review the safety management system for compliance with legislation and identifies opportunities for continuous improvement;
- (c) develop work health and safety standards, rules, procedures and performance targets for the USU;
- (d) consider and advise on organisation wide work health and safety issues;
- (e) receive work health and safety reports from members of staff;
- (f) conduct or review quarterly safety inspections;
- (g) make recommendations to the Board of Directors ensuring an appropriate level of resourcing and management is given to mitigating health and safety risk across the organisation; and

- (h) make management decisions to resolve the WHS issues it considers appropriate for the Committee to make, or if not considered within its terms, will decide further action.

A2.4.4 The Committee shall meet at least once every three months, as determined by the Chair.

Note: Sections 75(1) and 78 of the *Work Health and Safety Act 2011* (Cth) prescribe meetings of the committee.

A2.4.5 The Committee shall nominate one of its own members each year to be a representative of the USU on the University Executive Work Health and Safety Committee.

A2.4.6 No business except adjournment shall be conducted at this Committee unless a quorum of at least four of the committee's members, including the Chair or Deputy Chair, is present. Clause 1.3.1 of appendix 3 of the *Regulations* shall not apply to this Committee.

Schedule 1

After clause A2.4 of appendix 2 to the *Regulations*, add:

A2.5 COVID-19 Response Committee

A2.5.1 There shall be a COVID-19 Response Committee comprising:

- (a) The President (ex-officio);
- (b) The Vice President (Chair);
- (c) Three non-Executive Directors;
- (d) The Chief Executive Officer (Deputy Chair);
- (e) The Director of Finance;
- (f) The Director of People and Culture;
- (g) One Staff Representative; and
- (h) The Immediate Past President (non-voting).

A2.5.2 The Committee shall meet at least once every two weeks but may meet on a work day at the request of the Chair or Deputy Chair.

A2.5.3 At the conclusion of each meeting, the Chair shall provide a confidential statement of the Committee's decisions and discussions to the Board of Directors by email as soon as practicable. Those statements shall be included in the subsequent meeting of the Board of Directors for noting, in addition to any minutes.

A2.5.4 The Committee shall:

- (a) monitor government and medical advice regarding COVID-19;
- (b) regularly review resolution B131/20 of the Board of Directors;
- (c) develop a roadmap or plan for responses to changes in business operations (including hypothetical changes) caused by the COVID-19 pandemic and government restrictions in response to the pandemic;
- (d) consider and advise on financial issues, including (but not limited to) cash flow and operating contribution;
- (e) make recommendations to the Board of Directors and management regarding the response to the COVID-19 pandemic, including (but not limited to) changes in staffing capacity;
- (f) consider any matter referred to it by the Board of Directors, Executive or any Committee or working party;

- (g) ensure the long-term survival of the USU whilst also aiming to return staff to full capacity as soon as financially viable; and
- (h) enable greater levels of transparency for staff during this time.

A2.5.5 Unless a different date has been determined by the Board of Directors by ordinary resolution, this Committee shall cease on 30 November 2020.

BOARD REPORT

EXECUTIVE OF THE BOARD

USU BOARD MEETING DATE: 31 July 2020

AGENDA ITEM: 3.4

REPORT PERIOD: July 2020

AUTHOR: Ruolin Ma, Nick Forbutt, Caitlin Brown, Yinfeng Shen

TITLE: President, Vice President, Honorary Treasurer, Honorary Secretary

CONTACT: president@usu.edu.au

	Page No.	Res. No.
Recommendation 1 That the BOARD OF DIRECTORS note the Report.		

2020 is a unique year posing unique challenges on everybody and every organisation, the USU is no exception. The Executive is honoured to have been elected to lead the organisation at its hardest year, potentially ever. We understand the weight and responsibility this role brings to us. Once again, we want to extend our gratitude to the Board for expressing your confidence in us. We also want to take this opportunity to thank the outgoing Board and Executive.

WELCOME!

We want to give a warm welcome to Ruby, Belinda, Vikki, Nick, Prudence, and Ben. So far, we are impressed by your enthusiasm, and we look forward to a productive year that allows this historical organisation not only survive from the pandemic, but also keep thriving to provide the best student experience in Australia, and even worldwide.

The Executive is here to be the servants of the BOARD OF DIRECTORS.

Do not let us forget it.

INDUCTION

The Executive spent much of July planning and facilitating the induction of the new board. Fundamental to the induction was ensuring each Director developed an understanding of our duties to the USU, staff and membership.

The induction covered planning, financial literacy training, department introductions and brainstorming for the Union. We welcomed Judith McCormack from the Australian Institute of Board Directors to give a professional induction into the roles and responsibilities of being a board director.

The Executive would like to thank the Board and HOD's for working together to induct the new board. It was really valuable to have a forum to better understand the organisation and work together to understand our position in a rapidly changing global climate. As we move into the upcoming strategic planning process, the induction was valuable to equip the Board with the tools needed to rebuild the organisation.

COVID-19 RESPONSE

The BOARD OF DIRECTORS has been active in trying to resolve the ongoing issues surrounding COVID-19. The Executive has been working closely with the first year Directors to ensure that they are financially literate to address the pressing issues presented at this current time.

The BOARD OF DIRECTORS has been attentive to cash flow forecasting, balance sheets and recent profit and loss statements.

The Executive plans to establish a COVID-19 Response Working Group to respond to emerging issues on a quicker and more consistent basis. We look forward to reporting on the progress of this Working Group in future reports.

COMMITTEE UPDATES

HR and Remuneration and Finance Committees have been meeting more regularly to respond to the challenges posed by COVID-19. The Executive hopes to increase the regularity and consistency of all committees over the duration of the next year.

The Executive has sought to fill vacant external positions on committees as provided by the regulations. We have reached out to suitable candidates within our network and will provide updates on appointments next month.

Club & Society Committee

An informal meet-up was organized to discuss the future expectation and function of the committee, and key issues around selection panel and appointment of the two student members to the committee, 2020 S2 C&S Training, execution of C&S AGMs, New Club Panels and COVID Safe C&S Events Guidelines.