

**McMaster Association of Part-Time Students
Board of Directors Meeting – Minutes
Saturday, August 10, 2013 at 1:30 p.m.
Room 224, MUSC, McMaster University**

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

REGRETS Alamin Berhanu, 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

- Draft Open Session Minutes – February 6, February 13, February 26, March 5, March 19, April 9, April 23, April 30, May 21, June 11, and July 24, 2013
- Proposed amendment to Standing Resolution #3
- Course Outline – SOC SCI 2BR3E: Board and Staff Responsibilities
- Executive Director's Report, 8 August 2013
- Draft Management Letter for inclusion with the 2012 Audited Financial Statements (v 4a)
- Pass Around Motion concerning chair purchase
- Awards Dinner information note, 10 August 2013
- Draft Electronic File Plan, 10 August 2013

1. ADOPTION OF THE AGENDA

Office Computer Renewal was added under Other Business.

Motion: Moved by Arlen, seconded by An to approve the agenda as amended.
Carried.

2. ADOPTION OF MINUTES

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.

Motion: Moved by An, seconded by Cerantola to adopt the minutes of the open session meetings of February 6, February 13, February 26, March 5, March 19, April 9, April 23, April 30, May 21, June 11, and July 24, 2013, as presented.
Carried.

In 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 (a copy is appended to the master copy of the minutes).

The draft was amended to read: “Minutes will be taken for ~~of~~ closed session board of directors meetings and, ~~of~~ closed session general meetings, but they will not be publicly posted.”

Motion: Moved by Arlen, seconded by Cerantola to adopt the proposed revisions to Standing Resolution #3 as amended.
Carried.

The Board noted that by-law revisions should address explicit provision for the production, retention, and restricted access of closed session minutes.

3. REVIEW OF DRAFT 2013 AGM MINUTES

Minutes of a general meeting of the membership are formally approved 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 and recommended by the Board.

Motion: Moved by Smith, seconded by Arlen to recommend the draft 2013 AGM minutes to the membership for adoption and to post the minutes on the MAPS web site.
Carried.

4. EXECUTIVE DIRECTOR’S REPORT

Johansen presented his written report (copy appended to the master copy of the minutes).

- The information assistants are pleased by the increase in information being shared with them by the ED [and by extension, by the Board].
- The fall term work schedule for Kim Pastrak and Sarah Sirkett will be finalized in late August. They will get first pick of shifts and if additional information assistants are required to fill out the schedule they will be hired in September.
- MAPS’ visual identity has been refreshed, with use of colour in the logo and a type face that is easier to read. The University’s official colours have been matched for maroon and grey.
- Johansen will send the “default convention” information for business cards to the Board and it will be up to members to send him changes.
- Moore and Cerantola have volunteered to lead revival of The Link.
- Open Houses in September to be in the 2nd and 3rd week. The evening event will be a wine & cheese.
- Board members were asked to post their academic schedules in the MAPS Google calendar
- The University will be asked for a list of classes with the higher concentrations of part-time students in them. Moore commented that he may be able to assist as he got such lists from the Registrar’s Office during the 1996 MAPS referendum on the student centre capital fee.

5. PRESIDENT’S REPORT

Meeting with the MSU (August 8)

Smith advised that he, Johansen and Moore met with MSU president David Campbell, MSU vice-president (finance) Jeffrey Doucet, and MSU general manager John McGowan on August 8. The meeting was convened at the MSU’s request and involved an exchange of views in relation to a number of subjects of common interest. MAPS will be following up with an informal summary of the discussion (not minutes) that will be shared with the MAPS Board.

Governance Session

Smith thanked An for arranging the 3.5 hour governance session for the board held immediately prior to today's meeting. The session was very informative. It was delivered by Glenn Harkness, the executive director of the Boys and Girls Clubs of Hamilton. He teaches SOC SCI 2BR3E – "Board and Staff Responsibilities" for McMaster-Mohawk's Certificate in Leadership and Management in the Not-For-Profit Sector (a copy of the course outline is appended to the master copy of the minutes).

Half-Point Mark in the Year

Smith commented that it has been just over six months since the Board took office. He thanked all members for their contribution and continuing patience with what has been an often difficult and frustrating experience dealing with the situation inherited from the former board.

Closed Session

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

RETURN TO OPEN SESSION

6. TREASURER'S REPORT

Arlen, Johansen and Moore will review the draft audited financial statements when they are received from the auditor next week. They will prepare a cover memo for the board that draws attention to key elements.

Arlen advised that once the audit is finalized and the adjusting entries made for 2013, the in-house on-line bookkeeping will be brought up to date. Johansen commented that this will enable the generation of financial statements at any time. At a minimum, a year-to-date will be circulated to the Board monthly.

The president, treasurer, and both vice-presidents have been registered at the credit union as signing authorities on the account. Under MAPS' by-law, two signatures are required on any cheque or other instrument to bind the corporation.

A pass around motion was circulated following the last board meeting to seek board approval of an amended motion authorizing purchase of office chairs. A copy is appended to the master copy of the minutes.

Motion: Moved by Arlen, seconded by Cerantola to confirm the amended motion to purchase office chairs, increasing the maximum expenditure for two chairs to \$500 (taxes included).
Carried.

In public statements and private conversation, University officials have expressed concern about transparency and accountability in financial reporting. Arlen noted with concern that more than seven months of the 2013 fiscal year have passed and the University has not provided us with an accounting of fees collected and disbursements made from funds held in trust.

Action: Johansen was directed to follow-up with Financial Services.

7. SECRETARY'S REPORT

Moore advised that:

- He has written to Mary Williams, McMaster University's vice-president (university advancement) and requested copies of all gift agreements between MAPS and McMaster.
- An asset inventory is in progress. It will be reconciled with the capital asset depreciation schedule maintained by the auditor.
- An electronic file plan has been developed in consultation with the executive director and the information assistants. A draft will be appended to the minutes of this meeting.
- He has contacted University Secretary Helen Ayre and offered to meet with her to discuss the proposed by-law revisions.

Secure Storage

Johansen commented that MAPS does not currently have secure storage for confidential documents (e.g. human resources, legal, contracts, etc.). Protection from fire is also a consideration. These are elements of a continuity of operations and disaster recovery plan that should be in place for any organization. Following some discussion, it was agreed that Johansen would investigate cost-effective options and report back to the Board.

2013 Awards Dinner

The Board discussed options for staging an awards dinner in 2013-2014. A background note on the event, including the awards presented and typical invitation list, is appended to the official copy of the minutes.

Following some discussion, the Board came to consensus on the following:

- Proceed with venue confirmation and catering arrangements for an awards dinner in late November or the first week of December. Seek CIBC Hall as the preferred venue.
- Consult the Provost's Office and confirm that all associated expenses may be paid from the funds held in trust by the University (which should not be a problem given that this would be the 28th such MAPS Awards Dinner).
- Not include former MAPS Board or former staff on the invitation list (e.g. making the event also a 35th anniversary celebration). The Board felt that while this had been done for the 20th, 25th, and 30th anniversaries, the circumstances of the last few years would make it more appropriate this year to concentrate the celebration on the achievements of MAPS' members.
- Moore and Kim Pastrak to lead organization, keeping Johansen in the loop and reporting back to the Board as costs firm up.

Posting of Unapproved Board of Directors Minutes (2008-2012)

The Board has agreed to post Board minutes (since 2005) on MAPS' web site. Moore advised that there are only unapproved draft minutes for meetings in January 2008 and from November 2009 to December 2012.

Motion: Moved by An, seconded by Smith that unapproved Board minutes from January 2008 and November 2009 to December 2012 be posted on the MAPS web site with an "Unapproved – for information purposes only" watermark and a caveat that the former Boards did not approve minutes for those meetings.

Carried.

8. OTHER BUSINESS

2013 CCE Graduation Ceremony

CCE has written to MAPS regarding the graduation ceremony to take place in October-November 2013. It was noted that the \$5,000 payment made earlier this year was in relation to the 2012 ceremony. Johansen is on the planning committee and will follow-up with CCE to get an invoice for MAPS financial contribution the 2013 event.

In addition to the \$5,000 contribution toward event staging costs, other MAPS expenses related to the event include the \$150 for each of the Award of Excellence recipients (10-15), and cost of the Instructor Award and the Centennial Award for CCE. The Board agreed that all these expenses should be paid from the funds held in trust by the University.

Office Computer Renewal

The computers in the office are 4-5 years old and their book value has been fully depreciated. Some are sluggish and freezing periodically. The Board agreed that a multi-year capital renewal plan for MAPS in general should be added to the executive director's "to do" list, but that there was also a more urgent need for systems renewal to support students and the information assistants.

It was agreed that the computer used for bookkeeping does not need immediate renewal. Similarly, unless a performance problem develops with the executive director's laptop, it can probably wait until next year. The new computers for student use will have a minimum of "i5" processors and a solid state hard drive.

Johansen will consult Smith and Liauba on the final specifications for the computers. A minimum of three quotes will be sought, one of which is to be from the Campus Store. They will ensure that all software on office computers is legally licensed. In addition, consideration will be given to putting a larger hard drive into one of the computers to support future networking of the office's computers.

Motion: Moved by Cerantola, seconded by An to authorize the expenditure of up to \$4,500 (tax included) for purchase of new computers for the three student stations and the information assistant station, and fully licensed updated software for all office computers.

Carried.

9. SUMMARY OF FOLLOW-UP ACTION

Action: Moore to:

- Ensure by-law revisions address explicit provision for the production, retention, and restricted access of closed session minutes
- Prepare PDFs of approved/recommended minutes for posting on the web site
- Work with Johansen and the info assistants to complete the asset inventory
- Circulate the current draft of the proposed electronic file plan to the board of directors with the draft minutes of this meeting

Johansen to:

- Send the Board a Doodle Poll to determine the date/time of a Board meeting in the week of August 26
- Send the Board a template and draft information for inclusion on business cards. Board members must advise Johansen if there are any changes to be made to the draft text (e.g. preferred style of name, inclusion of credentials, choice of phone and email). The default for Board members will be name as on the board contact list, no credentials, MAPS phone, and MAPS gmail.
- Seek a full accounting from the University (Financial Services) for MAPS fees collected and disbursements made from fees held in trust
- Deliver fee cheques to OUSA
- Consult Smith and Liauba, then proceed with office computer renewal
- Provide Moore with a suggested template for the asset inventory
- Develop secure storage options for consideration by the Board
- Consult Arlen and Moore in the development of a cover memo to the Board to accompany the draft audited financial statements for the year ended 4/30/12
- Request an invoice from CCE for the \$5,000 MAPS contribution to the 2013 CCE Graduation Ceremony (and confirm other logistics related to funding and participation by MAPS personnel at the event)

11. NEXT MEETING / ADJOURNMENT

The Board agreed in principle to having its next meeting in the week of August 26, and monthly meetings for the balance of the fall term. Johansen will post a Doodle Poll with options for the August meeting date.

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

5:00 p.m.

These minutes were duly approved by the Board at its meeting on August 26, 2013.



Andrew Smith, President



David Moore, Secretary