Fulcrum Publishing Society

Board of Directors

Meeting Minutes

Sunday, July 14th, 2024

Zoom 10:00 AM—1:00 PM

**Present**: Keelan Buck, Emma Godmere, Ria Kunkulol, Agape Venus Williams, Ryan Pistorius, Siena Domaradziki-Kim, Devin Beauregard, Simon Coakeley (ex-officio), Kavi Vidya Achar (ex-officio), Andrew Wilimek (ex-officio).

Absence: Gabrielle Douglas (justified), Bhanu Bhakta Acharya, Sabrina Oliveira

1. **Opening Matters**

Meeting officially began at 10:10am. 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, seconded by D. Beauregard. **Motion passed.**

1. **Approval of June 2024 minutes**

K. Buck moved to approve the minutes, seconded by D. Beauregard. **Motion passed.**

1. **Provisional Approval of AGM Meeting Minutes**

D. Beauregard to review the minutes before approval. Decision pushed to next Board of Directors meeting (August 2024).

1. **Officers reports**

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

* **Hiring Process:** Decisions have been made on candidates and preliminary congratulatory e-mails have been sent to those selected. EIC are waiting for board approval before sending final contracts. In the coming weeks, training and onboarding materials will be developed and/or revised as needed; the HR committee will be called upon to help in this process**.**
	+ **Motion:** The EIC is seeking board approval to ratify the selection of candidates. K Buck moved to amend the agenda to includeapproval of candidates to closing business (see below), seconded by R. Kunkulol. **Motion passed.**
* **Instragram:** A new Instagram account for the Fulcrum was launched on June 28th, 2024. As of the time of the Board meeting, the account had 135 followers. Growth of the account is expected to be slow, but it is anticipated that Instagram will be the best medium for distributing broadcast content moving forward.
* **Website metrics:**
	+ The Fulcrum website has seen spikes in activity/visits around articles covering the pro-Palestine encampment on the University of Ottawa campus.
	+ Almost 75% of visits to the website are through mobile devices.
	+ Twitter (or X) is the most common source of referrals to the website.
* **Editorial constitution:** The constitution was last updated in 2022 is out of date and in need of a refresh. Decisions on amending the constitution require approval from both the editorial board and board of directors. For this reason, it is proposed that the board of directors approve amendments before the first editorial board meeting to reduce delays in the process.
	+ **Action:** Governance committee will be called upon to look at proposed changes/amendments to the constitution.
* **Style guide:** The guide is under review.

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

* No **financial updates** since the previous board meeting.
* **Journalism Aid Fund / IISN**: An application to the fund was submitted; an e-mail response was received seeking clarifications. One issue that was raised was with respect to the Fulcrum’s IISN. The Fulcrum has an IISN for print editions, but not for digital editions. Now that the Fulcrum is an exclusively digital publication, it would be prudent to apply for a digital IISN. Without a digital IISN, the Fulcrum may be in a technical breach for having submitted digital publications to Libraries and Archives Canada with only a print IISN.
	+ An IISN provides a measure of credibility to a publication and ensures that its content is conserved at Libraries and Archives Canada.
	+ **Action:** ED to explore process (and need) of acquiring a digital IISN.

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

* No major **budget updates** since the previous board meeting; the only changes have been the accounting of ad revenue and the deduction of salaries.
* **Corporate credit card:** The credit card application, for $5,000, has been approved. The card will be in S. Coakeley’s name and is intended as a means of covering employee expenses, such as travel and hospitality for events/conferences, where a credit card is often needed without those costs being incurred on an employee’s personal account(s). However, the paperwork to finalize the acquisition of the card has been put on hold until amendments to the Fulcrum’s bylaw are needed before the card can be issued (see below).

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

* **Board Transition:** Administrative steps have been taken to complete the board transition.
	+ Updated forms with board information – including appointed officers – has been filed with the province of Ontario.
	+ Board information has been added to the Fulcrum website.
	+ The latest budget has been updated on the website as well.
	+ A distribution list of elected directors and committee members has been updated.
	+ Met with chairs and officers to facilitate transition.
* **Relationship with management team:** The president will be meeting with the management team discuss having closer working relationship between the board and management team.
* **Communications:** Slack has been proposed as a tool to facilitate communications between board members.
* **Training and social events (in-person):** The months of October and November are being targeted for in-person events (e.g. campus tour and office visit) to help build relations between board members and with the Fulcrum, more broadly.
* **Next Board Meeting:** Scheduled for Sunday August 25th, 2024.

*5-minute recess (11:10am-11:15am)*

1. **Committee Reports**

**Report from Finance and Audit Committee –** presented by R. Kunkulol

* **Insurance Renewal:** The Committee has reviewed the insurance pre-renewal report and the coverage presented therein seems sufficient for the Fulcrum’s needs. A quote from the insurance provider should be received soon.
* **Merchandising:** Merchandise with the Fulcrum’s logo is being developed and should be in place by the end of July, 2024.

**Amending Committee Membership** – presented by K. Buck

* The President proposed amending the policy manual, notwithstanding section 4.3, to allow the president to opt out of the marketing committee. The manual, by default, stipulates the president be part of all committees.
	+ **Motion:** K. Buck moved to amend the policy manual, notwithstanding policy section 4.3, to remove the president from the marketing committee, seconded by D. Beauregard. **Motion passes.**
1. **Closing Business**

**Hiring – Approval of Candidates**

* Notes on the hiring process: The EIC transitioned the position of sports editor into sports writer, added a staff writer position, and removed the photographer position. No changes to hours/rates were made.
	+ **Motion:** K Buck moved to ratify the hiring of the editorial employees, seconded by A. Williams. **Motion passes.**

**Approval of Legal Counsel**

* The Fulcrum has two ongoing legal relationships: 1) media-related legal service, which is mediated through CUP; and 2) pro-bono legal service that works directly with the Fulcrum.
	+ **Motion:** K. Buck moved that the Board accept these legal relationships, seconded by D. Beauregard. **Motion passes.**

**Appointment of (financial) signing officers**

* **Motion**: K. Buck moves to approve K, Buck R. Kunkulol, and S. Coakeley as signing officers, seconded by R. Kunkulol. **Motion passes.**

**Provisional bylaw amendment:**

* Currently, the bylaw (section 5.4) states that board members cannot borrow money on the credit of the corporation. This bylaw has directly challenged the board’s ability to apply for a corporate credit card (see above).
* Discussion centered on the value of having such a bylaw to mitigate abuses, but recognized that it impedes the board from making financial decisions that are in the interest of employees.
	+ **Motion:** K Buck moves to provisionally amend section 5.4 of the bylaw by adding the line “*Without unanimous resolution of the board*” to the beginning of the bylaw, seconded by R. Pistorius. **Motion passes.**
	+ **Action:** Post notice of provisional amendment to the Fulcrum website for member consideration.

**Business from the floor**

* **Motion:** K. Buck moves, in accordance with the provisional amendment to section 5.4 of the bylaw (as provisionally amended by the Board on July 14, 2024), that the Board instruct the ED to complete the process for acquiring a credit card for the corporation, seconded by R. Kunkulol. **Motion passes.**

**Motion tracker and work plan:**

* **Motion Tracker:** D. Beauregard to update motion tracker for next meeting.
* **Work plan:** Tasks and deliverables are mostly on track for May and June, 2024.
	+ The start date for the audit has been moved to August, 2024.
1. **In-Camera**

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

* Move to in-camera began at12:15pm.

**Governance Committee Report**

* **Motion**: K. Buck moves to delegate responsibility to the Governance Committee to oversee review and revision of the Fulcrum bylaws to ensure they are in compliance with Ontario’s Not-for-Profit Corporations Act (ONCA), seconded by R. Kunkulol. **Motion passes.**
* **Motion:** K Buck moves that the board instruct the ED to solicit quotes and sign an agreement with a law firm to provide advice on the Fulcrum bylaws and their compliance with ONCA, seconded by S. Domaradziki-Kim. **Motion passes.**

**HR Matters**

* **Motion:** K. Buck moves that the board authorize the ED to serve as representative of the Fulcrum Board in a case that has been brought before the Human Rights Tribunal, with instructions on settlement authorization, seconded by R. Kunkulol. **Motion passes.**
1. **Out-of-Camera**
* **Motion:** K. Buck moves to move meeting out of camera, seconded by S. Domaradziki-Kim. **Motion passes.**
	+ Meeting moves out of camera at 1:10pm.
1. **Out-of-Camera**
* **Motion:** A. Williams moves to adjourn the meeting, seconded by R. Kunkulol. **Motion passes.**
	+ Meeting adjourned at 1:12pm.