

Fulcrum Publishing Society
Board of Directors
MINUTES

Sunday, March 26, 2023
Zoom, 10:00am-1:00pm

Present: Kalki Nagaratnam, Brendan Keane, Sam Coulavin, Ludvica Boota (ex-officio), Keelan Buck, Hailey Otten (ex-officio), Amit Shanbhoug, Emma Godmere, Chaymaa Nadi, Mark Asfar, Jasmine McKnight (ex-officio)

Absent (without reason): Erik Chin, Claire Liu

1. Commencement of Meeting

S. Coulavin commenced the meeting at 10:02 a.m.

2. Approval of Agenda

K. Buck motioned to approve the March 2023 meeting agenda. B. Keane seconded the motion. The motion passed.

3. Approval of February 2023 Meeting Minutes

“The meeting ended because the Board lost quorum” was added to section 16 of the February 2023 meeting minutes.

A. Shanbhoug motioned to approve the February 2023 meeting minutes. C. Nadi seconded the motion. The motion passed.

4. Standing Actions and Work Plan

K. Nagaratnam added transition reports and to clarify the co-EIC election procedure to the Standing Actions list.

The Board is on track for the Work Plan. C. Liu will update the Board on the approval of the budget when she is available.

5. EIC Report

J. McKnight presented the EIC report.

EIC Elections

The deadline for the call for applications for the EIC position was postponed due to lack of interest to fill the role. Originally the deadline was March 22nd with the elections set to take place on March 25th, but election day will now take place on April 1st to ensure enough time to sanction knowledge and editing tests and give eligible voters the appropriate time to review the content as per the constitution.

The election committee will be constituted by Jasmine, Hailey, Yannick, Victoria, and Mackenzie. They have already updated the knowledge and editing tests and will moderate the election, including duties like preparing questions for the candidate debate.

Due to a lack of interest for the EIC position, as many staff members are moving on to grad school programs or leaving Ottawa, Bridget is the only candidate. The committee has received her platform and resume, and will be proctoring her tests on March 26th.

Content

Y. Mutombo has found strong pitches in news, including the controversial decisions regarding health care by the Ford Government. D. Nikfardjam has continued to tackle world issues and bring them home to the University of Ottawa campus, most recently releasing an article about the Iranian Women and Revolution event. The news team has also kept up with all news regarding UOSU.

The arts section has continued to be bulky and consistent. A long list of writers have contributed to the section, some highlights including V. Drybrough's Saint Patrick's Day lineup, G. Kim-Shin's look at NFTs, and a handful of reviews.

B. Boomer has created various Instagram reels of basketball highlights as the teams were in playoffs. The men's basketball team ended up claiming third at the national championship tournament. Video content has been great, and we hope to see it go beyond the sports section in the future.

Opinions dove into Ontario's healthcare situation with a well-written piece by contributor, S. Grenier. In another piece, M. McConkey talked about conspiracy theories.

Other notable highlights are a Tomato about the Rideau Canal not opening, a cool science piece about the University of Ottawa's game development club, and M. McConkey's feature about the most impactful course he's taken at the University.

Other

An important matter that the staff has focused on this past month was writing and submitting transition reports. Nearly all have been collected at this point.

L. Boota and the EICs conducted performance evaluations for all of the staff.

K. Buck asked why the deadline for the EIC position was extended. J. McKnight said Bridget's intent to run was announced before the deadline, but her materials were not yet prepared before the deadline.

6. ED Report

L. Boota presented the ED report.

Finances

Winter Student Levy

A \$115,637.33 levy from UOSU has been received. GSAED's winter levy has not yet been received.

The \$11,101.36. that GSAED owed was paid in early February. It went directly into the FPS's account.

Audit

There has been a recent update to the Ontario Not-for-Profit Corporations Act whereby a provincially incorporated NPO only requires an audit once it surpasses \$500,000 of total revenues. L. Boota submitted a flowchart detailing what type of engagements are required under the Act provided by the GGFL Accounting Firm

Accounting Firms

L. Boota is approaching firms looking for quotes, though it seems the starting price is approximately \$10,000. L. Boota is looking at individual accounting practices and she is waiting to hear back from one.

Unless the FPS can find a firm within its budget, L. Boota's recommendation to the Board would be to hold off on the audit this year so they can build their reserve and pay and find a firm.

Human Resources

Summer Business Intern

L. Boota posted the job for a Business Intern in the summer. One candidate applied and she is interviewing the individual this week.

EDBoard

Performance Evaluations

Almost all the winter performance evaluations have been completed. There is one individual still on the list to complete their evaluation.

Professional Development: Panel Presentation

On March 18th, the FPS had Nick Taylor-Vaisey (Politico) and Jason Chiu (New York Times), both Fulcrum alumni, join the Editorial Board and Freelancers for a talk. Due to the University's Conference and Reservation Center no longer accepting requests, the panel was held at the office.

Operations

Newspaper Racks

L. Boota has been asked again by the University's maintenance department to remove the FPS's newspaper racks if they are no longer using them. She told them that the FPS will be removing the ones that they no longer use in the spring once the snow has gone.

The Marketing Committee is looking into which racks to keep and which to remove.

Website

Sandhu Jaskaran (Jas), the FPS's webmaster, has concerns about the overall health of the website and has encountered several critical errors that need to be addressed. Part of the problem is that there are many plugins that need to be updated or deleted, which would help with speeding up the site. However, the FPS needs Fullview Design to grant Jas access to the backend, which they have refused because they don't allow third parties to access their backend server. If Jas starts deleting the plugins without access to the backend, there is a risk of the site crashing. Fullview Design has not yet responded to L. Boota's requests to meet and discuss the issue.

Jas has been able to fix the block ads that are in the side menu and is working on a banner ad spot. FPS cannot add an analytics plugin until the site is updated and healthy. The FPS can still advertise the flat rate for clients, which will allow for revenue to be brought in.

Jas has fixed the most popular widget, the Twitter feed widget, and is in the process of fixing the Instagram feed.

Jas's recommendation is that, without Fullview's help, the site cannot move forward so it may be in the FPS's best interest to find a new hosting company. L. Boota agrees with this recommendation. Jas can help look into hosting and maintenance options, or the other option is to offer the contract to Fullview Design to do the work.

K. Buck asked about auditor, and whether the audit would be for the previous two years or if every second year is audited. L. Boota said that she believes that the audit would be for the previous two years.

A. Shanboug asked if this is the same ONCA rules that says non-profits can opt for a review rather than audit if making under 500,000 yearly. K. Nagaratnam said it is, and that this was a change from 2021 ONCA rules.

The Board will present options for alternatives to Fullview Design at the April Board meeting. The webmaster may be involved with selecting the alternatives and providing input.

A. Shanboug noted that the strategic plan was being looked at by an intern to see what has been done and what still needs to be done. He suggested the plan gets examined at the next Board meeting.

The new ED and Board will be provided with materials to review the current state of the strategic plan. An updated will take place in April for the current Board, and another in May for the incoming Board.

7. Treasurer Report

C. Liu was not in attendance and there has been no update on the budgets document since the February meeting.

8. President Report

Kalki presented the President report.

Board Seats

There are two vacant seats remaining on the 2022-23 Board: Student Representative and University Representative. The call for applications to recruit directors is live on the website and LinkedIn. K. Nagaratnam requests the Board to assist in the recruitment of new members for next year so the FPS can aim to have most of the 12 seats filled at the AGM.

AGM

The AGM will take place on Wednesday, April 5, from 6:00pm to 8:30pm. Calendar invites were sent to the Board and Editorial Board, and it has been advertised on our socials and website. The FPS has had only had four voting members register so far. K. Nagaratnam reminds the Board to make sure to register and to ask another director to proxy if they cannot make it.

K. Nagaratnam requests for committee chairs to add their committee highlights to the Board of Directors report by Tuesday, March 28. Presenters should have their presentations and documents uploaded to the AGM 2023 folder by this date also to allow members a week to review.

In-Person Board Meeting and Lunch

April's Board meeting will be held in a hybrid format, on Zoom and on campus in room FSS 4014. Following the Board meeting, all in-person directors will head to FnS for lunch.

EIC vs. Co-EIC Election Procedure

Following the discussion at last month's meeting, K. Nagaratnam has drafted an EIC vs. co-EICs Draft Procedure document, a rough draft of some points that could be added to the Editorial Constitution to clarify the Co-EIC election process. It is a working document, and directors can add to it as they see fit.

Transition Reports

As they approach the end of the current Board term, officers and committee chairs are encouraged to start preparing their transition reports. These reports are due on Wednesday, May 31.

In-Camera Matter

The Board will go in-camera at the end of the meeting to discuss updates on the office, review mid-term survey results and approve HR items.

K. Buck asked about whether he should reregister or send an email if he needs to add a proxy or will be a proxy. K. Nagaratnam says to send an email to her and B. Keane.

9. Committee Updates

Governance

A. Shanboug said there are only a few updates from the Governance Committee, and the meeting minutes for their meeting in March are still being finalized.

A. Shanboug mentioned that only one person has formally put in intent to return to the Board, and he encouraged everyone to please do so if they wish to return.

A follow-up discussion of the mid-term survey may occur later in the meeting.

There have been no external applicants for the Board of Directors as of the March 26th Board meeting. Outreach will continue so more applicants may come forward.

E. Godmere suggested that the EICs mention to current EdBoard staff about Board opportunities.

L. Boota has mentioned to some staff members that there are open spots on the Board.

Finance

In C. Liu's absence, the Approval of the Finance Committee ToR, Approval of Authorizations Policy, Provisional Approval of Auditor, and Provisional Approval of 2023-24 Budget will be postponed to be approved offline.

10. Discussion and Review of Board Composition

K. Nagaratnam presented edits to the Board composition criteria in the ByLaws. "No less than one (1) and no more than three (3) seats..." and "Including but not limited to..." were added to Community Representative.

"Elected director" was added to Continuity Representative.

Staff Representative was changed to Contributor Representative. No less than one (1) and no more than two (2) seats...,” “...contributors with staff status in the previous five (5) years,” and “... or otherwise” were added to Contributor Representative.

No less than one (1) and no more than two (2) seats...” and “...as outlined in Section 3.4a of this By-law” were added to Fulcrum Alumnus Representative.

The qualifications for Student Representative now specify that directors in this seat should be “current students who have active students numbers for at least one (1) class at the University of Ottawa for at least half their term.” “No less than three (3) and no more than four (4) seats...” and “... an employee of the Corporation” were added to Student Representative.

“...Preferably as a faculty member, for at least half of their term...” and “as outlined in Section 3.4a of this By-law” were added to University Representative. K. Buck and C. Nadi noted that there may be a present conflict of interest if there is a representative of the university on the Board.

It was noted that there is an opportunity for the Governance Committee to assign which seat applicants will take depending on what their CV indicates they qualify for. K. Buck and A. Shanboug will prepare a Board seat matrix before the AGM.

A. Shanboug says that the Board should take priority for filling up seats overall rather than seeking to fill vacancies in the composition.

K. Nagaratnam motioned to approve these changes. E. Godmere seconded the motion. The motion passed.

11. Approval of By-law Changes for AGM Approval

A. Shanboug motioned to provisionally amend the ByLaws to be presented to at the AGM for approval. K. Buck seconded the motion. The motion passed.

12. In-Camera

A. Shanboug motioned to move in-camera. M. Asfar seconded the motion. The motion passed and the Board moved in-camera.

K. Buck presented a motion to stay in-camera. M. Asfar seconded the motion, The motion did not pass and the Board moved out of camera.

13. Adjournment

K. Buck motioned to adjourn the meeting. The motion passed and the meeting adjourned at 12:30 p.m.

14. Appendix

Fulcrum Publishing Society – Board of Directors

Editor-in-Chief Report

Sunday, March. 26th, 2023 10:00 a.m.

Zoom



By: Hailey Otten and Jasmine McKnight

1. EIC Elections

EIC Elections are around the corner, but not without some kinks. We announced the election and call for applications with the deadline of March 22nd with the intention of holding the election the following Saturday (25th) Because of lack of interest to fill the role, we were forced to push back the election day to April 1st in order to ensure enough time to sanction knowledge and editing tests and give eligible voters the appropriate time to review the content (as per the constitution).

That said, the election committee has been selected. Jasmine, Hailey, Yannick, Victoria, and Mackenzie fill the seats of the election committee and have already updated the knowledge and editing tests. The committee will moderate the election, including duties like preparing questions for the candidate debate.

Again, there was a severe lack of interest for the EIC position as many staff members are moving on to grad school programs, or leaving Ottawa. Bridget is the only candidate, we have received her platform and resume and will be proctoring her tests on Sunday (26th).

2. Content

Yannick has found strong pitches in news, including the controversial decisions regarding health care by the Ford Government. Desiree has continued to tackle world issues and bringing them home to the U of O campus, most recently, she released an article about the Iranian Women and Revolution event. The news team has also kept up with UOSU.

As usual, the arts section has been bulky and consistent. A long list of writers have contributed to the section, but some highlights include Victoria's Saint Patrick's Day lineup, Grace's look at NFTs, and a handful of reviews.

Bardia has created various Instagram reels of basketball highlights as the teams were in playoffs. The men's basketball team ended up claiming third at the national championship tournament. Video content has been great, and we hope to see it go beyond the sports section in the future.

Opinions also dove into Ontario's health care situation with a well written piece by contributor, Sydney. In another piece, Matthew talked about conspiracy theories.

Other highlights to mention are a Tomato about the Rideau Canal not opening, a very cool science piece about U of O's game development club, and Matthew's feature about the most impactful course he's taken at the U of O.

3. Other

An important matter that the staff has focused on this past month was writing and submitting transition reports. We've collected nearly all of them at this point.

Ludvica and the EICs conducted performance evaluations for all of the staff.

Fulcrum Publishing Society – Board of Directors

Executive Director's Report

Sunday, March 26th, 2023

Ludvica Boota



Finances

Snapshot of Accounts

The below financial information is accurate as of 3:30 PM on March 24, 2023.

	February 2023	March 2023	Difference
TOTAL	\$519,858.55	\$673,740.45	\$153,881.90
Chequing (TD)	\$422,953.29	\$516,623.09	\$93,669.80
Investments (RBC)	\$95,345.36	\$95,692.46	\$347.10
PayPal Balance	\$1,559.90	\$1,424.90	(\$135)
Canada Business Loan (COVID-19)	\$60,000	\$60,000	-

Winter Student Levey

UOSU: \$115,637.33

GSAED: Not received yet.

The \$11,101.36. that GSAED owed was paid in early February. It went directly into our account.

Audit

There has been a recent update to the Ontario Not-for-Profit Corporations Act, whereby a provincially incorporated NPO only requires an audit once it surpasses \$500,000 of total revenues. I submitted a flowchart detailing what type of engagements are required under the Act provided by the GGFL Accounting Firm

Accounting Firms

I am approaching firms looking for quotes, however it seems the starting price is approx \$10K. I am looking at individual accounting practices and am waiting to hear back from one. .

Unless we can find a firm within our budget, my recommendation to the Board would be to hold off on the audit this year so we can build our reserve and pay and find a firm.

Human Resources

Business Intern - Summer

I posted the job for a Business Intern in the summer. One candidate applied and I am interviewing the individual this week.

EDBoard

Performance Evaluations

Almost all the winter performance evaluations have been completed. We have one individual that is still on the list to complete their evaluation.

Professional Development: Panel Presentation

Date: March 18 1-3 PM

Location: Fulcrum Office

We had Nick Taylor-Vaisey (Politico) and Jason Chiu (New York Times), both Fulcrum alumni, join ED Board and Freelancers for a talk. Due to the University's Conference and Reservation Center no longer accepting requests, we held it at the office. It was a small turnout but the intimate setting worked well.

Operations

Newspaper Racks

I have been asked again by the University's maintenance department to remove our newspaper rack if we are no longer using them. I told them that we will be removing the ones that we no longer use in the spring once the snow has gone.

The Marketing Committee is looking into which racks to keep and which to remove.

Website

Our webmaster, Sandhu Jaskaran (Jas) has concerns about the overall health of the website. He has encountered several critical errors that need to be addressed. Part of the problem is that there are a lot of plugins that need to be updated or deleted. This would help with speeding up the site. However we need Fullview Design to grant him access to the backend, which they have refused. They don't allow third parties to access their backend server. If we start deleting the plugins without access to the backend we risk the site crashing. Fullview Design has not responded to my requests to meet and discuss the issue.

When it comes to ads, he has been able to fix the block ads that are in the side menu and is working on a banner ad spot. This issue is that we can not add an analytics plugin until the site is updated and healthy. We can still advertise the flat rate for clients, which will allow us to bring in revenue.

Jas has fixed the most popular widget, the twitter feed widget and is in the process of fixing the Instagram feed.

Jas's recommendation is that without Fullviews help, the site can not move forward so it may be in Fulcrum's best interest to find a new hosting company. I agree with this recommendation. Jas can help look into hosting and maintenance options.

The other option is to offer the contract to Fullview Design to do the work.

Fulcrum Publishing Society – Board of Directors

President's Report

Sunday, March 26th, 2023



Kalki Nagaratnam

1. Board Matters

Board Seats

There are two vacant seats remaining on the 2022-23 Board:

- Student Representative
- University Representative

The call for applications to recruit directors is live on the website and LinkedIn. Help us recruit new members for next year so we can aim to have most of the 12 seats filled at the AGM.

AGM

The AGM is coming up in two weeks on Wednesday, April 5, from 6:00pm to 8:30pm. Calendar invites were sent to the Board and EdBoard and it has been advertised on our socials and website. We have only had four voting members register so far. Please make sure to register, and if you do not think you can make it, ask another director to proxy. It will help us reach the quorum, which is 25 members!

Members will attend via Zoom and staff/directors/volunteers/freelancers will have the option to attend in person on campus. The room is now confirmed, FSS 4004. Agenda:

 2023 AGM Agenda . AGM page: <https://thefulcrum.ca/annual-general-meeting/>.


Committee chairs, please add your committee highlights to the Board of Directors report by Tuesday, March 28. Presenters, please have your presentations/documents uploaded to [AGM 2023](#) by this date as well to allow members a week to review.

In-Person Board Meeting and Lunch

April's Board meeting will be held in a hybrid format, via Zoom and on campus, room FSS 4014. Following the Board meeting, we will head to FnS for lunch!

EIC vs. Co-EIC Election Procedure

Following the discussion at last month's meeting, I have drafted

 EIC vs. Co-EICs Draft Procedure , a rough draft of some points that could be added to the Editorial Constitution to clarify the Co-EIC election process. It is a working document, and directors can add to it as they see fit.

Transition Reports

As we are approaching the end of the current Board term, officers and committee chairs are encouraged to start preparing their transition reports. These reports are due on Wednesday, May 31.

In-Camera Matter

We will go in-camera at the end of the Board meeting to discuss updates on the office, review mid-term survey results and approve HR items.

2. Calendar Items

AGM

Wednesday, April 5, at 6:00pm

Next Board Meeting

Sunday, April 23, at 10:00am

The following is a rough draft of points to note/consider adding to the Editorial Constitution, Section 8 Election of the Editor-in-Chief, to clarify the procedure in the election of an EIC vs. Co-EICs.

- One or a maximum of two EICs may be elected at the Fulcrum.
- Interested Co-EIC candidates must run with their partner, i.e., cannot run by themselves and expect the second position to be filled by the Fulcrum. Should no one run and we have to advertise the job externally, is the Co-EIC option still available?
- Each Co-EIC must be voted on separately, and each candidate must receive at least fifty percent plus one (50% + 1) of the votes cast.
- The HR Committee of the Board should be notified by the current EIC(s) in advance of the election if there is a possibility that Co-EIC candidates will be running.
- XX is a template document that provides an outline of how EIC responsibilities may be divided between two-EICs. It is only a template and the onus is on the EICs to split responsibilities equitably based on strengths, prior commitments, etc. If significant concerns are raised by one of the EICs regarding an unfair division of work, the Board may intervene and provide clearly defined work per EIC.
- [2023/24 \(a\)](#) is a template salaries spreadsheet that provides an outline of how the Co-EIC editorial structure may work from a budgetary perspective.
- It must be understood that the overall wages and salaries allocated for the fiscal year will not be increased in the event that Co-EICs are elected. The newly elected Co-EICs will need to work with the HR Committee, on the Board's behalf, to reorganize the editorial staff structure to fit within the predetermined budgetary limit - this limit is based on the amount spent on wages and salaries in the previous year - e.g., if \$210,000 was spent in

2021/22, it is reasonable to spend within +/- \$10,000 in 2022/23, pending no foreseeable financial constraints.

- The procedure used in the past is that the HR Committee discusses with current EICs/ED and drafts a preliminary draft of next year's editorial staff structure based on successes and challenges faced with the structure this year (which happens in Jan/Feb). Then, the HR Committee meets with the incoming EIC(s) to confirm/modify this editorial staff structure based on their platform and vision for their team (which happens post-EIC elections in Mar). See [proposed 2023/24 editorial structure](#) for a working example.
- The final salaries spreadsheet must be presented to the Board for approval (usually happens in-camera at the March Board meeting) before hiring for editorial positions occurs for the upcoming year.

Fulcrum Publishing Society – Board of Directors

Discussion of Board Composition

Sunday, March 26th, 2023



Community Representative. No less than one (1) and no more than three (3) seats will be filled by members of the Ottawa community at large who possess requisite professional experience in, including but not limited to, business, marketing, law, public relations, or publishing.

A maximum of three (3) seats will be filled by members of the Ottawa community at large who possess requisite professional experience in business, marketing, law, public relations, or publishing.

Continuity Representative. A maximum of one (1) seat will be filled by an individual who previously held any seat on the Board as an elected Director.

A maximum of one (1) seat will be filled by an individual who previously held any elected seat on the Board as a Director.

Contributor Representative. No less than one (1) and no more than two (2) seats will be filled by individuals who were contributors with staff status in the previous five (5) years. This individual must abstain from contributing to the Fulcrum for the duration of their term in any capacity recompensed or otherwise.

A maximum of two (2) seats will be filled by individuals who previously held staff status at the Corporation in the last 5 years. This individual must abstain from contributing to the Fulcrum for the duration of their term in any capacity recompensed or otherwise.

Fulcrum Alumnus. No less than one (1) and no more than two (2) seats will be filled by an individual who was a previous employee of the Corporation and possesses requisite professional experience as outlined in Section 3.4a of this By-law.

A maximum of one (1) seat will be filled by an individual who was a previous employee of the Corporation and possesses requisite professional experience.

Student Representative. No less than three (3) and no more than four (4) seats will be filled by current students of the University of Ottawa who have active valid student numbers and are registered for at least one (1) class at the University of Ottawa for at least half their term. These students must not have ever been an employee of the Corporation.

A maximum of four (4) seats will be filled by University of Ottawa students who have active valid student numbers for the duration of their term and are registered for at least one class at the University of Ottawa during their term. These students must not have ever been employed by the Corporation as an employee.

University Representative. A maximum of one (1) seat will be filled by an individual who is employed by the University of Ottawa, preferably as a faculty member, for at least half of their term, and possesses requisite professional experience as outlined in Section 3.4a of this By-law.

A maximum of one (1) seat will be filled by an individual who is employed by the University of Ottawa for the majority of their term and possesses requisite professional experience.