

QUT Guild Board Meeting

Thursday 26 May 2022 at 18.00 GP Q 226/7

BOARD OF DIRECTORS

1	Olivia Brumm	Present
2	Jarrold Ward	Present
3	Oscar Davidson	Present
4	Juval Stephens	Present
5	Sarah Balmer	Present
6	Alexandra Zeh	Apology
7	Paul Pavlic	Present
8	David Taylor	Present
9	Cassandra Marshall	Present

MEETING MINUTES

1	a	Meeting Opening 6.05pm
	b	Acknowledgement of Country
	c	Attendance, Leave of Absences / Apologies
	d	Post Meeting Action Points
		Introduction for Alex.
		The Board of Directors introduced themselves as per previous meeting minutes.
2		Matters for Discussion
	a	Finance Meeting Outcome
		Some members of the Board of Directors had two meetings with QUT Staff members Cassandra Marshall and Sharyn Bee, to discuss where the overall financial position on the QUT Guild, in light of looking into all the different reporting that the board needs to look at to ensure liability.
		The conclusion was that the current system is cumbersome and requires a significant amount of human interaction to get the reports that the board requires.
		There was a discussion surrounding the timeframe for rolling out Xero which concluded should take 6-8 months.
		It was discussed that we will try to run zero and micropower in some capacity in parallel starting in July 2022.
	b	Xero Accounting Software

	<p>It was agreed that the upgrade to Xero is necessary not only for the board, but also for the business in general. It was agreed that both Xero and Micropower will run in parallel for 12 months from July 2022 and was suggested that we use a consultant to help with the full set up. It was suggested that</p> <p>Cassie suggested \$100,000 would cover the cost of the upgrade to the software, the consultant for 6 – 12 months and the upgraded hours for a Finance Assistant from Part Time to Full Time.</p> <p>It was agreed that this project is 100% operations.</p> <p>It is noted that all Board of Directors agree that</p> <ol style="list-style-type: none"> 1) we are going to move to Xero in the new financial year. 2) We are going to engage a consultant to assist with the project and, 3) We are allocating roughly \$100,000 to the project.
c	<p>Working capital of \$1.5m</p> <p>It was discussed that we could withdraw roughly \$1.5 million from the investment portfolio to cover the cost of SSAF to alleviate the restrictions that SSAF have on the QUT Student Guild.</p> <p>There was a secondary discussion surrounding approving negative budgets as a lot of other student unions approve negative budgets year on year and the QUT Student Guild should operate the same manner.</p> <p>It was discovered that the QUT Guild were not governed by the Corporations Act, but rather the Queensland University of Technology Act 1998 (State Act) as the QUT Student Guild.</p> <p>Olivia Brumm will produce further information regarding the QUT Act.</p> <p>Withdrawing Funds from the Investment Portfolio:</p> <p>If there needs to be an emergency withdrawal, the General Manager, Cassandra Marshall is to send through request to the board for noting, with a day to respond if any concerns, up to \$1.5 million.</p>
d	<p>Three Business Unit Reporting</p> <ol style="list-style-type: none"> 1. Services 2. Operations 3. Morgans. <p>There was a discussion surrounding making the current budgets / reporting clearer for the Board. An example is that wages for the Operations Manager is in the Administration Budget, however this needs to be separated to operations. There will be lots of little things like this that will take time to work out.</p> <p>More information needs to be supplied to the General Manager on this structure to pass on to the Finance Team.</p> <p>Another benefit from this model is surrounding SSAF. If we send our SSAF over the amount that QUT has provided us, so we can prove more spending and ask for more SSAF from QUT.</p> <p>The Chair parked the conversation there.</p>

	<p>This discussion reoccurred at a later stage in the meeting and all Board of Directors are in favour of the 3 Business Unit Reporting.</p>
e	<p>4 Way Test / Ratio Analysis Update</p> <p>From the reports send through, there were discussions surround our negative cash flow position.</p> <p>It was agreed that while we know that we have additional reserves in the Portfolio, and we are not under the Corporations act, no further action is needed. The Board does not want to push this further, as long as we are progressing towards Xero.</p>
f	<p>Audit Review</p> <p>Board will need to sign off on the Yearly Audit as per the constitution.</p> <p>The draft audit was due in May, however was held up as the Auditors required past Board meeting minutes, which have been approved during this meeting.</p>
g	<p>2022 Budget</p> <p>The 2022 Budget will be sent through to the Board of Directors on the 09 June.</p> <p>It was the discussed that the Finance committee has agreed to 6 monthly budgets aligned with the SSAF Budget. Jarrod Ward disagrees and thinks we should keep to one yearly budget.</p> <p>It was asked was there even any point approving a budget for 3 weeks and was decided it was for the best practice, minutes only, no action.</p> <p>The three-business unit budget discussion was raised again and it was asked did the board agree with this. Sarah Balmer stated that no it wasn't, only the change to Xero was agreed on.</p> <p>The Board will be aiming to approve the 2023 Budget in August or September.</p> <p>The three-business unit budget discussion was raised again, and was stated Sarah Balmer is happy to move ahead if this does not require additional manual handing and only if this can be done by Xero.</p> <p>Jarrod Ward disagreed and state that he wants the change even if it requires additional manual handing.</p> <p>David Taylor stated as long as it doesn't require double handling for the Morgans portfolio.</p> <p>The chair stated that we should wait, as it appears that no one is 100% clear as to what the software can do.</p> <p>Jarrod Ward sees it as so important as it will make us money in the long run.</p> <p>Jarrod Ward drew the format he is proposing for the three business units.</p>

		<p>There were questions surrounding SSAF and spending on staff wages such as the marketing team. Oscar Davidson agreed to look further into this as an option for us.</p> <p>QUT Reporting was discussed in terms of providing receipts etc and we can make this work.</p> <p>The Board approved the current budget we are working with the \$262 projected shortfall.</p>
		<p>NUS Affiliation Discussions</p> <p>QUT Student Guild is currently affiliated with the National Union of Students and due for reaffiliation in September 2022. This body were relatively effective, pre covid, however questionable now. One of the benefits of maintaining the affiliation is that it looks good.</p> <p>Recently, the NUS had a court case due to financial embezzlement.</p> <p>Some directors feel we should be affiliated, while other directors did not.</p> <p>It was suggested that we contact NUS and negotiate our reaffiliation fee down to \$1,000, considering recent financial activity. Oscar will write this letter.</p> <p>Oscar Davidson, Olivia Brumm and Sarah Balmer are current QUT NUS Delegates.</p>
3	a	Operational Needs
	b	<p>Director's liability insurance - James Hardie Case</p> <p>The insurance needs for Director's Liability was discussed. It was agreed that the Board of Directors need Directors Liability Insurance. It was advised that the QUT Guild has Educators Liability.</p> <p>Cassandra Marshall will send through current policy to the Board for further comment.</p>
	c	<p>Guest speaker/s prior to board meeting.</p> <p>The Board of Directors approve guest speakers speaking at meetings, prior to board meeting.</p>
4		Outstanding Items
	a	<p>Remuneration for Board Members -Outstanding</p> <p>2 x Proposals circulated for consideration for the Board of Directors.</p> <p>Proposal 1: Oscar Davidson presented his proposal.</p> <p>Oscar Davidson raised that his biggest concern regarding a Remuneration Committee was the conflict of interest for Board of Directors deciding on their own remuneration. He suggested taking this to council and allowing our students to respond on the rate of remuneration. The other option was that the remuneration committee had a very similar structure to the current Executive Finance Committee that we currently have and this committee can add Board Remuneration into its function.</p> <p>Jarrold Ward added that the ACNC Standard 2 states that we are entitled to act on behalf of all members</p>

and that the members deserve a right to know how we are running the business. At the Council AGM we would have to explain to all our members our financial state, including Board remuneration.

Proposal 2: Jarrod Ward presented his proposal.

Olivia Brumm created an addition to proposal 2, laid as a Remuneration Committee Charter so the committee does not write their own charter.

This refers to independent directors, not Executive Directors.

Voting on Proposal: 2 Options:

1. Board Remuneration is decided by the Finance Subcommittee.
2. Board Remuneration is divided by a vote at Council.
3. Remuneration Committee of the Board, deciding Remuneration across all different levels as well as the review of the General Manager.

Questions and discussions surrounding possible amendments for the proposals.

Amendments 1:

Only new roles within the QUT Guild and pay rises that our over and above of the existing approved budget: Approved.

Amendment 2:

3 Board Members (1 Professional Member) and 2 SRC Members (not president): Approved

Amendment 3:

Senior staff & Board only.

No Student Executives or Casual Staff.

(No executives unless outside of the norm)

In the first meeting of this committee, the committee will review the charter and make needed amendments and then it will go back to the board.

Voting in favour of Remuneration Committee with above amendments.

All Board Members, except for Oscar Davidson.

Oscar Davidson would like to vote for the Second option.

Remuneration Committee will comprise of:

Jarrod Ward,

Olivia Brumm

David Taylor

Oscar Davidson will send out EOI for the SRC Members which will be done at Council on the 31 May 2022.

	a	Meeting Minute – Board Approvals
	b	Meeting Minutes - Executive Committees JAN - MAY
	c	Meeting Minutes - SCR Committees JAN - MAY
	d	Terms of Reference Executive Committee Approvals
6		Matters without Notice
	a	Internship & Volunteer Policy. This has been approved by the Board of Directors.
7		Meeting Finalisation
	a	Next Meeting – 23 June 2022 at Kelvin Grove
	b	Meeting Close – 8.38pm.

