

Fulcrum Publishing Society
Board of Directors
MINUTES

Sunday, May 16th, 2021
Zoom, 1:00 p.m. - 3:24pm
Meeting #1 2021-2022 Publishing Year

Present: Kalki Nagaratnam, Benjamin King (Board Candidate), Kate Murray, Brendan Keane, Charley Dutil (ex-officio), Justin Turcotte (ex-officio), Christina Le, Jelena Maric (ex-officio), Sam Coulavin (Board Candidate), Siena Domaradzki-Kim

Partially Present: Oluwatosin Okusanya, Matt Gergyek

Absent (with reason):

Absent (without reason):

1. Opening of Meeting

B. King opened the meeting at 1:05p.m.

2. Approval of Agenda

K. Nagaratnam motioned to move the ratification of new EdBoard members to item 8. B. Keane seconded the motion. The motion passed. K. Nagaratnam motioned to approve the agenda. O. Okusanya seconded the motion. The motion passed.

3. Welcome and Introductions

Everyone briefly introduced themselves, including their name, position, and any previous experience that they've had with the Fulcrum.

4. Election of New Board Members

K. Nagaratnam explained that the outgoing President usually leads this subsequent section, but since she will be running for re-election, B. Keane will be chairing this section today.

B. Keane stated that the Board shall consist of ten directors to be elected for a one-year term from June 1st, 2021-May 31st, 2022. He noted that every director shall:

- Be eighteen or more years of age;
- Not have an undischarged bankruptcy;
- Not be a member of an executive, the Board of Administration, or a full-time employee of UOSU or GSAED;
- Not be an employee of the Fulcrum, or own or invest in a company contracted by the Fulcrum.

Community Representative

B. Keane indicated that the Community Representative is to be a member of the Ottawa community who has professional experience in business, marketing, law, public relations, or publishing. He added that there is one seat for this representative.

Sam Coullavin presented himself as a candidate for the open Community Representative seat. He mentioned that he's a fourth year student at Telfer in Finance, and has loads of experience in business through his schooling and also in publishing through his work with the Fulcrum last year. K. Murray motioned to elect Sam Coullavin as the Community Representative on the Board of Directors for the 2021-22 year. O. Okusanya seconded the motion. The motion passed.

Student Representative

B. Keane stated that the Student Representatives are University of Ottawa students who have an active valid student number and are registered for at least one class for the duration of their term. He noted that these students must not have ever been employed by the Corporation. B. Keane mentioned that there are four Student Representative seats on the Board and one of them is currently open.

B. King presented himself as a candidate for the open Student Representative seat. He explained that he spent the last two years as a Student Representative on the Board as well as the Chair. He added that he's also served on two other Boards, and has a good idea of the operations. B. King asserted that he believes he still has a lot to offer the Fulcrum, especially with the Strategic Plan and referendum question. K. Murray motioned to elect B. King as a Student Representative on the Board of Directors for the 2021-22 year. K. Nagaratnam seconded the motion. The motion passed.

5. Elections of Officers

President

K. Nagaratnam presented herself for the position of the President of the FPS's Board of Directors for the 2021-22 publishing year. She stated that she has served on the Board for the past two years, starting with serving as the Vice-President, and since March she's been in the role of the President. K. Nagaratnam mentioned that she'll be entering into her 5th year as a Health and Science student and added that she has some outside volunteering involvement. She said that she'd like to see that the Fulcrum improves with the priority areas outlined in the newly created Strategic Plan, such as accountability and Board experience, and noted that the next step will be creating direct communication with the Fulcrum's members. K. Nagaratnam added that a team environment is important to function as an organization and hopes to do this this year. S. Coullavin motioned to elect K. Nagaratnam as the President of the FPS's Board of Directors for the 2021-22 publishing year. K. Murray seconded the motion. The motion passed.

Vice President

No one presented themselves for this position.

Chief

K. Murray presented herself for the position of Chief of Staff of the FPS's Board of Directors for the 2021-22 publishing year. She said that she's loved serving as the Chief of Staff over the past few years and explained that the role of Chief of Staff taps into some of her strengths such as organization, with the planning of the bi-annual Strategic Planning Sessions and the Annual General Meeting and creativity and innovativeness, especially in the brainstorming sessions and discussions within the Executive Committee.

K. Murray stated that she has learned a lot through serving in this role, which she said she will bring with her, but she said she is equally eager to learn and improve. She continued, saying that one of the Chief of Staff's tasks is to "foster a culture of learning" and she noted that she hopes to have the opportunity to make this in particular a focus this year. K. Nagaratnam motioned to elect K. Murray as the Chief of Staff for the FPS's Board of Directors for the 2021-22 publishing year. O. Okusanya seconded the motion. The motion passed.

Chair

B. King presented himself for the position of Chair of the FPS's Board of Directors for the 2021-22 publishing year. He said it would be an honour to be the Chair again and to help foster discussions and encourage people on the Board to bring their ideas forward. K. Nagaratnam motioned to elect B. King as the Chair of the FPS's Board of Directors for the 2021-22 publishing year. O. Okusanya seconded the motion. The motion passed.

Treasurer

S. Coulavin presented himself for the position of Treasurer of the FPS's Board of Directors for the 2021-22 publishing year. He mentioned that he has experience managing portfolios and investments as well as looking over budgets, and that this position would play to his strengths. K. Murray motioned to elect S. Coulavin as the Treasurer of the FPS's Board of Directors for the 2021-22 publishing year. K. Nagaratnam seconded the motion. The motion passed.

6. Formation of Committees

K. Nagaratnam took over presenting now. She explained that there are two different kinds of committees: standing and special (as needed).

Human Resources

K. Nagaratnam explained that as the President, she is automatically the Chair of this Committee. She also added that there is a strong preference for one of the other members of the Committee to be the Vice-President as they are responsible for assisting the President in conducting the Performance Reviews.

K. Murray expressed her interest in serving on this Committee. B. Keane voted to elect K. Murray as a member of the HR Committee for the 2021-22 year. O. Okusanya seconded the motion. The motion passed. O. Okusanya expressed her interest in serving on this Committee. K. Murray motioned to elect O. Okusanya as a member of the HR Committee for the 2021-22 year. B. Keane seconded the motion. The motion passed.

Policy Committee

B. Keane expressed his interest in serving as the Chair of the Policy Committee. B. King motioned to elect B. Keane as the Chair of the Policy Committee for the 2021-22 year. S. Domaradski-Kim seconded the motion. The motion passed.

K. Nagaratnam and B. King expressed their interest in serving on this Committee. K. Murray motioned to elect K. Nagaratnam and B. King as members of the Policy Committee for the 2021-22 year. O. Okusanya seconded the motion. The motion passed.

Marketing Committee

M. Gergyek expressed his interest in serving as the Chair of the Marketing Committee. B. King motioned to elect M. Gergyek as the Chair of the Marketing Committee for the 2021-22 year. B. Keane seconded the motion. The motion passed.

K. Nagaratnam and S. Domaradski-Kim expressed their interest in serving as members of the Marketing Committee. K. Murray motioned to elect K. Nagaratnam and S. Domaradski-Kim as members of the Marketing Committee for the 2021-22 year. B. Keane seconded the motion. The motion passed.

As the Fulcrum's Executive Director, J. Turcotte is automatically a member of this Committee.

Inter-Board Health and Wellness Committee

M. Gergyek expressed his interest in serving as the Chair of the Inter-Board Health and Wellness Committee. O. Okusanya motioned to elect M. Gergyek as the Chair of the Inter-Board Health and Wellness Committee for the 2021-22 year. K. Murray seconded the motion. The motion passed.

K. Nagaratnam and B. Keane expressed their interest in serving as members of the Inter-Board Health and Wellness Committee. S. Domaradski-Kim motioned to elect K. Nagaratnam and B. Keane as members of the Inter-Board Health and Wellness Committee for the 2021-22 year. K. Murray seconded the motion. The motion passed.

As the Fulcrum's Editor-in-Chief, C. Dutil is automatically a member of this Committee.

Finance Committee

K. Nagaratnam explained that as the President, she is automatically the Chair of this Committee. She noted that there is no limit to the number of members of this Committee, and that both C. Dutil and J. Turcotte are automatically members of this Committee.

S. Coulavin expressed his interest in serving on the Finance Committee. O. Okusanya motioned to elect S. Coulavin as a member of the Finance Committee for the 2021-22 year. B. Keane seconded the motion. The motion passed. O. Okusanya expressed her interest in serving as a member of this Committee. K. Murray motioned to elect O. Okusanya as a member of the Finance Committee for the 2021-22 year. B. King seconded the motion. The motion passed. K. Murray, B. Keane, and B. King also expressed their interest in joining the Finance Committee. O.

Okusanya made an omnibus motion to elect K. Murray, B. Keane, and B. King as members of the Finance Committee for the 2021-22 year. S. Coulavin seconded the motion. The motion passed.

K. Nagaratnam clarified that while these are now the set committees for the year, all committee meetings are open and not restricted to just those members (except for the HR Committee).

7. Scheduling of the 2021-22 Board Meetings

K. Nagaratnam mentioned that Board meetings happen once per month, and said that this past year they were on the third Sunday of the month. All agreed that due to the different time zones of some directors and previous commitments, the fourth Sunday of the month at 1pm would be an ideal meeting day and time. K. Nagaratnam motioned to schedule the monthly Board meetings to take place on the fourth Sunday of every month at 1pm. O. Okusanya seconded the motion. The motion passed.

8. Ratification of New Editorial Board Members

J. Turcotte presented the new EdBoard hired members to the Board:

1. Social Media Manager: Jelena Maric;
2. Managing Editor: Aly Murphy;
3. Multimedia Director: Hailey Otten; and
4. News Editor: Zoë Mason.

J. Turcotte and C. Dutil clarified that the Multimedia Director position will be like the Visual Director position plus serve as a WordPress wizard, manage the podcast producer/editor, videographer, etc.

K. Nagaratnam motioned to elect Jelena Maric as the Fulcrum's Social Media Manager for the 2021-22 year; Aly Murphy as the Fulcrum's Managing Editor for the 2021-22 year; Hailey Otten as the Fulcrum's Multimedia Director for the 2021-22 year; and Zoë Mason as the Fulcrum's News Editor for the 2021-22 year. B. Keane seconded the motion. The motion passed.

9. Fulcrum Budget 2021-22

J. Turcotte reviewed the Fulcrum's budget for the 2021-22 publishing year line by line, explaining that the fiscal year runs from May 1st- April 30th. Some of the key points that he highlighted were:

- Local advertising refers to print advertising;
- Fundraising → a new focus to come out of the Fulcrum's strategic plan;
- Capital assets (same with contingency fund) → need the budget line, that's why it's one dollar, if need be;
- Update on NASH: C. Dutil was at a meeting on Thursday to discuss it and CUP plans on sending out a survey to see who is actually able to host it this year;

- Repair and maintenance: due to mail situation, J. Turcotte is going to purchase a parcel box. He noted that it costs \$286, so he requests that the Board increase this line;
- May receive a collections bill for the Fulcrum's phone, but at this point there are no expenses for this line since it was cancelled

C. Dutil asked how much money the Fulcrum made in net income last year? J. Turcotte replied that he doesn't have this number, but he'll be able to get it to C. Dutil by the end of the month. S. Coullavin wondered about the Fulcrum's investment withdrawal. J. Turcotte explained that if the Fulcrum receives the \$26,000, then the investment withdrawal won't be necessary. He noted that at the next meeting, he'll be presenting some options of where to spend the additional money. C. Dutil inquired about whether the Fulcrum will be planning in case of the student choice initiative. J. Turcotte answered not yet.

S. Domaradski-Kim motioned to increase the repair and maintenance budget line to \$550. K. Nagaratnam seconded the motion. The motion passed. K. Nagaratnam motioned to approve the budget. O. Okusanya seconded the motion. The motion passed.

10. Approval of Fulcrum Lawyers

K. Nagaratnam and J. Turcotte explained that the Fulcrum has two lawyers - one for Editorial matters, Carlos Martins, and a pro bono lawyer to consult with for more Board and business-related matters, Jenna Anne de Jong, both of whom need to be approved by the Board.

J. Turcotte suggested that the Board seek out a new pro bono lawyer with experience in non-profit law and Board law. He added that he might be able to use his connections to get us a new lawyer. S. Domaradski-Kim shared two potential resources for the Board to look for a pro bono lawyer: <https://nonprofitlaw.cleo.on.ca/onca-legal-help/lawyer-directory/> and <https://www.probonoontrio.org/corporate>. K. Nagaratnam proposed that the Board keep the Fulcrum's current pro bono lawyer in the meantime until the Board finds someone else. J. Turcotte suggested starting with the resource that S. Domaradski-Kim shared. K. Nagaratnam stated that the Executive Committee can take this task on and present their findings at the next Board meeting.

K. Nagaratnam motioned to approve Carlos Martins and Jenna Anne de Jong as the Fulcrum's lawyers for the 2021-22 publishing year with the option of exploring other options for the publishing year. O. Okusanya seconded the motion. The motion passed.

11. Standing Actions List

B. King explained what a standing actions list and forward agenda are, and reviewed them with the Board. He stated that the standing actions list is a document of tasks that need to be completed and the forward agenda is a document that contains discussion items and tasks identified by the Executive Committee and/or Board to be explored and discussed at a later date. K. Murray made the changes to the standing actions list as B. King reviewed it.

12. Other Business

K. Murray said that she'll be sending a link to the Chief of Staff folder to the new directors today.

K. Nagaratnam noted that both email and Slack are both preferred methods of communication. She clarified that Slack is used for more general communication and email is used for meeting reminders, motions, etc.

O. Okusanya motioned to adjourn the meeting at 3:24pm. All voted in favour and the motion passed.

Online Votes

On May 25th, K. Nagaratnam put forward a motion, seconded by K. Murray, related to changing the signing authorities on the FPS account from Dorian Ghosn, the former General Manager to Kalki, the FPS President, to be in line with the Fulcrum's policies. The full motion reads as follows:

WHEREAS Dorian Ghosn is a current Signing Officer for the Fulcrum's TD bank account.

WHEREAS Dorian Ghosn's contract with the Fulcrum Publishing Society as the General Manager ended on April 30, 2021.

WHEREAS Kalki Nagaratnam was elected as the President of the Board of Directors for the Fulcrum Publishing Society on May 16, 2021.

WHEREAS Section 1.01 g) of Bylaw no. 1 of The Fulcrum Publishing Society (FPS) states that a "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation".

WHEREAS Section 5.2 of the FPS's Policy Manual states that "the signing authorities of the Corporation shall be the: a. President; b. Executive Director; and c. any one Board member as voted in by the Board".

WHEREAS Section 5.4 of the FPS's Policy Manual states that "[c]ontracts, documents or any instruments in writing requiring the signature of the Corporation, aside from cheques, must be signed by the President of the Corporation and a second signing authority".

BE IT RESOLVED THAT A letter of direction to TD Bank instructing the removal of signing and authority from Dorian Ghosn and the granting of signing and authority in the capacities of a director with signing authority to Kalki Nagaratnam.

The motion passed on June 1, 2021.