

Fulcrum Publishing Society – Annual General Meeting  
**Meeting minutes DRAFT**

Saturday, October 26, 2024  
 11:00 AM - 2:00 PM  
 Lamoureux Hall (LMX) 407 and Zoom

**Proxies**

Board Member	Proxie(s)
Devin Beauregard	Kristen Lupsor
	Eyinojuoluwa Orolugbagbe
Keelan Buck	Brandon Gertz
	Steven Buck
Gabrielle Douglas	Tsungai Mazarire
	Marianna Monir
Emma Godmere	Ryan Pistorius
	Fejiro Mejire
Ria Kunkulol	Bia Sasedor
	Tia El Kesserwani
Agape Williams	Leicka Jamel
	David Moulongu

Member	Proxies
Andrew Wilimek	Basant Chawla
	Dallas Connelly
Kavi Achar	Ayesha Ahmed
	Alisha Ahmed
Sydney Grenier	Jayne Hackett
	Martha Capener
Marjan Massoom	Marwa Massoom
	Tessa Murchison
Ayai Offor	Rawan El Hamra
	Ose Okonowele
Isabelle Jay	Gavin Gordon
Azeeza Kagzi	Rachel Moss
	Dina Khodaii

**I. Welcome**

- Networking, free food and refreshments (inclusive options)

**II. Opening Matters**

- Introduction by K. Buck.
- Main purpose of the special Annual General Meeting (AGM) is to consider changes to the Fulcrum Publishing Society’s (FPS) bylaws and articles of incorporation to align them with changes to the Ontario Not-For-Profit Corporations Act (ONCA). Proposed changes to the bylaws and articles can be found on the Fulcrum website.
- Because the deadline for ONCA compliance has passed, some of its requirements necessitate that the special AGM follow operational procedures that would normally be reserved for the standard AGM (e.g. Editorial Board Report and Board of Directors Report).
- Everyone in attendance with voting rights has the ability to present or second a motion.

**III. Approval of the Chief Returning Officer/Chair**

- **Motion:** K. Buck moves, per the Board of Directors’ recommendation, that S. Coakeley, Executive Director of the FPS, be appointed Chief Returning Officer/Chair of the is the Chair of the special AGM, seconded by A. Wilimek. **Motion passed unanimously.**

#### **IV. Approval of the Agenda**

- **Motion:** K. Buck moved to approve the agenda with the amendment that the finance items be moved up to the beginning of the meeting (following approval of the April 2024 AGM Minutes). **Motion passed unanimously.**

#### **V. Approval of the April 2024 AGM Minutes**

- **Motion:** A. Wilimek moves that the April 2024 AGM minutes be approved, seconded by K. Achar. **Motion passed unanimously**

#### **VI. 2023-24 Audited Statements** – presented by the Auditor, R. Kunkulol

- The auditors found the FPS's financial statements are fairly and accurately presented, and are in accordance with the standards of Non-for-Profit Corporations. Management demonstrates a commitment to transparency.
- **Motion:** R. Kunkulol moved that the audited financial statements be received, seconded by K. Buck. **Motion passed unanimously.**
- **Motion:** R. Kunkulol moved that the FPS reappoint Numerous CPA as its auditor for the 2024-2025 fiscal year, seconded by E. Godmere. **Motion passed unanimously.**

#### **VII. Committee Reports**

##### **Editorial Board Report** – Presented by K. Achar & A. Wilimek

- Summer: The FPS transitioned to a two person Editor-in-Chief (EIC).
  - The FPS had to deal with unique challenges around not having Canada Summer Job funding and not having a full-time staff over the summer.
  - Coverage of the encampment on Tabaret lawn on campus was the focus of much of the paper focus over the summer.
  - Effort was made to build up the other sections of news coverage towards the end of the summer.
- The composition of the Editorial Board has changed, but the number of hours and positions remains the same.
  - One of the two news editor positions has been transitioned into a broadcast news editor position.
- A new broadcast studio was built.
  - Have released seven news broadcasts and four sports broadcasts to date, as well as numerous feature videos.
- Wages for staff has been increased.
- The paper currently has 11 contributors and eight freelancers.
  - There are an additional 10 individuals interested in contributing.
- Restarted the Fulcrum's Instagram account this summer, following its closure in 2023 as a result of Bill C18.
  - Has grown to 400 followers.
- Upcoming coverage: UOSU general assembly is scheduled for November 17<sup>th</sup>.
- NASH will be held in Hamilton this year.

### **Board of Directors Report** – Presented by K. Buck

- Ten directors were elected at the April 2024 AGM and took office in August 2024.
  - Four officers were appointed.
- Since then, the board's makeup has remained relatively stable, save for the removal of one director pursuant to Section 3.6G of the bylaw.
- The board has been meeting on a monthly basis. There has been one additional special meeting to date.
- Theme for the coming year: laying foundations.
  - Complying with legal requirements (which took time and financial investment)
  - Marketing Committee is planning to release an audience engagement survey to get a sense of what the Fulcrum's audience wants from the paper and the FPS more broadly.
  - New branding and merchandise to be released in the coming year.
  - New membership enrolment process.
  - Development of the next strategic plan.
  - Recruitment of future board members.
- A warm welcome to the newly hired Executive Director, Vaishali Thapliyal. Many thank you's and appreciation to the outgoing Executive Director, Simon Coakeley.

### **VIII. Amendments to the Articles and By-Law** – presented by K. Buck

- Due to the coming to force of ONCA in October 2024, the FPS has been legally obligated to bring its bylaws into compliance.
  - As part of this compliance, an AGM must be held within six months of the end of the fiscal year, which necessitated the current special AGM.
- The changes made to the bylaws must be approved by FPS members before they can come into force.
- A full breakdown of the proposed changes can be found in the accompanying AGM documents. However, the key changes include:
  - There will be one class of members and eligibility to be a member will remain the same. UOSU and GSAED execs are not eligible for membership. Membership, however, will no longer be automatic; eligible individuals must actively enroll to become members. These proposed changes respond to ONCA requirements that not-for-profit corporations maintain an active register of members (which, under the existing bylaws, would include all 40,000+ UOttawa students) and are able to opt-in or out of membership.
  - Moving forward, AGMs will take place in October to comply with the ONCA requirement that they be held within six months of the end of the fiscal year.
  - The number of directors on the board will be fixed.
  - Board members can no longer vote via e-mail.
  - The board will be permitted to borrow on behalf of the FPS, following a two-thirds vote of directors
  - Members to fix number of directors at AGM
  - ED and EIC(s) are guaranteed the right to attend board meetings, but will no longer be established as ex-officio members.

- The logistics of membership opt-in, membership management, and the role of the Editorial Board in promoting membership will be elaborated should the proposed bylaw changes be accepted.
- A number of items from the bylaws have been moved to the policy manual:
  - Process for investigations committee.
  - Provisions for an ombudsperson
- **Motion:** K. Buck moved that the proposed amendments to the By-Law, as presented, be adopted, provided that they take effect at the time of adjournment of the current meeting of members, seconded by A. Wilimek. **Motion passed unanimously.**
- **Motion:** K. Buck moved that the proposed amendments to the Articles of Incorporation, as presented, be adopted, provided that they take effect at the time of adjournment of the current meeting of members, seconded by K. Achar. **Motion passed unanimously.**

**IX. Extension of terms for current Board Members** – presented by K. Buck

- As part of the ONCA requirements, the Board’s mandate technically comes to a close with the special AGM – which is only four months into what was their full mandate under the previous bylaws.
  - R. Pistorius has resigned from the board.
- **Motion:** K. Buck moves that current board members – specifically, K. Buck, E. Godmere, R. Kunkulol, A. Williams, G. Douglas, S. Domaradziki-Kim, B. Acharya, and D. Beauregard – be reelected for one year be extended to October 2025, seconded by K. Achar. **Motion passed unanimously.**

**X. Election of new board members** – presented by K. Buck

- Outstanding board positions include: Alumni, student (X2), and community representatives
- **Motion:** E. Godmere moves to amend the membership roles of E. Godmere (from continuity to alumni) and R. Kunkulol (from student to continuity), seconded by K. Achar. **Motion passed unanimously.**
- David Okengwu (self-nominated) and Tsungai Mazarire (nominated by G. Douglas through proxy) as student representatives to the board of directors by acclimation.
- **Motion:** A. Wilimek moves that the board be allowed to fill the two outstanding director positions over the course of the year, should candidates emerge/volunteer, seconded by K. Achar. **Motion passed unanimously.**

**I. Adjournment**

- **Motion:** S. Coakeley moves to adjourn the meeting, seconded by K. Achar. **Motion passed unanimously.**
  - Meeting adjourned at 1:15pm.