



NOTICE OF MEETING
47th STUDENT ASSOCIATION COUNCIL

Notice is hereby given of an Ordinary Meeting of the 47th Student Association Council (2/47, 2/17) to commence at **10AM Monday 13 March 2017**. Student Zone, Cairns, JCUSA conference room- building 133 Townsville, Sally Kift via teleconference

1. APOLOGIES AND PROXIES

2. DECLARATION OF CONFLICTS OF INTEREST

3. APPROVAL OF UNSTARRED ITEMS

The Chair will invite members to indicate which unstarred items they wish to star.

Thereupon, all unstarred items will be deemed to have been approved or noted as approved or noted as presented.

4. CONFIRMATION OF MINUTES & FLYING MINUTES

4.1 Ordinary Council meeting, 21st November 2016 (6/46; 6/16)

4.2 Ordinary Council Meeting 20th February 2017 (1/46; 1/17)

5. LEGAL MATTERS

6. REPORTS

6.1. President's report

6.2. Vice President report

6.3 Cairns Campus Officer report

6.4 Townsville Campus Officer report

6.5 Diversity Officer Report

6.6 International Student Officer report

6.7 Post graduate student officer report

6.8. Finance officer report

7. GENERAL BUSINESS

7.1 Appointment of Delegate Equity and Diversity Officer

7.2 Appointment of the Clubs and Societies Contact Person - Townsville

7.3 Appointment of Bank Signatories

Motion: that Edward Harridge, Kimberley Rogers-Ford, Benita Bosch and Karina Goacher be appointed the Student Association's 2017 Bank Signatories on all accounts; and that all previous signatories be removed.

7.4 Madcow Sponsor Cards

7.5 Appointment of Postgraduate Officer

7.6 Appointment of Bullsheet Editor

9. QUESTION TIME

Members of the Student Association may direct questions in writing to officers of the Student Association through the Chair. Questions may be put on notice.

Tichava Batiya
Secretary to JCUSA Council



Ordinary Meeting Minutes

2nd Ordinary Council Meeting of the 47th Association Council

Meeting Opened at 10:31am on Monday March 13th 2017

Present:

Edward Harridge (President), Kimberley Rogers- Ford (Vice President), Claire Holland (Acting Postgraduate Officer), Sydney Jones (International Officer), Michael Kane (Townsville Campus Officer), Jesse Argent (Cairns Campus Officer, Acting Equity & Diversity Officer) Sally Kift (VC's Nominee, via video conference)

In Attendance:

Teisha Condie, Tim Frazer, Mariam El Fatimi, Catherine Fraser

Hala Hijleh & Benton Ricci (via phone link up from Cairns)

1. APOLOGIES AND PROXIES:

Tichava Batiya

JA: Before we start, I would like to move a motion to make Sally Kift [SK] the Convener of this meeting as per the Section 4.3 of the regulations

KRF: It is usually the President but a convener was not formally appointed at the first council meeting so I guess we can

RESOLVED

That Sally Kift be appointed Convener.

Moved: JA

Seconded: MK

Carried: Yes, All in Favour



RESOLVED

That in the absence of the Council Secretary that no member of council is to take minutes. I nominate Catherine Fraser, Student Advocacy Officer to do so for this meeting.

Moved: JA

Seconded: MK

Carried: Yes, All in Favour

RESOLVED

That the meeting be recorded

Moved: EH

Seconded: JA

Carried: Yes, All in Favour

[It is noted that SJ and JA are taking a recording of the meeting on each of their phones]

SK: There has been an incoming letter from the secretary and its probably best that we deal with that matter first

EH: What was that sorry? My internet is not currently working. I don't have a copy of it yet

KRF: Is this the email received at 10:20am that we are referring to Jesse?

JA: Yes. So have all council got that email?

EH: Ah no because I cannot connected as the cord is powering video conference equipment

JA: SK, what would you like to do with this?

SK: So I think it's a matter we need to deal with first up [*checks with all council members if they have received the email*]

JA: Only EH does not have because of internet

SK: EH, would you mind sharing with KRF perhaps?

EH & KRF: That's fine

SK: Letter is a Breach of Discipline and Loss of Confidence in JCUSA President Edward Harridge [EH]. I've only just got it myself so I'm looking at it and it is invoking rights and is signed by 4 members of council – Campus Officer in Cairns and Townsville, International Officer and Acting Postgraduate Officer invoking rights under 11.11 and 11.12 of the regulations bringing a Breach of Discipline Motion



and a Loss of Confidence Motion against the President and matters they have set out there. There is a series of motions suggested and there are details of the alleged breach, I've got it on page 3. There are 6 pages, 4 pages of the allegations.

- EH: If I may comment SK, as you may know I cannot read an allegation that comes 20 minutes after the start of the meeting and have a reasonable opportunity of defending it.
- SK: Absolutely. I think you will see if I just go back to the correspondence received by the secretary. The Secretary has written details *"I've received an email in relation to a Breach of Discipline"* I'm reading the covering email. *"And a loss of confidence motion against the president as per the regulations I intend to call a special meeting in 14 days from today to discuss that matter."* On that basis we have it to consider along with a range of motions associated with it now and it is my understanding that it needs to come back then in 14 clear days at the earliest from today and then in accordance with the Regulations there is an opportunity then for the alleged person to have engaged in the breach of discipline or loss of confidence to answer to the allegations.
- JA: On that note then I will move the motions associated with the letter starting with the first one. I will read them out for you. *"We the undersigned believe that in view of the serious nature of an alleged breach we propose to move a motion at the 13th March 2017 Association Council meeting as an interim measure until the matter has been properly considered by the Association Council and a determination has been made that President Edward Harridge"* and being the first motion, *"has all of his delegate powers revoked, second be relieved of his duties as an office bearer and these duties be absorbed by Association Council, has his remuneration withheld until otherwise advised and his access to the Student Association Offices, networks and files on both the Townsville and Cairns Campus of JCUSA be revoked and be directed to maintain confidentiality on this matter."*

As a whole I would like to move those motions. Is there anyone that would be comfortable to second it?

EH: If I may speak?

SK: Just wait a minute EH, We will just a seconder, you know that's the process.

JA: I'll move the motion. Does someone want to second?

MK: I'll second

JA: Can I have all those in favour?

EH: Hang on, there's debate

SK: There needs to be a discussion about that. First may I ask does anyone have a conflict of interest in discussing this matter?

2. DECLARATIONS OF CONFLICTS OF INTEREST

CH: I would like to declare a standing conflict of interest as a JCU employee

SK: Yes, and I am the DVC nominee. Edward, you would seem to have a conflict of interest



- EH: Well yes and on University Council of course
- SK: Is there any other conflict of interest to be declared? KRF, I'm very sorry to raise this in an open forum but there has been some discussion that you and EH might be in relationship? If that's so has this conflict been declared?
- EH: SK, Can I request we move in camera if we are discussing this?
- MK: I'll second
- SK: Yes we can move in camera, but conflicts of interest are usually discussed in open forum
- CH: Well this has nothing to do about private JCUSA business so we do not need to move in camera

UNRESOLVED

That discussion about a conflict of interest be moved in camera

Moved: EH

Seconded: KRF

Votes for: EH, KRF

Votes against: JA, MK, SJ, CH

Motion not Carried

- SK: KRF can you advise?
- KRF: I would say that it is not a JCUSA matter. My opinion has never been affected if I had a conflict of interest so I don't want to discuss it.
- SK: This is about declaring the conflict and then us addressing how to manage the conflict, so if there is one it needs to be declared.
- KRF: I would say that there is a conflict, but I would like to noted that it has never affected my opinion in any shape or form
- SK: Thank you, do we need any further discussion on that?
- EH: On the conflict or the motion?
- SK: On the conflict. So now we are moving on to the motion. We need to have a discussion on the range of motions being moved in relation to giving the Student Association and the President the opportunity to consider the allegations to be discussed further and a decision to be made a meeting to held in not less than 14 days.
- KRF: I would like to say that MK has a conflict of interest in regards to numerous third parties telling us that his sole agenda on this council is to annoy EH and myself.
- MK: I would like to speak against that, do you have any evidence?



- EH: We can provide a witness statement but I'm not seeking to discuss that. What I want to discuss is the motion. I will defer to you SK but I would imagine a speaking for has preference and then I can speak against.
- SK: If that's how we are happy to proceed I am happy to on that basis. I imagine that the matters in favour of the motion are the matters that are set out. I would like to be clear that we are not determining the matter. We are just considering them if the present a prima facie case if this set of motions should proceed. So JA, you're the mover can you briefly explain the basis, without us I will say again being in a position to determine the matter. I don't think there is much to be gained in reading out the letter. Perhaps we would to adjourn to give EH time to read it properly. Or alternatively EH, JA can take you through the allegations in this regard.
- EH: Okay
- SK: Let's start with the first alleged breach which occurred on 20th February 2017. JA can you summarise the basis of that allegation
- JA: On 20th February 2017 JCUSA Council passed a motion stating that in the issue of conflict in the JCUSA the proposal for moving forward is a facilitated discussion between the 4 parties involved and Council with an independent facilitator. The independent facilitator will be determined by council. The matter will not be discussed beyond the parties involved and Council.
- EH: Do you want me to address these in turn or what until the end?
- SK: Whatever you would prefer EH it is probably best to do it that way. Are you satisfied you have enough detail?
- EH: Well on the specific thing yes. But overall I would like to say that my comments today are not a fully informed defense being that I received this information 10 minutes ago. I would first like to say I think the entire motion is out of order and I say that because in the Regulations under Loss of Confidence 11.12 it says *"any person alleging that an Office Bearer has lost the confidence of the Association Council will lodge a charge by writing to the Association Secretary outlining the details of the allegation"*. Which has been done. Under 11.12.2 *"On receiving the allegation the Association Secretary must immediately give written notice"*. Which has been done and *"give written notice to all member of a Special Association Meeting"*.
- Now this meeting had an agenda, the agenda has not been modified, this is not an item that was on the agenda. Under the regulations the agenda must be given with the notice of the meeting. Unless the agenda is amended in accordance with the regulations, this item cannot be discussed.
- MK: Did we do that at the start?
- CH: It came in as incoming correspondence.
- EH: We've now proceeded to talk of a motion so this is a very significant agenda item. So I would say if the regulations require an amendment to the agenda and require the agenda be sent out with the notice of the meeting with 5 clear days. Which has not happened. Then this can't reasonably be considered.
- CH: Perhaps then Sally can we move that the agenda of the meeting be amended and this added as an item?



- SK: Yes I think that might be desirable. I know Edward that you put some further items on the agenda towards the end of last week which we haven't voted on to be included in the agenda yet.
- EH: Well I have been very clear that they have not actually formed part of the agenda. They were my proposed amendments.

RESOLVED

That the Breach of Discipline and Loss of Confidence matters against JCUSA President, Edward Harridge be added to the agenda for discussion as item 7.7

Moved: MK

Seconded: JA

Votes For: MK, JA, CH, SK

Votes Against: EH

Abstain: KRF

7.7 BREACH OF DISCIPLINE AND LOSS OF CONFIDENCE MATTER

- SK: I think what has been useful. Under 11.12.2 as you have just read out EH, on receipt of an allegation notice must be given as in TB's email of a special meeting to be held in not less than 14 days. It is at the special meeting that the officer charged can address council and be given the opportunity to present any written or verbal evidence. The point here is there is the opportunity to have this discussion in a preliminary way and not a determinative way at the moment. But regardless there is a motion that we have now moved that this would be considered by the Association Council pending that final determination.
- EH: 11.12.4 clearly specifies that the *"Association Council resolves by two-thirds (2/3) majority that the Office Bearer has lost the confidence of the Association Council it may:*
- (a) where it is satisfied that the loss of confidence is of a serious nature, request the Office Bearer to resign by a specified date;*
 - (b) where the Office Bearer is receiving an allowance, resolve to suspend the allowance;*
 - (c) where it is satisfied that the loss of confidence is of a trivial nature, resolve not to impose a penalty."*
- SK: That's on the final determination
- EH: Yes, but what you are purporting to do is impose some sort of penalty prior to this meeting without any notice of the allegations, without the opportunity for natural justice and without the opportunity address. Under 11.12.5 *"When the Association Council requests the resignation of an Office Bearer under clause 11.12.4 (a) and the Office Bearer fails to resign by the specified date, the Association Council may resolve that a referendum for the dismissal of the Office Bearer be held"*. I can tell you now that I won't be resigning. You can request a referendum but I am very very confident of the



result of that. I think that referendum would emphatically provide a mandate of my continuation with the JCUSA. That's my intention, I haven't had the opportunity to fully digest the allegations so I reserve the right to continue this.

What I would say this purported action is not consistent the regulations, with natural justice. Because I received these allegations at 10:20am the council are purporting to take punitive action without an adequate opportunity to defend myself. The regulations say 14 days to prepare a defense, we've had breach of discipline previously, we have one with Ji last year and one with Maclane the year before. On each those occasions the council did not make any action or even really discuss it until that meeting. In my view, it is unprecedented for the council to act in this way, to purport to pass these motions which I do not accept the validity of as it hasn't followed natural justice, it hasn't followed regulations. I would have a much better defense had I been allowed the 14 days to prepare one. I haven't been allowed that, I've been allowed about 14 minutes.

- SK: I say again, this is not determining the alleged breach at all, as I read the letter, given the serious nature of the allegations in those circumstances these motions are being put and you are of course allowed 14 days to come to council to present both written and verbal evidence. I take your point about only just receiving the allegations, but we are not determining the matter. These are interim measures until such time when the council meet in not less than 14 days.
- EH: Do I have a copy of these proposed motions in writing?
- JA: They were sent to everyone by the Secretary
- EH: Point out to me the motions then
- SK: It says it is an interim measure. EH, I am reading this the same time as you are.
- EH: I will go to remuneration specifically because I need it. It is specifically mentioned in the regulations it says *"(b) where the Office Bearer is receiving an allowance, resolve to suspend the allowance"*. It only has the power to do that after the notice has been given to the secretary, *"after the notice of the meeting has been given after the 14 days and if the meeting finds there has been a loss of confidence and resolves to suspend the allowance."* I note that the allowance is provided for in the regulations. So this motion is purporting to overrule the regulations
- SK: Would anyone like to speak about that?
- CH: I think that motion is just to further the first one in that if the President has not been acting in his duties there would be no claimed hours for those 14 days.
- EH: But the regulations require a 2/3 majority and 14 days of opportunity of defense for the council to remove an office bearers allowance.
- JA: To be honest, like CH said it follows on from the first one that you would be relieved of your duties and these would be absorbed by council so you have no duties to claim money for which is where your remuneration would have no effect.
- MK: It says in the regulations that we don't have the authority to do that but Council can move motions unless it's contrary to the regulations. The regulations don't say that can't do this.
- EH: Well the regulations have implied implications and restrictions on the Council as well
- JA: If it's council decision I would be more than happy to individually move each motion
- SK: Yes. Are you happy to withdraw your original motion?



RESOLVED

That JA withdraw his original motion and moves that each motion in the Breach of Discipline and Loss of Confidence against JCUSA President, Edward Harridge be moved individually.

Moved: JA

Seconded: MK

Carried: Yes, All in Favour

EH: I would appreciate leave of the council to prepare a more adequate defense than what I have had chance to give here given the severity of these issues I think it is more than reasonable to request this. I would like to set out a brief matter regarding my role and the reasons why this decision came about which are referenced in this motion but are relevant. When I ran for election in 2014 it was my vision to make the lives of JCU students and the JCUSA better. I can tell you that 2015 was on the of the most difficult times in the JCUSA and in my life. In February we discovered accumulated loss over \$3M over the last 10 years including a \$714K loss in the previous year. We took action, to the opposition of some Council and some member of staff. I believe that if we didn't take that action there wouldn't be a JCUSA, there would be no jobs, there certainly would be no club, no sporting program and who knows what student support would look like. The degree of consultation and work that went into that was significant.

The second thing I would like to say I have done is completely reinvigorated clubs and societies. If you look back in 2014 there was probably 20-25 clubs being generous, that has increased we have doubled funding and have more clubs than ever before. We have a great system where clubs can books rooms and equipment through us. Campus life has never been better. Things like the free breakfast, we've had to save costs. The trips we did in O Week the Market Day BBQ all these things were done by council and primarily by me and have been since 2015.

TK, I am saying the BBQ at Market Day, not Market Day in general.

TK: Or the trips. It's fine keep going. We can address that another time.

EH: When I say the trips I mean it has always been council to staff them. I'm not saying that no one else helped with organisation. The Uni Club was dead, buried and cremated until I found Regan and Ian Brooks at the University and got them to open it. That has completely changed the campus and wouldn't have other happened. If you talk about the actions I have taken, if you have people blackmailing you with recordings, compromising the integrity of the JCUSA through editing of the minutes to complete fabrication and misleading statements about what actually occurred in those meetings. If you have people lying to you, you have people misleading you, breaching your confidence and trust then you can't work with them.

At no stage have I considered that my actions have been in breach of the constitution and I stand by that. I note in the allegations, which I haven't had the opportunity to read it talks about the flying minutes. I would say their validity is in questions given there is no provision in the constitution about them. My understanding of company law is that if there is no actual meeting of directors a flying minute can only be passed with the signature of all company directors eligible to vote. And the last



flying minutes haven't been ratified at the last council meeting as there hasn't been one so I don't believe I was bound by that at the time.

CH: Are you saying that all flying minutes that have been sent out you would never be bound by?

EH: I'm saying until they are ratified by council

MK: The one the letter is referring to is referring to the breach of the motion that was passed at the last council meeting at the end

SK: EH I urge you to read the document in full. There has never been an suggestion that you haven't done an excellent job over the past few years as council member and as President. While you've been talking I've take the opportunity to read further ahead and none of the matters are queried, interrogated or doubted. But there are serious matters raised in relation to the regulations, namely that the president will give administrative effect to the resolutions of the Association Council. There was a resolution of Council which you see itemised directly under the Alleged Breach of Discipline against JCUSA President, Edward Harridge on Monday 20 February that JCUSA Council passed a motion stating that and then there was a flying minute to enable or operationalise the appointment of a mediator. The allegation is that you did not give administrative effect to that resolution of the Council.

I'm just reading from the letter on page 1 of the details around the breach. The regulations also state that any office bearer, in this case the president did wilfully aid not to be provoked comply with any direction of the Council is a breach of discipline. It's not for historical matters, it's for matters most recently. There are further matters alleged I'm reading them as you are reading them that on 27 February you acted without authority in seeking legal advice on 2 matters, the termination of the JCUSA General and Finance Manager and the recommended way in terminating her employment to avoid risk of Unfair Dismissal proceedings.

There's an issue about the funds raised that you expended more than you had Presidential Powers and the Council needs to authorise expenditure above the threshold. The final and serious matter was the action taken by Edward Harridge on 10th March to terminate the JCUSA General Manager. I must say this was something I was going to raise with you. It is alleged Edward failed to comply with the legal advice. So you got legal advice, you expended more that the Presidential Powers allowed you to for the legal advice.

The legal advice and this is an extract from McDonnell's Law *"You as President should seek to consult with all members the management committee as to their views on immediate termination, you should make a record of the conversation and whether the member is supportive of the termination or not, if comfortable the member should send email confirmation of their views on the issue. If you receive a majority of support to terminate, you can proceed to termination. If you do not receive a majority of support then you should not proceed to termination. If you are unable to receive a clear majority either way you should contact us for further advice. If you proceed with termination you will need to have these decision ratified at the next Council meeting."* Then there is some details about what the Management Committee does. The Postgraduate officer

EH: SK, if I can just ...

SK: I'm just reading it for you EH as you say you have not had opportunity to

EH: I'd also like to point out that much of that was confidential

SK: How do you say it was confidential?



- EH: It was legal advice sought confidentially sent only to JCUSA Council so you have to be careful about disclosing confidential information outside Council. In terms of that specifically there was essentially a 2/2 split of the management committee given that the Postgraduate officer was not validly appointed.
- MK: That's not a clear majority though
- SK: We'll come back and pick up that in a minute EH but keep going
- EH: Well my argument is that if you were unable to get a clear majority we recommend that you contact us for further advice
- SK: Are you suggesting that you did contact them further?
- EH: No I'm not suggesting that. What I'm saying is the actual wording is the president in consultation with members of the management committee may take ... I'm not reading it so I'm not going to continue quoting it ... But I did consult with members of the management committee. I also consulted with CH in the event that it was determined through some process that she was on the management committee.
- JA: Can I interrupt there and ask did you consult with anyone outside the management committee?
- EH: I spoke to SJ about it and of course as soon as I finished consulting with the management committee I sent an email out to all council with the legal advice and there was opportunity for them to respond.
- SK: Your consultation with the management committee is alleged to have occurred after 6pm on the day before when you sent out early the next day the purported termination. And something about in which you should not proceed and the allegation is that you failed to comply with the Council's resolution and in doing so have opened up the JCUSA and Council to adverse action which there did seem to be a suggestion of in the lawyer's letter. So the allegation is that you did not use your best endeavours to consult with the management committee instead stating in your email to the Management Committee on Thursday 9 March *"I'm writing to advise you that following the receipt of the legal advice I intend to use my Presidential Powers such as to terminate."* Which is not a consultation
- EH: Well I disagree I think it is a consultation
- SK: It was a very time limited and authoritative consultation
- EH: It was time limited. But I think that's why the regulations says the President must use his or her best endeavours to consult with the management committee. It contemplates that decisions may be made. The reason a decision was made that day was an email was sent to the General Manager to discuss certain allegations and issues that we were having. She then sent out that email to all of the staff which made those allegations public. And so it was from that morning I contacted the solicitors for legal advice because of the urgency of that matter.
- SK: So do we have any letter or email that sets out the nature of your instructions? And again I say we are not authoritatively determining this but we need to understand whether the interests of the Student Association the motion that JA has initiated that he will put forward separately will need to be addressed. Do we have the nature of your instructions and who the instructions are coming from?
- Because I think one of the complaints and one of the matters I was going to raise with you was that there is a clear indication in the letter that the lawyers think they are being directed by the Association Council. And the Association Council has not had the opportunity to consider anything



around the performance of the General Manager so I thought that was somewhat concerning that you raised the issue and then sought legal advice and then terminated in the space of what 24 hours as you have told us so that's without consulting Council or properly consulting with the Management Committee would seem to be problematic.

- EH: On this issue of consultation I don't accept that. I believe I used my best endeavours to consult with management committee. Second of all the exercise of the use of Presidential Powers to seek legal advice is that you are seeking legal advice on behalf of the association. I have a managerial function in the Student Association, I'm effectively what one might call a Managing Director with the implied authority to do this in any case. The regulations are very very clear in that they give the President the power to take any action in the best interests of the association in an urgent matter which I strongly believe it was and I used my best endeavours to consult with management committee.
- MK: And they need to be ratified at the next meeting
- JA: Can I ask then, if you believe it was in the best interest of the association and then you got a majority vote from the management committee that they do not approve and they do not believe it is and considering your conflict of interest in the issue
- EH: What was my conflict of interest?
- JA: In your email, its somewhere here, it says on a personal note you do not believe you can work with the general manager after so many issues which to me straight away says you have a conflict of interest. So going under your own advice that you believe it's in the best interest which was against the management committee who have all, well the majority of us have said that we oppose it.
- EH: First of all I do not agree there is a conflict of interest. When you have a subordinate staff member, who for some reason has engaged in a personal conflict with you, who has alleged there is a recording and has implied to use that against you, edited minutes I would say that, I do have any personal dispute with the former general manager the issue was over her professional conduct.
- JA: Ok well if that's the case the regulations at 5.2.2 the function of the management committee are subsection to determine matters which cannot be reasonably deferred until the following meeting of the Association Council so considering you stated on a personal level you have that issue I would see that you need contact the management committee to say we have had this issue and we seek to terminate the general manager and then leave it up to the committee to decide. You got the majority of the management committee saying we do not approve we would like the evidence we would like to discuss this. But you still went ahead with it again against legal advice
- EH: There was no meeting of the management committee as a meeting requires 2 days' notice. The provision in the regulations gives the president powers to do certain things in consultation with the committee that's not a meeting of the management committee. It's not a meeting where binding motions of the management committee can be passed. I would also say that there was not a majority against because the appointment of the Postgraduate officer was defective.
- SK: So we should just deal with that for the moment. I've seen the emails that you've sent though EH, the council did vote in an ordinary meeting to appoint CH as the Acting Postgraduate officer and give her voting rights and earlier in the week you said that you did not dispute that any longer. I think that stands until such time when Council gets to reconsider it. So I would have thought that CH is still an appointed and voting member of the JCUSA council.
- EH: If her appointment was defective then she would never have been a member of the Council but if I can address that now I will



JA: If we have a look at our constitution it states under rights of ordinary membership Ordinary Members are entitled to:

- (a) *stand for and vote in Association Elections;*
- (b) *hold a position on Association Council;*
- (c) *requisition and vote in Referenda;*
- (d) *attend, speak and move and/or second motions at any meeting of the Association Council which is not held in camera*

And then if we go back to the section which says “powers for the purpose of carrying out its objectives that association may exercise any of the following powers, subsection (i) to generally do all things that will give effect to or further the objectives of the Association” so in consideration that we did not have a Postgraduate office that gives us the power to appoint Claire as she is also an ordinary member.

That was passed through a Council motion, it was approved, it was voted on and it was set in motion. If you want to argue that that was not approved and not voted on that puts into question any motion we have done in council is not approved until ratified at the next meeting

EH: That’s not what I am saying but I can say and I bet the house on it that that does not give you the power to appoint a voting member of the Association Council. The fact that ordinary members have the right to run for election, it still means they have to be elected in accordance with regulations

MK: No it didn’t say that it says that members have a right to be on Council

EH: The constitution and regulations also stipulate a procedure for casual vacancies they also stipulate a procedure for the appointment of existing members of council to act in a casual vacancy. I don’t have the constitution in front of me

JA: Would you like a copy?

EH: I would

SK: Just while we are doing this it brings the issue that either by majority or split decision the management committee was very clear and firm in its recommendation to you to not go ahead with termination. It also begs the question, which is in the earlier part of the allegation, has there been management committee meetings this year at all?

JA & EH: No

SK: Well that’s a shame, given the council had the opportunity to consider the issue in an in camera session and I now understand that was what the in camera discussion was about and decided to appoint a mediator in relation to the various matters that you now use a grounds to terminate the General Manager. That’s part of the allegation that you disobeyed the motion passed by council

EH: I will respond to that. But if I can go back to the issue of elections

CH: Perhaps in the interest of time, are we moving to far away from the issues at hand that we need to discuss in this meeting today. SK how much time do you have today

SK: Well I can stay a bit after 12 but not overly

EH: I’m almost finished this particular point I’ll note that the purported power to give CH a vote was a 6.7 delegation which you haven’t mentioned. The situation that happened was Mathew Deligan resigned



thus creating a casual vacancy so we refer to the constitution 6.5 *“Where the office of any office bearer other than that of either the President or the Vice-President becomes vacant the Association Council may meet as soon as possible and appoint a member of Council to act in the capacity of that office until the position is filled according to this section and the Regulations”*.

And Tom [Tom Middleton, JCU Law lecturer] in his most recent email has said for the issue of a casual vacancy and this was a casual vacancy this section applies. In the regulations it sets a series of requirements of how to fill a casual vacancy those being that there has to be notice of the vacancy is 2 separate editions of the Bullsheet, there has to be notice on the official noticeboard at least 14 days before the meeting is to occur that the election has to be held by secret ballot and only elected student members are eligible to vote and that the election must be conducted by the electoral officer none of which has been followed so the appointment and all of that is in the regulations so I don't see how it can be construed that the appointment was valid given that the purported power was a 6.7 delegation power of the constitution and the most recent correspondence from Tom Middleton has suggested and I note that he doesn't want to be involved any further and who can blame him. That for casual vacancies 6.5 applies now how we appointed Jesse to Acting Equity & Diversity Officer he was an existing member of Council.

Tom made it quite clear that in 6.5 Casual vacancies council can appoint an existing member of council. But the council cannot appoint any person and in the delegation power of 6.7 the association council may by resolution delegate any of its powers and authorities etc. which was the purported use of power to appoint CH. But if you do look at the minutes of the meeting which I did send out there was no reference to the delegation power in the motion that was passed. The council merely purported to appoint CH as Acting Postgraduate officer which is in complete ignorance of the constitution and regulations. I think the association should be seeking legal advice on this to be honest

SK: Well not without authorisation or using association money I would suggest. I don't think it is in our remit to determine this today. You might like to bring a motion to the next council meeting. CH has been appointed acting in the interim. Is there anything else anyone would like to say about that?

The next matter that is raised requires a disclosure of a conflict of interest. Now EH we heard KRF declare a conflict of interest but you didn't when that opportunity was offered

EH: I would suggest that it is implied

SK: It is but you haven't declared it

EH: Well yes, I'm declaring it now. I thought everyone was aware of the conflict when KRF declared it. I don't think it wasn't brought to Council attention

SK: There is no suggestion that it has been declared earlier than that. We go on to the serious matter of breaches and that's the basis that the current motions are put

JA: Would you like me to go over them?

SK: I think that's where we are up to

JA: The first motion is that as an interim measure until the matter has been properly considered by the Association Council and a final determination has been made that President Edward Harridge 1) have all his delegated powers revoked. I'm happy to motion that. Would someone like to second?



MK: I'll second

JA: All those in favour?

SK: Any further discussion?

KRF: I would still like to put forward that MK has a conflict of interest.

SK: And how does MK have a conflict of interest?

KRF: We have third parties who have said they are willing to confirm that MK's sole purpose on this council is to annoy EH and myself. So I would believe that that comes under a conflict of interest.

SK: I'm not sure that we have any particular evidence or basis on which to act on that

KRF: I would be happy to get a signed statement from the person who told us this

SK: That's fine, but for the motions put forward to us now and there is some urgency as we need to take some action from them moving forward

EH: Can I speak to that? I would say that even if this motion is passed that the regulations still apply and supersede these motions and the Association Council does not have the power, I won't speak for this motion but the next one, does not have the power to relieve the duties of an officer bearer without following, well actually it doesn't have the power to relieve the duties of an office bearer at all. Given that fact that an office bearer can only be dismissed by a referendum if they refuse to resign.

SK: We are not dismissing there is no suggestion there is a dismissal this is an interim measure as the recommendation in the motion is put. JA where do you say the power is to do this? I thought there was a general power, I have tried to familiarize myself

JA: The section that holds the president and all positions to the delegation of the council and council motions

EH: Are you referring to the delegation of power?

SK: That might be the one that you are saying is currently breached that we have to abide by a lawful delegation of council

JA: Yes, that's right

SK: That the president will give administrative effect to the resolution of council that's 11.11.1 b which is what you cite in your letter. Have you taken any advice on these matters?

JA: No, we have just referred to the regulations and constitution

EH: My point is any of these motion would be subject to the constitution and that all duties, functions and delegation of powers of any position in the constitution and regulations would apply regardless of these motions

SK: Is there any further discussion? I'm just looking at 11.11.1 b for myself. Oh sorry that is wrongly cited it is 11.11.1 a. Any further discussion?

EH: Not on that particular motion

SK: We will put it a vote then



- JA: So all those in favour of the first motion being ...
- SK: As you've described it
- KRF: Do we still vote if we have declared a conflict?
- EH: That's up to the meeting to determine
- CH: You can abstain if you have declared a conflict
- JA: Kimberley and Edward are against
- EH: Can I request that the votes be recorded on the minutes?
- MK: Only the convener can do that
- EH: I was only requesting it not forcing it
- JA: Yes. Absolutely.

RESOLVED

That We the undersigned believe that in view of the serious nature of an alleged breach we propose to move a motion at the 13th March 2017 Association Council meeting as an interim measure until the matter has been properly considered by the Association Council and a determination has been made that President Edward Harridge has all of his delegate powers revoked.

Moved: JA

Seconded: MK

Votes For: MK, SJ, CH, JS, SK

Votes Against: KRF, EH

Motion Carried

- SK: The second one
- JA: I motion that President Edward Harridge be relieved of his duties as an office bearer and these duties are absorbed by the JCUSA Council**
- SK: With the same stance as previously that this is an interim matter until a final determination is made.
- KRF: I would just like to argue on that point that
- JA: We need a seconder first then discussion
- MK: I second that**



- KRF: Correct me if I'm wrong because I am just doing this from memory, do you have the regulations somewhere? I think the regulations say that if something happens to the President then the powers go the Vice President
- SK: I think I looked at that. But what I think this is a resolution to the contrary given the now declared conflict I would think this is appropriate
- KRF: I would argue that it goes against the regulations and what they say
- EH: Does the wording of the motion specify a particular date that it is purported to last for?
- JA: It says as an interim measure until the matter has been considered by Association Council and a final determination made. So I would take that as at the special meeting in 14 days time when the Council meets to consider and determine that matter.
- SK: Does everyone understand what we are voting on?
- KRF: There is a section that states 6.5.2 *"Where the office of either the President becomes vacant and the Vice-President is unable to act as President, or the office of the Vice- President becomes vacant, the Association Council must meet as soon as possible to appoint a member."* So I think that there would imply that the Vice President takes on the Presidents role I know that's not the exact section
- JA: I understand where you are coming from but if we read that it would be if the position becomes vacant. At the moment this is not determined now that the office is vacant these are interim measures while it is being discussed. So he still has the title of President, he just doesn't have the powers
- KRF: Well I would still argue that it goes down to the Vice President instead of the Council. Sorry 6.12.2 *"The Vice-President shall assist the President in the carrying out of his or her duties and shall represent and depute for the President when the President is absent or unable to act in any manner or thing"*. So I think that would argue that the power comes down to me as Vice President.
- SK: I'm just a little concerned and I say this quite respectfully that there is a conflict that has been disclosed.
- KRF: I would just like to reiterate that even if there is a conflict present it never has and will continue to never sway my opinion. There have been times that EH and I have disagreed and I have told him that and let other council members know. So I would argue that the conflict doesn't really affect me.
- SK: I'm also thinking that one of the allegations relates to the conflict which becomes awkward.
- JA: Can I point us all to 11.1.5 of the regulations President's Leave of Absence *"When the President is not able to be contacted all powers of the President will be exercised by the Vice President. In the absence of both, the powers of the President will be exercised by a member of the Management Committee nominated by the President, which member must also be a voting member of the Association Council"*.
- KRF: I don't think the second point in this motion that duties be absorbed by council should be accepted as it goes against the regulations
- EH: The regulations are quite clear that if the President is unable to be contacted all powers fall to the Vice President what you are purporting to do is move all the powers of one position to all council members. I think 11.1.5 would apply regardless of any motion passed. The point is the council can't overrule the constitution or the regulations if the regulations say the Vice President takes the power then the Vice President takes the power



- SK: The issue of the conflict of interest would underpin the motions
- EH: My understanding of the conflict is that the general consensus applies when one of the parties is involved in promoting the other or the remuneration which does not apply here. As long as the conflict is disclosed and for the vast majority of operations it would not be a problem
- CH: I think as long as the conflict is declared and decisions can be made on a case by case basis where it may impact a decision being made at the time. I guess if it is worded this way about being absorbed by the council, any duties that come up where that conflict may apply it can then be considered and determined by the council.
- JA: Can I point out Regulation 4.9.6 *“A member of the Association Council who has a conflict of interests or a pecuniary interest in any matter directly or indirectly involving or concerning the Association: must not, without the prior approval of a majority of the Association Council, be involved in any discussion on the matter. must not, without the prior approval of a majority of the Association Council, vote on any motion regarding the matter. must leave the meeting of the Association Council for the duration of the deliberations regarding the matter if a majority of the Association Council so resolves, having regard to the nature of the conflict of interests or pecuniary interest”.*
- Being the fact the KRF has declared her conflict must not without approval which we can decide now not be a party of the conversation or vote on matters. I’m happy to put this to a vote now about the conflict
- SK: I’m wondering if the correct interpretation is the one that CH has just provided. That the conflict will be dealt with on a case by case basis and we will remind ourselves of the conflict on each occasion. I’m trying to find the wording of the motion that where appropriate be absorbed by the Vice President and where not appropriate by the members of the council. Is that acceptable?
- KRF: I’m happy with that I just don’t think that my vote should be taken away as Vice Preside my opinion and input on many things is significant. I’d like to push again, even though I have already said it that the conflict has never swayed or affected me and never will.
- SK: It does go to suggestions on the correspondence I’ve been following that the determination for the termination of the General & Finance Manager was put out there by the President and Vice President. Mainly the President but also the Vice President with having a personal conflict.
- KRF: I would say that does not relate to the conflict
- EH: I would say the decision was my decision. It was a Presidential Power not a Vice Presidential Power. At the end of the day I am responsible for the decision.
- SK: Can we vote on the motion with that intent?
- EH: Can I have the motion read out?
- JA: That as an interim measure until a proper determination has been made by Association Council that President Edward Harridge be relieved of his duties and those duties absorbed by council**
- KRF: I don’t understand I though we just said this goes against the cons and regs?



- SK: I don't think we did. We can put in "in accordance with the Constitution and Regulations" if you wish as we can only act in power
- KRF: Shouldn't it be amended then that the duties be absorbed by the Vice President?
- SK: What would the mover and seconder think about that?
- JA: I would like it to go to council and then council can decide which position would look after each delegation
- MK: Agreed
- EH: If the regulations says the VP takes the power then I don't see how the council can pass a motion contrary to that.
- CH: With her as being part of the JCUSA Council saying the duties are absorbed by Council does not exclude the Vice President
- KRF: If that's the case I think the motion should be reworded then as it doesn't give the meaning that is goes to Vice President
- SK: I think we can amend that then to include in accordance the constitution and regulations**
- JA: I'm happy with that as the mover. Motioner and Secunder are happy with that Sally.
- EH: I want it noted on the minutes that I do not believe that the JCUSA Council has the power to remove the power of any office bearer in accordance with the regulations which require a 2/3 majority and a 14 days notice. I would also like it noted that the JCUSA Council has breached natural justice and is acting outside of its powers in purporting to relieve me of my duties and I don't accept that the council has the power to do so.
- SK: Thank you for that Edward. It has been noted. Any further discussion? We'll take a vote on the motion.

RESOLVED

That We the undersigned believe that in view of the serious nature of an alleged breach we propose to move a motion at the 13th March 2017 Association Council meeting as an interim measure until the matter has been properly considered by the Association Council and a determination has been made that President Edward Harridge be relieved of his duties and those duties absorbed by council in accordance with the constitution and regulations.

Moved: JA

Seconded: MK

Votes For: CH, SK, SJ, MK, JA

Votes Against: EH, KRF



SK: The third motion and isn't been explained this follows from the previous motion

EH: I don't agree with that interpretation

CH: It may be debunked if we just rely on the one above it

JA: I guess being the authors are we all happy to leave that

SK: Ok so we are skipping the third dot point so let's move on to the fourth.

JA: **As an interim measure until a proper determination has been made by Association Council that President Edward Harridge has his access the Student Association Offices, networks and files of both the Townsville and Cairns Campuses of JCU be revoked.**

I'll motion that. Can I have a seconder?

MK: I'll second that

JA: Any discussion?

EH: First of all I would say I believe it says in the constitution Ordinary Members are entitled to attend, speak and move and/or second motions at any meeting of the Association Council, inspect any record, by arrangement which do not relate to personnel or staffing matters or to legal matters or proceedings or to commercial in confidence documents etc. So the constitution says that Ordinary members have the right to all of those things and you are not terminating my ordinary membership.

And also as a matter of company considerations, a Director of a company has the right to reasonably inspect any document of the company in order to carry out their duties of that company. Because I assume that all of the duties of a Director are still placed upon me in terms of liability and ensuring the Association renders proper accounts. I would say the council cannot purport to denying me access to files on any campus or even the office. I think it is unprecedented

MK: I'm happy to move to amend to include the rights of Ordinary members but not those of Executive positions. Maybe at the end of the motion to add subject to the rights of an ordinary member as per the constitution

JA: I'm happy to do that.

KRF: How can he access files if he can't have access to the office?

EH: I don't agree there is a power to prevent me from accessing the office networks or files of the Townsville or Cairns Office.

SK: The movers of the motion agree that there is and that is the discussion we are having. I would believe that all the motions are in the context of the alleged Breach of Discipline and Loss of Confidence. The context in which it is put is an interim measure pending the final determination

EH: I would say that is an equivalent interim measure of throwing someone in jail before the trial



SK: I think the intent it maintain the status quo in terms of good governance and operation of the JCUSA but to remove you from the exercise of those powers and the potential of any distress or concern in the council offices while the matter is resolved.

CH: **Perhaps the motion can be amended to 'limited to' instead of 'revoked to' that of an ordinary member. So if you want access to anything that's fine but you can just come in and talk to the person.**

JA: **I'm happy with that. Michael, are you as the seconder?**

MK: **Does anyone else want to second that?**

SJ: **I'll second it.**

JA: **I've motioned it and Sydney has seconded the amendments we have just discussed.**

TK: For ME's sake does it say what an Ordinary member can and can't access?

CH: I understand that was just read out from the constitution. 5.3 is the rights of Ordinary Membership

JA: So can we clarify the right to utilise the amenities and services provided by the Association. I'm to understand that these offices are for the use of Council members and access to them is by appointment or through a delegate.

CF: I would think so. We don't have Ordinary members just coming into these rooms or even into this area past the reception at any time and if they do they must be accompanied by a staff member or council member at all times.

JA: I'm happy with that.

RESOLVED

That We the undersigned believe that in view of the serious nature of an alleged breach we propose to move a motion at the 13th March 2017 Association Council meeting as an interim measure until the matter has been properly considered by the Association Council and a determination has been made that President Edward Harridge has his access the Student Association Offices, networks and files of both the Townsville and Cairns Campuses of JCU be limited to that of an Ordinary Member.

Moved by: JA

Seconded: MK

Votes For: CH, SK, SJ, MK, JA

Votes against: EH, KRF

SK: That's passed and the final matter



- JA: **As an interim measure until consideration and a proper determination has been made by Association Council that President Edward Harridge maintain confidentiality in relation to this matter.**
- SJ: **I'll second that**
- EH: Can I ask that be directed to all members of Association Council and staff?
staff
- SK: that. I'm not sure about that. I have a remit to report to the Vice Chancellor. I'm not comfortable in not doing
- EH: I'm happy for an exception to be made to that.
- JA: I would like to stick by my motion
- EH: Just to be clear so anyone here can discuss this with any one they want but I can't discuss it with anyone?
- SK: Everyone is bound by confidentiality around this but we are making it clear
- MK: In regards to confidentiality these minutes will be made public. Does this mean in regards to any arguments EH may present to us.
- KRF: If we pass this motion none of us can talk about it except for SK
- EH: In terms of a Breach of Discipline the discussion is usually considered highly confidential. I've been involved with these before not with allegations against me, but on University Council and those meetings were considered to be highly confidential so I would expect the same standard would apply here.
- CH: I think it's just an additional one as well in regards to not chatting to the media or putting things on social media until a determination is made. That there is a cone of silence around it until the 14 days.
- KRF: In that case we should amend the motion to include all council and staff
- SK: It's difficult as I imagine after this we are going to consider some of the actions that were taken over the last week and that will require some communication
- CH: Perhaps this is a motion for EH to maintain confidentiality and our confidentiality can be discussed as we go through the matters.
- SK: Clarify as KRF pointed out maintain confidentiality on this matter as all council matters are confidential I did like the mention of not using public forums such as Facebook twitter.
- EH: I think that is totally appropriate that I am not going to go around on Facebook having a big rant. I'm not Kenny Damaschke but we won't go into that. I think if it's confidential it should be for everyone. Unless there is a specific requirement to the contrary such as you having to advise the Vice Chancellor.
- SK: I just have in mind that EH you said you have no intention to abide by any final decision that may be made against you in 14 days. We haven't determined so there is a main concern that this is treated properly for both the reputation of the Council and of JCU. I would like to make a specific exception for myself to the VC. My concern is the matters that have led to this discipline matter and the need for that to communicated to relevant staff in a sensitive way.
- EH: Can we do that on a case by case? I assume it does not preclude me from seeking private legal advice at my own expense
- SK: You are welcome to do that. You have the opportunity to present evidence in relation to these specific matters in not less than 14 days. All members of JCUSA council and staff to maintain confidentiality until a determination has been made subject to careful communication to JCUSA staff as might be appropriate



RESOLVED:

That Edward Harridge is to maintain confidentiality on this matter excluding communication with JCUSA Council and private legal advice.

Moved: JA

Seconded: SJ

Carried: Yes, All in Favour

RESOLVED

That JCUSA Council and staff be directed to maintain confidentiality in relation to this matter expect where deemed necessary by JCUSA Council

Moved: JA

Seconded: SJ

Carried: Yes, All in Favour

JA: In regards to last week Presidential Powers to be approved and process to go ahead the decision has to come to council to be ratified

SK: I'm not clear now is Edward permitted to stay?

EH: I'm still a member of council and council does not have the right to remove my vote

MK: He can stay as an Ordinary member

JA: When you have been removed of your powers that would take away your vote

EH: I don't agree but I would still like my opinion recorded.

JA: I seek to motion that the termination of the General Manager be revoked in that way the Presidential Powers in section 11.1.3 b that actions be reported as the next Association Council meeting for ratification

EH: Is there a proposal to amend the meeting agenda

SK: I haven't had time to look at the very late changes to the items on the agenda. I would also like to say that I am not happy with the minutes of the last meeting and we will not be approving those I would



like it noted in particular that Edward did say he didn't have a conflict of interest in relation to the Mad Cow but we will discuss that later.

RESOLVED

That the agenda be amended to include discussion of the termination of the General Manager as item 7.8

Moved: MK

Seconded: JA

Votes For: SK, CH, JA, SJ, MK

Votes Against: KRF

[EH noted as voting for the amendment (vote not counted due to conflict of interest)]

ITEM 7.8 TERMINATION OF THE GENERAL AND FINANCE MANGER BY THE JCUSA PRESIDENT ON 10 MARCH 2017

KRF: In following on JA's concern of 11.1.3. We did seek legal advice if EH did have the right to use Presidential Power or if it was to be a decision by the Management Committee. Subsection (a) says use best endeavours to consult which we did. We had a very long discussion with most of them and we took that into consideration. It only says we have to consult not approve. The working relationship with the President and the General Manager has significantly deteriorated over time which means for a very unsuccessful year. That was our main concern it came to our decision to terminate as we didn't feel she was fit to be General Manager.

CH: If you had then given it such consideration why was it deemed an urgent matter on Thursday evening?

EH: It became an urgent matter when we contacted Benita [*Benita Bosch, JCUSA General & Finance Manager*] that it was the intention to meet with her to discuss the matters. She then shared the email with all staff in an attempt at insubordination, breach of confidential matters, and attempt to arrange a rival meeting. She purported to go on sick leave which is when I sought legal advice. And the advice was that and I was unaware before; that Friday was the last day a decision could be made before risk of unfair dismissal. Once that kicks in the association faces a substantial risk of proceedings being bought against them as there are procedures to follow such as warnings, performance plans

TK: Which is normally how that happens for a reason

TF: That's the reason for having unfair dismissal laws and you have gone against everything to do with that

JA: That's why I kept saying to you both on the phone that if procedures had been followed correctly there would be no risk of proceedings. Considering the fact multiple emails and the letter all state to avoid the risk of unfair dismissal says to me that you know it is an unfair dismissal and you are going against that.



- CH: Why was that meeting arranged with the President and Vice President and BB when we had already discussed that there was a workplace conflict and mediation had been determined as the best course of action.
- EH: Allegations were serious enough and we had got initial legal advice prior to that
- SK: When?
- EH: This was free legal advise so I don't have an exact date but it was at the end of February
- SK: Who did you seek advice from and where is the evidence of that? Was it sought on behalf of the association?
- EH: Well it was free advice from Nick Rogers I enquired of HR director of JCU and our solicitors I explained the allegations in an email and said we wanted to know the procedure for a termination and the quote from Nick Rogers says you are right to note that after 6 months you create a legal relationship and attract unfair dismissal. It adds a lot of procedure
- SK: So you've quoted that you have had to act urgently on 9 March but had sought advise at the end of February but had never tabled this to the Council or Management Committee. There was a resolution was made on 20th February to proceed with mediation. I think you've selectively quoted Nick, he CCd me in saying these matters are never easy and while it is more difficult after the end of a probation period when the unfair dismissal kick in. And the lawyers say there is still a risk of adverse action.
- What conversations have you had and reported with the General Manager to support she has not been performing in accordance with her duties and how do we the Student Association determine the action with no evidence? Where is the evidence that this was put fairly to the staff member over the course of her probation and given and opportunity to remedy
- EH: The legal advise was that was not required
- SK: I haven't seen that legal advise. It's not in the letter
- EH: It's in the letter that was sent to all council. Nick quoted a literal interpretation of the probation law do not require a performance plan only evidence of underperformance
- SK: That's my question, where is this evidence? And that is was put to the staff member apart from the letter to her on the 9th March before she was terminated on the 10th March
- EH: Advice is we are not required to engage in such and did not need to be provided. The evidence is that there was a meeting between myself, KRF and Ji [Ji Burton, Former JCUSA 2016 Vice President] and BB made a number of claims
- SK: I don't understand why JB was involved
- EH: I sent a signed statement from JB, KRF and I that we said this is a true and correct record of the meeting. BB invited JB to the meeting
- CH: The question was where is the evidence of this unsatisfactory performance and that in order for the action to be ratified by council we would need to be comfortable that they had seen this evidence and that BB had the opportunity to respond. Just stating that there is a statement of their perspective,



natural justice would expect we allow the other person to speak so we can make an informed decision. That wasn't done and the termination has gone ahead

JA: I note in the response from MK and myself we requested the evidence so that the management committee could make a decision. When there was the phone call given the fact I said 4 or 5 times I cannot make a decision until I see evidence I believe it was ill informed to then have the VP say is there anything I can do to help you make the decision.

KRF: In saying that I meant was there anything you needed to clarify that could help you?

MK: I know there is a committee that you both sit on that manages performance has there been any meetings since her employment?

EH: No there have been no review or remuneration committee meeting

CH: We've discussed that we need to make a motion about if the decision to terminate has been ratified?

EH: Would you like the evidence?

CH: This isn't the forum to table that evidence.

JA: Should have been tabled previously when asked for

EH: I think the Association Council needs to be aware

CH: We would like that opportunity to hear the evidence at a meeting where it is properly tabled and give BB the choice to respond so we can make informed decision. What we need to discuss now is if the actions need to be revoked and that process to happen at a later date

EH: I note that parties to that conversation have contacted me and said they would be seeking a legal remedy to that of the JCUSA that the threats of the recoding were blackmail and I consider the editing of the minutes to be the most serious one.

SK: We need to vote on the motion that actions taken by the President on Friday 10 March not be ratified and any purported termination of the General Manger be considered void and of no effect.

CH: In the letter we had that we propose to put forward a motion to reverse the decision of the President on Friday 10 March to terminate the contract of the JCUSA General and Finance Manager and reinstate the incumbent as if she had not been terminated.

KRF: I think instead of reverting the decision that we hold a meeting to present the evidence first. I don't think you should revert the President's decision, because just thinking of BB's point of view that I would not want to come back into an environment where people had tried to do this to me.

MK: It says in the regs that any action by the president be ratified at the next council meeting which this is

SK: I don't think that revert is the right language

SJ: It should be just not ratified

KRF: I just want to say is BB happy to do this because I have not spoken with her?



- CH: Well we cannot ratify the decision then give her a call
- KRF: We should have a meeting before we do this to present the evidence between council members
- JA: It should have been done before but we note it in the minutes
- SK: What is most unfortunate is that you have said that you've been thinking about this since February but have not mentioned evidence yet.
- EH: I circulated a signed a statement to council some time ago
- SK: That was one incident and frankly was written in code to me. And I responded to you that is not illegal to record a conversation, that's how much understanding I had
- EH: It is illegal to record a private conversation that you are not a part of.
- SK: I didn't gleam that from the circulation of the one short page, that on the basis of that you were intending to terminate the contract. I would like to be assured that the GM does not lose any of her entitlements. Let's proceed to a vote.

RESOLVED

That the decision of the President on Friday 10 March 2017 to terminate the contract of the JCUSA General and Finance Manager not be ratified and to reinstate the incumbent as if she had not been terminated

Moved: JA

Seconded: MK

Votes For: CH, SJ, MK, JA, SK

Votes Against: KRF

[It is noted EH voted against (vote not counted due to Conflict of Interest)]

- SK: Do we need to have a discussion about the legal fees because they need to be ratified. How much can the President commit
- JA: According to minutes of last meeting it is written that Edward Harridge advised the General Manager can approve purchases of over \$200 and no more than \$500, Anything over \$500 but under \$2500 can be approved by with the President and Vice President or the President and General Manager and anything over \$2500 has to be approved by Council
- EH: The initial quote was \$2000 but haven't been sent a bill yet. I can send you that email.
- SK: Did you make it clear you only had authority to approve up to \$2000
- EH: No, but the original estimate was only \$2000 I didn't think it would go over. But then they advised it would I think it is at \$3000 to \$3500 at the moment



- JA: The email that was sent the costs stated original estimate was \$2000 then a phone call to advise that the progress then was at \$2000 and that an estimated \$1000 more would be expected which should have halted proceedings until approved by Council. Costs are \$3400 and that if everything went smoothly tomorrow (meaning Friday) that there costs would be between \$3500 to \$4000 + GST
- EH: I would argue the authorization of the money was a use of Presidential Powers based on the grounds that I didn't believe it would go over \$2500 until I received a phone call at which the advice was half complete advising me that it would exceed the estimate and an immediate decision need to be made given the urgency of the matter
- CH: Did you have a consideration to halt the proceedings at that point?
- EH: I thought about it but thought it was such gravity and such urgency a decision needed to be made then
- SK: I think we can ratify the decision to spend the \$2500 and that the remainder be decided by council if it was ratified as expenditure of the association
- JA: We need to consider if we pay the amount if something happens down the track and another legal matters happens and we do not have the funds then is that something we can manage? We can ratify \$2500 but not above that.
- EH: It's a use of Presidential Powers in any case the association is bound to pay as the receiving party was under no notice of any alleged defect of the authority to enter into the transaction
- SK: My suggestion is that the JCUSA pay \$2500 and EH you might need to think about where the rest of the money comes
- EH: I would say again that is was incurred in my capacity of President and in fulfilling my functions in the best interest of the association
- CH: If you had asked the rest of council, in the best interest of the students being the Townsville, Cairns, International and Postgraduate students this would not have been in their best interest
- SK: As the VC representative I would not have approved it either as we have a SSAF negotiation going on in the background
- JA: Council reluctantly approved \$500 for mediation how can you think that \$2500 would be readily approved?
- EH: It was urgent, we had been faced with a decision that instead of being able to have a meeting with BB she decided to circulate a confidential email
- JA: Duties of Management Committee subsection b 5.2.2. this is a decision could not be referred to the council. Given as president you had the power to convene a management committee meeting to make the decision
- EH: What's the time limit notice for the management committee? It's 2 days isn't it? There was not enough time to convene a meeting. The email was at 12:30am and the advice was at 8am
- JA: You had plenty of time from February to do this
- EH: At that stage I didn't think we would need any further legal advice until the morning of Thursday last week. Management committee requires a 2 days notice. I will point out that we have gotten legal



advice before that said in the Adrian Doyle matter that it would be permissible under presidential powers to approve a settlement of up to \$60-\$70K

SK: Yes EH I have a very clear recollection of that about other matters and we have intentionally passed a resolution to give you the power up to a certain level and that probably should have been done on that occasion only.

EH: I would argue that in the course of my duties that I had the implied authority to seek that advice

MK: I'm not happy the money was used, but I can see your point that it was needed advice, but I don't think it should have been obtained given the approval of mediation. I think it would be cruel to ask that you pay the whole amount. I am happy to ratify up to \$2500.

SJ: I think the agenda needs to be amended to discuss this and that if the Presidential Powers were used to ratify up to \$2500

JA: We can ratify \$2500 and anything in excess is by the facilitator

RESOLVED

That we amend the agenda to include Legal advice on the termination of the General and Finance Manage and ratification of expenses up to \$2500 as item 7.9

Moved: JA

Seconded: SJ

Carried: Yes, All in Favour

ITEM 7.9 LEGAL ADVICE ON THE TERMINATION OF THE GENERAL AND FINANCE MANAGE AND RATIFICATION OF EXPENSES UP TO \$2500

SK: We need a motion about ratifying only \$2500

JA: I move that the expenditure of the \$2500 be ratified in accordance with the JCUSA Purchasing Policy and anything above be at the facilitator's expense

SJ: He has the power to do that do we need ratify it?

CH: It was an action he took so it needs to be ratified.

EH: The \$2500 is not Presidential powers but under the purchasing policy. Above that was.

JA: I pass the motion that the expenditure over \$2500 is not ratified.

MK: I second



- EH: If this is to pass given there is a purported attempt which I do not see as valid that my remuneration will be suspended I would experience hardship to pay that in a timely fashion
- TK: That's a valid point, as a full time employed person I would struggle and I don't think EH acted in a malice way to spend the money
- MK: We can negotiate payment terms
- SK: No suggestions this was out of malice but a clear oversight of funds which is Student money. As there is an allocation in that funding for legal fees.
- EH: I note almost \$100K was spent on the Adrian Doyle matter and there were no motion about expenses only authority to approve the settlement. My concern is I don't want to receive an invoice next week saying I owe \$2500 which I think would be unreasonable
- JA: We can negotiate the payment terms when the invoice is received.
- JA: So the motion is that we do not ratify the expenditure over \$2500 and a council meeting will be called to decide the remaining expenditure when the invoice is received.**

RESOLVED

That the expenditure for legal expenses made by Edward Harridge not be ratified and a council meeting will be called to decide the remaining expenditure when the invoice is received.

Moved: JA

Seconded: MK

Votes for: CH, SJ, SK, MK, JA

Abstain: KRF

[It is noted EH voted against (vote not counted due to Conflict of Interest)]

- SK: I thank everyone for the mature way this has been discussed. The secretary will need to set a time of not less than 14 days to consider the breach of discipline and loss of confidence.
- EH: Before we close the meeting there is an urgent matter about the approval of the ATM licenses. I've told Westpac that we would pass a motion to authorize entering into the agreement. TB sent it out last week. A licence agreement between JCU, JCUSA and Westpac. That JCU hold the buildings and JCUSA sub licence them to Westpac for \$4000. I've sent to Robyn Fallon, Mark Norton has made amendments based on tenure for the building until 2019. Provision for the University to terminate if there is a change to the building. I need this signed after the Estates office have provided us with the copies.



CH: This also raises that there will need to be a handover for EH to hand over any outstanding business to ensure nothing is missed

RESOLVED

That the delegation be passed to the Vice President to sign the ATM licence agreement on behalf o the JCUSA

Moved: EH

Seconded: JA

Votes for: SJ, MK, EH, KRF, JA, SK

Abstain: CH

EH: Regulations require the bank signatories to include the Vice President

KG: Need to include a motion to remove Ji Burton and Joanne Hunt from the signatories. The provisions include that Mariam El Fatimi, myself and the General Manager.

EH: There needs to be a staff and student to sign off on transactions.

KG: There is provisions that if no signatories are available it falls to who is here. ME and I can do that. I've loaded it I just need a seconder. KRF can look at the bills and approve ME to release the funds.

RESOLVED

That Kimberley Rogers-Ford be added to the bank signatories and that Ji Burton and Joanne Hunt are removed.

Moved by EH

Seconded by JA

Votes for: SJ, MK, EH, KRF, JA, SK

Abstain: CH

CH: Motion to change the agenda to include the Student Advisory Forum as item 7.10 is everyone happy with that?

Carried: Yes, All in Favour

7.10 STUDENT ADVISORY FORUM

RESOLVED



That Mariam send out to all of our mailing a list an email to call for nominations for the Student Advisory Forum to be sent out today

Carried: Yes, All in Favour

SK: We need a motion about handover until a final determination is made

RESOLVED

That the JCUSA Council complete a handover in regards to interim measures put in place until a proper consideration by the JCUSA Council a final determination has been made.

Moved: JA

Seconded: MK

Carried: Yes, All in Favour

EH: We need to send out clubs and society's budget and SSAF today

JA: We can look at that after handover

RESOLVED

That the agenda be amended to include the opening of the Clubs and Society's grants as item 7.1

Moved by JA

Seconded by MK

Votes for: JA, MK, SJ, KRF

Abstain: CH, SK

7.12 CLUBS AND SOCIETIES GRANT ROUND

RESOLVED

That the JCUSA immediately approve the opening of the 2017 grants and authorise the Cairns campus officer to send application forms to Cairns Clubs and Societies and the Vice President to send application forms to the Townsville Clubs and Societies. Grant applications will close on the 24th March 2017 and the Clubs and Societies committee will assess and approve applications and grant acquittals on terms and conditions as they see fit.

Moved: EH

Seconded: MK

Votes: JA, MK, SJ, KRF

Abstain: CH, SK



- SK: There was supposed to be a SSAF meeting this week to finalise it. I'm hopeful that can go ahead. I have to say some of my senior colleagues were concerned about the governance of the JCUSA. I can put a \$1.2M holding in as we approach the VC
- CH: We can advise once BB has returned to resume those conversations
- EH: Essentially \$1.2M is a cut in real terms as it does not include an increase in wages or purchases
- SK: You have made that clear in previous meetings. We are looking at how to fiddle with the budget to ensure the Cairns administration officer is appointed and to include increases for some if not all staff. That will continue with KRF and hopefully BB.
- EH: I move that the International Ball take place on the 7th April to approve that the International Officer can set the ticket price with a \$10K and approve reasonable expenditure within the grant.

RESOLVED

That the agenda be amended to include the International Ball as item 7.13

Moved: JA

Seconded: SJ

Carried: Yes, All in Favour

7.13 INTERNATIONAL BALL

- CH: Should we set a limit of authority?
- EH: It is whatever she reasonably see to incur no net loss. We don't need every purchase approved by council
- SJ: This will be in consultation
- SK: There needs to be provided as SSAF and an acquittal with details of profit and loss
- JA: We all have an acquittal form
- CH: Should we include a limit say \$30K?
- EH: I think that's more than reasonable

RESOLVED

That International Officer be delegated the authority to set the ticket price and authorise further expenditure for the International Ball at levels she see will incur no net loss to the Association after the allocation of grants.



Moved: EH

Seconded by MK

Votes For: SJ, MK, KRF, JA

Abstain: SK

Meeting Closed at 1:21pm.

Catherine Fraser

Student Advocacy and Welfare Officer

(acting in role of Secretary to JCUSA Council for the purposes of the 2nd Ordinary Meeting of the 47th Association Council held on 13 March 2017)