

Fulcrum Publishing Society  
Board of Directors  
Meeting Minutes  
Sunday, October 20<sup>th</sup>, 2024  
Zoom 10:00 AM—1:00 PM

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

Absence: Bhanu Bhakta Acharya, Sabrina Oliveira

**Note:** This meeting takes place after the Ontario Not-For-Profit Corporations Act (ONCA) came into force, but before the Fulcrum Publishing Society (FPS) had voted on changes to its bylaws to bring them into compliance with ONCA. As such, ex-officio officers technically had voting rights at this meeting. However, the ex-officio officers, in respecting the FPS's previous bylaws and proposed new bylaws (which addressed the ex-officio role), abstained from voting.

## **I. Opening Matters**

Meeting officially began at 10:05am.

### **1. Approval of Agenda**

K. Buck moved to approve the agenda, seconded by R. Kunkulol. **Motion passed.**

### **2. Approval of September 2024 minutes**

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

- **Note:** Approval of the minutes from the October 8<sup>th</sup>, 2024 Special Board of Directors Meeting to be approved at the November, 2024 board meeting.

## **II. Officers reports**

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

- Heading into third month of publishing year.
  - Emphasis is being placed on increased training and development opportunities for staff.
- Following the October 26, 2024 special Annual General Meeting (AGM), the EICs would ask the board and, specifically, the marketing committee to help organize activities/events – including an alumni day, a day with the board of directors, and workshops with journalists.
- EICs have been encouraging staff members to sign up for Canadian Association of Journalists and to connect with mentors.
- The EICs are close to being ready to approach advertisers with a package.
  - Question to consider: what are expectations around advertising – especially if it does not generate sufficient profit relative to time spent and potential decrease in readability of articles.

- Recent stories include coverage of the Panda game; UOSU service cuts and layoffs over the summer; reviewed Jacque Frémont's tenure as UOttawa president; UOSU by-elections; in-depth analysis of the UOSU's clubs portal.
- Website metrics are up this month – in part due to an increased number of articles; in part due to the UOttawa internet access issues that prohibited access to the Fulcrum's website in September.
- Instagram referrals are comparable to Google News results.
  - Notice of the special AGM has been posted on social media.

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

- Bank balances are down; but this will be the case until the fall UOSU student fees are received.
- No update on the Canadian Heritage Special Measures for Journalism grant.
- All required documents for the special AGM have been posted on the Fulcrum website.

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

- Budget is on track and comparable to where it was last year.
- Audit: CRA tax returns have been filed; return will be higher than expected.
- **Motion:** K. Buck moves that the Board authorize Vaishali Thapliyal, the newly hired Executive Director, as a signing authority on the Fulcrum Publishing Society's bank accounts with TD and RBC, seconded by R. Kukulol. **Motion Passed.**

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

- The president acknowledged the work and commitment of the board and ex-officio members.

### III. Committee Reports

**Report from the Marketing and Community Relations Committee** – presented by A. Williams

- The Committee met on October 19<sup>th</sup>, 2024.
- The Committee is looking at moving forward on a number of projects:
  - Bringing in Jessie Williams to provide a workshop on search engine optimization.
  - Releasing an audience engagement survey (tentative launch in November 2024)
    - With proposed changes to membership as a result of ONCA requirements, it may be worthwhile to incorporate a membership opt-in to the survey.
  - Hosting community engagement events

**Report from the Human Resources Committee** – presented by R. Pistorius

- The onboarding process for the new ED, Vaishali Thapliyal, has begun.
  - The new ED will begin in the position on October 22<sup>nd</sup>, 2024.
- The FPS's pro bono legal counsel has been asked to look at the ED contract to ensure it complies with Ontario employment law.
- The new ED will be invited to attend the special AGM.
  - If it is not possible for them to attend, a special meeting may be convened for the new ED to meet the board.

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

- The governance committee finalized its revisions of the bylaws in accordance to ONCA and recommendations made by its legal representatives.
- S. Coakeley has prepared documentation outlining the specific changes made to the bylaws.

*10-minute recess (10:50am-11:00am)*

**Special AGM – October 26<sup>th</sup>, 2024 (11:00am-2:00pm)** – presented by K. Buck

- The notice has been sent out, including date, time, and location (room is in Lamoureux).
  - Notice includes a form to register for the AGM. Directors are required to register.
- Meeting will be hybrid.
- Any voting members can proxy up to two other voting members upon consent. To do so, e-mail the Secretary ([secretary@thefulcrum.ca](mailto:secretary@thefulcrum.ca)) with the names and e-mails (in CC) of the members you will be proxying.
- The auditor has been provided with the date of the meeting and will be reminded/asked to attend to present their findings.
- Reports from the Board and EIC will be simplified as they will only be presenting on the first few months of the current cycle – as opposed to a full year-end review as is custom at a standard AGM.
- Changes to bylaws and will be presented later in the meeting.
  - Focus will be on major changes (e.g. membership changes, AGM cycle, etc.).
  - Two separate votes will be needed for the bylaws and the articles.
- S. Coakeley to order pizza.
  - R. Pistorius insisted on Domino’s Pizza (so blame him if you’re dissatisfied).
- **Motion:** K. Buck moves that the Board recommend that S. Coakeley serve as Chief Returning Officer (chair of the meeting) at the AGM, seconded by R. Pistorius. **Motion passed.**

**IV. Business from the floor**

- **New editorial constitution:** what would be a good timeline for this, post-AGM?
  - **Action:** Governance committee to support EIC in review of the new editorial constitution.
- Work plan: Committees need to complete Terms of Reference, if they have not done so already.
- Newsletter: No one has volunteered to help with this.
- Social event: will look to set something up post-AGM, but before the winter holidays.
- R. Pistorius will be departing the board following the AGM.
  - This made the Board sad – sadder, even, than when Artax sank into despair in the Swamp of Sadness.
- **Next board meeting** is set for **November , 2024.**

**V. In-Camera**

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

- Move to in-camera began at 12:05.

**Intellectual Property matter** – presented by S. Coakeley

- **Motion:** K. Buck moves that the Board instruct the EICs write a report on a plan for removing copyrighted items from the Fulcrum website and recommend an oversight process be incorporated into the editorial process to ensure this issue is addressed moving forward, with

the report to be presented at the November 2024 board of directors meeting, seconded by R. Kunkulol. **Motion passed.**

**ED Hiring Process**

- **No motions passed.**

**VI. Out of camera**

**Motion:** K. Buck moves to move out of camera, seconded by G. Douglas. **Motion passed.**

- Move to out of camera at 12 55pm.

**VII. Adjournment**

- **Motion:** K Buck moves to adjourn the meeting, seconded by R. Kunkulol. **Motion passed.**
  - Meeting adjourned at 1:00pm.