

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 24 April 2020

TIME: 1:06pm to 2:47pm

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)

Zizheng Bai, Director (via audio-visual link)

Caitlin Brown, Director (via audio-visual link from 1:12pm)

Nick Forbutt, Director (via audio-visual link)

Ruolin Ma, Director (via audio-visual link)

Yinfeng Shen, Director (via audio-visual link)

Di Wang, Director (via audio-visual link)

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

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

Liliana Tai, Immediate Past President (via audio link to 2:18pm)

USU STAFF

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

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

OBSERVERS

Ruby Lotz (via audio-visual link)

Fiona O'Dell (via audio-visual link)

Nicholas Rigby (via audio-visual link)

Elinor Stephenson (via audio-visual link)

MINUTES

1. Opening

The meeting opened at 1:06pm.

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. **Caitlin Brown** requested an apology for late arrival. **Nick Forbutt** and **Liliana Tai** requested an apology for early departure.

Resolved

B043/20

That the BOARD OF DIRECTORS agree to conduct this meeting via audio-visual link and accept the apologies of Caitlin Brown, Nick Forbutt and Liliana Tai.

Mover: Maya Eswaran

Seconder: Decheng Sun

11 For / 0 Against / 0 Abstain

1.2 Disclosure of Conflicts of Interest

Jane Drummond declares that she has a family member who is employed at Thomson Geer.

2. Meeting Administration

2.1 Minutes of the Previous Meeting

The draft Minutes of the BOARD OF DIRECTORS held on 27 March 2020 was circulated.

Resolved

B044/20

That the Minutes of the BOARD OF DIRECTORS held on 27 March 2020 be approved as a true and correct record.

Mover: Nick Forbutt

Seconder: Yinfeng Shen

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

No questions were asked.

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 Constitution regarding the Annual Report and Statement of Account

Recommendation 1: That the BOARD OF DIRECTORS, pursuant to section 15.1(a)(i) of the Constitution, refer to the General Meeting that article 14.5 of the Constitution be omitted and the following be substituted:

14.5 Reporting obligations

- (a) Each year the Board shall prepare for the Members and for the Senate a report upon the USU and a statement of its accounts, duly audited, for the year ending on 31 December.
- (b) In the subsequent year, the Board shall:
 - (i) Forward the report and statement, together with any annexures thereto, to the Registrar prior to a General Meeting where the report and statement shall be considered; and
 - (ii) Present the report and statement, together with any annexures thereto, to the Annual General Meeting or a General Meeting for its consideration.

Recommendation 2: That the BOARD OF DIRECTORS, pursuant to section 15.1(a)(i) of the Constitution, refer to the General Meeting that articles 15.5(c)-(e) of the Constitution be omitted and the following be substituted:

15.6 Special provisions for consideration of the Report and Statement

- (a) The Annual General Meeting or a General Meeting shall receive and consider the report and statement prepared for the Members and the Senate by the Board pursuant to article 14.5 of this Constitution.
- (b) It shall not be competent for the Annual General Meeting or a General Meeting to alter the report or statement mentioned in article 14.5 of this Constitution but it shall be competent for such meeting, by resolution, to comment on the same or to recommend that any alterations or amendments be made by the Board.
- (c) If the Board does not see fit to give effect to any such resolution of the General Meeting, a copy of the same shall be annexed to such report or statement and forwarded to the Registrar.

Recommendation 3: That it is the intent of the BOARD OF DIRECTORS that:

- 1. In ordinary years, the Annual Report and Statement of Accounts should be presented and considered at the Annual General Meeting, which must be open to all members and held before 31 May of each year; and*
- 2. Where the exigencies of the situation do not allow for the Annual Report and Statement of Accounts to be presented at the Annual General Meeting, the Constitution should continue to provide for the BOARD OF DIRECTORS to present its Annual Report and Statement of Accounts to a General Meeting, thereby ensuring that we remain accountable to our members, held within a reasonable period after the Annual General Meeting; and*
- 3. Nothing in the Constitution should be construed to relieve the USU and BOARD OF DIRECTORS of the obligation to present its Annual Report and Statement of Accounts to its members.*

Recommendation 4: That the BOARD OF DIRECTORS notes the Explanatory Memorandum.

Alexis Roitman said that the USU is currently being audited and considering the COVID-19 situation, we need a longer than usual to go through all elements of preparing the Annual Report and Statement of Account properly. Given the inflexibility, we are seeking a delay to present the accounts and finalise the audit.

Maya Eswaran asked why the *Constitution* can be amended now but not for delaying elections. **Alexis Roitman** said that, when it became clear to us that the elections could not be conducted in their usual way, there wasn't enough time and certainty to amend the *Constitution* in time for the elections. She would take this on notice and come back with a full answer.

Dane Luo added that art 10.2(a) of the *Constitution* required the Annual Elections to be conducted '[a]nytime in May of each year'. He was first instructed to explore the possibility of moving the Annual Elections on Sunday 15 March 2020 when it became clear that they could not be conducted in-person. There were several obstacles in terms of timing and practical hurdles. First, it requires passage in the BOARD OF DIRECTORS by special resolution. The earliest method was 16 March 2020 for a circular motion on 21 March 2020. It was advised to him that at least one Director was likely to veto a circular resolution on this issue due to strong opinions expressed against delaying. Therefore, the BOARD OF DIRECTORS would either consider the issue at a special meeting of the BOARD OF DIRECTORS on 23 March 2020 or the next ordinary meeting on 27 March 2020. Second, even if passed on 23 March 2020, the Chief Executive Officer would need to give notice for a special General Meeting on 6 April 2020. It was advised to him that a quorum may not be present or the amendment could not be affirmed by a two-thirds majority due to a lack of support. Thirdly, even if passed, the DVC (Education) may be reluctant to approve a delay. This would have had to simultaneously take place with preparation for a May election in case one of these three obstacles blocked the amendment's passage, which would have been very disruptive to the electoral process as nominations closed on 30 March 2020. These obstacles are not present for the amendment today.

Caitlin Brown entered the meeting at 1:12pm.

Resolved

B045/20

That the BOARD OF DIRECTORS, by Special Resolution pursuant to article 15.1(a)(i) of the *Constitution*:

1. Accept all the recommendations;
2. Direct that an Annual General Meeting held on 27 May 2020 consider the amendments to the *Constitution*; and
3. Endorse and recommend the passage of the amendments to the *Constitution*.

Mover: Lachlan Finch

Seconder: Jane Drummond

12 For / 0 Against / 0 Abstain

2.4.2. Resolution to Censure a Board Director

Recommendation 1: That the BOARD OF DIRECTORS, pursuant to sections 2.5(a) and (e) of the Regulations, censures Zizheng (Oscar) Bai for failing to meet his attendance obligations as a Board Director of the USU, thereby breaching clauses 1(d)(ii) and (iv) of the Duty Statements for Board Directors.

Recommendation 2: That the BOARD OF DIRECTORS, pursuant to sections 2.8(b) and (c) of the Regulations:

- i. has the remuneration, privileges and benefits afforded to Zizheng (Oscar) Bai suspended until July 2020, and*

- ii. formally requests Zizheng (Oscar) Bai’s formal apology and an undertaking to remedy the grounds upon which the censure was carried.

Connor Wherrett introduced the motions that had been presented by the Executive.

Maya Eswaran said that Zizheng Bai has not attended the amount of meetings that the Board has mutually agreed on to sufficiently contribute to the organisation. The Executive gave him formal notice that this was not appropriate in October last year. Whilst the Executive does not want to punitive and instead be supportive, we don’t believe there has been enough improvement by Zizheng Bai. This is the necessary next step. As for the consequences, we primarily want to see an improvement in behavior.

Zizheng Bai said that he emailed Connor and apologised to Directors for his past performance and for not attending the last meeting. He believes that all Directors should be very careful and disciplined. He is willing to take a more active attitude. He hopes the incident has not affected the Board consensus and this has been a wakeup call to himself to take things seriously. He will make adequate contributions and properly handle relationships with members, especially keeping effective communication to the Executive. During the current COVID-19 period, he will take initiative to assist the Executive in all their work, especially the Finance Committee. He has gone through a hard time with serious family issues and, as an international student, has been affected by the travel ban, which has made it hard to connect to the BOARD OF DIRECTORS. He hopes the BOARD OF DIRECTORS can understand that he does not deserve the consequences. He wants to support a united, excellent BOARD OF DIRECTORS.

**Resolved
B046/20**

That the BOARD OF DIRECTORS, pursuant to sections 2.5(a) and (e) of the *Regulations*, censures Zizheng (Oscar) Bai for failing to meet his attendance obligations as a Board Director of the USU, thereby breaching clauses 1(d)(ii) and (iv) of the Duty Statements for Board Directors.

Mover: Maya Eswaran

Secunder: Connor Wherrett

A **recorded vote** was conducted:

12 For	0 Against	0 Abstain
Connor Wherrett		
Lachlan Finch		
Maya Eswaran		
Decheng Sun		
Zizheng Bai		
Caitlin Brown		
Nick Forbutt		
Ruolin Ma		
Yinfeng Shen		
Di Wang		
Jane Drummond		
Marie Leech		

**Resolved
B047/20**

That the BOARD OF DIRECTORS, pursuant to sections 2.8(b) and (c) of the *Regulations*:

- i. has the remuneration, privileges and benefits afforded to Zizheng (Oscar) Bai suspended until July 2020, and
- ii. formally requests Zizheng (Oscar) Bai’s formal apology and an undertaking to remedy the grounds upon which the censure was carried.

Mover: Maya Eswaran

Seconder: Connor Wherrett

A **recorded vote** was conducted:

11 For	0 Against	1 Abstain
Connor Wherrett Lachlan Finch Maya Eswaran Decheng Sun Caitlin Brown Nick Forbutt Ruolin Ma Yinfeng Shen Di Wang Jane Drummond Marie Leech		Zizheng Bai

3. Matters for Decision

3.1 Confidential Business

Resolved

B048/20

That the BOARD OF DIRECTORS move *in camera*.

Mover: Nick Forbutt

Seconder: Yinfeng Shen

12 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *in camera* at 1:29pm.

Resolved

B049/20

That the BOARD OF DIRECTORS move *ex camera*.

Mover: Marie Leech

Seconder: Ruolin Ma

12 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *ex camera* at 2:17pm.

Liliana Tai left the meeting at 2:18pm.

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 acknowledged that March was a terrible month. She thanked everyone on the BOARD OF DIRECTORS and staff for their goodwill and cooperation as we have moved the organization to a COVID-19 scenario with most staff working from home. She is sad that we had to stand staff down. Hopes we can come back post-COVID-19 stronger than ever. **The BOARD OF DIRECTORS** echoed that sentiment.

Maya Eswaran asked whether the SSAF acquittal is going to be moved if there is a delay in the Annual Report and Statement of Accounts. **Alexis Roitman** said that the acquittal was submitted in July last year. The Annual Report will be improved this year than previous years and all documents will be submitted in time for the University's requirements.

Resolved

B050/20

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

Mover: Lachlan Finch

Seconder: Caitlin Brown

12 For / 0 Against / 0 Abstain

4.2 Finance Report

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

The BOARD OF DIRECTORS thanked Alexis Roitman, Rebecca Sahni and Maya Eswaran for all their work.

Resolved

B051/20

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

Mover: Caitlin Brown

Seconder: Yinfeng Shen

12 For / 0 Against / 0 Abstain

4.3 Operations Report

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

Alexis Roitman said that today we are shutting Snack Express because there are no tenants open in Wentworth although some professional services are still open (including optometrists). Zibelli's in Manning is still open and we should support them.

Yinfeng Shen said that the grocery boxes have been promoted internally to staff but he has not noticed any external promotion on social media. **Alexis Roitman** said that USU 2 U is still being formulated and we are developing the technology for it. She will update the BOARD OF DIRECTORS on 1 May.

Resolved

B052/20

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

Mover: Decheng Sun

Seconder: Zizheng Bai

12 For / 0 Against / 0 Abstain

4.4 Sales, Marketing and Membership Report

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

Connor Wherrett said that he has been very impressed with the welfare-based focus on social media and he thanks the team for stepping up.

Zizheng Bai said that we need to put more effort on creating new sources of revenue. Online selling is a good option and they should explore this area.

Yinfeng Shen said we should be more compassionate for individual cases to refund Rewards beyond the census date. **Alexis Roitman** asked for this to be noted and addressed later.

Resolved

B053/20

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

Mover: Decheng Sun

Seconder: Jane Drummond

12 For / 0 Against / 0 Abstain

4.5 Student Programs Report

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

The BOARD OF DIRECTORS thanked Jodi Tweed for all her work as the Director of Student Programs.

Alexis Roitman thanks the Student Programs team and Dane Luo to bring the elections online successfully. Also good to see USU Debating move online, which has been very successful. A lot of work has been done with C&S to interact with members online.

Yinfeng Shen asked about the Verge Gallery. He hopes that we can expand it more. **Alexis Roitman** said that we need to understand cash flow issues under COVID-19 first before we expand that gallery. The Verge Gallery staff are presently working very hard in the current circumstances.

Resolved

B054/20

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

Mover: Marie Leech

Seconder: Lachlan Finch

12 For / 0 Against / 0 Abstain

4.6 Entrepreneurship & Innovation Report

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

The BOARD OF DIRECTORS thanked Ashlea Wallington for all her work as the Director of Entrepreneurship and Innovation. They are looking forward to a digital Demo Day on Wednesday night.

Ruolin Ma asks who will take over the CRM. **Alexis Roitman** said that we need to work through this issue offline and report back.

Zizheng Bai asked if we could offer sponsorship or find some financial support for clubs and innovators. **Connor Wherrett** said that we can have discussion about sponsorship and financial support and consider changes to policy.

Resolved

B055/20

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

Mover: Ruolin Ma

Seconder: Yinfeng Shen

12 For / 0 Against / 0 Abstain

4.7 Facilities Report

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

Alexis Roitman commended the work of **Ian Craven**. The cleaning contract is scalable and this has been beneficial at this time.

Resolved

B056/20

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

Mover: Jane Drummond

Seconder: Ruolin Ma

12 For / 0 Against / 0 Abstain

4.8 People and Culture Report

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

Alexis Roitman said that the People and Culture Director is a critical position. We are waiting for is the modelling on what can be spent and an indication as to whether there are students on campus in semester 2 to decide when the 'inflection point' will be before we recruit a People and Culture Director.

Marie Leech said that it is wise to pause recruitment given we are undergoing an Organisation Review.

Lachlan Finch asked the clarify the role of Nicole Saadeh. **Alexis Roitman** said that Nicole Saadeh has taken on some of the roles but Alexis herself is making some key decisions and preparing the staff forum.

Lachlan Finch said that he does not feel that it is prudent to recruit now but we should start the hiring process and be ready as soon as we start moving out of COVID-19. **Alexis Roitman** said that the position description was ready and preparatory work is done.

Marie Leech asked for an organisational chart. **Alexis Roitman** said she will send that to all Directors.

The BOARD OF DIRECTORS thanked Nicole Saadeh for doing a great job in difficult circumstances.

Resolved

B057/20

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

Mover: Lachlan Finch

Seconder: Yinfeng Shen

12 For / 0 Against / 0 Abstain

4.9 Welcome Week Coordinator's Report

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

Recommendation 2: That the USU continues to recognise First Nations people and include a Learning from Country in Welcome Fest.

Recommendation 3: That the USU continues to provide a free food and coffee offering to USU members at Welcome Fest.

Recommendation 4: That the USU continues to provide for opportunities for clubs and societies to have a stall and encourages, supports and facilitates clubs and societies running events during Welcome Fest

Recommendation 5: That the USU expand access to parties during the week of Welcome Fest and continue its movie night offerings at Courtyard.

Recommendation 6: That the USU consider using future designs for Welcome Fest consistent with the Welcome Fest 2020 look and feel and continue providing engagement for Rewards members.

Dane Luo spoke to his report and thanked the BOARD OF DIRECTORS for the opportunity to be the 2020 Welcome Week Event Coordinator. He added that it was a very successful event and he believes that further consideration should be given as to how we handle the evening events given that the Welcome to Sydney Party and the Remedy Kombuchar movie nights were all at-capacity.

Jane Drummond said she really liked the Report and thought the event was successful but did not believe it was appropriate to pass recommendations 2-6 as a Board motion.

Maya Eswaran said that it was really good to have all 250 clubs to have a stall.

Resolved

B058/20

That the BOARD OF DIRECTORS:

1. Accept recommendation 1;
2. Notes recommendations 2 to 6; and
3. Notes the Report.

Mover: Caitlin Brown

Seconder: Jane Drummond

12 For / 0 Against / 0 Abstain

Resolved

B059/20

That the Chair be moved to the Vice President.

Mover: Jane Drummond

Seconder: Marie Leech

12 For / 0 Against / 0 Abstain

4.10 President Report

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

Connor Wherrett said that it is a tough time and the USU needs to support the casuals. Thanks to the BOARD OF DIRECTORS for the efforts so far. Good luck to all the electoral candidates.

Maya Eswaran said that our strategy for the organisation is to hire as many staff as possible but cash flow is a big concern for us.

Decheng Sun said that pandemic will affect us for a long time. The next Executive should be lenient on clubs and not add extra stress during the pandemic. He recommends they keep communication with clubs and be flexible.

Resolved

B060/20

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

Mover: Yinfeng Shen

Seconder: Ruolin Ma

12 For / 0 Against / 0 Abstain

Resolved

B061/20

That the Chair be moved to the President.

Mover: Maya Eswaran

Seconder: Yinfeng Shen

12 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 15 April 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 1 May 2020 from 1:00pm to 3:00pm online via Zoom.

The meeting closed at 2:47pm