

**TASMANIAN UNIVERSITY STUDENT ASSOCIATION  
Board of Management  
MINUTES**

For the meeting of the TUSA Board of Management to be held on  
**Monday 23<sup>rd</sup> of January 2023 at 5:30pm**  
at the TUSA Building Boardroom, Sandy Bay TAS [with zoom access].

**Chair:** D Sutton

**Purpose:** To address matters of management, strategy and direction of the Association, and of property, income and funding.

**Meeting opened: 5:30pm**

#	ITEM LISTING	APPENDIX	TIMING
1.	<b>INTRODUCTORY ITEMS</b>		40 mins
	<p><b>1.1 In-Camera Session (as needed)</b></p> <p>It was noted that the Board (in camera) approved the Chair of the Board to finalise an employment agreement with the CEO including:</p> <ul style="list-style-type: none"> <li>- An increase to the base salary in line with the National Wage Increase of 5.1 per cent from 1 January 2023;</li> <li>- Alignment of the conditions of service with the TUU Enterprise Agreement where the conditions are not specifically provided for within the CEO Employment Agreement;</li> <li>- The term of the employment agreement to be for 3 years and extended to 28 February 2026, to provide some flexibility on the end date to cover the end of calendar year requirements of the role.</li> </ul> <p>The Board (in camera) also approved the development of a CEO Remuneration Policy and process during the 2023 calendar year that considers appropriately benchmarked arrangements, a principle that the CEO would not be disadvantaged in terms of their current salary and the potential incorporation of performance based components.</p>		
	<p><b>1.2 Acknowledgement of Country</b></p> <p><i>We pay our respects to elders past and present, to the many Aboriginal people that did not make elder status, and to the Tasmanian Aboriginal community that continue to care for Country. We recognise a history of truth which acknowledges</i></p>		

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*the impacts of invasion and colonisation upon Aboriginal people resulting in the genocide and forcible removal from their lands. Our Islands are deeply unique, with spectacular landscapes with our cities and towns surrounded by bushland, wilderness, mountain ranges and beaches. We stand for a future that profoundly respects and acknowledges Aboriginal perspectives, culture, language and history; and a continued effort to fight for Aboriginal justice and rights paving the way for a strong future.*

D Sutton explained his background and outlined the nature of his new role at Colony 47 which provided the opportunity to take up the role with TUSA.

The Acknowledgement of Country was noted and it was proposed that Board members would be invited to share a meaningful story about their experience of country and connection with the indigenous community on a rotating basis.

D Sutton outlined his story of the work he had undertaken with the elders in the north of the state in creating the indigenous river walk at Deloraine and the resultant transfer of grant funds managed by Colony 47 to the elders on an ongoing basis.

It was noted that TUSA currently had our equity president, T Hoare, in collaboration with Ochre Rain, working to overhaul our Indigenous acknowledgements at all levels of the organisation.

**ACTION ITEM:**

**L McLaren & S Gorringe to liaise with T Hoare (Equity President) on progress of development of a more meaningful, individualised Acknowledgement of Country structure.**

**ACTION ITEM:**

**The TUSA Chair to seek a nominee board member to deliver next month's Acknowledgement of Country.**

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	<p><b>1.3 Welcome</b></p> <p>Chair The board welcomed D Sutton as Chair.</p> <p>D Sutton opened the meeting and provided an overview of his background and connection with the University of Tasmania.</p> <p>It was noted that he was an alumnus with current connections to the university through his role at Colony 47 in providing student placements, scholarships, presentations to students and alumni, course creation and content, research input and advisory services as well as involvement in a range of UTAS consultation processes aligned with the move to the city.</p> <p>He briefly explained his history in executive management roles across the last three decades, including government, commerce, government business enterprises, and the non-for-profit sectors.</p> <p>He acknowledged the passion and energy of the TUSA and its team.</p> <p>D Sutton highlighted some key challenges for the TUSA to navigate including:</p> <ul style="list-style-type: none"> <li>- the strategic direction of the TUSA and its sustainability as an entity.</li> <li>- the development of a sustainable financial strategy incorporating monitoring and management of investments, clarifying the commercial relationship with UTAS and the need to clarify and address future financial risks.</li> </ul> <p>D Sutton discussed some of the challenges posed by the Constitution and legal structures and proposed that these</p>	

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<p>challenges could be addressed through developing a Board Charter.</p> <p>D Sutton discussed his handover with outgoing chair, D Bartlett, and the need to finalise the employment contract and performance review of the CEO as a priority.</p> <p>The Board and TUSA staff gave an overview of their backgrounds and roles with TUSA, which the Chair appreciated.</p>		
<p><b>1.4 Present</b> Board: D Sutton, J Newman, R Mawad, T Wienker, R Meredith, S Crothers, L McLaren, A Lamont.</p>		
<p><b>1.5 Apologies</b> R de Villeneuve, Penny Ratcliffe</p>		
<p><b>1.6 Absent</b></p>		
<p><b>1.7 Staff, guests &amp; observers</b> S Goringe, S Ward, E Knuckey</p>		
<p><b>1.8 Conflicts of interest</b></p> <p>The Board noted that the Conflict of Interest register will need to be updated with the Chair coming onto the Board and it was an opportunity for a process for updating the register and its availability to members should be included in the Board Charter (below)</p> <p>R Mawad declared the following potential conflicts for inclusion on the Conflict of Interest register:</p> <ul style="list-style-type: none"> <li>- she was consulting to the University on a leadership program for future research leaders in CoSE; and</li> <li>- she had provided DiSC training to the TUSA.</li> </ul>		

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	<p><b>ACTION ITEM:</b> The TUSA CEO to include an updated Conflict of Interest register as an appendix in next board meeting.</p> <p>The TUSA Chair and CEO to develop a proposal for the incorporation of appropriate processes for the updating and availability of the Conflict of Interest register in the development of the Board Charter.</p>		
<b>2. MINUTES AND MATTERS ARISING</b>			
	<p><b>2.1 Amendments to previous minutes</b></p> <ul style="list-style-type: none"> <li>Space for noting any amendments</li> </ul> <p>The Board noted the amendment to the pack item actions table – date changed from American to British calendar order.</p> <p><b>ACTION ITEM:</b> The Board to create a register of board minute alterations</p>		<b>1 min</b>
	<p><b>2.2 Minute approvals</b></p> <p><b><u>2.2.1 TUSA Board of Management Meeting Minutes Amendments</u></b></p> <p>A discussion of items redacted from previous minutes prior to publishing.</p> <p><b><u>2.2.2 TUSA Board of Management Meeting Minutes Approval</u></b></p> <p><u>Motion:</u> That the minutes of the TUSA Board of Management Meeting held on <b>November 28<sup>th</sup> 2022</b> be accepted as a true and accurate record of the proceedings of that meeting pending above correction.</p> <p><b><i>MOVED: J Newman SECONDED: A Lamont</i></b></p> <p><b><u>2.2.3 TUSA Board of Management Meeting Minutes Online Upload</u></b></p> <p><u>Motion:</u></p>	<b>APPENDIX A</b>	<b>1 min</b>

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	<p>That the minutes of the TUSA Board of Management Meeting held on <b>November 28<sup>th</sup> 2022</b> are approved to go online, withholding appendices and any sensitive discussions, following any amendments noted above.</p> <p><b>MOVED:</b> J Newman <b>SECONDED:</b> A Lamont</p>		
	<p><b>2.3 Matters arising from previous minutes</b></p> <ul style="list-style-type: none"> <li>• As per action table.</li> </ul>		<b>3 min</b>
<b>3. CORRESPONDENCE</b>			
	<p><b>3.1 Inward correspondence</b></p>	<b>Nil</b>	
	<p><b>3.2 Outward correspondence</b></p>	<b>Nil</b>	
<b>4. MATTERS FOR DISCUSSION/APPROVAL</b>			
	<p><b>4.1 TUSA Proposed 2023 Budget (For Approval)</b> S Gorringe &amp; S-L Ward</p> <p>The Board accepted the paper for discussion.</p> <p>The TUSA CEO S Gorringe gave a brief high-level summary of the Proposed TUSA Budget for 2023.</p> <p>The Board participated in an extensive discussion on the details of the TUSA financial position at the end of 2022 and its potential impact on the 2023 TUSA financial context.</p> <p>D Sutton highlighted the importance of:</p> <ul style="list-style-type: none"> <li>- developing clear financial sustainability principles and approaches in financing core business requirements of TUSA and a clear process for financing balance sheet funded TUSA initiatives;</li> <li>- clarifying the value and the requirements of the core SSAF funded services provided by TUSA;</li> <li>- providing agreed service deliverables in return for the 2023 SSAF allocation received by the TUSA under the partnership arrangements with UTAS;</li> </ul>	<b>APPENDIX B</b>	<b>25 mins</b>

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<ul style="list-style-type: none"> <li>- strengthening TUSA's commercial relationship with the University as a business partner; and</li> <li>- understanding the status of current and future balance sheet funded TUSA sponsored initiatives in support of students.</li> </ul> <p>The Board noted that the current investment returns will necessitate a re-evaluation of the 2023 budget with a conservative lens, including a risk (and opportunity) analysis.</p> <p>The Board and management noted that it will need to consider the financial reporting it will require to allow the board to easily monitor the current progress of the key operational and financial deliverables and progress against the long-term financial strategic aims of the organisation.</p> <p>The Board approved the proposed 2023 budget in principle on the proviso that a review should be undertaken by TUSA management and advice provided to the Board in February on a revised budget for 2023 with recommendations on:</p> <ul style="list-style-type: none"> <li>- delivering services within the funding provided under the SSAF agreement and the impact of any changes to current services;</li> <li>- the investment income available from the TUSA invested funds and investment income and draw down projections for 2023;</li> <li>- the status of current balance sheet funded initiatives and their funding requirements for 2023;</li> <li>- the proposed future investments in initiatives that create future income streams during 2023.</li> </ul> <p>It was agreed that the Board should also consider how the finances of TUSA are managed between the Chair, the board FRAC, the CEO, investment advisors, and in consultation with the State Council as part of the Board Charter.</p> <p>The Board agreed that the budget for 2023 should support the completion of the objectives within the current TUSA Strategic Plan in 2023.</p>		
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<p>The Board agreed that a new financial strategy should be developed to support the new TUSA Strategic plan for the period from 2024-2026.</p> <p>The Board noted that the TUSA Strategic Plan and financial strategy should be approved by the Board before the end of the calendar year.</p> <p><b>ACTION ITEM:</b> <b>The TUSA CEO to provide written advice to the Board on the receipt of the SSAF agreement from UTAS. It was noted that the SSAF agreement is expected to be received after January 2023.</b></p> <p><b>ACTION ITEMS:</b> <b>The TUSA CEO to provide the Board with a revised budget for review at its February meeting.</b></p> <p><b>The TUSA CEO to develop a advice on the longer term vision for TUSA for discussion with the Board in March. The paper to support the development of a TUSA Strategic Plan for 3 years from 2024.</b></p> <p><b>The TUSA Chair to discuss with the FRAC Chair, TUSA CEO and L McLaren the monitoring process for finances and investments in the future.</b></p>		
<p><b>4.2 Board Charter Development</b> S Gorringe &amp; D Sutton</p> <p>The Board noted the supporting document and highlighted its relevance to the project.</p> <p>The Board approved the TUSA Chair and CEO to set up project over next three to four months to develop a revised Board charter.</p>	<p><b>APPENDIX C</b></p>	<p><b>5 mins</b></p>



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<p>The Board noted that the aim for this project is for the new Board Charter to be signed off by mid-year.</p> <p><b>ACTION ITEM:</b> <b>The TUSA Chair and CEO to provide a Board Charter development timeline to the Board at the February meeting.</b></p>		
<p><b>4.3 CEO Contract</b> In Camera Session Danny Sutton</p> <ul style="list-style-type: none"> <li>• As above.</li> </ul>	<b>APPENDIX D</b>	<b>5 mins</b>
<p><b>4.4 CEO Performance Review</b> In Camera Session Danny Sutton</p> <p>The Board approved the CEO Contract and CEO Performance Review recommendations contained in the Board paper.</p> <p>The Board discussed the importance of the Board conducting a regular review of its performance and agreed to discuss a performance review framework at the next meeting.</p> <p><b>ACTION ITEM:</b> <b>The TUSA Chair to arrange individual CEO performance review discussions with Board members (including the CEO if the Board member were comfortable).</b></p> <p><b>The TUSA Board Chair will undertake the formal performance review feedback with the CEO before the February Board meeting.</b></p> <p><b>The TUSA Chair will discuss the Board Performance Review at the February Board meeting and include the development of board performance review framework as part of the Board Charter.</b></p>	<b>APPENDIX E</b>	<b>10 mins</b>
<p><b>4.5 State Council Communications Approach</b> L McLaren</p>	<b>Verbal Update</b>	<b>5 mins</b>

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<p>The Board noted that the current focus of the State Council was on increasing the relevancy and profile of the State Council.</p> <p>The Board noted that during Dec-Jan the website state council page was updated with new branding and a projects page. The website provided:</p> <ul style="list-style-type: none"> <li>- an easy way to communicate with students and other stakeholders on what the State Council are doing.</li> <li>- key focus areas developed by S Crothers in 2022 which were updated and included on the webpage.</li> <li>- A mechanism for key focus areas to be approved monthly by state council and uploaded for the Board to stay up to date on.</li> </ul> <p>The Board noted that there is a new role of state council campaign manager in charge of running social media, developing key campaigns, and updating and websites, working closely with L McLaren &amp; E Knuckey in this space.</p> <p>The Board noted that the State Council were working on stakeholder and campaign training sessions.</p> <p>The Board encouraged the State Council to communicate the new page to their media contacts.</p> <p>The Board noted that the State Council were currently planning orientation activities in preparation for students returning for the 2023 academic year.</p> <p>The Board acknowledged the great work L McLaren and team are doing in providing a voice for students at UTAS.</p>		
<p><b>4.6 Change of Signatory</b>  Sam Gorringe</p> <p><u>Motion:</u>  <i>That the signatories on the HUB24 Investment (account no. 24105620) be updated to remove David Bartlett and add Danny Sutton. Retain Samantha Gorringe as signatory.</i></p>	<b>NA</b>	<b>&lt;1 mins</b>

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	<b>MOVED:</b> R Mawad <b>SECONDED:</b> A Lamont		
<b>5.</b>	<b>MATTERS FOR NOTING</b>		
	<p><b>5.1 Operational Report</b> S Gorringe</p> <p>The TUSA CEO S Gorringe noted that this is closer to a year review than standard CEO operational report, and that it is quite narrative heavy.</p> <p>The TUSA CEO S Gorringe indicated a focus on KPIs that clearly demonstrate service delivery in future reports.</p> <p>The Board appreciated the narrative section to flesh out data, for continued inclusion.</p>	<b>APPENDIX F</b>	<b>5 mins</b>
	<p><b>5.2 Key Messaging Update</b> L McLaren</p> <p>The Board noted that L McLaren had progressed the development of key messages emphasizing media contacts and making sure the State Council are at the table for new media discussions to prevent last minute requests as seen in the Shakeup Panel in 2022.</p> <p>The Board noted that key issues included:</p> <ul style="list-style-type: none"> <li>- Indexation senate inquiry – State Council will be supplying evidence for closes in May</li> <li>- Looking to hold UTAS and TUSA equally accountable for reporting and demonstration of SSAF use towards allocated service provision.</li> </ul> <p>The Board accepted the key messaging update document.</p>	<b>APPENDIX G</b>	<b>10 mins</b>
	<p><b>5.3 Monthly Finance and Investment Report</b> S Ward</p>	<b>APPENDIX H</b>	<b>10 mins</b>

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<p>The Board noted the Monthly Finance and Investment report.</p> <p>The Board noted that the underlying budget will be reviewed in February alongside budgets and ongoing financial strategy.</p> <p>The Board noted that next month will be first report based on the initial 2023 budget and will reflect some changes on how we capture certain items in profit and loss.</p> <p>The Board noted that this could see some variation differences compared to previous accounts.</p> <p>The Board noted that the management accounts should reflect the allocation of balance sheet approved funds as income to reduce the significant variances currently being reported.</p> <p><b>ACTION ITEM:</b> <b>The Board noted that Penny Ratcliffe's term will end before next meeting and that approval for new UTAS member through UTAS council was in progress.</b></p>		
<p><b>Meeting Feedback</b> D Sutton</p> <p>The TUSA Chair indicated a preference for the inclusion of Board meeting member feedback as a recurring item at the end of the meeting.</p> <p>The TUSA Chair invited feedback on the Board meeting and associated processes, and there was general agreement that the Board meeting's processes were meeting member's needs.</p> <p><b>ACTION ITEM:</b> <b>The TUSA Chair invited Board members and management to identify and raise critical issues in a timely manner to promote an open, transparent, and responsive approach to the Board's work.</b></p>		

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**Meeting Closed: 7:40pm**

**Next Meeting: 27<sup>th</sup> February 2023**

**ACTIONS ARISING**  
**as of 23/01/23**

#	Date	Action Item	Responsible Party	Action	Progress to Date or Further Action Required	Status
1.	28.11.22	Scorecard Revisions	S Gorringe	Scorecard revisions on basis of BoM recommendations to be implemented.	Underway, still keen to get additional feedback on financial sustainability measures  First two meetings are open reporting & third is strategy update so March for scorecard revision with financial and investment measure review.	Open
2.	28.11.22	Team Culture Survey 2023	S Gorringe	S Gorringe to revise team culture survey in 2023 with broader comprehensive survey.	Currently reviewing use of Employment Hero to determine how to utilise for culture survey	Ongoing

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					Board note that a biannual survey would be good – work into board calendar.	
3	23.01.23	Acknowledgement of Country Structure	L McLaren & S Gorringe	TUSA CEO & State President to liaise with T Hoare (Equity President) on progress of development of a more meaningful, individualised Acknowledgement of Country structure.		Open
4	23.01.23	Acknowledgement of Country Roster	S Gorringe	Nominate someone from Board to deliver next month's acknowledgement in rotation		Open
4	23.01.23	Col added to Board Charter	S Gorringe	The TUSA CEO to include an updated Conflict of Interest register as an appendix in next board meeting.  The TUSA Chair and CEO to develop a proposal for the incorporation of appropriate		Open

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				processes for the updating and availability of the Conflict of Interest register in the development of the Board Charter.		
5	23.01.23	Board minute alterations register	E Knuckey	Creation of board minute alteration register.		Open
6.	23.01.23	SSAF UTAS Agreement 2023	S Gorringe	The TUSA CEO to provide written advice to the Board on the receipt of the SSAF agreement from UTAS. It was noted that the SSAF agreement is expected to be received after January 2023.	Expected after January	Open
7.	23.01.23	Proposed budget and financial forecasting	S Gorringe	<p>The TUSA CEO to provide the Board with a revised budget for review at its February meeting.</p> <p>The TUSA CEO to develop a advice on the longer term vision for TUSA for</p>		Open

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				<p>discussion with the Board in March. The paper to support the development of a TUSA Strategic Plan for 3 years from 2024.</p> <p>The TUSA Chair to discuss with the FRAC Chair, TUSA CEO and L McLaren the monitoring process for finances and investments in the future.</p>		
8.	23.01.23	Board charter development	S Gorringe	The TUSA Chair and CEO to provide a Board Charter development timeline to the Board at the February meeting.		Open
9.	23.01.23	Performance review followup	D Sutton & Board	The TUSA Chair to arrange individual CEO performance review discussions with Board members (including the CEO if the Board		Open



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				<p>member were comfortable).</p> <p>The TUSA Board Chair will undertake the formal performance review feedback with the CEO before the February Board meeting.</p> <p>The TUSA Chair will discuss the Board Performance Review at the February Board meeting and include the development of board performance review framework as part of the Board Charter.</p>	
10	23.01.23	Succession planning – UTAS member	S Gorringe	The Board noted that Penny Ratcliffe’s term will end before next meeting and that approval for new UTAS member through UTAS council in progress.	Open

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11	23.01. 23	Board meeting feedback agenda item	E Knuckey; D Sutton	The TUSA Chair invited Board members and management to identify and raise critical issues in a timely manner to promote an open, transparent, and responsive approach to the Board's work.	Closed
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