

*Approved Minutes (ex-camera)*

## Arc BOARD MEETING MINUTES

26 March 2025

Hybrid (Arc Training Rooms / MS Teams)

6.00 pm

**Present:** Oscar Iredale (Chair of the Board), Shelley Valentine, Amelia Anderberg, John Reed, Sarah Smart, Ella Davidson, Mariam Reza (in-part), Aania Cheema, Sam Baker, Jonathon Strauss, Oliver Pike, Eva Stewart, Diya Sengupta and Amy Wang

**In attendance:** Atilla Brungs (President & Vice Chancellor UNSW, in-part), Ellie Kamateros (Executive Assistant), Ashleigh Suoh (Administration Assistant), Scarlett Ha (Digital Project Manager, in-part)

**Apologies:** Ada Choi

**Absent:** N/A

### 1. MEETING OPENING

The meeting opened at 6:06pm.

#### 1.1. Acknowledgment of Country

Completed by the Chair.

#### 1.2. Apologies

THAT the apology received from A. Choi is accepted.

**CARRIED**

#### 1.3. Director's change of address

N/A

#### 1.4. Director Conflict of Interest Disclosures

N/A

*E. Davidson joined the meeting at 6:08pm.*

#### 1.7. Items flagged for immediate discussion

Item 3.1. and item 2.1.1. were flagged for immediate discussion.

*Order was suspended by leave of the Board. The minutes will reflect the meeting order.*

### 3. MATTERS FOR DISCUSSION

#### 3.1. Introduction & Discussion: President & Vice Chancellor Professor Atilla Brungs

*E. Stewart joined the meeting at 6:12pm.*

The Chair of the Board delivered a presentation "2024 Snapshot" regarding Arc's activities in 2024 and with updates going into 2025.

*S. Ha joined the meeting at 6:46pm.*

## **1.5. Previous Minutes**

### **1.5.1. Confirmation of the previous Minutes: 20 November 2024**

#### **RESOLUTION**

THAT the minutes from the Board meeting held on 20 November 2024 are accepted as a true and accurate record.

**CARRIED**

### **1.5.2. Confirmation of the previous Minutes: 27 November 2024**

#### **RESOLUTION**

THAT the minutes from the Board meeting held on 27 November 2024 are accepted as a true and accurate record.

**CARRIED**

### **1.5.3. Board Action List**

The action list was noted.

### **1.5.4. SRC & PGC Resolutions**

The resolution lists were taken as read.

## **1.6. Selection of Meeting Observer**

A. Cheema was selected as the meeting observer.

## **2. MATTERS FOR DECISION**

### **2.1. Technology Committee**

#### **2.1.1. Student System Replacement**

The paper was taken as read.

- Points raised at the Technology Subcommittee meeting were discussed with the vendor and clarified.
- To mitigate the risk of key personnel being unavailable at critical rollout stages, early engagement to define key criteria and develop knowledge bases will be actioned.

#### **RESOLUTION**

THAT the Board approves the implementation of Rubric as the new Student System, in particular Option C from the Student System Replacement Proposal.

**CARRIED**

### **2.2. Honorary Treasurer Report**

The report was taken as read.

The Honorary Treasurer thanked the subcommittee for their input and discussion at the meeting.

#### **2.2.1. Q4 Financials: Oct – Dec 2024**

#### **2.2.2. Cash Investment Summary as at 17.02.2025**

The papers were taken as read.

#### **RESOLUTION**

THAT the Board accepts the Quarterly Financials: Q4 (October - December 2024) and Cash Investment Summary as at 17.02.2025.

**CARRIED**

### **2.2.3. 2025 Operating Budget**

The paper was taken as read.

Discussion:

- Points raised by the Finance Subcommittee have been amended in the proposal.

#### **RESOLUTION**

THAT the Board endorses the proposed updates to the 2025 Budget.

**CARRIED**

### **2.3. Audit & Risk Chair Report**

The report was taken as read.

#### **2.3.1. WHS Board Report Q4**

The report was taken as read.

#### **2.3.2. HR Report Q4**

The report was taken as read.

#### **2.3.3. Internal Audit Checklist Q4**

The report was taken as read.

#### **2.3.4. Risk Registers**

The report was taken as read.

#### **RESOLUTION**

THAT the Board accepts items 2.3.1 WHS Report Q4, 2.3.2. HR Report Q4, 2.3.3. Internal Audit Checklist Q4 and 2.3.4. Risk Registers

**CARRIED**

### **2.3.5. Arc Delegation Policy**

The paper was taken as read.

#### **RESOLUTION**

THAT the Board endorses the proposed changes to the Arc Delegation Policy

**CARRIED**

### **2.3.6. Constitutional Amendments**

The paper was taken as read.

Discussion:

- The rationale behind the amendment to reflect Arc's growth was emphasised.

*M. Reza left the meeting at 7:36pm.*

- The Board agreed that a focus should be placed on ensuring students have access to feedback avenues and pathways across all services so that any issues can be flagged early, and steps taken to find resolutions.
- Avenues for increased accessibility to the Board, in particular, the Student Directors was also discussed. Further discussion to occur at the Board Strategic Planning meeting.

#### **RESOLUTION**

THAT the Board endorses the proposed Constitutional Amendments outlined below for inclusion in the 2025 Arc AGM.

- Amendment A – Meetings of Members – Option B
- Amendment B – Proxies
- Amendment C – Vacation of Office of Director

**CARRIED**

*S. Valentine left the meeting at 8:02pm.*

### **2.3.7. Sponsorship & Advertising Policy**

The paper was taken as read.

#### **RESOLUTION**

THAT the Board endorses the amendments to the Sponsorship & Advertising Policy.

**CARRIED**

### **2.3.8. Whistleblower Policy**

The paper was taken as read.

*S. Valentine joined the meeting at 8:04pm.*

Discussion:

- The Public Interest Disclosure Act (PID Act) was flagged as a necessary inclusion in the policy.
- A suggestion was raised for a policy name change from 'Whistleblower Policy' to 'Wrongdoing Policy' in alignment with other organisations.
- The Board agreed to review the policy for the next Audit & Risk meeting.

#### **ACTION**

THAT the Whistleblower Policy incorporate the below changes and be brought back to the A&R Committee for review.

- Compliance with the Public Interest Disclosure Act (PID Act)
- Consideration to rename the policy to 'Wrongdoing Policy'

### **2.3.9. Investment Disclosures**

The paper was taken as read.

#### **RESOLUTION**

THAT the Board endorses:

- The proposed phased approach to financial disclosure to enhance transparency and stakeholder engagement
- Establishing mechanisms for ongoing review and refinement of investment policies to ensure alignment with ethical standards and governance best practices.

**CARRIED**

### **2.3.10. Arc@UNSW College Appointment Policy**

The paper was taken as read.

Discussion:

- The policy is to be amended to include Terms of Office for Directors and Staff, clarifying that a review will occur every two years for these roles.

- The Board agreed to pass the resolution subject to the amendment above.

**ACTION**

THAT the Arc @ UNSW College Appointment Policy be updated to reflect Term of Office.

**RESOLUTION**

THAT the Board endorses the adoption of the Arc @ UNSW College Board Appointment Policy and the appointment of the following individuals to the Arc @ UNSW College Board

- Shelley Valentine, Mitchell McBurnie & Oscar Iredale as Directors to the Arc @ UNSW College Board

**CARRIED**

**2.4. Student Development Committee Convenor Report**

The report was taken as read.

**2.4.1. Director Code of Conduct**

The paper was taken as read.

**ACTION**

THAT a review of the Director Code of Conduct be conducted with reference to the following

- Conduct requirements of non-student Directors (2d)
- Inclusion of conduct requirements for Arc @ UNSW College Directors as required.

**2.4.2. Arc Board Handbook**

The paper was taken as read.

**RESOLUTION**

THAT the Board endorses the amendments to the Arc Board Handbook.

**CARRIED**

**2.4.3. Arc Board Charter**

The paper was taken as read.

**RESOLUTION**

THAT the Board endorses the Arc Board Charter in its current state without amendment.

**CARRIED**

**2.4.4. SRC Charter**

The paper was taken as read.

**RESOLUTION**

THAT the Board endorses the amendments to the SRC Charter.

**CARRIED**

**2.5. Nominations & Remunerations Chair Report**

The report was taken as read.

*Order was suspended by leave of the Board. The minutes will reflect the meeting order.*

**2.5.2. Ex-Officio Directors Subcommittee Memberships**

The paper was taken as read.

## **RESOLUTION**

THAT the Board endorses the following additions to the Arc Board Subcommittees

- The appointment of Diya Sengupta (2025 SRC President) as a voting member of the Finance subcommittee.

**CARRIED**

### **2.5.3. Regulations Change – SRC Queer Election**

The paper was taken as read.

## **RESOLUTION**

THAT the Board endorses the updates to the Arc Regulations enabling the incorporation of the SRC Queer Officer Elections into the primary SRC election.

**CARRIED**

*S. Valentine left the meeting at 8:39pm.*

*The meeting went in-camera at 8:40pm.*

### **2.5.1. CEO Evaluation (in-camera)**

*The meeting went ex-camera at 8:51pm.*

*S. Valentine joined the meeting at 8:52pm.*

## **3. MATTERS FOR DISCUSSION**

### **3.2. Board Evaluation**

The report was taken as read.

Further discussion to take place at the Board Strategic Retreat.

## **4. MATTERS FOR NOTING**

### **4.1. Chair Report**

The report was taken as read.

### **4.2. CEO Report**

The report was taken as read.

### **4.3. SRC President Report**

The report was taken as read.

### **4.4. PGC President Report**

The report was taken as read.

### **4.5. Subcommittee Minutes**

**4.5.1. Finance: Draft Minutes 26 February 2025**

**4.5.2. Audit & Risk: Draft Minutes 19 February 2025**

**4.5.3. SDC: Draft Minutes 19 February 2025**

**4.5.4. Nominations & Remunerations: Draft Minutes 5 March 2025**

**4.5.5. Technology: Draft Minutes 26 February 2025**

**4.5.6. PGC: Draft Minutes 17 February 2025**

### **4.6. Board Skills Matrix**

The report was taken as read.

### **4.7. Consolidated Risk Register**

The report was taken as read.

**5. BUSINESS WITHOUT NOTICE**

- The Board agreed to review ways to expand the use of the Board Skills Matrix.

**6. MEETING FINALISATION**

**6.1. Meeting Evaluation**

The Directors were well-prepared for the meeting, which helped generate good discussion.

O. Iredale was praised for his good timekeeping and chairing of the meeting. Participation across the Board was excellent.

**6.2. Next meeting Date: 16 April 2025 (Audit)**

**6.3. Policies due for review in 2025**

**6.3.1. See Policy Rolling List**

**6.4. Meeting close**

The meeting closed at 9:02pm.



Oscar Iredale, Chair of the Board

16/04/2025