Fulcrum Publishing Society

Board of Directors

Meeting Minutes

Sunday, August 25th, 2024

Zoom 10:00 AM—1:00 PM

**Present**: Keelan Buck, Emma Godmere, Ria Kunkulol, Bhanu Bhakta Acharya, Gabrielle Douglas, Agape Venus Williams, Ryan Pistorius, Devin Beauregard, Simon Coakeley (ex-officio), Kavi Vidya Achar (ex-officio)

Absence: Siena Domaradziki-Kim (justified), Andrew Wilimek (ex-officio) (justified), Sabrina Oliveira

1. **Opening Matters**

Meeting officially began at 10:13am. K. Buck noted that the Governance Committee report was moved to in-camera due to the nature of its subject matter.

1. **Approval of Agenda**

K. Buck moved to approve the agenda as amended to move in camera items 12 (Report: Human Resources Committee) and 15 (office update) ahead of officer reports, seconded by R. Pistorius. **Motion passed.**

1. **Approval of July 2024 minutes**

R. Kunkulol moved to approve the minutes, seconded by A.Williams. **Motion passed.**

1. **In-Camera (Part I)**

**Motion:**  K. Buck moves to move the meeting in-camera, seconded by A. Williams. **Motion passes.**

* Move to in-camera began at 10:18am.

**Report: Human Resources Committee**

* **Motion**: K. Buck moves to approve job description and posting of the Executive Director position, seconded by R. Pistorius. **Motion passes.**

**Office Update**

* **No motions passed.**

1. **Out-of-Camera**

* **Motion:** R. Pistorius moves to move meeting out of camera, seconded by K. Buck. **Motion passes.**
  + Meeting moves out of camera at 10:30am.

1. **Officers reports (Part I)**

**Executive Director (ED) Report –** presented by S. Coakeley

* No significant **financial updates** since the previous board meeting.
  + $5k has been moved from the chequing account to the investing account to backstop the credit card.
* Editors in Chief planning their training/onboarding of new staff beginning August 26th, 2024.
* **Journalism Aid Fund**: An application to the fund was submitted; no update. The Canadian Heritage website indicates that it could take up to 30 weeks.

**Treasurer Report** – presented by R. Kunkulol

* No major **budget updates** since the previous board meeting; the only change has been on money spent on content enhancement.
* **Audit**: Auditors have reached out to the Fulcrum and have begun work on the 2023-2024 audit. An audit questionnaire has been completed. An auditor for the 2024-2025 fiscal year will need to be appointed at the next AGM (in October 2024).
  + **Action**: the ED will solicit a quote at the next AGM.
* **Insurance renewal:** There are no proposed changes to the existing policy; the total cost of the premium is $2840 (plus taxes and fees). The insurer recommended employer liability coverage for an additional $100;
  + **Action:** the ED will seek clarification on the employer liability coverage and report back to the Board.
* **Motion:** R. Kunkulol moves to direct the ED to renew the insurance policy, as is, and gather further information on employer liability coverage, seconded by K. Buck. **Motion passes.**

**President’s Report** – presented by K. Buck

* The Editorial Board has been hired and training/onboarding is set to begin August 30th, 2024. The President has been working with the management team and will be involved in facilitating training sessions.
* The process of hiring a new ED is on track.
* A special general meeting will be called this fall (see governance committee report below).
* **Board Newsletter:** The president is looking for a volunteer from the board to take on the responsibility of developing the board newsletter this year. Ideally looking to publish the newsletter in October.
* **Next board meeting** was provisionally set for September 22nd 2024, but it is proposed that the meeting be **pushed to September 29th**.
  + This will give governance committee more time (re: ONCA)
  + Provide more time for hiring of new ED

1. **Committee Reports**

**Report from the Governance Committee –** presented by D. Beauregard

* The Committee met twice since the last BoD meeting – July 21st and August 6th.
* Decisions/recommendations made at both meetings formed the basis of the matters the ED has brought forward to the Fulcrum’s legal representation for advice on revising the bylaws to be in compliance with ONCA. Among the key recommendations:
  + The Committee recommended that fiscal year remain the same and that we work to incorporate a special AGM in the fall (no later than October 31st) to decide on the changes to the bylaws.
* The Committee recommended that there should be only one definition/class of member and that “honorary members” category be removed.
  + The Committee recommended that the number of board members be fixed at 12, rather than maintain a range (currently set at between 3 and 12).

*7-minute recess (11:28am-11:35am)*

1. **Closing Business**

**Fall Special General Meeting**

* Pursuant to the Governance Committee’s proposals regarding ONCA and the bylaws, Saturday October 26th, 2024, from 11:00am-2:00pm, was proposed as a date/time for the fall special AGM. At this meeting, decisions will need to be made on the changes to the bylaws and the terms of the current board. It is proposed that the Board’s terms be extended to October 2025.
* **Motion:** K. Buck moves to hold a special AGM on October 26th, 2024, from 11:00am-2:00pm, in a hybrid format, seconded by G. Douglas. **Motion passes.**
  + Consideration was given to the fact that there is a board meeting on October 27th, but a decision on whether to move the board meeting was left for closer to the date.

**Business from the floor**

* **Motion:** K. Buck moves to provisionally approve the April 2024 AGM meeting minutes, seconded by D. Beauregard. **Motion passes.**
* **Motion:** K Buck moves to add B.B. Acharya to the Governance Committee beginning October 2024, seconded by A. Williams. **Motion passes.**
  + Action: D. Beauregard to share committee material with B.B Acharya.
* Additional committee reports/updates:
  + **Finance Committee:** No updates
  + **Marketing and Community Relations Committee:** No updates.
* Discussion was had around 101 Week and whether or not the Fulcrum would have a table at events.
* Motion tracker: is up-to-date.
* Workplan: Terms of reference for committees will remain an open item until all committees have had time to establish theirs.

1. **In-Camera (Part II)**

**Motion:**  K. Buck moves to move the meeting in-camera, seconded by D. Beauregard. **Motion passes.**

* Move to in-camera began at 12:23pm.

**Resolution of HR Matters**

* **No motions passed.**

**Third Party Use of Intellectual Property**

* **No motions passed.**

1. **Out-of-Camera**

* **Motion:** K. Buck moves to move meeting out of camera, seconded by R. Kunkulol. **Motion passes.**
  + Meeting moves out of camera at 12:50pm.

1. **Officers reports (Part II)**

**Editor-in-Chief (EIC) -** presented by K. Achar

* Recent weeks focus has been on preparing for the beginning of the new school year.
  + The Fulcrum has received and published a few articles.
  + Preparing training materials.
* The Fulcrum has received requests from UOttawa professors to spotlight their work.
  + A new series, U of O bookshelf, will be focussing on publications by professors.
* The hacking club would like to establish relations with the Fulcrum.
* The Fulcrum will be setting up a table at 101 week. There is an effort to reduce the amount of paper/material being handed out. Instead, a QR code will be used.

1. **Adjournment**

* **Motion:** K Buck moves to adjourn the meeting, seconded by R. Kunkulol. **Motion passes.**
  + Meeting adjourned at 1:01pm.