

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 27 March 2020

TIME: 1:06pm to 3:27pm

LOCATION: Online via Zoom

USU BOARD

Connor Wherrett, President (via audio-visual link)

Lachlan Finch, Vice President (via audio-visual link)

Maya Eswaran, Honorary Treasurer (via audio-visual link)

Decheng Sun, Honorary Secretary (via audio-visual link)

Yinfeng Shen, Director (via audio-visual link)

Nick Forbutt, Director (via audio-visual link)

Ruolin Ma, Director (via audio-visual link)

Caitlin Brown, Director (via audio-visual link)

Di Wang, Director (via audio-visual link)

Jane Drummond, Senate Appointed Director (via audio-visual link to 3:22pm)

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

Liliana Tai, Immediate Past President (via audio link to 1:54pm)

USU STAFF

Alexis Roitman, Chief Executive Officer (via audio-visual link)

Jess Reed, Director of Operations (via audio-visual link)

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

OBSERVERS

Elinor Stephenson (via audio-visual link)

MINUTES

1. Opening

The meeting opened at 1:04pm.

The President 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. **Liliana Tai** requested an apology for early departure.

Zizheng Bai was absent. No reasons or apology was received prior to the meeting.

Resolved

B021/20

That the BOARD OF DIRECTORS agree to conduct this meeting via audio-visual link and accept the apology of Liliana Tai for an early departure.

Mover: Yinfeng Shen

Seconder: Maya Eswaran

11 For / 0 Against / 0 Abstain

1.2 Disclosure of Conflicts of Interest

Decheng Sun declares that he is a Campaigns Officer of Unions NSW.

2. Meeting Administration

2.1 Minutes of the Previous Meeting

The draft Minutes of the BOARD OF DIRECTORS held on 6 December 2019 and 28 February 2020 was circulated.

Resolved

B022/20

That the Minutes of the BOARD OF DIRECTORS held on 6 December 2019 be approved as a true and correct record.

Mover: Decheng Sun

Seconder: Jane Drummond

11 For / 0 Against / 0 Abstain

Jane Drummond and **Connor Wherrett** suggested amendments to the draft Minutes of the BOARD OF DIRECTORS held on 28 February 2020.

The BOARD OF DIRECTORS adopted the amendments.

Resolved

B023/20

That the Minutes of the BOARD OF DIRECTORS held on 28 February 2020, as amended, be approved as a true and correct record.

Mover: Nick Forbutt

Secunder: Marie Leech
11 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

Elinor Stephenson asked if the BOARD OF DIRECTORS had any views about academic regulations.

Connor Wherrett said that he attended the Student Consultative Committee where the SRC raised these issues. The impression from the University is that they have not decided on how they will proceed. The Board has not had formal discussion on this matter. He has had formal discussions with Liam Donohoe but the SRC has not yet determined the matter. The Board has approved the USU signing onto a NUS statement earlier this month.

Alexis Roitman added that it may be a matter for the National Union of Students and be decided based on what is occurring internationally.

2.4 Motions on Notice

Pursuant to s 9.2(e) of the *Constitution*, Due Notice has been given for the following Special Resolutions.

2.4.1. Amendment to the Regulations on Temporary Extraordinary Measures

Recommendation 1: That, after section 8.14 of the Regulations, the text in Schedule 1 to the Explanatory Memorandum be added.

Recommendation 2: That the Explanatory Memorandum be noted.

Connor Wherrett introduced the amendment and noted that it will cease to take effect after the 2020 elections.

Maya Eswaran said that she respects the work that has gone into these amendments. She is personally uncertain and uncomfortable with online elections but is unsure of any alternatives.

Decheng Sun said he will vote against these amendments for the same reason as Maya Eswaran.

Resolved

B024/20

That, by Special Resolution, the BOARD OF DIRECTORS accept all the recommendations and amend the *Regulations* accordingly.

Mover: Jane Drummond

Secunder: Di Wang

9 For / 2 Against / 0 Abstain

Maya Eswaran and **Decheng Sun** dissented.

2.4.2. Amendment to the Regulations on Elections

Recommendation 1: That section 9.5.4 of the Regulations be amended by omitting “In accordance with 17.10.2, the” and substituting “The”.

Recommendation 2: That section 5.2(e) of the Regulations be amended by omitting the sentence.

Recommendation 3: That section 8.10.1(o) of the Regulations be omitted and the text inserted as section 8.10.3 of the Regulations after section 8.10.2 of the Regulations, and sections 8.10.1(p)–(u) of the Regulations be renumbered accordingly.

Recommendation 4: That section 8.10.1(p) of the Regulations be amended by omitting “A person shall not engage” and substituting “Engaging”.

Recommendation 5: That section 8.10.1(q) of the Regulations be amended by omitting “A person shall not, in relation to an election, print, publish or distribute, or cause, permit or authorise to be printed, published or distributed, any matter or thing containing a statement” and substituting “Printing, publishing or distributing, or causing, permitting or authoring to be printed, published or distributed, any matter or thing containing a statement in relation to an election”.

Recommendation 6: That section 8.10.1(r) of the Regulations be amended by:

- Omitting “It is a breach of the Regulations to falsify” and substituting “Falsifying”; and
- Omitting “we”.

Recommendation 7: That section 8.12.5(b) of the Regulations be amended by omitting “Legal” and substituting “Electoral”.

Recommendation 8: That section 8.11.1 of the Regulations be amended by omitting “Full”.

Recommendation 9: That the Explanatory Memorandum be noted.

Connor Wherrett introduced the amendments and noted that it addresses scrivener’s errors and issues. He thanked Dane Luo for working on them.

Resolved

B025/20

That, by Special Resolution, the BOARD OF DIRECTORS accept all the recommendations and amend the *Regulations* accordingly.

Mover: Marie Leech

Second: Ruolin Ma

11 For / 0 Against / 0 Abstain

2.4.3. Amendment to the Regulations on Student Leadership Positions

Recommendation 1: That section 7.1 of the Regulations be amended by:

- Omitting “shall” and substituting “may”; and
- Omitting “, at least”.

Recommendation 2: That the Explanatory Memorandum be noted.

Connor Wherrett said that we can’t have certain positions when there are no campus activities to coordinate. The amendment gives the Board more discretion and flexible where there are some years that we want student leadership roles.

Alexis Roitman thanked Dane Luo and Nicole Saadeh for working on this. She added that the regulations were previously very prescriptive and did not provide enough flexibility. The amendment would improve the workability of the system.

The BOARD OF DIRECTORS discussed the effect of changing from “shall” to “may”. It was clarified that this change would not allow another person or body to make appointments without approval from the BOARD OF DIRECTORS. All appointments need to be confirmed by the BOARD OF DIRECTORS.

Nick Forbutt agreed that we need to be flexible but that it should be noted that we support student representation and employment, and this is valued.

Decheng Sun said that the intention of the *Regulations* was to make the positions stable.

The BOARD OF DIRECTORS agreed to review this amendment in the first meeting in 2021.

Resolved

B026/20

That, by Special Resolution, the BOARD OF DIRECTORS:

1. Accept all the recommendations;
2. Amend the *Regulations* accordingly; and
3. Commit to review the amendment in the first meeting of 2021.

Mover: Marie Leech

Seconder: Jane Drummond

11 For / 0 Against / 0 Abstain

3. Matters for Decision

3.1 Confidential Business

Resolved

B027/20

That the BOARD OF DIRECTORS move *in camera*.

Mover: Nick Forbutt

Seconder: Marie Leech

11 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *in camera* at 1:26pm.

Resolved

B028/20

That the BOARD OF DIRECTORS move *ex camera*.

Mover: Maya Eswaran

Seconder: Nick Forbutt

11 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *ex camera* at 3:00pm.

3.2 Other Matters for Decision

There are no other matters for decision.

4. Matters for Discussion

4.1 CEO/Secretariat Report

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

Alexis Roitman summarised the report and said that we did a lot of great work but some issues have been put on hold by COVID-19.

Nick Forbutt said that he would like the Organisational Review to conceptualise what each Department does.

Resolved

B029/20

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

Mover: Nick Forbutt

Seconder: Lachlan Finch

11 For / 0 Against / 0 Abstain

4.2 Finance Report

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

Nick Forbutt said he would submit a written question on notice regarding reserves. **Alexis Roitman** agreed to provide a written answer.

The BOARD OF DIRECTORS discussed the selling of a portion of the current \$3.7 million in shares to increase cash flow. However, it was noted that selling shares now may not be very profitable.

Irene Ma asks why risk management was moved from People & Culture to Finance. **Alexis Roitman** said that she is working with Facilities and P&C to understand USU risk management but as risk management largely concerns insurance, it was better placed in Finance. There was no rationale for a Human Resources Director to handle insurance.

Resolved

B030/20

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

Mover: Yinfeng Shen

Seconder: Marie Leech

11 For / 0 Against / 0 Abstain

4.3 Operations Report

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

Jess Reed spoke to her report and indicated that it was predominantly written before the disruptions of COVID-19. She is meeting with the Chancellor's Committee and working with the graduations team. The financial performance for Manning has now beat budget. This is a testament in taking a bold step as an organisation.

Ruolin Ma said that the new model of meetings is working and it is good to have Jess here.

Resolved

B031/20

That the BOARD OF DIRECTORS accept the recommendation and notes the Operations Report.

Mover: Nick Forbutt

Seconder: Decheng Sun

11 For / 0 Against / 0 Abstain

4.4 Sales, Marketing and Membership Report

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

The BOARD OF DIRECTORS discussed the situation where people had purchased Rewards and were not able to take advantage of their membership. To encourage people to renew Rewards in the future, we need to look at the offering from Student Programs. **Alexis Roitman** indicated that people who requested refunds before the census date will receive it and there are 10 people so far.

Resolved

B032/20

That the BOARD OF DIRECTORS accept the recommendation and notes the Sales, Marketing and Membership Report.

Mover: Decheng Sun

Seconder: Jane Drummond

11 For / 0 Against / 0 Abstain

4.5 Student Programs Report

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

Ruolin Ma noted that Student Programs needs to take responsibility with open connection with C&S and students, including by supporting their mental health.

Resolved

B033/20

That the BOARD OF DIRECTORS accept the recommendation and notes the Student Programs Report.

Mover: Decheng Sun

Seconder: Maya Eswaran

11 For / 0 Against / 0 Abstain

4.6 Entrepreneurship & Innovation Report

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

Alexis Roitman said that CRM has been postponed. We were not able to sign given the circumstances.

Connor Wherrett said that innovations is transitioning to online programs and he hopes to see more of this.

Resolved

B034/20

That the BOARD OF DIRECTORS accept the recommendation and notes the Entrepreneurship and Innovation Report.

Mover: Ruolin Ma

Secunder: Lachlan Finch

11 For / 0 Against / 0 Abstain

4.7 Facilities Report

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

Jess Reed said that the purpose of the coolroom project was to expand Fisher's capacity for after-hours and weekend trading. This decision has been paused and we should review it later.

The BOARD OF DIRECTORS asked that the coolroom project not go ahead unless there is a Board confirmation at a later stage.

Alexis Roitman added that there will be no further capital expenditure in the immediate future except Employment Hero. We are also waiting for the University to deliver on their commitments to us.

Resolved

B035/20

That the BOARD OF DIRECTORS accept the recommendation and notes the Facilities Report.

Mover: Nick Forbutt

Secunder: Ruolin Ma

11 For / 0 Against / 0 Abstain

4.8 People and Culture Report

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

Recommendation 2: That the BOARD OF DIRECTORS amend the Regulations to provide for flexibility for student leadership positions.

Dane Luo noted that recommendation 2 had already been given effect by the BOARD OF DIRECTORS earlier today.

Resolved

B036/20

That the BOARD OF DIRECTORS accept recommendation 1 and notes the People and Culture Report.

Mover: Yinfeng Shen

Secunder: Caitlin Brown

11 For / 0 Against / 0 Abstain

4.9 Honorary Secretary Report

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

Decheng Sun spoke to his report and said that there were many initiatives planned, which have had to be cancelled. We have been very successful on WeChat. Clubs are coordinating well with our Marketing team.

Resolved**B037/20**

That the BOARD OF DIRECTORS accept the recommendation and notes the Honorary Secretary's Report.

Mover: Nick Forbutt

Seconder: Marie Leech

11 For / 0 Against / 0 Abstain

4.10 Honorary Treasurer Report

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

Maya Eswaran spoke to her report and expressed her sympathy to everyone affected by the COVID-19 pandemic.

Resolved**B038/20**

That the BOARD OF DIRECTORS accept the recommendation and notes the Honorary Treasurer's Report.

Mover: Ruolin Ma

Seconder: Marie Leech

11 For / 0 Against / 0 Abstain

Jane Drummond left the meeting at 3:22pm.

4.11 Vice President Report

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

Lachlan Finch spoke to his report and said that that Welcome Fest was very successful and the best one he attended. He thanked everyone for all their hard work. He thanked Di Wang and Zizheng Bai for their commitment despite being away. He thanked Connor Wherrett for all the hard work he has put in at this time.

Resolved**B039/20**

That the BOARD OF DIRECTORS accept the recommendation and notes the Vice President's Report.

Mover: Ruolin Ma

Seconder: Yinfeng Shen

10 For / 0 Against / 0 Abstain

Resolved**B040/20**

That the Chair be moved to the Vice President.

Mover: Yinfeng Shen

Seconder: Maya Eswaran

10 For / 0 Against / 0 Abstain

4.12 President Report

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

Connor Wherrett spoke to his report and said that the USU would like to be involved in choosing Vice Chancellor Michael Spence's replacement.

Resolved

B041/20

That the BOARD OF DIRECTORS accept the recommendation and notes the President's Report.

Mover: Maya Eswaran

Seconder: Ruolin Ma

10 For / 0 Against / 0 Abstain

Resolved

B042/20

That the Chair be moved to the President.

Mover: Maya Eswaran

Seconder: Nick Forbutt

10 For / 0 Against / 0 Abstain

5. Matters for Noting

5.1 Minutes of the Work Health and Safety Committee

No minutes were presented for noting.

5.2 Minutes of the Debates Committee

The Minutes of the Debates Committee held on 24 February 2020 were noted.

5.3 Other Matters for Noting

No further 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 scheduled for Friday 24 April 2020 from 1:00pm to 3:00pm online via Zoom.

The meeting closed at 3:27pm