

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 29 May 2020

TIME: 1:02pm to 2:23pm

LOCATION: Online via Zoom

USU BOARD

Connor Wherrett, President, Chair (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 from 1:05pm)

Caitlin Brown, Director (via audio-visual link)

Nick Forbutt, Director (via audio-visual link)

Ruolin Ma, Director (via audio-visual link)

Nicholas Rigby, Director (via audio-visual link)

Yinfeng Shen, Director (via audio-visual link)

Di Wang, Director (via audio-visual link)

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

Liliana Tai, Immediate Past President (via audio link to 1:57pm)

USU STAFF

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

Rebecca Sahni, Director of Finance (via audio-visual link)

Tania Moroko, Director of Sales, Marketing and Membership (via audio-visual link)

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

OBSERVERS

Benjamin Hines (via audio-visual link)

Kailin Qin (via audio-visual link to 1:16pm)

Elinor Stephenson (via audio-visual link)

Belinda Thomas (via audio-visual link to 2:07pm)

Prudence Wilkins-Wheat (via audio-visual link to 1:03pm)

MINUTES

1. Opening

The meeting opened at 1:02pm.

The Chair delivered the Acknowledgement of Country.

Connor Wherrett noted that this is Reconciliation Week and there are many issues facing the Indigenous community that the USU must act on and listen to. At the University of Sydney, Aboriginal enrolments represent 0.6% of total enrolments.

1.1 Apologies and Leaves of Absence

Due to the global COVID-19 pandemic, the meeting was conducted online via audio-visual link. **Jane Drummond** requested an apology as she has recently given birth. **Liliana Tai** and **Maya Eswaran** requested an apology for early departure.

Decheng Sun entered the meeting at 1:05pm.

Resolved

B080/20

That the BOARD OF DIRECTORS agree to conduct this meeting via audio-visual link and accept the apologies of Maya Eswaran, Liliana Tai and Jane Drummond.

Mover: Ruolin Ma

Seconder: Lachlan Finch

11 For / 0 Against / 0 Abstain

1.2 Disclosure of Conflicts of Interest

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 20 May 2020 was tabled and taken as read.

Resolved

B081/20

That the Minutes of the BOARD OF DIRECTORS held on 20 May 2020 be approved as a true and correct record.

Mover: Ruolin Ma

Seconder: Caitlin Brown

10 For / 0 Against / 1 Abstain

Nicholas Rigby abstained.

2.2 Business Arising from the Minutes Not Addressed Elsewhere

Pursuant to article 10.3(c) of the *Constitution*, the positions of a non-Executive Director to the Finance Committee and Disability Portfolio Holder are vacant and are to be filled at the next meeting of the BOARD OF DIRECTORS.

The BOARD OF DIRECTORS noted that any person elected today would only serve to 30 June 2020 and determined that the positions should not be filled until the Special Meeting of the Incoming Board.

Resolved

B082/20

That the BOARD OF DIRECTORS declines to fill the vacant positions for this term of the BOARD OF DIRECTORS.

Mover: Connor Wherrett

Seconder: Maya Eswaran

11 For / 0 Against / 0 Abstain

2.3 Open Question Time

Elinor Stephenson asked whether the USU will oppose the staff cuts proposed by the University. **Connor Wherrett** answered that there are currently no motions before the BOARD OF DIRECTORS but he has raised concerns at meetings with the University and echoed the position of the SRC. **Maya Eswaran** added that a motion can be placed on the agenda at the next meeting.

2.4 Motions on Notice

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

2.4.1. Conferral of USU Fellowship to Sam Langford

Recommendation 1: That the BOARD OF DIRECTORS, by Special Resolution pursuant to article 5.2.3(a) of the Constitution, confers a posthumous USU Fellowship upon Sam Langford for an extraordinary contribution to the USU and University community.

Resolved

B083/20

That the BOARD OF DIRECTORS, by Special Resolution pursuant to article 5.2.3(a) of the *Constitution*, accepts the recommendation.

Mover: Connor Wherrett

Seconder: Liliana Tai

11 For / 0 Against / 0 Abstain

3. Matters for Decision

3.1 Confidential Business

Resolved

B084/20

That the BOARD OF DIRECTORS move *in camera*.

Mover: Lachlan Finch

Seconder: Yinfeng Shen

11 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *in camera* at 1:12pm.

Resolved

B085/20

That the Confidential Minutes of the BOARD OF DIRECTORS held on 5 May 2020 be approved as a true and correct record.

Resolved

B086/20

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

Resolved

B087/20

That the BOARD OF DIRECTORS:

1. Notes the document 'Amended Organisational Review Recommendations', as circulated to the BOARD OF DIRECTORS on 26 May 2020; and
2. Accepts the recommendations contained therein.

Resolved

B088/20

That the BOARD OF DIRECTORS move *ex camera*.

Mover: Yinfeng Shen

Seconder: Lachlan Finch

11 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *ex camera* at 1:32pm.

3.2 Expulsion of Member

A motion written by Decheng Sun and letter from Jiale Wang was tabled and taken as read.

Decheng Sun said that it was very sad for the Electoral Arbiter to disqualify Jiale Wang from the election due to a breach of the *Regulations*. Since the BOARD OF DIRECTORS has received a genuinely remorseful letter that apologised to all stakeholders in the election, the presentation of this motion should be enough to be a deterrent. Given that Jiale Wang has realised the seriousness of this issue, he will not move this motion.

Connor Wherrett said that the *Constitution* is working well in this case because article 9.2(f) provides that a person can make a response and the BOARD OF DIRECTORS has listened to and considered this response.

Yinfeng Shen said that the current position of the BOARD OF DIRECTORS will help members to understand how to contribute to the community and support them. The BOARD OF DIRECTORS should be compassionate to its members.

The motion lapsed for lack of mover or seconder.

3.3 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.

The report was tabled and taken as read.

Jess Reed made a verbal report. The salient features are as follows:

- Congratulations to the newly elected Directors and thanked the electoral team;
- The Graduations contract has been submitted to the University;
- She has held meetings with managers and leaders of other student organisations and guilds to understand the response to COVID; and
- Cash flow model is being tied back to a budget with Rebecca Sahni.

The BOARD OF DIRECTORS discussed the report and it was noted that:

- Whilst the BOARD OF DIRECTORS intended for online elections to be a one-off, given that the recent elections were so successful, benefited the environment and was cost effective, there should now be a debate about how elections should be shaped in the future. This will be referred to the Electoral Committee;
- A full report will come from all Departments next month about the elections. It was noted that the 2020 online elections saw the largest turnout ever of Life Members;
- We should consider the strategic direction of the Entrepreneurship and Innovation Department and its interaction with the Student Programs Department. In the current circumstances, the Entrepreneurship and Innovation Department is reporting to Samantha Trodden and we are monitoring this model;
- Management will investigate presenting a clear breakdown of income and expenditure, like the Facebook post by SULS today. Future reports from Finance will include a dashboard view;
- The timeline for reopening outlets will align with the University and foot traffic. We are sensitive and will be monitoring profits, especially post-JobKeeper. We should have a better idea soon; and
- The Acting CEO and Heads of Department are participating in monthly meetings with the Tertiary Access Group to compare results and approaches with other student organisations and discover grants that the USU can benefit from.

Resolved

B089/20

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

Mover: Lachlan Finch

Seconder: Caitlin Brown

11 For / 0 Against / 0 Abstain

4.2 Finance Report

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

The report was tabled and taken as read.

Jess Reed made a verbal report and noted that April was an awful month. 86% of income in April came from SSAF funding, which is the inverse of what we usually do. The USU Online Store has done very well with approximately \$44,000 in online sales. This was because there was a big drive on electronic digital marketing and a 20% discount was offered.

The BOARD OF DIRECTORS discussed the report and it was noted that:

- We are currently receiving approximately \$400,000 in JobKeeper payments. Future reports will specify the exact amount of JobKeeper payments received;
- The cost of sales decreased from \$500,000 to \$88,000. As that budget item measures the impact on the inventory, when less inventory is being sold, there is a reduction in the cost of sales; and
- Management will endeavour to provide an updated Balance Sheet with up-to-date investment amounts.

Liliana Tai left the meeting at 1:57pm.

Resolved

B090/20

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

Mover: Marie Leech

Seconder: Nick Forbutt

11 For / 0 Against / 0 Abstain

4.3 Operations Report

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

The report was tabled and taken as read.

Jess Reed added that we expect Manning Bar and HostCo to work favourably in the coming months.

Maya Eswaran noted that she is concerned with technology taking over service staff.

Resolved

B091/20

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

Mover: Yinfeng Shen

Seconder: Caitlin Brown

11 For / 0 Against / 0 Abstain

4.4 Sales, Marketing and Membership Report

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

The report was tabled and taken as read.

Tania Moroko made a verbal report and noted that the Annual Elections helped us get 800 new members. We have received 400 extra followers from WeChat with support from the University and CET. We have focused on the Annual Report to highlight the achievements of the USU and the BOARD OF DIRECTORS.

The BOARD OF DIRECTORS discussed the report and it was noted that:

- The Chinese Pulp Editor has created a WeChat account, which had 3000 views for the first article;
- The structure and detail of the report was appreciated; and
- There were recently some inappropriate comments made on the USU's Facebook account regarding the Glitter Gala event. The comments have been deleted and the author has been blocked. The USU supports queer students and the Glitter Gala was created because LGBTQI+ students felt left out of balls, formals and other events.

Resolved

B092/20

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

Mover: Nicholas Rigby

Seconder: Maya Eswaran

11 For / 0 Against / 0 Abstain

4.5 Student Programs Report

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

The report was tabled and taken as read.

Nicholas Rigby suggested that we have a forum for clubs and societies to discuss general activities about online engagement or email clubs and societies to get some feedback on what is working. **Tania Moroko** said that her Department will be working with the Student Programs Department to spread resources to clubs and societies.

Tania Moroko also noted that, with respect to online orientation, we are in very early stages of discussion with the University, and we are working on a virtual world for semester 2. We believe the priorities include C&S, membership, partnerships with our sponsors etc to focus on building a good student experience.

Resolved

B093/20

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

Mover: Nicholas Rigby

Seconder: Di Wang

11 For / 0 Against / 0 Abstain

4.6 Entrepreneurship & Innovation Report

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

The report was tabled and taken as read.

Jess Reed added that she is working closely to give the team some direction and investigate partnerships from the industry to have better engagement in semester 2. With respect to Employment Hero, it is going well and will be running in July.

Resolved

B094/20

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

Mover: Lachlan Finch

Seconder: Decheng Sun

11 For / 0 Against / 0 Abstain

Resolved

B095/20

That the Chair be moved to the Vice President.

Mover: Nick Forbutt

Seconder: Nicholas Rigby

11 For / 0 Against / 0 Abstain

4.7 Executive Report

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

The report was tabled and taken as read.

Connor Wherrett said that there is an emerging to-do list for the next Executive and BOARD OF DIRECTORS, including policy reforms, transparency issues, communication and the process for the next Chief Executive Officer. We should fix up the exit process for Heads of Department.

The BOARD OF DIRECTORS thanked Ashlea Wallington and Jodi Tweed for their work and wished them well for the future.

Resolved

B096/20

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

Mover: Ruolin Ma

Seconder: Yinfeng Shen

11 For / 0 Against / 0 Abstain

Resolved

B097/20

That the Chair be moved to the President.

Mover: Ruolin Ma

Seconder: Nick Forbutt

11 For / 0 Against / 0 Abstain

4.8 Other Matters for Discussion

There are no other matters for discussion.

5. Matters for Noting

5.1 Appeal to the Electoral Arbiter

The Electoral Arbiter, His Honour Magistrate Theo Tsavdaridis, has requested that his reasons for decision in the appeal *Hines v Returning Officer and Wang* be presented to the BOARD OF DIRECTORS for review, consideration and noting.

The reasons for decision was tabled and taken as read.

The BOARD OF DIRECTORS noted the reasons for decision.

5.2 Minutes of the Annual General Meeting

The draft Minutes of the Annual General Meeting held on 27 May 2020 was tabled.

The Chair requested that the Minutes be presented to the next meeting for noting.

5.3 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 Special Meeting of the Incoming Board is scheduled for Thursday 4 June 2020 from 10:00am to 12:00pm online via Zoom.

The next meeting of the BOARD OF DIRECTORS is scheduled for Friday 26 June 2020 from 1:00pm to 3:00pm online via Zoom.

The meeting closed at 2:23pm.