

**Fulcrum Publishing Society Board of Directors Minutes
Sunday, February 10th, 2008 10:30 a.m.
Location: Deja Vu Lounge – room 230C**

Attendance

Rob Fishbook
Tyler Meredith
Toby Climie
Jessica Morris
Ross Prusakowski
Kris Lloyd
Peter Raaymakers
Brian Bosma
Melanie Wood
Frank Appleyard
Nick Taylor-Vaisey

Absent

Kyle Goebel

1. Opening of the Meeting

Meeting called to order at 10:35 A.M.

2. Approval of the Agenda
3. Approval of the January Minutes
4. Report from the President

President's Report

Our bank account currently contains \$88,660.29 in chequing, and \$10,063.80 in our GIC for a total of \$98,724.09. However, \$10,000 is set to be transferred into our savings account this Monday, and \$13,000 of this cash is actually CUP fundraising money that will be going to CUP (meaning we actually have \$65,660.29 in chequing and \$85,724.09 in total). Our student levy cheque should be arriving soon to balance things out a little.

The conference went extremely well and Mel and I have had very positive comments from both CUP staff and delegates. Thank you to everyone who participated or helped out with the conference, it was very much appreciated.

With the conference over, there is a great deal to do at the *Fulcrum*, and I am finding myself extremely swamped. If things take a little bit longer than anticipated to get done over the next month, I apologize.

Due to some problems with the open office software we have been using on the Macintosh computers, we may need to buy Microsoft Office software for the office. This would go above the \$10,000 approved for computer upgrades by approximately \$500, but can easily come out of our budget lines for office supplies and technical support. I will attempt to fix the problems with open office first.

I attended a rent meeting on Jan. 24. The discussion was very similar to previous discussions, and the only new information was data collected from other universities about how much rent their student organizations were charged (a fairly inconclusive mixed bag). We continued to put forth our stance that as a university organization we should not be charged rent and no final decisions were made. Another meeting will likely take place in early March.

Brian and I took a trip to the Performance Printing plant in Smith's falls and met with Mike Mount, President of Performance Printing. We were taken through some steps that will hopefully help to improve the printing of the paper and will be analyzing the situation and watching for improvement over the next few weeks.

I met with Anne-Marie Fontaine from the U of O Alumni Association last week to discuss the possibility of holding a *Fulcrum* reunion during next year's homecoming weekend (Sept. 19-21, 2008). I will be generating a list of *Fulcrum* alumni from the last 6 years to add to their database and helping them get the planning off the ground. They are aware that I will not be employed by the *Fulcrum* next year and are Ok with taking on the bulk of the planning themselves after May 1. The reunion will likely take place at the Urban Well on the Saturday evening of homecoming.

I met with the Holly Macleod, president of the *Charlatan's* BOD this week to analyze our current off-campus distribution system and see if there are ways to improve it. We are going to work on a database system to analyze trends over the last few years and find out what covers get the highest pick up, what dates have high and low pickup, and what off-campus locations are doing the best. We also talked about looking into outside distribution companies that would handle both on- and off-campus distribution and whether we could get a better rate together. We are hoping to find a company that would also analyze the distribution data for us.

I will be spending much of the next month preparing for the Annual General Meeting and analyzing changes to the bylaws and policies to be put in place and voted on at the AGM. Much of this work will be done in committee and will be brought to next month's board meeting for approval.

We hit our annual sales target this week! We now have approximately \$100,000 in contracted ads for the year and I have been working with DeeDee to set new targets for the rest of the year. Make sure to wish DeeDee congratulations if you see her.

We have also been working to collect any outstanding debts from first semester. Currently we have approximately \$17,500 in outstanding debts; However, I do not anticipate any collection problems for the bulk of that amount. Most of it is from advertisers who tend to pay late, but do pay in the end (aside from \$84.80 from an advertiser who has since disappeared).

Ross: what are the suggestions from Performance Printing

Rob: they showed us a few things that they could do, and a few things we can do on our side to improve print quality.

5. Report from the EIC

Things are going quite swimmingly on the editorial side of the Fulcrum. The national conference was a huge success and the Fulcrum staff members in attendance seemed to get a lot of the experience and were a huge help in making things go smoothly throughout the week. Many thanks to all the BOD members that helped out during Word, you guys were huge.

Now that we're back in normal production mode things remain quite busy. Coverage of the SFUO elections and supplements are making for a few particularly great issues for us. I am consistently amazed at how hard everyone is willing to work to put out a stellar product.

In the last week we have hired our second copy editor. Claudia Tavernese has re-joined our ranks and we've already noticed a great improvement in the efficiency of the production process.

Rob and I recently sat down to discuss salaries, and I think it's fair to say it was the smoothest salary discussion in the Fulcrum's history. The numbers being presented at this meeting are quite fair and I hope that they will be received well.

We are about to head into our editorial board elections for the 2008-09 production year. They will be taking place on Thursdays at 4pm during our staff meetings, the weeks of Feb. 28-March 20. I am acting as Chair of the elections committee, so if you have any questions about how they will occur or are curious about anything, just let me know. And of course, like any staff meeting, you're all welcome to attend.

Now that the conference is complete putting the final touches on our constitution has become one of my priorities again. At the end of last summer I had compiled the majority of it, and it just requires some final work in piecing it all together, and I plan to have it complete by the end of reading week.

That's it from me. Thanks again for all of your support throughout the national conference planning process. I think we all did the Fulcrum pretty proud.

Tyler: With regards to the second copy editor, is it worth while to keep the position?

Mel: it has been a lot more efficient having a second copy editor, and it is supported by the budget

6. Approval of ad sales report

Hey Guys. **WE HAVE HIT OUR TARGET AND MORE!!!!** Sales are currently at **\$100,832**. We are focusing on collecting some outstanding invoices (not a huge amount) and are getting a fairly good response from advertisers. Rob and I discussed a new target of approximately **\$110,000** which I think is reasonable. We will definitely be in that range at the end of the year. I am currently working on Staffing Agencies, Ski Hills and Storage Companies with good results. More to come, and YAY for us!!!!!!!

Happy BOD.

Received by Ross, carried by Tyler

7. AGM

AGM Info From Bylaws

BYLAW 1

SECTION FIVE

MEETINGS OF MEMBERS

5.01. Place and Time of Meetings. The Annual Meeting of members must occur during the winter term of the University of Ottawa and must be held at such a time and at such a place that is directly on central University of Ottawa campus. All meetings of members must be held at such a time and at such a place that is directly on central University of Ottawa campus. The place and time of the meetings of the members is to be determined by the Board or the President.

5.02 Annual Meeting. At every annual meeting of members, in addition to any other business that may be transacted, the general report of directors, the report of the auditors from the last full fiscal year, the audit from the last full fiscal year, and all current financial statements shall be presented to the members, and the directors for the next publishing year will be elected.

5.03 Notice of Meeting. No public notice or advertisement of meetings of members shall be required, but notice of the time and place of every such meeting and, in the case of a special general meeting, the general nature of business to be transacted at such meeting, shall be given to each member in the manner provided in Section Twelve of this by-law not less than ten (10) nor more than fifty (50) days before the time fixed for holding such meeting; provided that any meeting of members may be held at any time and place without notice if all members of the Corporation are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

5.04 Waiver of Notice. Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member or by the auditor of the Corporation.

5.05 Chief Returning Officer. The Chair of all meeting of members shall also act as the Chief Returning Officer and will be selected by the President of the Corporation 4 (four) weeks prior to the date of the Annual Meeting. The President's choice must be ratified by the Board of Directors and by the membership at the meeting of the members.

5.06 Quorum. Effective upon the date that the Corporation has at least 30,000 members (the "Effective Date"), a quorum of members or Authorized Representatives of members is present at a meeting of members irrespective of the number of persons actually present at the meeting, if at least 35 members or Authorized Representatives of members are present in person or represented by proxy. Until the Effective Date, a quorum for the transaction of business at any meeting of members shall consist of a majority of the members or Authorized Representatives of members present in person.

5.07 Vote. Every member shall have one vote on all matters arising at any meeting of members. Honourary members shall not be entitled to any vote at meetings of members.

5.08 Voting. Every question to be decided at a meeting of members shall be performed in a manner that is determined by the Chief Returning Officer. A declaration by the Chief Returning Officer that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such a resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such a poll shall be taken in such a manner as the Chair shall direct.

5.09 Majority of Votes. Subject to the provisions of the Act and the by-laws, at all meetings of members every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chief Returning Officer shall be the tie breaking vote.

5.10 Adjournment. Any meeting of members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION ELEVEN

AUDITORS

11.01 Appointment of Auditor. The Board shall choose, through a resolution, three (3) or more auditors to present to the membership at a meeting of the members. The membership shall, by a majority vote decide on one of the three auditors to hold office until such time that the Board decides to present a successor to the membership.

SECTION TWELVE

NOTICES

12.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to her recorded address, or if mailed to him at her recorded address by prepaid air or ordinary mail, or if sent to him at her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The VP Internal Communications may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

12.02 Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.03 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.04 Proof of Service. A certificate of the President, a Vice-President, the VP Internal Communications or the Treasurer or any other officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, director, officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

12.05 Omissions and Errors. The accidental omission to give any notice to any member, director, officer or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not

invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

12.06 Primary Method of Giving Notice. If it is deemed by the Board that the methods of giving notice as described through section 12.01 to section 12.05 of this by-law is not feasible, then any notice published in the Fulcrum, shall be considered the primary and preferred method to give notice to membership of the Corporation only. That is provided that the notice is published in the Fulcrum in a minimum of three issues directly proceeding the date or dates of the requested attendance of the membership. This method must also be accompanied by some other form of notice to the membership, such as publication of the notice in other University of Ottawa publications, posters placed on the University of Ottawa campus, or any other method that the Board deems appropriate.

12.07 Communication of Documents. Any documents which need to be provided to the membership, either by Board resolution or the By-laws of the corporation, must be inserted or published in the Fulcrum or presented on the Fulcrum's official Corporate website.

BYLAW 2

SECTION TWENTY-THREE

AMENDMENTS TO BY-LAWS AND THE CONSTITUTION

23.1 Constitution. There shall exist a Constitution which shall include but not be limited to a Statement of Principles, full job descriptions, and objectives of the Corporation, letters policy, progressive discipline standards, and the Code of Ethics. All staff pursuant to Section 13.0, all employees, and the Board are bound by the Constitution.

23.2 Amendments to the Constitution. The Constitution shall be amended made by a majority vote at a duly constituted meeting of the staff pursuant to Section 13.0 of the By-law. The Constitution amendment must be approved by the Board. Any amendments made by the Board must be approved by a majority vote at a duly constituted meeting of the staff.

23.3. Visibility. The full version of the Constitution and Bylaws should be kept in the office at all times. A copy of each document should be on the bulletin board in the office and in the office of the Editor-in-Chief. Both documents should be available through the newspaper's website. Every Board member will receive the Constitution and Bylaws at the first Board meeting each academic year. At the

first Board meeting each academic year, each Board member and Editorial Board member will sign an affidavit stating that they have read and understood the Constitution and Bylaws. At the beginning of each academic year, prior to the second Board meeting of the academic year, both the by-laws and the constitution will be reviewed by the Board and interested members of the editorial board. At the first staff meeting, pursuant to Section 13.0 of this by-law, that there is at least one voting staff member, the by-laws and constitution will also be reviewed.

23.4 Amendments to the By-laws. Any proposal to amend the By-laws must be presented in writing by at least two members of the Board of Directors to a meeting of the Board of Directors, and shall be distributed to all members of the Board present at the meeting. The proposed amendment to the By-laws shall then be inscribed on the agenda of the next meeting of the Board of Directors. Any proposal to amend the By-laws shall be published in the Fulcrum at least one week prior to the Board meeting at which it will be considered.

23.5 Requirements for Amendments to the By-laws. Quorum for an amendment to the Bylaws shall be all current voting members of the Board of Directors. Amendment to the Bylaws shall be passed by unanimous vote of all voting members of the Board, subject to approval of two-thirds of the members present at duly constituted general meeting. Any amendment to the Bylaws is subject to approval of Industry Canada.

a. Date

March 19th at 3:15 pm

b. Chair/Chief Returning Office

Sylvia Lewis Havard or Amy Morris if possible.

c. Location

Alumni auditorium or Agora

d. Incentives for attendees

BOD approval of \$200 for incentives

Motion by Tyler

Seconded by Toby

e. Advertising

Rob will start advertising in the paper

8. Committees

a. Constitution

I spoke with Mel about this committee and she believes that she should have a finished version of the constitution for board approval at the March meeting. Prior to this, a meeting of the executive committee will be convened to review the constitution and insure it does not conflict with existing bylaws or policies.

b. Strategic Planning

I would like to convene a meeting of the strategic planning committee on Feb. 28 at 6 P.M. to review the documentation that Tyler and I will be drafting over the next few weeks. Following this I would like to have a visioning session during the March meeting that will form part of the basis of the final plan, which I intend to have finished by mid-April.

c. HR/Policy Manual

This committee met on Thursday, Jan. 31 to begin work on a policy and HR manual for the *Fulcrum*.

The following work plan was laid out with each committee member being responsible for generating policy for a particular section of the guide.

1. Purchasing - Rob
2. Financial Control (from financial controls committee) - Rob
3. Advertising boycott list - Mel
4. Performance Reviews - Tyler
5. Disciplinary Action/Due Process - Rob
6. Budgeting - Toby
7. Duties of President and Business Manager – Rob

The committee is scheduled to meet again next week to review the work completed, and analyze further direction.

d. Financial Controls

This committee met on Tuesday, Jan. 29 to review the Fulcrum's current financial controls and draft policy that will further secure the Fulcrum's finances

and provide transparency and defenses against improper financial actions by staff and board members.

I am currently gathering resource material that will be reviewed at the next meeting to be included in the policy manual. Currently we hope to draft policy that would more closely involve the vice-president with overseeing financial matters to avoid collusion and ensure that the business manager is not the only person responsible for finances. The vice-president would also create reports for the BOD to keep them apprised of financial matters and create another check in the financial process.

The next meeting of this committee will take place on Feb. 13, at 7:00 P.M.

9. Financial Update
 - a. Budget to date
 - b. Ad Sales
 - c. Cash Flow
10. Editorial Board Salaries

Jess: what is the logic behind the salary increase for the EIC?

Mel: due to the renovations over the summer, there will not be a need for the production manager to be as active during the summer months.

Motion to receive proposed salaries.

Peter

Seconded by tyler

Approved

BIRT that the salaries for the 2007-2008 publishing year be approved as per the presentation provided by rob.

11. Editorial Board Elections
12. Transition
 - a. Hiring process for president

Hiring committee: Tyler, Mel, Frank, Toby, Peter, Rob

13. Any Other Business
 - BOD attendance

Motion to go in camera

Peter moved, seconded by Tyler

<IN CAMERA>

Motion to move out of camera
Motion by Ross,

Seconded by Tyler

14. Adjournment

Motion to Adjourn
Tyler,
Seconded by Rob