

## Q&A Document

This document contains questions submitted by the PARSA Research and Policy Officer on behalf of members of the Postgraduate Representative Committee with responses provided by the Board

### General Questions

**1) The statement attached to your email puts a great deal of explicit and implicit blame on the President. To what extent does the Board hold itself responsible for the issues in both the original complaint, and the statement addressing it? Specifically, why did the board not seek further information if its members felt it was lacking?**

- a) The Board is responsible for its actions and its omissions. It takes full responsibility for having acted to engage the PRC in a dialogue as soon as it was informed of the PRC having concerns. It takes full responsibility for having attempted to continue this dialogue after the President published extraordinary allegations against the Board without evidence. It does not take responsibility for the actions or omissions of the President. The Board has sought further information from the PRC and invited the PRC to discuss their concerns from 1 February.

It is important to note also that the minutes of the Board's meetings since October 2020 provide far greater clarity on some concerns raised, and directly contradict certain allegations made against the Board. Significantly, the President attended all of these meetings and joined the other Board members in *unanimously approving* the minutes of these meetings. These minutes have been uploaded to the PARSA website for information.

**2) What Role does the Board see for itself in the day-to-day governance of PARSA?**

- a) The Board is responsible for fulfilling its Constitutional responsibilities for the proper management of the Association in pursuit of its objectives. It accomplishes this with and through the President, the PRC, staff, and volunteers. It is responsible for the passage of regulations and policies identifying behaviours and practices that these people should follow, processes and systems for the prudent management of the Association's finances, and acts to ensure the protection of the Association's reputation.

**3) In the statement attached to your email there are no proposals for increased accountability, transparency, and communication. Does the Board believe that it needs to enhance its accountability mechanisms? If so, what proposals does it have?**

- a) The Board's statement was intended to provide an initial high level response to the most serious allegations made against it. It has consistently invited the PRC to join the Board in a conversation and joint project to develop improved transparency and accountability measures. It identified specific measures to take in the emails from the Chair in the week of 1 February, including the publication of minutes, the inviting of Executive PRC members to observe Board meetings, and a project to gather feedback on further proposals from the PRC.

**4) What is the Board's position on one of its members seeking to pressure people to remove their names from a petition for a special general meeting presented to the Board? Does the Board believe that there is any provision for this under the PARSA constitution?**

- a) The Board is responsible for calling a Special General Meeting on the petition by 100 members, so long as the petition complies with the relevant section of the Constitution (rule 30). The Board is

obliged to verify that a petition is compliant, including by ensuring that it has valid signatures, is signed by valid members, and contains a valid resolution (rule 30.3). The petition presented to the Board contained no signatures, contained no resolution, had duplicate student numbers, and the Board was notified within hours of its submission that multiple people did not wish to have their names present on it.

The Board accordingly directed members of the Board who were friends or associates of names on the list to contact them, and discovered that further people named on the petition had no knowledge of the petition's purpose or why they were affiliated with it. At the recent meeting of the Board and the PRC, the Board agreed to undertake an investigation of the circumstances giving rise to the petition and allegations that the Board members intimidated persons whose names were on the petition.

- 5) **Why has the board failed to notify the President of its meetings despite its requirements under the Section 17.3 of the PARSAs constitution (which requires notice of all meetings to be given to all directors)? Does the board believe that it has the power to exclude, without formal process, any of its directors?**
- a) No, the Constitution does not provide that the President or any Directors may be *arbitrarily* excluded from their right to attend and be aware of meetings under the Constitution. However, the President may be excluded where they have a conflict of interest in relation to the matters to be discussed pursuant to rule 16.8-16.11 and consistent with rule 26.1.2.

In this instance, the President had a fundamental and irreconcilable conflict of interest in relation to the discussions of the Board because the discussions were how to manage and respond to the President's extraordinary allegations and improper behaviour. The President was notified of the Board meeting to discuss these allegations and her inherent conflict of interest which rendered her ineligible to attend the meeting pursuant to rule 16.11 at the decision of the Board in the Chair's email of 2 February. Noting the provisions of rule 16.10.2, it was not necessary to further identify this conflict in order to hold further meetings of the Board excluding the conflicted member.

Further, one of the Board's core constitutional duties is to hold the President to account and protect the Association from a President who abuses their powers. The President's duties under the Constitution include the following:

*16.7.2 act in good faith and in the best interest of the Association to further the charitable and benevolent purpose for which the entity was created and exercise **delegated powers for the purposes for which they were originally conferred;***

*26.1.1 shall be **under the direction of and be accountable and responsible to the Board** and shall undertake and fulfil any functions, responsibilities, powers, and authorities subject to any constraints, related processes, protocols or relevant accountability obligations applying to the functions so delegated.*

*26.1.5 **must not wilfully act in any way or manner that the Board determines is liable to bring, or has brought, the Association into disrepute** through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association;*

***26.1.6 must not wilfully refuse or neglect to adhere to any provisions of this Constitution or the regulations of the Association.***

The President's decision to use her powers to publish extraordinary allegations against the Board and members of the Board, without any evidence, to tens of thousands of members and in public forums on social media to tens of thousands more recklessly damaged the Association's reputation. Prior to publishing these allegations, the President had failed to follow the Board's reasonable and Constitutional directions. In the days prior to the President's publications the Board was further made aware of serious and credible allegations against the President including, among other things, bullying of colleagues, the payment of funds to Officers of the PRC contrary to regulation, and the threatening of withholding of stipends for 'insubordinate' Officers of the PRC.

The Board was and is investigating these allegations. The Board had no confidence in the President's intentions and needed to act urgently to limit the President's ability to further damage the Association. While the Board's actions to exclude the President from urgent Board meetings was drastic, it was necessary and consistent with its obligations under the Constitution. If the Board did not act it would also be breaching its duties to protect the integrity and reputation of the Association, and could not have meaningfully held the President to account.

**6) Given the issue with the Chair of the Board's eligibility and other issues, what steps is the board taking to ensure it complies with the PARSAs constitution? What mechanisms are in place to correct any acts the board makes that are contrary to the PARSAs constitution?**

- a) The Board has identified as a major project the revision and completion of the Board Charter, which identifies and clarifies Board operational matters. The Board has identified a need for further training of Board members and was organising to attend governance training for NFP Directors with the AICD. The main mechanisms for ensuring compliance with the Constitution are knowledge of it in the first instance, but also acting appropriately to rectify inadvertent omissions or breaches of the Constitution. There are also provisions in the Constitution providing for members to raise issues with the Board, and for the members to call for and attend general meetings of the Association.
- b) Regarding the issue of the Chair's eligibility, this arose because rule 21, which describes the process for the election of the Chair, states that the Chair shall be elected from among the Directors of the Board, but that the position cannot be held by the President. When the Board needed to elect the position due to a casual vacancy in the position of Chair, the Board looked at that section and determined that the former Chair was eligible. However, rule 16.1.5, in an entirely different section of the Constitution, provides that "[a] duly elected Director of the Board of the Association pursuant to rule 16.1.1 shall be elected by the Board pursuant to rule 21.2 as the Chair". 16.1.1 refers to the elected directors, not the appointed directors. Upon being informed of this issue, the Chair reviewed the Constitution and resigned from the position within two hours and notified the Board of the reasons.

**7) Does the board intend to publish its minutes, or a summary of its discussions going forward? Will the Board publish a record of its decisions going forward?**

- a) The Chair advised the PRC in his emails in the week of 1 February that the Board intends to publish minutes of meetings going forwards. This has already been actioned. Those emails also advised that the Board would like to have a better understanding of PRC discussions, and directed that minutes of PRC meetings should be provided to the Board. These should also be published.

**8) When was the Board intending to hold a specified agenda item (joint) meeting with the PRC under Section 17.2.3 before this current crisis? How many times in 2020 did the board do this? Will the proposed meeting be considered a specified agenda item meeting for the purposes of this section?**

- a) The Board held a joint meeting with the PRC in November of 2020. The Board did not hold a joint meeting in the first 6 months of 2020 due to disruption arising from the bushfires, the hailstorms, the smoke haze, and the Covid-19 pandemic which prevented meetings and significantly disrupted the Association. The Board had not organised specific joint meeting dates yet, but had identified at the planning day a desire to organise quarterly meetings with the PRC similar to the planning day i.e. a meeting followed by a dinner or similar. This would be a joint meeting under the Constitution.

**9) What role does the Board see for the PRC going forward?**

- a) The Board sees the PRC's role as operational and representative. The PRC are responsible for organising and coordinating the many events and activities that are so foundational for member engagement with PARSAs, as well as the delivery of advocacy campaigns and the representation of student interests on university committees. These are the responsibilities identified for the PRC under the Constitution and the regulations of the Association.

## **Investments**

**10) Is it true that the company retained by the board to advise it in its investments employs the former Returning Officer? Do any members of the Board have a personal relationship with any individuals employed by this company? Did the Board go through any competitive process in selecting this company?**

- a) This is completely false. The former Returning Officer has no relationship with the firm identified to support PARSAs to manage its finances, nor do any Directors of the Board. The former Returning Officer is a professional economist employed at the Department of Prime Minister and Cabinet. Noting the allegations produced elsewhere, it is also appropriate to note that when the Returning Officer was appointed the Board was advised of a minor conflict of interest between the Chair and the Returning Officer, whereby they had both been Scout leaders at the same Scout hall in 2016-2017 (please note that they did not meet until 2016). As the Board was notified of this minor conflict of interest, pursuant to rule 16.10.2 the Chair was not required to remind the Board of this minor conflict of interest when the former Returning Officer was appointed to the Investment's Committee. For clarity, he received no fees or benefits of any kind for rendering his services to the Association as Returning Officer or as an appointed member of the Investments Committee.

The Board sought quotes from 4 separate wealth management firms which work with NFPs, received proposals from 3, and chose one on the basis that it was the best values alignment and best value for money.

**11) What are the sources of the funds proposed for investment? Is there any responsibility to the source of these funds to spend the money PARSAs has received in a certain way?**

- a) PARSAs is planning to use a portion of its substantial cash reserves. PARSAs is free to use its reserves in accordance with the objectives and powers described in the Constitution. The Constitutional basis for investing money by the Association is described under rule 2.2:

*In addition to the powers conferred on the Association by the Act or Legislative Regulation, this Constitution and consistent with the assigned authorities in rule 15, the Association has all such powers as are necessary or convenient to carry out its objects and, in particular, shall have the following powers solely for and consistent with the purpose of carrying out and furthering the aforesaid objects and not otherwise to:*

*2.2.10 Invest any monies of the Association not immediately required for any of its objects or purposes in any manner authorised by law;*

There are limitations to what money derived from the Student Services and Amenities Fee (SSAF) can be used for, whereby it must comply with the SSAF legislative categories. No money is proposed to be spent using SSAF funds provided by the University to PARSA under the Provider Agreement. SSAF forms the annual operating budget of the Association, but PARSA has derived additional revenue from the sale of merchandise, ticket sales from events, interest from bank savings or term deposits, dividends from its ownership of PARSA Cycles, tax benefits relating to Covid stimulus, and the transfer of assets from the ANU Union after it dissolved. All of this money is PARSA's to use as in accordance with the powers and objects in the Constitution.

**12) What impact will the removal of this cash reserve have on PARSA's ability to deal with any suddenly arising liabilities, emergencies, or other unforeseen circumstances.**

It would depend on the size of any unforeseen event, but there is no 'removal' of cash from PARSA proposed anywhere. It is simply a matter of how PARSA manages its money to derive the greatest risk-adjusted return. The amount allocated for this purpose represents less than half of PARSA's current cash reserve, and it would be freely accessible to the Association with no longer than a 3-5 business day turnaround. There is no reason to think that it would be needed more immediately than that in amounts that aren't already available from PARSA's remaining cash reserve.

At all times under the proposal the Association would have approximately \$1million in cash immediately available to it. By more prudently managing some of its significant funds, it would be able to earn a conservative increased annual return of approximately \$40,000-\$60,000 per year, which would provide additional grants funding, or more events, or improve PARSA's ability to weather financial difficulty.

**13) At what time was the board going to publicize the nature and scope of the investment?**

- a) At the Annual General Meeting, when the strategic finances of the Association are discussed with the members. PARSA does not advertise when it transfers money from one bank account to another, or changes banks, or when it extends a term deposit, or when it receives payments of any kind, other than at the Annual General Meeting when it presents the audited financial statements and details its financial position. Otherwise, the responsibility for the management of the Association's finances sits with the Board as delegated by the members. Each Director also explicitly has a fiduciary responsibility to ensure the prudent management of the Association's finances, and the board is acting in PARSA's best interests in seeking returns better than 0-0.4% p/a as is currently available in savings accounts at most major banks.

## Honoraria

### 14) Why did the board not reach out proactively to the PRC? Is the Board aware of the degree to which documents relating to Honoraria were requested not to be shared by the former Chair?

- a) In the President's email of 24 October 2020 regarding the draft Honoraria Regulation, she advised:

*One of the partners at Clayton Utz has stated that they're willing to help us work on these regulations (pro bono). **After speaking with several of my team members**, and in addition to my base understanding of tax and labor law, I think this might be desirable.*

- b) The Chair responded on the same day:

*We've spoken to **2 lawyers and 3 accountants** about our stipend regulations and **the issues it currently contains**. Conversations about what needs to be changed have been ongoing, and we are currently trying to capture these issues. The Board decided earlier in the year that we do not want to change the regulation part way through the next team's term.*

*I suggest we proceed with finalising suitable language for this regulation, but I am happy to treat this as an ongoing conversation. **It will be a decision for the Board as to whether we are comfortable having your colleague pass their eye over the regulation, but I think this is a good suggestion.** If the Board is satisfied with this regulation, we can consider changes to it next year.*

- c) In its meeting of 31 October, the Board minutes noted that:

*The board resolved for Honoraria Regulations draft to be passed for a pilot, and draft distributed to PARSA officers for feedback and consultation, and for it to be discussed at the planning day.*

- d) In the President's email to the PRC on 16 November she advised the PRC that she "would like [members of the PRC] to... Read the Honoraria Regulation. This will be a matter for discussion on Planning Day."

- e) Under the Constitution and the Regulations, the President is the primary point of contact between the Board and the PRC. The President is responsible for oversight of the PRC, and for the vast majority of communications between the PRC and the Board. The President is also a Director, and representative of the Board, and had already indicated that she was discussing the regulation with the PRC. The information provided to the Board by the President indicated that the President was actively discussing the Honoraria Regulation draft with the PRC consistently with the Board's decision at the October meeting. The Board considered that the conversation at the planning day would be a continuation of this feedback, consistent with the plan that this draft was to be used as a pilot.

### 15) Why did the Board move forward with a trial of the program without seeking legal advice about the implications of specific regulation on PRC Members and the organization?

- a) The Board did receive legal advice, from the PARSA lawyer Michael Curtotti in 2017 and 2018, and from the PARSA lawyer Agata Pukiewicz in 2018 and 2019. That advice concluded that there were issues with the way that the stipend regulations of 2017, 2018, and 2019 operated whereby all Officers of the Association other than College Officers received fortnightly stipends at fixed amounts

for the performance of their duties as described in their position descriptions and the Constitution. There were also issues regarding statements that the President was entitled to some leave.

The general advice was that the Association did not have an employment relationship with any Officers or the President, but that it would be able to strengthen this by some changes to the provisions of the regulations including by transitioning away from fortnightly payments of fixed amounts. The intention of the draft honoraria regulation was to accommodate these recommendations, as well as to improve transparency of the activities of Officers of the PRC and the Chair by requiring the submission of 100-200 word reports every month which would be made available to the members. This is a practice used by other student associations including ANUSA, SSU, CAPA, and GSA.

**16) Did the Board consider the interaction with PARSA's agreement to pay individuals under the ANU's enterprise agreement with the possible creation of an employment relationship?**

- a) Yes, see above. The pre-existing regulations had the same or worse possible implications, and the draft Honoraria Regulation of 2020 was considered to be an improvement, not a comprehensive fix.

**17) Why did the board seek to implement the honoraria regulation if the concerns were known before the implementing meeting?**

- a) See above.

**18) Why did the Board not contact any members of the PRC after the Planning Day in a timely manner, as was discussed on the day?**

- a) The minutes of the Planning Day meeting include:

*The Board noted some miscommunication between the Board and the President regarding the process of consultation, and agreed that steps should be taken to improve understanding and that **consultation should be extended**.*

*The Board noted that some feedback on the regulation arose from a misunderstanding of the responsibilities of the Board, Directors, and the Chair.*

***The Board requested that the President seek written feedback from the PRC about the honoraria regulation, to be discussed at the next meeting.***

The President provided Officers of the PRC with a link to a feedback form regarding the Honoraria Regulation in the days after the Planning Day. The President provided the Chair with a summary of this feedback in an email sent on 8 December. There were 5 responses to the form. The Chair also received detailed written feedback from the CoL Officer HDR and the Policy and Research Officer.

All feedback was provided to the Board at its December meeting and was used to modify the Honoraria Regulation accordingly. Note as well that the Chair and the President discussed all feedback at length and reached agreement as to the best way to accommodate the feedback provided, which was ultimately the direction that the Board chose to take at its December meeting when it concluded:

*The Board resolved to amend the current honoraria regulation by changing it to a monthly stipend on condition of provision of a report, along with associated changes reflecting*

*feedback received, and directed Zyl Hovenga-Wauchope to report to the Board on progress at the next meeting.*

*The Board resolved that all Officers who were entitled to receive a stipend under the previous regulation of 2019 will receive the stipend to which they were entitled for the months of November and December according to the same process as provided for under the previous regulation, and that Officer positions that had been newly created but not reflected in that regulation will receive the same amount as a standard portfolio officer.*

*The Board resolved that all future stipend or honoraria payments made by the Association will be subject to Pay as You Go (PAYG) withholding tax.*

*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.*

**19) Where exactly does the Board see the line between general duties and a special project of the Board (for which board members can receive honoraria/stipend). What accountability mechanism does the Board propose to stop a future board from abusing the distinction without the knowledge of the membership?**

- a) Answers to these are described in the most recent draft of the Honoraria Regulation, which was provided to the President, Vice President, and Policy and Research Officer on 17 January. At an in-person meeting with the Chair, the President requested that the Chair provide the draft to the President and Vice President, and that the President would then provide it to the Executive Committee and the rest of the PRC afterwards. The Chair also provided a copy to the College of Law (CoL) HDR Officer on 20 January and received feedback.

On the basis of the feedback provided to the Board by the President and the CoL HDR Officer, the Board at its 1 February meeting:

*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.*



## Diversity

### 20) What steps has the board taken to diversify other than asking the President to place an EOI?

- a) At the Planning Day meeting in November the minutes note that:

*The Board resolved to fill the vacant positions on the Board with **female or non-binary Directors to improve the diversity and identity makeup of the Board**. The Board directed the President to seek EOIs, and that the interview panel would consist of Eve Walker (President), Nisha Dahiya (Secretary), Hao Min and Karthik Mynampati.*

The vacancies on the Board are in the positions of the elected director positions, which must be filled by student members. The Constitution prescribes that the process of filling a vacancy must be written in regulations. The Regulation states that the process for filling a vacancy on the Board is by publishing an Expression of Interest form and conducting interviews, after which the Board would fill the vacancy. This is the only way that the Board is permitted to fill casual vacancies in these positions.

### 21) Why are the two appointed members of the Board both male? With both these directors be seeking reappointment in these circumstances?

- a) Zyl Hovenga-Wauchope has advised the Board that he does not intend to continue as a Director after the expiry of his current term. At the Planning Day meeting in November the minutes note that:

*The Board discussed the tenure of the Chair and Secretary, **noting that the Chair's term expires in April 2021** and that the Secretary's term expires in June 2021. The Board noted that effective governance requires experience and training for these roles and requested that interested Directors should consider approaching the Chair to discuss taking on additional duties or learning about the roles. (note – Zyl Hovenga-Wauchope's term expires in May, not April).*

Regarding the gender identity of the two appointed Board members, this was not the basis on which the Board appointed them. They were determined by the Board at the time of their appointment to be suitable and appropriate persons to join the Board, and the Board at the time of their appointment was fully compliant with its diversity requirements under the Constitution.

### 22) Does the Board believe that its skills matrix has been adequately addressed? Should further regulation be put in place to ensure that all Board members have skills relevant to PARSA's future success?

- a) The Board is regularly engaged in considering its skills and expertise, as well as developing the skills and expertise of all Board members. The ANU reserves \$50,000 each year from the SSAF pool for the purpose of providing AICD governance training to student associations. Unfortunately it does not seem to have been organised this year and accordingly at the February meeting:

*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.*

The Governance Charter has been identified as a significant project for the Board to revise, and it provides some guidance on the improvement of Director skills. The Board also holds induction sessions using AICD materials for new Board members. The skills matrix of the Board identifies a broad range of valuable skills on the Board.

**23) Why were election for the Chair not held after the PARSA general election as required by Section 21.2?**

- a) This was an oversight by the Board. Per the Governance Charter, the Chair should have been elected at the first meeting of the Board after the 6-week handover period, which would have been the November Planning Day meeting. Instead, the election was held at the 1 February meeting. Were the Board aware of, or made aware of this oversight sooner, then the Board would have held the election sooner.

## **Strategic planning**

**24) What is the exact nature of the assistance that the Board feels it needs? What is the board's reasons for not exploring the PRC and the general membership's expertise before seeking an outside consultant?**

- a) At the Planning Day the Board had a broad discussion about the expiry of the Strategic Plan and the process required for updating it. The minutes recorded that:

*The Board noted that the Strategic Plan was expiring at the end of 2021 and should be updated, and that the Risk Register needed to be reviewed. The Board determined to seek external support for a thorough review and update of the Strategic Plan and Risk Register, with a view for completion by the end of 2021. The Board noted that the review would be supported by PARSA's biennial survey of members in 2021.*

The Matters Arising recorded that the President was responsible for the action:

*Consultants to be sought for review of the Strategic Plan, Risk Register, and Constitution.*

The Chair discussed the Strategic Planning project with the President and Vice President at an in person meeting on 15 January. The President advised that she had not sought consultants yet, and the Chair provided a number of recommendations on who to pursue this with.

In an email sent on 18 January the President advised the Chair that:

*Following our conversation last Friday (15.01.2021), I thought I should reach out to discuss the Board's interest in hiring a third party to help draft PARSA's Strategic Plan (2022-2025). Since our conversation, it has occurred to me that writing an organisation's Strategic Plan is one of the Board's greatest responsibilities.*

*PARSA's Board exists so that we can operate on a long-term, strategic, level. Having an internally dictated vision is paramount to our organisation's success. This means that our directors should have the opportunity to sit down together and think about what we need to achieve over the next three years. Although I understand that putting a Strategic Plan together can be a time consuming and tenuous process, this is a duty which we cannot shirk.*

*Moving forward, I believe it would be appropriate if we organised a Planning Day specific to the Board. Ayla has begun looking for resources which will help facilitate the project's management.*

The Chair responded the following day noting that:

*The Strategic Plan is a significant project requiring input from the members, the PRC, PARSA staff, and the Board. It requires an understanding of the current plan, our positioning in the University, the needs of our members, important stakeholders, and the future challenges that the Association faces.*

*Accordingly, it is not something that is embarked upon lightly, nor is it something that can be completed in one session with only the Board in attendance. To do the work of preparation, information gathering, and synthesis of this information we also need a clear understanding of and experience with the purpose of strategic planning, and a significant amount of time must be dedicated to the project.*

*This is expertise and resourcing that we do not currently have in house, which is why the Board determined to seek external support on the process. I do not understand how this entails or implies that the Board is attempting to 'shirk' its responsibilities - indeed, this is standard practice for the Boards I have served and worked with.*

The Board again considered the Strategic Planning process at the February meeting at the request of the President, and the minutes note that:

*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.***

...

*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.*

**25) Does the Board see any issues with a growing percentage of it's members not being students? What steps have been taken to ensure that they have an understanding of contemporary student issues?**

- a) Please see above the discussion around the strategic planning process and the Board's intended actions to ensure a thorough understanding of the whole membership's current needs. The proportion of student to non-student Board members is fixed in the Constitution.