

MINUTES

MEETING: BOARD OF DIRECTORS

HELD ON: 5 May 2020

TIME: 5:01pm to 6:24pm

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)

Nick Forbutt, Director (via audio-visual link)

Ruolin Ma, Director (via audio-visual link)

Yinfeng Shen, Director (via audio-visual link from 5:40pm)

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)

USU STAFF

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

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

OBSERVERS

Nina Dillon Britton (via audio-visual link)

Lara Sonnenschein (via audio-visual link)

Elinor Stephenson (via audio-visual link)

MINUTES

Pursuant to article 11.2(c) of the *Constitution*, the President received a request for a Special Meeting signed by Connor Wherrett, Lachlan Finch, Maya Eswaran, Ruolin Ma and Marie Leech.

<p>1. Opening</p>
<p>The meeting opened at 5:01pm.</p> <p>The President delivered the Acknowledgement of Country.</p>
<p>1.1 Apologies and Leaves of Absence</p> <p>Due to the global COVID-19 pandemic, the meeting was conducted online via audio-visual link. Yinfeng Shen requested an apology to attend a tutorial where attendance was compulsory.</p> <p>Resolved B069/20</p> <p>That the BOARD OF DIRECTORS agree to conduct this meeting via audio-visual link and accept the apology of Yinfeng Shen.</p> <p>Mover: Decheng Sun Secunder: Ruolin Ma 11 For / 0 Against / 0 Abstain</p>
<p>1.2 Disclosure of Conflicts of Interest</p> <p>No conflicts of interest were disclosed</p>
<p>2. Meeting Administration</p>
<p>2.1 Minutes of the Previous Meeting</p> <p>The draft Minutes of the BOARD OF DIRECTORS held on 1 May 2020 was circulated.</p> <p>Resolved B070/20</p> <p>That the Minutes of the BOARD OF DIRECTORS held on 1 May 2020 be approved as a true and correct record.</p> <p>Mover: Marie Leech Secunder: Ruolin Ma 11 For / 0 Against / 0 Abstain</p>
<p>2.2 Business Arising from the Minutes Not Addressed Elsewhere</p> <p>No business arising from the Minutes not addressed elsewhere.</p>
<p>2.3 Open Question Time</p> <p>Elinor Stephenson asked, given that a large proportion of meetings of the BOARD OF DIRECTORS was <i>in camera</i>, whether comment could be provided on the <i>in camera</i> content? Connor Wherrett said that comment can be provided after discussions have concluded.</p> <p>Elinor Stephenson asked whether <i>in camera</i> decisions affect students and whether they should be available to students? Connor Wherrett said that they are governed by an In Camera Policy that lists</p>

four criteria for confidential material that should be discussed in camera. They are matters pertaining to human resources, sensitive finance issues, legal advice and negotiations with the University. The USU is following its existing policy. Everything the USU does affects students.

Elinor Stephenson asked whether students are signing up as USU members. **Connor Wherrett** said the question will be taken on notice.

Elinor Stephenson asked whether the USU will campaign for more support for the tertiary sector. **Connor Wherrett** said that the USU has already signed the NUS petition and statement. No comments on specific plans at the moment but the organisation generally supports more intervention to support the tertiary sector.

Nina Dillon Britton asked for In Camera Policy and whether the BOARD OF DIRECTORS can choose to move *in camera*. **Connor Wherrett** said that this is an old policy of the Board and provides that confidential material will be in camera.

Nina Dillon Britton asked which criteria falls for the closure of Manning Bar. **Connor Wherrett** explained that this was a commercial decision as there are relationships with external stakeholders.

Nina Dillon Britton asked about the financial state of the USU and what sort of funding shortfall is being expected this semester. **Connor Wherrett** said we are in extraordinarily difficult financial times and more details will be available at the Annual General Meeting (AGM).

Nina Dillon Britton asked what is the current largest operating expense for the USU. **Connor Wherrett** said that the largest cost for the USU is staff.

Nina Dillon Britton asked if there are further considerations for cuts to staff, pay or benefits. **Connor Wherrett** said that, in light of the constantly evolving situation, updates will be provided as the situation develops. It is not appropriate speculate on what the BOARD OF DIRECTORS will or will not do in the future. The state of our financial position needs to remain confidential as they are being considered and to preserve relationships with others.

Nina Dillon Britton asked whether she could ask questions to individual Directors. **Dane Luo** clarified that Open Question Time is open to questions to members of the Executive under the *Regulations*. However, pursuant to articles 8.2(a) and 13.3(d)(x) of the *Constitution* and a resolution of the BOARD OF DIRECTORS on April 2014, the President and Chief Executive Officer (CEO) are the official spokespeople of the USU and BOARD OF DIRECTORS. Questions pertaining to the position of the USU can only be answered by them.

Nina Dillon Britton asked what is the CEO's salary and whether there will be any cuts to the CEO's pay. **Connor Wherrett** said that the CEO's salary is confidential and updates on this issue will come later.

Nina Dillon Britton asked whether the budget will be presented to the AGM. **Connor Wherrett** said that the budget meeting has already been held in December. This is quite an outdated document as we have had been severely impacted by the global pandemic. He puts on Notice about access to budget documents.

Lara Sonnenschein asked if there were other opportunities to ask questions. **Connor Wherrett** said that the only opportunity is in Open Question Time, as stipulated by the *Regulations*.

2.4 Motions on Notice

No Motions on Notice.

3. Matters for Decision

3.1 Confidential Business

Resolved
B071/20

That the BOARD OF DIRECTORS move *in camera*.

Mover: Lachlan Finch

Seconded: Nick Forbutt

11 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *in camera* at 5:22pm.

3.1.1. Confidential Minutes of the Previous Meeting

Resolved

B072/20

That the Confidential Minutes of the BOARD OF DIRECTORS held on 1 May 2020 be approved as a true and correct record.

3.1.2. Financial State of the USU

Yinfeng Shen arrived at the meeting at 5:40pm.

Resolved

B073/20

That the BOARD OF DIRECTORS accept the recommendations.

3.1.3. Stipend Sacrifice of Directors

Resolved

B074/20

That the BOARD OF DIRECTORS reduces the stipends of Directors by 40% from the passage of this motion to 30 June 2020 but the CEO may provide exceptions for Directors with financial difficulty in a confidential manner.

Resolved

B075/20

That the BOARD OF DIRECTORS move *ex camera*.

Mover: Yinfeng Shen

Seconded: Decheng Sun

12 For / 0 Against / 0 Abstain

The BOARD OF DIRECTORS moved *ex camera* at 6:14pm.

3.2 Other Matters for Decision

There are no other matters for decision.

4. Matters for Discussion

4.1 Other Matters for Discussion

The policy of the BOARD OF DIRECTORS in responding to requests for comment was discussed.

Connor Wherrett said that the *Constitution* stipulates that the President and CEO are the spokespeople of the USU and BOARD OF DIRECTORS. Directors should not respond to individual emails or messages about the business or positions of the USU.

Decheng Sun said that the student body understand who is representing the USU. When individual Directors make comments, people don't see them as policies or positions of the USU. He believes that he can publicly disagree with decisions of the USU.

Maya Eswaran said that there was discussion about this issue whilst *in camera* and some Directors are not speaking about this. Whilst the President and CEO can make official statements, individual Directors should be able to express their own opinions. We are distinct from other Boards and we are accountable to the student body at elections. She and Decheng Sun supported a motion on the SRC which they are not the author of and is not binding.

Lachlan Finch asked Maya Eswaran if she believes she has an obligation, as a Director, to be forthcoming about issues relating to the governance of the USU with the BOARD OF DIRECTORS before expressing them in a public forum. **Maya Eswaran** said that she has consistently stated her views on the BOARD OF DIRECTORS and the opinions she expressed recently are consistent with what she has said in the past.

Decheng Sun said he believes that no Director or the SRC is getting an extra dollar from speaking publicly so there is no personal benefit and is thus not breaching any fiduciary duties. He will follow any instructions of the BOARD OF DIRECTORS but the BOARD OF DIRECTORS has not made a decision about speaking publicly.

It was clarified that Maya Eswaran and Decheng Sun publicly supported an upcoming SRC motion that calls for the USU to take certain actions. They have not 'signed' the motion.

Connor Wherrett reminded the BOARD OF DIRECTORS that the clause 1(f)(i) of the Duty Statements of Directors states that 'Directors shall accurately and without distortion represent Board policy on any issue'. When Directors speak 'on any issue', they should do so consistently with the policy of the BOARD OF DIRECTORS, not contradict that policy and raise issues within the BOARD OF DIRECTORS at all opportunities.

Marie Leech and **Lachlan Finch** agreed, adding that for the BOARD OF DIRECTORS to do its proper functions as a collective body, Directors can publicly convey the policy of the BOARD OF DIRECTORS, not their individual opinions.

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

No minutes were presented for noting.

5.3 Other Matters for Noting

There are no other 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 29 May 2020 from 1:00pm to 3:00pm online via Zoom.

The meeting closed at 6:24pm.