

**McMaster Association of Part-Time Students
Board of Directors Meeting – Minutes
Thursday January 26, 2012 @ 5:30 pm
Downtown Campus, Centre for Continuing Education (CCE)**

- PRESENT** Jeanette Hunter (Chair), Kate Pratas, Nathan Shaw, Violet Wakeman-Ajandi, Candace Waterkamp
- BY PROXY** Elaine Marion
- STAFF** Sam Minniti (Executive Director), Terri Jones (Office Administrator)
- GUESTS** Tracey Taylor-O'Reilly, Director, CCE, Lisa Boniface, Assistant Director, CCE, Todd Rich, Program Manager, CCE

CONSTITUTION OF THE MEETING

A quorum of directors being present, Hunter called the meeting to order.

ATTACHMENTS TO THE OFFICIAL COPY OF THE MINUTES

- Executive Director's Report
- CCE Funding Proposal

1. ADOPTION OF THE AGENDA

Motion: Moved by Wakeman-Ajandi, seconded by Pratas to adopt the agenda.
Carried Unanimously.

2. CENTRE FOR CONTINUING EDUCATION (CCE) PRESENTATION

Minniti introduced Taylor-O'Reilly, Boniface, and Rich to the MAPS Board and also thanked Taylor-O'Reilly for allowing the MAPS Board to once again hold one of its Board meetings at the downtown campus.

Taylor O'Reilly welcomed the MAPS Board and began by thanking them for their history of supporting CCE financially. She asked Hunter what the MAPS would like to see from CCE.

Hunter replied that the MAPS Board was very eager to see on-line learning course offerings so as to increase access to MAPS' existing constituency as well as provide new learning opportunities for prospective students who are unable to access in-person learning. Hunter added that the MAPS membership fee increase of \$3.00/unit in the fall of 2012 would go towards initiatives that increase access to part-time students such as on-line learning at CCE.

Minniti added that the issue of accessibility is universal to MAPS' constituency such that MAPS is advocating for on-line learning opportunities for both certificate/diploma students enrolled at CCE as well as part-time undergraduate degree students.

Taylor O'Reilly highlighted the recent history of CCE and provided an overview of their three main areas of service including certificate/diploma programs, non-credit professional development programs, and customized training for business and industry demands. She noted the strategic plan, with increased financial targets by senior administration and spoke about how one limitation is that the majority of CCE students are from within Hamilton. Taylor-O'Reilly explained that the strategic plan exercise identified a large goal of finding niche markets and niche program areas where CCE can dominate the national and international market. She explained that CCE does currently occupy niche markets with respect to addiction education, case management, and metallurgy. She also noted that there is a desire to grow either through distance education or taking programs to other cities and that a current priority is to develop more on-line learning programs and targeting working adults who would most likely find on-line learning opportunities appealing.

Taylor-O'Reilly noted that CCE has been actively researching best practices in the realm of on-line learning and that CCE has a keen interest, even if faculties on campus have not, in engaging learners with on-line courses toward an undergraduate degree in Social Sciences, Health Studies, and Business. She underscored that at this point in time, this concept is at the planning stage and that a substantial amount of financial resources are required, but that excitement is nonetheless building.

Boniface provided an overview of the funding proposal from CCE noting that CCE would like to develop a number of on-line programs to serve part-time students at McMaster University. She noted that the development of on-line learning is expensive relative to the development of in-class courses and that CCE requires additional resources if they are to complete all of the projects that they would like to complete over the next two years. More specifically, Boniface indicated that CCE would like MAPS to consider providing financial support for the development of one or more of the following three initiatives: Diplomas in Health Information Management (HIM) and Health Informatics (HI) (which would entail the development of 13 on-line courses for such a brand new program), a Diploma in Accounting (which would require the conversion of 15 in-person courses to an on-line format), and Certificates in Metallurgy of Iron and Steel (which would require the conversion of five in-person courses to an on-line format).

Boniface provided estimated costs for each proposed program as follows:

Program	2012	2013	Total
Health Information Management & Health Informatics	\$42,500	\$68,000	\$110,500
Accounting	\$52,500	\$60,000	\$112,500
Metallurgy	\$42,500	-	\$42,500
Total	\$137,500	\$128,000	\$265,500

Boniface added that MAPS could ensure that all three programs for part-time students would be launched if it were able to assist CCE in funding the development costs over the next two years, and that as CCE develops further expertise in the design and administration of online programs, other opportunities may arise such as the conversion of other diploma programs to on-line formats, opening options for part-time students across Canada in programs like Human Resources Management, Web Design & Development, and Addiction Education, as well as the possibility of leveraging existing CCE courses and a variety of new online courses into a degree program for part-time students. Boniface explained that the more online courses CCE has, the more viable this initiative may become and that funding the development of these programs, provides MAPS with an unprecedented opportunity to provide university education annually to

hundreds of new part-time students, locally, nationally, and internationally, who may not otherwise have had the opportunity to pursue a university education.

Hunter noted that the MAPS Board is quite interested in funding these initiatives, and that it is more a question of how and when versus if, and to this end, Hunter asked when CCE would start to require funding from MAPS for these on-line learning initiatives.

Boniface replied and indicated that there is some flexibility in the timing of funding given that CCE's fiscal year runs from May to April, but obviously the sooner the better.

Minniti indicated he and Boniface had already begun discussing the logistics and timing of a prospective gift from MAPS and noted that unlike CCE's fiscal year which runs from May to April, MAPS' fiscal year runs from January to December. As such, Minniti clarified that funding from MAPS could be staggered between MAPS' fiscal years, but still fall within CCE's fiscal year. Minniti added that MAPS would be in a position to provide greater funding or accelerate funding once MAPS' new membership fee of \$10.00/unit commences in September 2012.

Wakeman-Ajandi inquired about target enrolment numbers per on-line class module.

Rich indicated that the target is 40 students per on-line class. Rich also provided an overview of the technology associated with on-line learning.

Taylor-O'Reilly added that if CCE is successful with implementing these on-line learning opportunities that it would surely be a launching pad for a degree option.

Minniti noted that MAPS may not be able to fund on-line learning opportunities on campus via faculties as MAPS cannot allocate student fees to an academic need that should be funded by McMaster University as per policy of the Ministry of Training, Colleges and Universities (MTCU). Minniti however clarified that MTCU may not be opposed to MAPS funding on-line learning opportunities within CCE since CCE does not receive any funding from MTCU via McMaster University as it is run under the auspices of a cost-recovery model.

Taylor O'Reilly asked if there were any more questions or feedback from the MAPS Board.

Hunter explained that the proposal was well written and clear, that the Board was very eager to allocate funding for on-line learning opportunities, and that to this end, the Board would have a discussion about next steps.

Taylor O'Reilly thanked the MAPS Board for allowing her, Boniface, and Rich to attend the Board meeting and present their funding proposal.

3. CLOSED SESSION UPDATE

Motion: Moved by Waterkamp, seconded by Pratas to move into closed session.
Carried Unanimously.

Motion: Moved by Waterkamp, seconded by Pratas to return to open session.
Carried Unanimously.

4. EXECUTIVE DIRECTOR'S REPORT

Minniti presented his written report (a copy annexed to the master copy of the minutes).

5. EXECUTIVE TERM LIMITS

Minniti explained that various Board members had spoken to him independently about the possibility of remaining in an Executive position (President, Vice-President Internal, Vice-President External, and Treasurer) beyond the current two-year limit. Minniti noted that the two-year limit on Executive positions does have its pros and cons, but that historically it reflects the notion of encouraging new growth and vision within each Executive position. Minniti indicated that any change to the current two-year limit by the Board of Directors would require endorsement by the general membership.

Waterkamp noted that there is something to be said for finally demonstrating experience and mastery in a given Executive position only to then be required to vacate said position.

Wakeman-Ajandi concurred and indicated that Waterkamp would have been aptly positioned – more so than her – to explore membership in the Ontario Undergraduate Student Alliance (OUSA) last year given all of her experience with observing the Canadian Alliance of Student Associations (CASA).

Shaw inquired if term limits could be removed altogether and if the MSU or the GSA have term limits in their respective Boards or Executives.

Minniti indicated that he was not aware of any term limits in either the MSU or the GSA but cautioned against the outright removal of term limits from Executive positions citing the threat of stagnation and a lack of growth and new perspectives.

Hunter noted that relaxing the two-year limit on Executive positions similar to the MSU and the GSA would probably be an even better fit for MAPS given that it takes part-time students a much longer time to complete their studies compared to full-time undergraduate students and graduate students. Hunter explained that a one-year term on the MSU Board of Directors within the context of a degree lasting three, four, or five years is not akin to a one-year term on the MAPS Board of Directors within the context of a degree lasting eight, nine, ten, or more years.

Minniti clarified that there are no term limits for election to the MAPS Board of Directors, but rather there is currently a two-year term limit for any Executive position within MAPS.

Pratas noted the distinction Minniti made between Board positions (without term limits) and Executive positions (with term limits), however, she inquired whether or not there would be merit in exploring the possibility of expanding the term of a Board member beyond one year.

Minniti noted that currently, the MAPS Board is retired, and a new one is elected, at each Annual General Meeting (AGM). Minniti cautioned against creating multiple-year term for Board members essentially negating the opportunity for renewal at each AGM.

Shaw commented about the possibility of staggering two-year terms for Board members such that at each AGM, only a portion of Board members would retire and another portion would have a second year remaining on a two-year term.

Minniti indicated that these were interesting ideas and that he did not want to stifle discussion, but he reminded Board members that this agenda item deals with term limits for Executive positions.

Wakeman-Ajandi indicated that she liked both ideas of increasing the term of a Board member from one year to two years as well as relaxing term limits on Executive positions. She noted once again that had this been in place previously, Waterkamp could have been elected as Vice-President External for a third term one year ago and could have spearhead the exploration of OUSA.

Minniti cautioned against using current individuals and specific scenarios as a backdrop for this discussion and that, rather, the pros and cons of each idea should be assessed independent of the current milieu. Minniti noted that the ideas being discussed tonight have their own respective pros and cons and encouraged Board members to think of positions and not necessarily the people currently in those positions.

Waterkamp agreed with Minniti about discussing this idea in regards to positions and not people and also reiterated that there are two simultaneous conversations occurring – one about Executive term limits and one about Board terms.

Hunter concurred and indicated that at the very least a decision should be made about Executive term limits, and if the Board so chooses, a decision can also be made about Board terms, but that discussion should be delineated. To this end, Hunter asked for the Board to focus on Executive term limits first.

Waterkamp indicated that she would be in favour of relaxing term limits, but would not be in favour of having no term limit. She explained that it would be advisable to strike a balance between continuity and corporate memory within each Executive position while at the same time allowing for a change of the guard as well. To this end, Waterkamp suggested the possibility of increasing the current two-year term limit on Executive positions to a four-year term limit.

Shaw inquired about the possibility of having no term limit.

Minniti cautioned that there have been situations in the past that he is aware of, both within MAPS and other similar organizations, where individuals seek a stranglehold on an Executive position and that more often than not, the cons outweigh the pros.

Pratas agreed with Waterkamp that a four-year term limit on Executive positions would be good and suggested the possibility of a fifth and final term being achieved only via a unanimous vote of the MAPS Board of Directors. She explained that this would give the organization some flexibility in keeping someone in the position should there be extraordinary circumstances and should a fifth and final year be considered advantageous by the entire MAPS Board.

Wakeman-Ajandi thought that was a good balance.

Shaw concurred and was of the opinion that individuals would more than likely not stay in an Executive position for four or five years, but having that option was good.

Waterkamp and Pratas agreed.

Hunter asked Minniti was he thought of the possibility of working with the same Board member in an Executive roll for as many as four or five years.

Minniti indicated that there is always a risk of stagnation associated with prolonging Executive term limits and that it would be particularly concerning if the Board member within the position was not effective or was problematic, however, one would assume that a Board would be aware of such a scenario and not reward such an individual with multiple terms regardless of the allowance of additional years.. In other words, Minniti indicated that if a Board member in an Executive position kept earning the support of the MAPS Board, then it would more than likely be linked to a positive experience, deliverables, and overall satisfaction. Minniti indicated that increasing Executive position term limits would, in a certain way, fit well within the culture of MAPS given that Board members typically serve between five and ten years on the MAPS Board, and that they would have the flexibility of either remaining in the same Executive position in order to excel or become involved in different, possibly more progressively responsible position within the organization as is the case with many Presidents of MAPS who have previously served in one of the Vice-President positions or Treasurer.

Hunter indicated that there seemed to be consensus on relaxing Executive position term limits from two years to four years, with the possibility of a fifth year. As such, she then noted that discussion should shift to the other idea that was being discussed, that is, increasing the length of Board terms to two years.

Minniti clarified that similar to the discussion about possibly changing Executive position term limits, changing the length of a Board term from one year to two would also require endorsement by the membership.

Waterkamp liked the idea of staggering two-year terms for Board members such that at each AGM, only a portion of Board members would retire and another portion would have a second year remaining on a two-year term. She added that this would facilitate corporate memory within the Board as well as provide some consistency and peace of mind for MAPS staff. Waterkamp then asked Minniti if he was aware of staggered terms on other Boards.

Minniti indicated that he is aware of staggered terms on some Boards for the very reasons that Waterkamp mentioned. More specifically, Minniti mentioned staggered terms was a feature of the McMaster Students Union Alumni Association (MSUAA) of which he was elected to for a two-year term, however, he noted that the MSUAA also had one-year terms for some Board members as well, typically new ones.

Waterkamp asked about the logistics of how to decide who would have a one-year term and who would have a two-year term.

Shaw indicated that it might get problematic and convoluted to have different Board terms for different Board members.

Minniti clarified that he wasn't recommending different Board terms, rather that this was the case with the MSUAA. Minniti added if the MAPS Board wanted to explore the possibility of two-year terms, that they should not deviate from the concept of an AGM, that is, Minniti warned against having a general meeting every two years and that a staggered approach as was previously mentioned by Hunter and Waterkamp could work.

Pratas asked, from a logistics point of view, how the MAPS Board could go about creating staggered terms without varied-length terms.

Minniti noted that should the membership endorse changing the term of a Board member from one year to two years, it would make sense to do this prior to the election of the MAPS Board such that everyone elected to the MAPS Board at the next AGM would have a two-year term. However, Minniti indicated that this would not work if the number of nominees to the MAPS Board resulted in a full Board of nine.

Pratas asked Minniti to clarify.

Minniti indicated that if everyone on the MAPS Board was elected for a two-year term (assuming a maximum capacity Board of nine people as per MAPS' bylaw), then there would be no need for an election at the following AGM, ultimately eroding the concept of an AGM. In other words, Minniti explained that it would be more of a Biannual General Meeting, and he cautioned the Board against such a concept.

Waterkamp agreed and indicated that only a portion of Board members at the next AGM should be elected to a two-year term, thereby creating the staggered effect.

Minniti indicated that initially, such a configuration would only work if the number of individuals nominated to the MAPS Board at the next AGM would be less than the number of Board positions available and if new individuals came forward at the AGM after next, thereby automatically setting up staggered terms.

Waterkamp agreed and indicated that it would be ideal to have approximately half of a maximum capacity, nine-member Board be elected at this year's AGM for a two-year term, and then have approximately another half elected to a two-year term at the AGM after next.

Minniti indicated that such ratios and scenarios are easy on paper, but could become problematic in practice. Nonetheless, Minniti indicated that it is impossible to predict how many individuals will run for election to the MAPS Board in any given year given that MAPS promotes Board nomination and the AGM to all MAPS members via an E-Mail Distribution List (EDL) message. Minniti added that if it looks as though there may be a full, nine-member Board nominated at the next AGM, inevitably, to avoid a Biannual General Meeting, there may be no choice but to introduce varied term limits of one-year and two years. Minniti clarified that a bylaw amendment can be discussed, debated, and further amended on the floor of the AGM, and that the membership would naturally do this presented with different scenarios directly correlated to the number of individuals nominated to the MAPS Board. In other words, Minniti explained that if approximately six individuals were nominated for election to the MAPS Board at the next AGM, having the membership endorse a bylaw change that would see all of them elected to a two-year term would facilitate the scenario of staggered terms, however, if nine or more individuals were nominated for election to the MAPS Board at the next AGM, the membership would have to respond accordingly and possibly amend the recommendation of two-year terms for all, with, for instance, varied terms for different people (either by choice or by random selection).

Hunter indicated that there seemed to be enough consensus to bring this issue forward to the membership for discussion at the next AGM, and depending on the number of individuals nominated for election to the MAPS Board, the membership would discuss, debate, and possibly amend accordingly.

Motion: Moved by Wakeman-Ajandi, seconded by Pratas to recommend to the membership of MAPS at the next Annual General Meeting (AGM), changing Section 25, Sub-Section ix) from:

“Term Limits. Any executive committee position may be held for a maximum of two years, by any one person in any one position.

to

”Term Limits. Any executive committee position may be held for a maximum of four times, by any one person in any one position. Under extraordinary circumstances, a fifth term will only be granted by a unanimous vote of the Board of Directors.

and Section 11. Board of Directors from:

“The affairs of the Corporation shall be managed by a board of not less than 6 directors and no more than 9 directors, each of whom at the time of the election and throughout the term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first AGM after being elected or until a successor shall have been duly elected and qualified. The whole board shall be retired at each AGM, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member.

to:

“The affairs of the Corporation shall be managed by a board of not less than 6 directors and no more than 9 directors, each of whom at the time of the election and throughout the term of office shall be a member of the Corporation. Each director shall be elected to hold office for a two-year term, until the second AGM after being elected or until a successor shall have been duly elected and qualified. Only those Board members concluding their second year of a two-year term shall be retired at an AGM, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member.

Carried Unanimously

6. UNFINISHED / OTHER BUSINESS

There was no unfinished or other business.

7. TIME OF NEXT MEETING / ADJOURNMENT

Minniti indicated that he would e-mail the MAPS Board of Directors in order to determine the date and time of the next meeting. There being no other business, the Board adjourned at 8:30 pm.

Motion: Moved by Waterkamp, seconded by Wakeman-Ajandi to adjourn.
Carried Unanimously.

IMPORTANT NOTICE

During the years 2008 through 2012, the taking of minutes, recording of decisions of the Board, and other normal meeting procedures do not appear to have been followed or in accordance with best practices. However, various documents that appear to be unapproved minutes were found.

In August 2013, the Board of Directors (which was elected in February 2013 as part of a complete Board changeover) instructed that these unapproved minutes be made publicly available in order to advance the current Board's commitment to transparency and improved governance. However, these minutes may not be fully representative of the deliberations or subsequent actions of prior Boards, and the current Board is unable to determine their accuracy as none of the current members were present during these past meetings.

These minutes should thus be read with the following caveats:

1. Unless otherwise indicated, no record exists of these minutes being appropriately reviewed or approved. The minutes' contents are thus provided "as is" for information purposes only.
2. These minutes may accordingly not provide a full or accurate record of prior board decisions. These minutes should thus not be relied upon as authoritative or conclusive.
3. As none of the 2013 members were present, these minutes have not and will not be approved by the 2013 Board. The 2013 Board does not automatically agree with or accept any decisions or discussions that may be in these minutes.
4. For reference, as of 2013, minutes are now reviewed and approved by the Board at a subsequent meeting, and signed by the presiding officer and corporate secretary.