

PARSA Board Meeting Feb/2021 – Minutes

ANU Postgraduate & Research Students' Association (PARSA)

Board Meeting Feb/2021

Date: 1 February 2020

Time: 5:30pm

Location: The PARSA Office

Attendance: Zyl Hovenga-Wauchope, Eve Walker (President), Hao Min, Utsav Gupta (Treasurer), Nisha Dahiya (Secretary), Sagar Acharya, Rittwick Visen, Karthik Mynampati, Kazimier Lim.

Apologies: none

Absent: none

Observers: Ayla Chorley (Operations Manager)

Taking Minutes: Nisha Dahiya

1. Meeting Open

The meeting opened at 5:43pm.

The Board resolved that until a Chair was elected that Zyl Hovenga-Wauchope would preside over the meeting. Zyl opened the meeting and acknowledged the traditional owners.

The Board was advised that if any Director wished to discuss an item solely with the Board, that they should notify the Chair.

The Board members were reminded of their duties as Directors under the PARSA Constitution and the law. No conflicts of interest were disclosed.

2. Minutes of Previous Meeting

The Board approved the minutes of the previous meeting as a true and accurate reflection of the discussions that occurred during the meeting.

3. Matters Arising

The Board considered the Matters Arising, noting that most items were contained within the Agenda, and directed that other items be brought to the next meeting.

There were no alterations to the arrangement of the Agenda. The Board resolved that items that had not been starred were to be resolved according to the recommendation contained within, and that items not marked as confidential were permitted to be communicated publicly.

4. President's Report*

The president noted her report and elaborated upon the success of 'Holiday Hampers' by PARSA as well as the wonderful contribution of PRC and Staff in effective day to day workings of the organisation.

The president also noted:

- The overall success of student assistance programs including PARSA emergency grants, Covid emergency grant, grocery vouchers, family supplements, emergency accommodation, textbook grants and family supplements.
- The list of events planned for O-week including the events continued from last year and new events planned for this year.
- The expected dates for completion of Policy development items.

The Board discussed whether the CEGs program should alter its eligibility criteria to increase successful uptake, noting the ratio of successful and unsuccessful applications was approximately 50/50. The President explained the current success rate and fusion of PEGs and CEGs, and that the rate was generally due to not meeting reasonable criteria for the grants. The Board noted that further financial support may be needed for the program, depending on how Australia continues to deal with COVID-19, as well as improvements to the way the grants are promoted.

The Board discussed how events would change in relation to the decreased presence of international students. The Board discussed enrolment numbers for 2021.

The Board requested that the President work with the Policy and Research Officer to prepare a more comprehensive project plan for the completion of the policy items mentioned in her report.

The Board noted the President's report.

6. Board Projects 2021*

Members of the Board provided updates on the progress on their individual projects and the Board reflected on an effective strategy going forward to accomplish the completion of Board strategic projects. The Board noted that there are many major projects to be completed and that not all projects would be realistic to complete without significant resourcing.

	Project	Responsible	Progress
1	Financial Regulation	TBC	
2	PARSA Budget 2021	President, Operations Manager	Included in agenda
3	Honoraria Regulation	Zyl H-W	Included in agenda
4	Code of Conduct	Policy and Research Officer	

5	Board Delegations Document	TBC	
6	PARSA Officers Review	Hao Min	Updates in Next meeting (02/2021)
7	Privacy Policy	Policy and Research Officer	
8	Strategic Plan 2022-2025	Board/External Facilitator	
9	Risk Register	Board	Next Meeting
10	Constitutional Review	TBC	
11	PARSA Cycles Governance Manual	TBC	Next Meeting
12	PARSA Governance Manual	TBC	Next Meeting
13	2021 membership survey	External Facilitator	
14	PARSA Board Outreach and Awareness	Kazimier Lim	

Strategic Plan 2022-2025

The Board discussed the Strategic Plan project, noting the complexity involved in the project. This Board noted that a high-quality strategic plan would require a thorough review of the current Strategic Plan, holding facilitated workshops with members, the PRC, staff, and the Board, and the synthesis of this information into a clear vision for the next 3-5 years. The Board noted that this is a major project requiring significant resourcing and expertise.

The Board noted a need to better understand the current needs of the membership, particularly in light of the post-Covid environment and the changes to the numbers and origin countries of international students. The Board noted the need to add a project regarding the 2021 Membership Survey. The President proposed holding regular townhall meeting as part of PARSA's engagement with members.

The Board noted the time and expertise required to lead, research, and facilitate a Strategic Plan project and noted that they did not consider it realistic to be managed internally by the Board, the President, or the staff. Considering the resources and expertise available, the Board discussed three pathways for progressing towards development of the Strategic Plan 2022-2025.

These were:

- Seeking external support from a consultant, as was done when the first plan was developed;

- Appointing a member of the Board or PRC to lead the full project internally; or
- Appointing a member of the Board or PRC to lead a smaller revision of the current plan.

On the basis of discussion, the Board resolved:

1. That the President should work with a member of the PRC to prepare a proposal for leading the project internally, to be supported by Sagar Acharya for assessing the proposal/ statements and CV presented by the proposed PRC member.
2. That the PARSA Operations Manager should seek a quote from the previous facilitator of the strategic plan; and
3. That the PARSA Operations Manager should seek a quote from a different external expert.

Constitutional Review

The Board discussed the Constitutional Review project, noting that a major revision is not necessary and that only minor amendments might be considered with the assistance of the Policy and Research Officer.

The Board resolved to invite Ben Langley, the Policy and Research Officer, to the next meeting and to request that he work with the PRC, the Board, and staff to propose minor alterations to the Constitution.

Additional Projects

The Board resolved to discuss the remaining major projects at the next meeting to determine an effective way to resource and support their completion.

7) PARSA Budget 2021*C

The Board discussed the changes and updates in the proposed 2021 Budget related to an increase in available amount for every portfolio and student support/grants, noting that there may be further increase post-audit. The Board approved the PARSA Budget 2021, noting a \$4,000 accounting/calculation issue in the presented budget whereby the total was more than the sum of the budget lines.

8) Honoraria Regulation*C

The Board discussed the draft Honoraria Regulation and previous regulations, as well as the feedback provided by the President, members of the Board, and the College of Law Officer.

The Board noted that complexities in the regulation still remain unresolved, and that the legal advice that the President had sought and received was not yet available to the Board for consideration. The President advised that the legal advice was expected to be provided to the Association in the upcoming week.

Accordingly, the Board resolved to revert to the Stipend and Honoraria Regulation of 2019 subject to:

- updating of the payment table with the new roles created since 2019, and providing the Chair with the same stipend amount as provided a standard Portfolio Officer, but not including stipends for College Officers or Directors; and
- updating the opening sections to include the explicit requirement that all payments be subject to PAYG withholding tax along with statements regarding recipients' due diligence.

College Officers would still be allowed to apply for honoraria, pursuant to the terms of the Stipend and Honoraria Regulation 2019.

The Board resolved to wait until the legal advice is provided before furthering the project of reviewing and updating the Honoraria Regulation.

9) Financial Reporting*C

The Board discussed the Association's financial position and noted the association's Balance Sheet, Statement of Profit and Loss, Statement of Cash Flows and PARSA Cycles Balance sheet. The Board resolved that the Association was solvent.

10) PARSA Investments*C

The Board discussed the progress of the Investments Project, noting that Escala Partners had provided the paperwork for completion and that only one or two forms still need completion before being returned. The Board noted the additional paperwork provided relating to the progress and status of the project.

The Board noted that after PARSA's account was created, Escala Partners would be working with the Investments Committee to prepare a clear understanding of PARSA's financial position, financial risks, long term investment horizon, and investment objectives. Escala would then work to prepare an appropriate asset allocation, after which a portfolio allocation would be proposed and then implemented. At all stages the Board would be responsible for approval before the project progressed further.

The Board noted that significant financial liabilities may exist due to previous employment concerns. The Board noted that it would need to ensure a complete understanding of these possible liabilities, and that it would at all times need to ensure that it remained solvent while pursuing the investments project.. The Board noted that further information outlining the risks would be available after the legal advice was provided.

The Board noted the financial position of the Association as per the Balance Sheet, noting that the Association has approximately \$1.7m in cash in the bank against liabilities of approximately \$700,000. The Board noted that all of the liabilities of the Association were SSAF-related, that a significant portion of these funds were available for use by the Association within the SSAF legislation, and that the President was negotiating with the University to keep the remaining funds.

Accordingly, the Board approved the investment project to proceed according to the proposal provided by Escala Partners, which was to open an account, prepare an

understanding of PARSA's financial position, prepare a proposed asset allocation, and then prepare a proposed portfolio allocation, with the Board's feedback required at each stage.

The Board appointed Zyl Hovenga-Wauchope to the Investment Committee.

Concerns from the PRC

The President advised the Board that members of the PRC were concerned about certain decisions made by the Board, and an apparent lack of communication between the Board and the PRC since the Planning Day meeting in November. The President advised that members of the PRC were considering calling for a General Meeting with all members as they considered this the only accountability mechanism available to them.

The Board were concerned by the PRC's perception and the proposed action, noting that the Board had not been approached or contacted regarding any concerns since December, and had sought and received feedback from members of the PRC regarding the Honoraria Regulation in December and January. The Board noted the provisions available under the Constitution whereby the PRC may request the Board hold a joint meeting with the PRC, and the provisions providing for members of the Association to contact the Board about any matter.

Further during the discussion, President mentioned that these concerns arose during her discussion with members of the executive, during which confidential items were revealed. The Board expressed concern at this breach of confidentiality, noting that all meetings begin with a reminder of all Director's responsibilities and specifically note that certain items are to be treated as confidential to the Board. The Board noted that if any Director wished to discuss an item outside of the Board meeting that they could raise that at the meeting, as they are invited to do, and allow the Board to consider whether that would be appropriate and how to do so effectively. The Board acknowledged that many of PRC's concerns could have been addressed differently & positively if the confidential items were shared appropriately with all relevant information.

The Board requested that the President communicate the Board's openness to dialogue to address the PRC's concerns, and of the Board's commitment to improve transparency of its decisions and functions. The Board requested the President inform the PRC of the available options for communicating with the Board about their concerns.

The Board delegated to Kazimir Lim a project on 'Board Outreach and Awareness' to improve Board transparency and enable greater communication with the PRC, staff, and members. The Board requested that Kazi work swiftly on this project.

11) Board Management

I. Officer EOIs*

The Board discussed the proposed appointment of Akiko Hirata as Disabilities Officer.

The Board expressed concern at the failure of the President to follow the process provided in the Governance Handbook for appointing into casual vacancies.

The Board reminded the President that appointments must only be made after a well-publicised EOI process followed by an interview consisting of the President or their delegated member of the PRC, a member of the PRC, and the Chair or their delegated member of the Board. The Board noted that the President had already appointed Akiko Hirata as the Acting Disabilities Officer.

The Board resolved for Hao Min to interview Akiko Hirata before considering her appointment as the Disabilities Officer.

II. Election of Chair*

The Board noted the process described in the Governance Handbook to elect a new Chair to replace the previous Chair, Zyl Hovenga-Wauchope, including that the Operations Manager was to act as Returning Officer and that nominations had to be open for at least 30 minutes

The Returning Officer opened the nominations for position of Chair 5:53pm.

The Returning Officer closed the nominations for the position of Chair at 7:15pm.

The Board noted the nominations of following elected director for the position of Chair:

- i. Hao Min

The Board elected Hao Min to the position of Chair until the next election.

The Returning Officer determined that Hao Min is the new Chair

III. Board Reporting Calendar and Future Meeting Dates*

The Board noted and approved the following schedule for future meeting dates.

- 5:30 pm Monday 22 March 2021
- 5:30 pm Monday 24 May 2021
- 5:30 pm Monday 26 July 2021. (19 July is Orientation Week; 26 July is deferred exams)
- 5:30 pm Monday 27 September 2021
- 5:30 pm Monday 29 November 2021

12.) Other Business

I.) Board Training

The Board discussed the importance of training for improving the skills of Directors of the Board, and that the training session that would ordinarily be provided by the University has apparently not been organised. The Board resolved to send the Directors for the training “Governance Foundations for Not-for-Profit Directors” provided by AICD in March 2021.

The Board delegated Ayla Chorley (Operations Manager) to follow up and make training arrangements.

13.) Meeting closes at 9:30pm.

Matters Arising

Activity	Meeting	Responsible	Progress
Regulations to be completed: <ul style="list-style-type: none"> • Financial Regulation • Honoraria Regulation • President Oversight Regulation • Code of Conduct • Delegations Document • Officers review • IT Policy • Election Regulations • PARSA Governance Manual • Privacy Policy 	10/2019 Nov/2020 12/2020 Feb/2021	Various	Partial
The President to work with a PRC Officer to prepare a proposal for updating the Strategic Plan. Operations Manager to seek quotes from previous consultant and different consultant for the Strategic Plan project.	Nov/2020 12/2020 Feb/2021	President, Operations Manager	
PARSA Cycles governance manual to be written	Nov/2020	Unallocated	
The Board requested the President to work with the Policy and Research Officer to present a plan for completion of certain projects at the next meeting.	12/2020 Feb/2021	President Policy & Research Officer	
The Board directed the President to seek external legal advice regarding our stipend and honoraria regulation in order to ensure we are acting in accordance with law and understand our risk.	12/2020 Feb/2021	President	Ongoing
The Board resolved to appoint Escala Partners for ongoing assistance in the management of PARSA's funds.	12/2020	Zyl Hovenga- Wauchope	
The Board resolved to invite Ben Langley, the Policy and Research Officer, to the next meeting and to request that he work with the PRC, the Board, and staff to propose minor alterations to the Constitution.	Feb/2021	President, Policy and Research Officer	
The Board requested that the President communicate the Board's openness to dialogue to address the PRC's	Feb/2021	President	

concerns, and of the Board's commitment to improve transparency of its decisions and functions. The Board requested the President inform the PRC of the available options for communicating with the Board about their concerns.			
The Board delegated to Kazimir Lim a project on Board Outreach and Awareness to improve Board transparency and enable greater communication with the PRC, staff, and members. The Board requested that Kazi work swiftly on this project.	Feb/2021	Kazimir Lim	
The Board resolved to discuss the remaining major projects at the next meeting to determine an effective way to resource and support their completion.	Feb/2021	Board	
The Board resolved to continue work on the Honoraria Regulation after obtaining the formal legal advice.	Feb/2021	President,	
The Board approved the investment project to proceed according to the proposal provided by Escala Partners, which was to open an account, prepare an understanding of PARSA's financial position, prepare a proposed asset allocation, and then prepare a proposed portfolio allocation, with the Board's feedback required at each stage.	12/2020 Feb/2021	Zyl H-W	
The Board resolved for Hao Min to interview Akiko Hirata before considering her appointment as the Disabilities Officer.	Feb/2021	Hao Min	
The Board delegated Ayla Chorley (Operations Manager) to follow up and make training arrangements for AICD training in March.	Feb/2021	Operations Manager	
Executive PRC members to attend future meetings of the Board to observe. All minutes of meetings to be published promptly, excluding confidential sections, and the PRC to publish the PRC meeting minutes to facilitate openness and transparency for all members. Develop a mechanism in which PRC officers may provide feedback to the Board, and requested that PRC officers discuss and put together a list of points to send to the board via email. The Board would include the emails as an agenda item.	Feb/2021	Board, PRC	