

The Fulcrum Publishing Society
Annual General Meeting
MINUTES

Thursday, April 7, 2022
Zoom Meeting, 6:00pm-8:24pm

Proxies: Katelyn Murray for Siena Domaradzki-Kim, Brendan Keane for Daniel Merchan and Sarah May, Charley Dutil for Jelena Maric and Zoë Mason, Samuel Coulavin for Eden Gladstone Martin and Henry Kraft, Hailey Otten for Jasmine McKnight and Sam Kempe, Emma Williams for Damian Piper, Desiree Nikfardjam for Aly Murphy, and Sanjida Rashid for Shailee Shah

1. Opening of the Meeting

K. Nagaratnam opened the meeting at 6:06pm. She commented that the Board is trying to do some things differently this year by using a hybrid model after two years of having the Fulcrum's Annual General Meetings over Zoom. K. Nagaratnam requested that before anyone motions, makes a comment, or asks a question, that they say their first and last name so that they can be recorded for the minutes. She added that the meeting will be recorded to aid in minute-taking.

2. Introduction to Robert's Rules of Order: Zoom Edition

Zoom Etiquette

B. King explained that the Board will be making use of Zoom's features to facilitate tonight's meeting. He requested that when you are not presenting, making a motion or participating in debate, please mute your microphone. B. King mentioned that if you wish to present a point please use the "raise hand" feature and the Chair will identify you. He asked that you say your first and last name. B. King said that to access the "raise hand" function, select **reactions** to have different reactions pop up, click "**raise hand**" to raise your hand, and when voting, the "raise hand" feature will be used to count votes.

Common Terminology - Based on Robert's Rules of Order

B. King proceeded to review some common terminology:

- Motion - is a proposition of a new idea or action for the group.
 - "I motion to" or "I would like to make a motion to"
 - When you present a motion, state your first and last name for the meeting minutes/record
- Seconding a motion - for a motion to proceed, it must be seconded and every motion except adjournment will need a seconder.

- Chair will ask “are there any seconders for this motion”
- If someone wishes to second a motion they will raise their hand and say “I second this motion” (stating their name for the meeting minutes/record)
- Will use raise hand feature to vote in favour, against, or abstain
- Debate - motions may be debated by those in favour and against, and typically debate has up to three points in favour and three points against, but may be extended.
- Amendments - someone wants the wording or intent of the motion to change
 - “I would like to propose an amendment to the motion” and state your amendment
 - If the amendment is in order, it can proceed and be seconded
 - “Friendly amendment” - enhancement of the motion and often used to add clarification of intent to the language
- Point of information - you want clarification about some of the facts being discussed
 - Simply state “point of clarification” during discussion
- Omnibus motion - special motion that contains a few to several other motions
 - Motions package must first be approved by Members to be voted on as an omnibus motion
 - Once the package is created, **Members may pull individual motions out of the omnibus package** to be **discussed** and **amended** individually
 - Once a motion has been amended to the satisfaction of Members, it is returned to the omnibus package
 - Omnibus package is voted on as a whole
- Adjournment - does not require a seconder and proceeds to a vote immediately

Proxies

The Basics

- Proxies have been appointed to represent a voting member during the AGM
- The Chair of the AGM must be notified if a voting member plans to proxy their vote

Proxies: what they can and can't vote on

- Proxies can vote on non-procedural motions: approval of the minutes from last year's AGM, the budget, Bylaws, and Strategic Plan
- Proxies can not vote on procedural motions: approval of the agenda, Chief Returning Officer (Chair of the meeting), audit, and Board elections.

3. Approval of the Chief Returning Officer

K. Nagaratnam noted that tonight the group will be using a mix of zoom polls and raise hand feature this evening for voting.

K. Nagaratnam explained that the Chief Returning Officer is essentially the Chair of tonight's Annual General Meeting. She went on to say that they are to be appointed by the President and approved by the Board ahead of time. K. Nagaratnam motioned that Ludvica Boota be appointed as the Chief Returning Officer. S. Coullavin seconded the motion. The motion passed.

L. Boota took over chairing at this point.

4. Approval of the Agenda

B. King motioned to approve the agenda for the Annual General Meeting. B. Keane seconded the motion. The motion passed.

5. Approval of the 2021 AGM Meeting Minutes

B. King motioned to approve the minutes from the 2021 Annual General Meeting. S. Coullavin seconded the motion. The motion passed.

6. Editorial Board Report

C. Dutil began his report by welcoming everyone to his second Editorial Board report and saying that he was going to put a picture of the Editorial Board, but sadly the file got corrupted. He proceeded to take a look at the Editorial Board this year:

- Editor-in-Chief - Charley Dutil
- Managing Editor - Aly Murphy, went from Arts up to Managing;
- Social Media Manager - Jelena Maric, went from Staff Writer to Social Media;
- Multimedia Director - Hailey Otten did a great job on the covers;
- News Editor - Zoe Mason, returned from a year hiatus to be the Fulcrum's News Editor, she was previously the Fulcrum's Features Editor;
- Arts & Culture Editor - Desiree Nikfardjam who took over the position in January and did some great work;
- Sports Editor - Jasmine McKnight, continued in Sports this year and will be replacing Charley at the end of this month as one of the incoming co-Editors-in-Chief;
- Features Editor - Amira Benjamin, did some great work too in her second year as the Features Editor;
- Science & Tech Editor - Emma Williams, new face in science who really entertained us with all of her pieces on animals;
- Staff Writer - Shailee Shah, who, along with Gabrielle, did some great work especially in news;

- Staff Writer - Gabrielle Muzychka, who, along with Shailee, did some great work especially in news;
- Videographer - Christopher Rhode;
- Podcast Producer - Damian Piper, who set up the Fulcrum Podcast and did some great work with the Fulcrum Radio Show; and
- Opinions Editor - Sanjida Rashid; pieces are great and really worth reading.

COVID-19: A Twice in a Lifetime Challenge

C. Dutil commented that last year Edboard wasn't able to meet in-person, but this year they started with a hybrid Edboard with most people meeting in-person and some joining via Zoom. He continued, saying that they had to navigate the ever-changing restrictions especially in January when there was a lockdown, and then in February they were able to have their first ever in-person Edboard meeting, which was really fun.

The Big Stories of 2021-22

Summer

C. Dutil then reviewed some of the big stories from 2021-22. He explained that his term began with the creation of the committee on academic freedom, followed by the University scrapping the proposed out-of-province tuition hike, and the independent report's executive summary refuting allegations made by former UOSU Operations Commissioner against the 2020-21 Executive Committee.

Fall Semester

C. Dutil carried on resuming some of the key stories from the fall semester, including:

- The Delta variant and the move back to residence;
- Bessere Park protests and the save Besserer Park movement;
- The death of uOttawa football player Francis Perron;
- Federal Election;
- Panda Game and the ensuing riots;
- Compassionate grading;
- Unionisation of the Bernadette Daycare Centre;
- Nadon victims' lawsuit against the University, OHS, and the disgraced doctor himself;
- The Fulcrum's Facebook page going down;
- Committee on Academic Freedom;
- The University signing the Scarborough Charter; and
- Fall General Assembly.

Winter Semester

C. Dutil moved on to the winter semester, noting some of the big stories from that time in news especially:

- Omicron;
- Ombudsperson's report from the University of Ottawa;
- Freedom convoy;
- University announcing that it's divesting from all fossil fuel investments by 2023;
- UOSU elections; and
- Sunshine list.

Non-Editorial Accomplishments

C. Dutil briefly discussed some of the non-editorial accomplishments from this past year. Some of the key moments that he highlighted were:

- Fulcrum 80th anniversary celebrations, which Hailey created two new logos for;
- Fully redecorated the office;
- Still in the process of updating the Editorial Constitution;
- Print covers;
- Created a new podcast; and
- Passed 2,000 followers on Instagram.

He remarked that it was a quiet year compared to all of the challenges from last year.

Covers

C. Dutil commented that Hailey did some very good work with the covers this past year. He mentioned that this year, the Fulcrum introduced covers as an alternative form of distributing the Fulcrum's content, stating that it was a bit of a compromise from going back to full print because there would be a lot of costs involved with that. C. Dutil reported that in total, the Fulcrum published 22 covers, and on average, about 100 were picked up every week. He said that a lot of effort went into them, and they're a tangible thing for the staff to look back on.

Sections Editors Reflections from the Past Year

C. Dutil asked the section editors who were present to talk a bit about their favourite pieces that they worked on and a little bit about what they did this year:

- Emma: continued with covering research done by professors at the University, career profile for professors, etc. Some of her favourite pieces that she worked on were the owl one at the nature museum, video with Chris, and both of the formula articles that she wrote.
- Sanjida: worked on a lot of things related to both students and the city in general. Two of her favourite pieces that she worked on this year were, on the more serious side, the anti-homelessness piece, which was a bit of photojournalism and, on the more funny side, her article on the worst tinder pick-up lines.

- Desiree: mentioned that she got to bring some things back from the past like campus creations and catch me in the club. Some of her memorable articles this year were the Persian new year piece, all of the reviews that she did this year - her favourite being So Close and Yet So Far Away, and covering the International film festival in Ottawa.
- Gabrielle: enthused that it was great to join as a staff writer. She commented that she really enjoyed the coverage of the UOSU election, and added that she liked covering the election of the new EIC, and some of the things that she covered when students came back to campus.
- Amira: remarked that this was her second year as the Features Editor, and that it was kind of a weird time online and in-person. One feature that she mentioned was her first feature, which highlighted the RBC branch which replaced the 24h student lounge.

C. Dutil concluded his report by saying how proud he is of everyone on staff.

7. Board of Director's Report

L. Boota thanked the Edboard this year and Charley.

A Year in Review: May 2021-April 2022

K. Nagaratnam began her report by noting that the Board had seven directors this year - four returning directors and three new directors. She mentioned that while Board and committee meetings were held entirely virtually, the Board explored the hybrid model for the first time with the Town Hall and this year's Annual General Meeting with people joining in both nationally and internationally.

FPS Board of Directors 2021-2022

K. Nagaratnam took a moment to thank all of this year's directors as they made it a year of growth and development:

- Katelyn Murray - Continuity Representative (Chief of Staff)
- Benjamin King - Student Representative (Chair)
- Brendan Keane - Staff Representative (Vice-President)
- Samuel Coulavin - Community Representative (Treasurer)
- Siena Domaradzki-Kim - Staff Representative
- Amit Shanbhoug - Student Representative
- Kalki Nagaratnam - Student Representative (President)

Committee Reports

K. Nagaratnam moved onto the committee reports and reviewed the year's accomplishments and next year's goals for each committee.

Executive Committee

K. Nagaratnam stated that the Executive Committee worked on revising the Ombudsperson role, the terms of reference with GSAED, updating Board-related pages on the Fulcrum's website, and holding the first Fulcrum Town Hall. She mentioned that one of the goals for next year is to have a check-in of the Fulcrum's Strategic Plan.

Human Resources Committee

K. Nagaratnam thanked Ludvica for coming in and bridging Board and EdBoard relationships. She continued, saying that some of this year's accomplishments for the Human Resources Committee include: creating standardised staff contracts and transitioning from the General Manager position to the Executive Director position. K. Nagaratnam noted that some goals for next year include: more HR training and staff training and onboarding.

Inter-Board Health and Wellness Committee

K. Nagaratnam commented that this committee endeavoured to keep staff informed on Board updates throughout the year. She mentioned that some of the accomplishments from this year include: revising the Health and Safety Stress Survey and publishing a bi-monthly Board newsletter. K. Nagaratnam said that one main goal for the committee for next year is professional development.

Policy Committee

K. Nagaratnam enthused that the main accomplishment of the committee this year was completing a review of the Fulcrum's Bylaws and Policy Manual. She outlined some of the committee's goals for next year, which are: legal perspective on governance documents, terms of reference documents, and governance structure.

Marketing Committee

K. Nagaratnam gave a huge shoutout to Hailey for designing the Fulcrum's 80th anniversary logo. Other accomplishments this year for the committee include the 101 Week BBQ and the Trivia Night. K. Nagaratnam commented that next year's goals consist of a return to the Fulcrum Speaker Series and the newsstands project.

Finance Committee

K. Nagaratnam remarked that this is the first time that the Board has had a Treasurer for the entire term. She mentioned that another highlight this year for the Committee has been having quarterly committee meetings. K. Nagaratnam noted that a focus for the committee for next year is financial practices and policies.

Nominations Committee

K. Nagaratnam explained that this is a new committee that the Board created this year. She reported that some of the things that they worked on included developing an enhanced screening process, exploring new recruitment avenues, and reviewing Board composition. K. Nagaratnam reviewed two of the committee's goals for the next year which are to professionalise the Board and maintain Board diversity.

Strategic Plan 2021-2024

K. Nagaratnam presented two priority areas of the Fulcrum's Strategic Plan, a document that the Board created last year and presented at the last Annual General Meeting, where the Board has made the most progress: accountability and partnerships. With regards to accountability, K. Nagaratnam indicated that the Board has worked on simplifying access to Board documents and bolstering the Ombudsperson role. With regards to partnerships, K. Nagaratnam said that the Board has been working to develop partnerships with OPIRG, la Rotonde, CHUO, UOSU, GSAED. She added that the Fulcrum is also exploring internship opportunities with the Telfer Connexion program, the department of Digital Journalism, and the faculty of Law.

8. 2020-21 Financial Statements

The Fulcrum's accountant, Miguel, from ABFK chartered accountants proceeded to present the Fulcrum's 2020-21 financial statements.

Balance Sheet

Miguel explained that the balance sheet is basically the financial position of the organisation as of the date of the audit, April 30, 2021. The following are some of the points that he mentioned:

- The Fulcrum's current assets are approximately \$517,000;
- Some sales tax recovered from the GST/HST - \$1,942;
- Some accounts receivable from the dues that were paid at the fiscal end;
- Some investments in marketable securities (he mentioned these are in the notes) - investment accounts with RBC. He noted that there was an unrealised gain of \$13,000.
- Cash is basically what's in the bank as of that date (April 30, 2021);
- Property and equipment refers to things such as office equipment and computer equipment, etc.;
- Liability and Net assets are how much the company owes;
- Long-term Debt refers to the CEBA loan for the COVID relief (was \$60,000 with a \$20,000 forgivable portion. The forgivable portion was recognised as revenue.);
- The biggest expense is on payroll - salaries and wages;

Miguel stated that they didn't find anything that would change their audit opinion. He continued, saying that everything was good, recorded properly, and accounted for.

Statement of Cash Flow

Miguel explained that this shows the movement of cash flow from operations throughout the year. He clarified that this cash flow comes from the regular operations of the organisation.

Notes

Miguel remarked that this section explains how everything was accounted for.

Questions

Claire Lui commented to Miguel that she knows that he probably checks variances from year to year. She continued, saying that looking at the balance sheets, cash increased by more than 50%. She wondered if he had any idea when looking at variances why the accounts receivable decreased so much? Miguel replied that it's because of the levy from last year, 2020 year end, there was a huge balance in student fee that the University hadn't paid as they had extended the deadline for students to pay because of the pandemic. He went on to say that the winter levy was the big amount that was receivable from 2020 and it was paid off in 2021. Miguel stated that that's why the accounts receivable was so high. He noted that in 2021 that wasn't the case because most of the levy was received prior to the year end.

Claire Lui commented that that's what probably contributed to the cash flow bump in addition to the CEBA loan. Miguel agreed. Claire Lui then said that for the invested net assets, on page 5 she noticed that there's an amortisation that's applied, and noticed that there aren't any additional notes on the invested assets balance (the \$6,746 figure). She asked if Miguel would please provide some more information. Miguel answered that it's just the property planning equipment.

B. Keane motioned to approve the Fulcrum's 2020-21 financial statements. S. Coulavin seconded the motion. The motion passed.

9. 2022-23 Budget

L. Boota began her presentation by pointing out that the Fulcrum has two draft budgets and the reason being for that is that the Fulcrum's office building is located on King Edward St, a property that's owned by the University, and currently the University is now seeking rent,, which is something that they haven't done in the past. She continued, explaining that we have two separate drafts: one with a lower fee and one with a higher fee and it's all dependent on space. L. Boots noted that she's going to go through both budgets at the same time.

L. Boota proceeded to go through the budgets line-by-line. The following are some of the points that she highlighted:

Revenue

- Online advertising: looking at switching providers and getting online advertising working again. She explained that in the event that the Fulcrum has a higher rent, the Fulcrum will have to increase this revenue. L. Boota added that this includes the passive ads that the Fulcrum has through Google Ads right now;
- Left the levy revenues the same as last year as it varies based on enrollment;
- NASH sponsorship, which comes from the Communications Department. Left it the same as previous years as we're not sure where it is this coming year;
- Investment account: as Miguel mentioned, the Fulcrum has about \$100,000 in it right now, and are going to pull some out this year;
- Fundraising: the Fulcrum does have a donate button on the Fulcrum's website, it's not used a whole lot though;
- Canada Summer Jobs Program: the Fulcrum did receive the grant this year, which subsidised some of the salaries, which was really nice. L. Boota said that she submitted the applications for it for this year, but the Fulcrum won't know if the Fulcrum will be approved or for how much until a little later, which is why she left this line blank;
- Miscellaneous revenue: is the \$20,000 that is the part of the CEBA loan that Miguel was saying is forgiven. She reported that the Fulcrum hasn't paid back the loan at this time, and when the Fulcrum does, the Fulcrum is planning on doing so for next year so the Fulcrum will keep the \$20,000 in miscellaneous income. L. Boota added that the extra \$1000 is the GST that comes back.

Expense

- Biggest expense for the Fulcrum is always salaries and wages, and it always depends on the amount of staff that are hired;
- Health and Dental: these are benefits for the three full-time employees (Executive Director and the two Editors-in-Chief);
- EI and CPP expenses: both always dependant on salaries and wages and the amount of staff that the Fulcrum has;
- WSIB expenses: covers wages in the event that something happens to somebody when they're at work. Also dependant on wages and salaries, and thus, the amount of staff that the Fulcrum has;
- Ceridian payroll expense: all of the Fulcrum's payroll expenses go through Ceridian, which charges per individual;
- Majority of the Fulcrum's expenses are going back to paying our students;
- Building expenses: are completely dependent on what's going to happen with rent. L. Boota noted that these lines contain yearly costs that the Fulcrum have been pitched by the University space that the Fulcrum currently occupies;
- Accounting firm: to do the Fulcrum's audit every year;

- Legal: used by the editorial team when they want to vet out an article. She added that it's also used by the Board to get legal advice should they require it on HR matters or anything that arises from policies that need to be vetted;
- Consulting fees: one of the Board initiatives is to have an independent consultant come in to review some of the Fulcrum's administrative and HR policies as well as ensuring that the Policy Manual etc are all above board;
- Bad debts: basically 3% of the Fulcrum's revenue, in the event that someone doesn't pay us for their advertising space;
- Board expenses: tech and room bookings for the Annual General Meeting, and Town Hall. Additionally, L. Boota stated that the Board is looking at getting director and officer insurance, which protects them in terms of liability for their personal assets;
- Capital assets: looking at investing and upgrading the Fulcrum's equipment;
- Insurance: is media insurance that the Fulcrum has to have because the Fulcrum is a media company; and
- Special projects: two this year - the 80th year celebrations and decluttering the office.

B. King motioned to approve the draft 2022-23 budget as an omnibus motions package. S. Coulavin seconded the motion. The motion passed.

10. Proposed Bylaw Amendments

B. Keane explained that he's going to be proposing some Bylaws amendments that the Policy Committee has been preparing at Committee meetings over the past year. He then proceeded to review each of the proposed amendments:

General Bylaw #1

Section 1

- 1.01 Definitions
 - (l) "Fulcrum" means the University of Ottawa's English-language **News Outlet newspaper**, which is published and owned by the Corporation.

Section 2

- 2.05 Voting Shares and Securities in other Companies.
 - ...or companies and in such manner and by such **person(s)** ~~or persons~~ as the Board shall from time to time determine.

Section 5

- 5.01 Place and Time of Meetings.
 - The Annual Meeting of **M**members...
- 5.02 Annual Meeting **of Members**.

- At every Annual Meeting of ~~M~~members...
- 5.05 Chief Returning Officer.
 - ...to the date of the Annual Meeting ~~of Members~~. The President's choice must be ratified by the Board and by the membership at the ~~Annual Meeting of Members~~
- 5.09 Proxies. The following rules shall govern proxies at meetings of members:
 - (a) Voting members of the Corporation shall be allowed to proxy their vote to other voting members by notifying the ~~Chief of Staff meeting's Chair~~.

Section 6

- 6.02 Qualification.
 - Every director shall be eighteen (18) or more years of age and no director shall have an undischarged bankruptcy or be ~~deemed incapable of managing property as determined by a medical professional pursuant to the Ontario Mental Health Act.~~ a mentally incompetent person as determined by a medical professional...
- 6.03 Election and Term of Office.
 - ...for the upcoming publishing year. ~~The election shall be determined in accordance with Section 6 of this Bylaw.~~
- 6.04 Vacancy
 - ...shall be filled at the next ~~Annual M~~meeting of ~~M~~members.
- 6.05 Vacation of Office of Director.
 - (b) If they are found to be incapable of managing property ~~mentally incompetent~~ as determined by a medical professional;

Section 7

- 7.01 Quorum
 - ...be less than fifty (50) percent plus one (1) of the sitting Board...
- 7.08 Majority Votes
 - Unless otherwise stated in the ~~B~~ylaws...
- 7.11 Special Meetings
 - ...at least two (2) members of the Board...

Section 8

- 8.06 Chief of Staff.
 - ...shall act as ~~s~~Secretary of all...
- 8.10 Treasurer
 - The ~~T~~reasurer is...
 - ...the Executive Director-, and make an independent presentation of the Corporation's ~~Fullerum's~~ financial position quarterly.

Section 10

- 10.01 Appointment of Auditor
 - ...every three (3) years. The membership shall, by a majority vote, decide on one of the three (3) auditors...

Section 11

- 11.02 Signature to Notices

- The signature to any notices or demand may be written, stamped, typewritten or printed. ~~or partly written, stamped, typewritten or printed.~~
- 11.04 Proof of Service
 - ...the President, ~~a~~ Vice President, ~~the~~ Chief of Staff or...
- 11.06 Primary Method of Giving Notice
 - ...two (2) weeks online directly preceding ~~proceeding~~ the ~~date or date(s)~~...
 - ...in **any method that the Board deems appropriate**. ~~other University of Ottawa publications, posters placed on the University of Ottawa campus, or any other method that the Board deems appropriate.~~

General Bylaw #2

Section 1

- 1.01 Rights and Powers.
 - ...so pursuant to Section 1.01 (h) of Bylaw ~~1 One~~...
- 1.02 Mandates.
 - ...constituted meeting of the Board-,...

Section 2

- 2.01 Powers of the Board
 - ...the Board **with** ~~in~~ respect to management and direction of the affairs of the Corporation, except such acts **which** ~~as~~...

Section 4

- 4.03 Staff Representatives
 - Two (2) seats must be filled by non-paid staff members of the Fulcrum. A staff member is defined in ~~S~~section **four three (43)** of the Constitution. This staff member must be a contributor to the newspaper **abstain from contributing to the Fulcrum** for the duration of their term.
- 4.04 Fulcrum Alumnus
 - ...paid staff member of the **Corporation Fulcrum** and who...
- 4.06 Community Representative
 - ~~One (1)~~ **Three (3)** seats will be filled by ~~a~~ members of the Ottawa community at large and who ~~has~~ **have** professional experience. Professional experience is defined as experience in business, marketing, law, public relations, or publishing.
- 4.08 Ex-Officio Seats
 - The ratified Editor-in-Chief and one Editorial Board member ~~selected by the contributing staff (see section three (3) of the Constitution)~~ hold ex-officio seats on the Board as defined by Section 4.07 of this Bylaw. ~~The University of Ottawa Students' Union (UOSU) and the Graduate Students Association (GSAED) also hold ex-officio seats on the Board.~~ At any time the Board may deem it necessary to create new ex-officio positions.

Section 5

- 5.01 Responsibilities
 - (g) ...by two-thirds ($\frac{2}{3}$) vote...

- 5.05 Powers
 - ...editorial content in the news outlet newspaper.

Section 6

- Added section title to section 6.01
 - 6.01 **Responsibilities**. There shall be an Editor-in-Chief who shall be responsible for the editorial operations.

Section 7

- 7.01 Ratification
 - ...a simple majority vote at the next first meeting of the publishing year.

Section 8

- 8.03 Exceptions
 - (i) ...the Board requires two-thirds ($\frac{2}{3}$) majority vote. If any editor refuses to comply, the Board may dismiss said editor by two-thirds ($\frac{2}{3}$) majority vote...

Section 11

- 11.04 Board Duty to Investigate
 - (c) According to any regulations agreed upon by two-thirds ($\frac{2}{3}$) majority vote of both the staff and the Board. Upon initiation of an investigation the Board shall call upon the Investigation Committee.
 - (d) If the Board receives an official complaint from any staff member of the Corporation that two-thirds ($\frac{2}{3}$) majority feel requires investigation.

Section 12

- 12.04 Amendments to the Bylaws
 - ...approval of two-thirds ($\frac{2}{3}$) of voting members...

B. Keane motioned an omnibus motion for approving these bylaw amendments. B. King seconded the motion. C. Dutil mentioned that he has two changes that he thinks are wrong in the amendments: the Chief of Staff and Treasurer shouldn't be capitalised. All agreed this to be considered friendly amendments. The motion passed.

11. Election of the 2022-23 Board of Directors

L. Boota explained that for this section, there's a poll for every person/seat that's going to be voted on this evening.

Board of Directors

L. Boota stated that the Board consists of 12 directors for a one-year term, starting on June 1, 2022 and ending on May 31, 2023. She continued, explaining that every director shall:

- Be 18 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.

K. Nagaratnam added that for any of the vacant seats here, the Nominations Committee will be accepting applications on a rolling basis.

Community Representative (3 seats): members of the Ottawa community who have professional experience in business, marketing, law, public relations, or publishing.

1. Mark Asfar:

- current lawyer in the city of Ottawa, working in-house at an engineering, architecture, and planning firm;
- practising law for four, coming on five years now;
- got his law degree at Queens as well as an undergraduate degree. Was heavily involved in student organisations as well as student governance. Briefly sat on the board for the Queen's journal. Thought that students did terrific and necessary work, and continues to think that that's true;
- worked for two years in law with small businesses, start-ups, and not-for-profits, and moved in house;
- hoping to give back a bit in his spare time and to bring both some legal and not-for-profit experience to the board

K. Murray motioned to approve Mark Asfar as a Community Representative on the 2022-23 Fulcrum Board of Directors. K. Nagaratnam seconded the motion. The motion passed.

2. Claire Liu:

- just completed degree requirements for a Masters of Science degree at Telfer, did undergrad at Telfer as well specialising in accounting;
- works at the Office of the Auditor General of Canada. Previously worked at KPMG in the realm of IT audit;
- has a lot of experience with many types of audits though;
- was recruited by one of the members of the current Board;
- was a director on GSAED and working with CUPE currently;
- has a lot of non-profit volunteer experience within the community.

B. King motioned to approve Claire Lui as a Community Representative on the 2022-23 Fulcrum Board of Directors. S. Coullavin seconded the motion. The motion passed.

3. Sam Coullavin:

- was the videographer for the Fulcrum in 2020 and served on the Board this year as the treasurer;

- graduating this semester from Telfer in finance;
- loves working with the Board and would like to do it for another year if possible

K. Murray motioned to approve Sam Coullavin as a Community Representative on the 2022-23 Fulcrum Board of Directors. K. Nagaratnam seconded the motion. The motion passed.

Continuity Representative (1 seat): an individual who previously held any elected seat on the Board as a director.

1. Kalki:

- graduating student in Health Science and returning in the fall for her Masters;
- had the privilege to serve on the Board for the past three years both as Vice President and more recently as President;
- during this time she worked with many individuals who passed through the Fulcrum, learned a lot about them and the Fulcrum's history and how the Fulcrum has operated over the years, what approaches have worked and what haven't. One thing that stayed consistent over the years is the Fulcrum's Board culture and willingness to learn from each other as well as trying out new ideas;
- as the Continuity Representative, she'd like to provide this continuity of culture and knowledge for the new board.

K. Murray motioned to approve Kalki Nagaratnam as the Continuity Representative for the 2022-23 Fulcrum Board of Directors. S. Coullavin seconded the motion. The motion passed.

Fulcrum Alumnus (1 seat): an individual who was a previous paid staff member of the Fulcrum.

1. Emma Godmere:

- proud Fulcrum alumnus, former news editor, eic, largely credits the Fulcrum with where she is today;
- keen to take on this opportunity because the Fulcrum is such an incredible launching pad;
- thinks it's amazing to hear that the Board this year is wanting to connect with other people in the industry and Fulcrum alum and she'd love to help with this.
- currently a producer at CBC radio.

B.King motioned to approve Emma Godmere as the Fulcrum Alumnus on the 2022-23 Fulcrum Board of Directors. K. Nagaratnam seconded the motion. The motion passed.

Student Representative (4 seats): a uOttawa student who has an active valid student number and is registered for at least one class for the duration of their term, and must not have ever been employed by the Corporation.

1. Amit Shanbhoug:

- 4th year computer science student at uOttawa;
- thinks the Fulcrum is a top tier student organisation;
- very excited to work on the policies this year;
- has Board governance and strategic planning experience;
- looking forward to continuing that work next year.

S. Coullavin motioned to approve Amit Shanbhoug as a Student Representative on the 2022-23 Fulcrum Board of Directors. K. Murray seconded the motion. The motion passed.

University Representative (1 seat): an individual who is employed by the University of Ottawa throughout the duration of their term.

There were no candidates who presented themselves for the University Representative seat.

Staff Representative (2 seats): a non-paid staff member of the Fulcrum who must be a contributor to the Fulcrum for the duration of their term.

1. Brendan Keane:

- maintained a staff status on the fulcrum;
- has been on the Board since about January of 2021. In this time he's fulfilled a lot of roles: has been writing the internal newsletter as well as building community relations with La Rotonde and CHUO in keeping in line with the Fulcrum's strategic plan and in helping to organise an event with the Human Rights Research and Education Centre;
- outside of the Fulcrum, he's soon to be a graduating student with joint honours in Political Science and Communication;
- he also works at Infrastructure Canada where he's a Communications Officer;
- happy to be running again for another term.

K. Murray motioned to approve Brendan Keane as a Staff Representative for the 2022-23 Fulcrum Board of Directors. K. Nagaratnam seconded the motion. The motion passed.

12. Fulcrum 80th Anniversary

C. Dutil gave a brief tribute to celebrate the Fulcrum's 80th anniversary. He mentioned how the Fulcrum celebrated by having some new limited-time logos designed, to which he thanked Hailey for creating them. He noted that the Fulcrum did some retro covers, one from the 1960s, 1990s, and 2000s as well as hosting a trivia night at FnS. C. Dutil teased that he's sure that there are some future upcoming events for the 80th next year, but he can't say what they are just yet.

K. Nagaratnam continued on from C. Dutil, saying that this has been 80 years of holding those in power accountable and providing information that students need to stay connected to campus. She thanked Charley and the current editorial board for keeping this legacy going despite COVID still being a thing and all of the other challenges that have happened this year. K. Nagaratnam gave a shout out to past boards and editorial teams as well, all of whom are Fulcrum alumni, for getting the Fulcrum to this point. She stated that over the decades, the Fulcrum have made some bold moves and big decisions to get the Fulcrum where it is today. In return, she said that the Fulcrum had 80 years contributing as a launching pad to their careers. K. Nagaratnam mentioned that she hopes the work that the Fulcrum is doing this year will help future Boards and editorial teams in getting closer to the Fulcrum's vision of a University of Ottawa where every community member has the Fulcrum in the palm of their hand.

13. Other Business

There was no other other business.

14. Adjournment

K. Murray motioned to adjourn the meeting at 8:24pm. The motion passed.