

**McMaster Association of Part-Time Students
Board of Directors Meeting – Minutes
Wednesday, July 24, 2013 at 6:00 p.m.
Room 224, MUSC, McMaster University**

PRESENT Andrew Smith (chair), Jeannie An, Jackie Arlen, Alamin Berhanu, Emily Cerantola, David Moore (corporate secretary)

REGRETS John Liauba, Michelle Macfarlane

STAFF Kyle Johansen (acting executive director)

CONSTITUTION OF THE MEETING

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

ATTACHMENTS TO THE OFFICIAL COPY OF THE MINUTES

- Open Session Minutes – Feb. 6, 13, & 26; March 5 & 19; April 9, 23, 30; May 21; June 11
- Proposed amendment to Standing Resolution #3
- Letter from the MAPS President to the Provost, with attachments, 13 June 2013
- Letter from the Provost concerning the Wilson Building gift pledge, 3 July 2013
- News release announcing the appointment of an acting executive director, 26 July 2013

1. ADOPTION OF THE AGENDA

Motion: Moved by Cerantola, seconded by An to approve the agenda as presented.
Carried.

2. ADOPTION OF MINUTES

In keeping with the Board's commitment to transparency in governance, it was agreed that open session minutes will be posted on the MAPS web site once the minutes are approved by the Board. In addition, a proposal was circulated to amend Standing Resolution #3 (first approved March 9, 2004) so as to be more clear about expectations regarding posting open session minutes and that closed session minutes are not posted.

The minutes of the meetings of February 6 to March 19 had been previously approved by the Board. The minutes of all meetings have now been placed in a standard template, minor corrections made, and closed session moved into a separate document for each meeting.

Given the size of the package (32 pages), It was agreed to defer approval of the minutes to the next meeting so as to give members time to properly review the documents.

3. REVIEW OF DRAFT 2013 AGM MINUTES

Minutes of a general meeting of the membership are formally approved by the membership at the next general meeting. In keeping with the Board's commitment to transparency in governance, it was agreed that draft open session general meeting minutes should be posted on the MAPS web site once they have been reviewed by the Board. The drafts were included with the meeting package circulated today and will be discussed at the next Board meeting.

4. PRESIDENT'S REPORT

Meeting with the Provost – June 11

Smith advised that he met with Dr. Wilkinson on the afternoon of Tuesday, June 11, for a frank but productive exchange of views. He noted that MAPS was not happy about being publicly characterized as dragging its feet when the board members have devoted hundreds of hours to dealing with the situation they inherited. The current Board feels it was thrown under the bus because of the actions of the former Board.

In letters to the Provost on May 30 and June 13, MAPS responded to the University's list of concerns in detail. Smith recalled the more conciliatory tone the Provost employed at the Board of Governors meeting on June 6, notwithstanding the senior administration's recommendation to suspend collection of the MAPS membership fee. He added that he hoped MAPS and the University would now move forward with constructive collaboration.

With respect to the collection of MAPS fees, Smith had written to the Provost and asked to whom student inquiries should be directed (e.g. Office of the Provost, Dean of Students, Business Office, etc.). No response has been received. The MAPS membership fee is built into the CCE course price point and that hasn't changed, so in effect MAPS fees continue to be collected from CCE students. Degree students who have registered for fall term courses on SOLAR have been charged MAPS membership fees. While this charge could be reversed on the student accounts, it remains to be seen if that happens.

The Board noted that if the University's concerns are seen to be addressed by early fall, the administration may report to the Board of Governors in October that it has reinstated collection of fees. A joint written report from the Provost and the MAPS Board to the Board of Governors would be a desirable illustration of the MAPS-University collaboration to address the issues.

Letter to Provost of June 13 (with draft by-laws and standing resolutions)

Smith noted that following rounds of consultation with the Board by email, a letter was sent to the Provost on June 13 together with draft revisions to MAPS' by-law and standing resolutions. A copy was also sent to the Dean of Students and to the University Secretary. MAPS has not received comments on the drafts.

Moore advised that he wrote to University Secretary Helen Ayre earlier this month and offered to meet with her, at her convenience, in the week of August 6. He noted that the Secretariat made very helpful suggestions during the review of the IRC Constitution in 2011-2012 and he said he looked forward to a similarly constructive conversation in relation to MAPS' by-law. He added that Helen is currently away and returns on July 30.

Provost's letter of July 3 concerning the Wilson Building gift pledge

In a letter dated July 3, 2013, from the Provost, the University formally released MAPS from its commitment to a \$1 million gift in support of L.R. Wilson Hall (a copy is appended to the master copy of the minutes). An initial instalment payment by MAPS of \$60,000, made in 2010, will remain as a MAPS capital funding contribution to the project. In keeping with the terms of the gift agreement, a naming opportunity within the building, in honour of University President-Emeritus Peter George, will be determined at a later date. McMaster's vice-president (university advancement), Mary Williams, was copied on the letter.

Closed Session

Motion: Moved by Smith, seconded by Arlen to move in to closed session.
Carried.

RETURN TO OPEN SESSION

Suspension of by-law provisions concerning role of Corporate Secretary

MAPS' corporate by-law currently assigns the role of Corporate Secretary to the Executive Director. At the Board's meeting on June 11, in the absence of an Executive Director and in anticipation of by-law revisions to separate the roles, the Board appointed a Corporate Secretary. As MAPS moves forward with the appointment of an acting Executive Director, it is the Board's intention to continue separating the roles.

Motion: Moved by An, seconded by Arlen to suspend by-law provisions requiring that the Executive Director serve as Corporate Secretary.
Carried.

Appointment of Acting Executive Director

Smith recalled the Board's decision, at its last meeting, to proceed with recruiting an acting executive director and delegated authority to a sub-committee to undertake that work. A candidate is now proposed for approval by the Board.

Motion: Moved by Smith, seconded by An that MAPS hire Kyle Johansen to serve in the role of Executive Director (A), effective July 24, 2013, for an initial term of three months, subject to finalizing a contract setting out the terms of engagement.
Carried.

A copy of the proposed news release announcing the appointment is appended to the master copy of the minutes. It will be sent to campus partners.

4. TREASURER'S REPORT

2012 Audited Financial Statements

Arlen advised that she had responded to another document request from the auditor. On July 16, she sent the itemized invoice from Kathleen Robichaud (one of MAPS' lawyers).

The cost of the audit grew dramatically in 2011 in comparison to previous years. Smith noted that the MUSC has a significantly larger budget, yet pays less than \$5,000 for its annual audit. Pettinelli Mastrolusi LLP has been MAPS' auditor since incorporation in 1997.

While it may not have been the practice in the last five years, it was previously standard practice for MAPS' senior officers and/or the Board to review the draft audited financial statements and provide comments to the auditor before the documents are finalized. The Board hopes to have the draft to review in advance of the next Board meeting.

Suzan Fraser was continuing to provide advice to the former board into early February 2013 and, at Smith's request, prepared a transition/briefing package to support the new board. Fraser had originally been retained to represent MAPS in a discrimination case (first before a Senate Tribunal, later before the Ontario Human Rights Commission, and finally before the Human

Right Tribunal of Ontario). She suggested that a corporate lawyer with non-profit association experience would be a better fit for MAPS' anticipated ongoing needs and recommended a partner at another firm in Toronto.

Smith noted that the new lawyer wanted a \$2,500 retainer to open a file and review a one page document. It was agreed not to proceed with that lawyer at this time. Johansen will consult other part-time student groups as part of developing a recommendation for future legal services.

Tendering for an Auditor

The Board agreed that after 17 years, and in view of the cost escalation, it is time to put the audit function out to tender. Johansen will follow-up, keeping in mind that an auditor should be appointed at the SGM to be held in early October.

Signing Authorities

The corporation's by-law stipulates that the signing authority for MAPS will be any two of the President, VP-Internal, VP-External, Treasurer, and Executive Director. The four members of the executive committee will be registered with the McMaster Credit Union as signing authorities. Johansen is in agreement that he would not be a signing authority during his appointment as acting executive director.

In-year financial reporting

June 30 marked the half-way point in the fiscal year. The University has not provided a detailed accounting of fees collected and held in trust, or disbursements made from the trust. This is disappointing in view of the importance the University placed on timely and accurate financial reporting in its review last year. Arlen and Johansen will follow-up and report back to the Board.

5. SECRETARY'S REPORT

Asset Inventory

An inventory of physical assets is in development. A copy will be retained off-site together with copies of key corporate documents (e.g. Letters Patent, the insurance policies, etc.) and back-up of electronic files. An off-site copy of such material is part of a disaster recovery and continuity of operations strategy that every organization should have in place.

Records Management

A comprehensive file plan for both electronic and paper files is in development. Minute books, contract files, and other historical files which are missing are being reconstructed.

There is a legal requirement to file information about officers and directors of the corporation with the provincial government any time there is a change. This has not been done for several years, but will be submitted to the Ministry of Government Services shortly.

A formal records retention schedule is also in development and will be presented for consideration and approval at a future Board meeting.

6. MEMBERSHIP COMMUNICATIONS

An update was provided on the status of various communications products:

- **Handbook** – Kim Pastrak has contacted campus partners and received text updates for the various sections of the handbook. Johansen will be reviewing before sending the content to Underground Media + Design for layout/print.
- **The Link** – An 8-12 page issue is in development, building on the content outline sent to the Board in the spring. Cerantola volunteered to assist with preparation of The Link.
- **Promotional Brochure** – A double-sided, folded brochure is in development to support open houses, Welcome Day, Welcome Week, etc.
- **Electronic Distribution List** – UTS must be contacted to confirm the correct data set for EDL messages being sent in the fall term. Johansen to follow-up.
- **Web Site** – Posting of documents is a work in progress and other aspects of the site are also being updated. The target is to have the site fully updated by the end of August. Johansen has web skills and will be working with Liauba.

7. MAPS REPRESENTATIVES ON UNIVERSITY & OTHER COMMITTEES

MAPS has representation on, or normally nominates a part-time student to serve on, a number of committees in the McMaster community. The Board reviewed the list and set/confirmed assignments for 2013-2014.

- Admin-Con – Andrew Smith & Executive Director
- Board of Governors (Observer) – Andrew Smith
- Senate (Observer) – Andrew Smith
- MUSC Board of Management – Jeannie An
- University Bookstore Board – Jeannie An
- Senate Committee on Student Affairs – Jackie Arlen
- Parking & Security – tbd
- Student Representative Assembly (SRA) Observer – David Moore
- Rudy Heinzl Award of Excellence Selection Committee (March 2014) – Emily Cerantola
- OUSA Steering Committee – Andrew Smith
- Valedictorian Selection Committees (1 in autumn; 9 in the spring) – to be shared amongst board members as member availability allows

There is a part-time student seat on the University Student Fees Committee chaired by the Associate Vice-President (Faculty). Sarah Sirkett served in this capacity from July 2011 to June 2013. There is a spring application process and the appointment is made by the AVP-Faculty. No information about 2013-2014 appointees has been posted on the University's web site at this point so it is possible there may still be an opportunity to recommend a candidate. Arlen volunteered to serve on the USFC. Johansen to follow-up with Dr. Searls-Giroux's office.

8. SPECIAL GENERAL MEETING OF THE MEMBERSHIP

A special general meeting must be called to approve the 2012 audited financial statements, appoint an auditor for 2013, and consider approval of proposed amendments to MAPS' by-law. Under the existing by-law, only 14 days notice is required but it would be preferable to give four weeks notice in keeping with the standard proposed for the new by-laws.

The notice of meeting, which will be issued using the electronic distribution list, will have hot links to the agenda and supporting documents (report from the Board of Directors, draft audited financial statements, and proposed by-law revisions). At this time, it is hoped to complete

consultations with the University in August and have by-law revision recommendations finalized by the board by the end of August.

It was agreed that MAPS will work toward holding a Special General Meeting on Wednesday, October 2, 2013:

- At the meeting, the members will be asked to repeal and replace the existing by-laws *en masse*.
- a “go” or “no-go” decision will need to be made six weeks in advance of the meeting date, in order to get notice and accompanying information posted at least four weeks in advance
- having an appealing speaker as a featured element of the SGM would help draw members’ interest
- a Report of the Board of Directors would be presented (and later posted on the web site) that would, subject to constraints of pending legal action, provide a plain language explanation of what happened over the last couple of years, what has been done to fix issues identified, and what MAPS hopes to do to serve students on a go-forward basis. This would provide a frank explanation of the facts that the members did not get at the last AGM.

Johansen suggested the SGM could also be an occasion to launch a new internal audit committee that would be composed primarily of members of MAPS who are not on the Board of Directors. A faculty member from the School of Business could also be included which would respond to the University’s desire for a role in financial oversight.

9. UPCOMING EVENTS

The Board noted a number of upcoming events in which MAPS should have a presence:

- Welcome Day – August 9.
- Welcome Week – September 1-8
- Student Leader Dinner(s) – Fall Term dates tbd
- CCE Graduation – Early November (the President speaks and MAPS has a role in relation to a number of awards presented at the event)

10. OTHER BUSINESS

Action:

Moore to:

- send Johansen updated board contact list
- work with University Secretary Helen Ayre to collect the administration’s comments and advice in relation to by-law revisions
- follow-up with Mary Williams to get a copy of the Wilson Hall gift agreement and the 2008 bursary gift agreement for MAPS’ contract file.

Smith to:

- lead finalization of the executive director employment agreement
- finalize and issue executive director appointment announcement email
- send the auditor a copy of the Provost’s letter of July 3 to the auditor so the notes in the 2012 audited financial statements can reflect the post-year end material change in the corporation’s liabilities
- arrange with Credit Union for addition of two signing officers

An to:

- add Johansen to the list of people with DropBox access
- arrange for a \$50 gift certificate (Campus Store or Chapters) for the presenter at the Board workshop governance

Johansen to:

- develop a work plan and forward to Smith
- set up a maps.info@gmail.com account so that a common calendar may be used to track meetings, events, vacations, etc.
- deposit refund cheque received from car insurance cancellation
- ask the University for a detailed accounting of fees collected and held in trust and disbursements from the trust
- confirm structure of Welcome Day and develop key messages
- follow-up with the Office of the AVP-Faculty about the part-time student seat on the University Student Fees Committee
- investigate options for replacement of copier
- look into establishing a MAPS account on MERX
- follow-up with the auditor to:
 - get an explanation for the cost escalation
 - get a copy of the auditor's full correspondence file with MAPS as part of the file rebuild (with emphasis on management letters)
 - confirm that all legal fees (payable to Kathleen Robichaud and Suzan Fraser) have been booked to the 2012 fiscal year as appropriate.
- work with Moore and Smith to organize the revised (after consultations with the University) proposed by-law and standing resolution revisions for detailed consideration by the Board
- the ensure that any MOA/MOU between MAPS and the University includes a schedule that lists all agreements between MAPS and McMaster

11. NEXT MEETING / ADJOURNMENT

Next meeting: Concurrent to Board workshop on governance: Saturday, August 10, 9am-3pm, in MUSC Room 224.

Motion: Moved by An, seconded by Arlen to adjourn.
Carried.

9:00 p.m.

These minutes were duly approved by the Board at its meeting on August 10, 2013.



Andrew Smith, President



David Moore, Secretary