

**McMaster Association of Part-Time Students
Board of Directors Meeting – Minutes
Thursday, October 3, 2013 at 7:30 p.m.
Room 224, MUSC, McMaster University**

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

REGRETS Alamin Berhanu, John Liauba

STAFF Kyle Johansen (acting executive director)

CONSTITUTION OF THE MEETING

The corporate secretary certified that notice had been issued in accordance with the by-law. A quorum being present, the chair called the meeting to order.

ATTACHMENTS TO THE OFFICIAL COPY OF THE MINUTES

- Draft Open Session Minutes, 26 August 2013
- Resignation from Michelle Macfarlane, 18 September 2013
- Proposed Proxy Administration and Form
- Material sent to Provost for comment
 - Panel Review Summary of Comments
 - Proposed By-laws for the Corporation
 - Proposed Board Policies
 - Proposed Memorandum of Understanding (draft 4)
- MAPS-MSU Membership Agreements, 1986 & 2007
- MAPS-MSU Meeting Summary, 8 August 2013
- Executive Director's Remarks at SRA meeting, 20 September 2013
- Fee Analysis
- News Release: "McMaster Student Union votes to declare 27 year-old agreement null and void," 30 September 2013
- Email from MSU President David Campbell, 1 October 2013
 - MSU draft of a new MAPS-MSU Membership Agreement
- Student Government-Administration Consultation Committee Terms of Reference, 2006
- Expenditure Authorization – Legal Review
- Expenditure Authorization – Bookkeeping Services
- MAPS-MSU Membership Transferability Report for 2012-2013, 7 September 2013

1. ADOPTION OF THE AGENDA

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

2. ADOPTION OF MINUTES

Motion: Moved by Cerantola, seconded by Smith to adopt the open session minutes of the meeting of August 26, 2013, as presented.
Carried.

3. RESIGNATION FROM THE BOARD

Smith advised that Michelle Macfarlane resigned from the Board in an email on September 18 (copy appended to the official copy of the minutes). Her service will be acknowledged in the report presented to the membership at the SGM.

Motion: Moved by Arlen, seconded by Cerantola to accept Michelle Macfarlane's resignation, with regret, effective September 18, 2013.
Carried.

4. EXECUTIVE DIRECTOR'S REPORT

Johansen presented a verbal report:

Open Houses – September 25 and October 3

The open houses were successful, with about 40 attendees including a significant number of CCE students.

Special General Meeting

The SGM has been called for Tuesday, October 22. The date was chosen to provide additional time to finalize proposed revisions to MAPS' by-laws.

An email announcing the date of the SGM was sent to the membership on September 9. Notice of the SGM, call for nominations for interim appointments to the Board of Directors, and the audited financial statements were published in *The Silhouette* issue of September 26. The cost of the three full-pages was about \$3,000 (to be paid from the trust). A copy of the three-pages of paid MAPS space in *The Silhouette* has been posted in MAPS bulletin board.

A Report of the Board of Directors to be presented at the SGM, and posted on the MAPS web site, is in development. Johansen has received updated membership lists from the Registrar (as of October 3).

The notice of meeting included a preliminary agenda. No members have contacted the MAPS Office to inquire about the agenda or additional items that might be placed on it. The finalized agenda will be posted on Tuesday, October 8 (2 weeks before the SGM) together with full supporting documentation:

- SGM Agenda
- AGM Open Session Minutes – February 5, 2013
- Report of the Board of Directors
- 2012 Audited Financial Statements (and cover letter from the President)
- Proposed MAPS By-laws (for membership approval)

The Board delegated to the Executive Director to determine what refreshments may be provided at the meeting (also dependent on Library policy for the room in which the meeting will be held).

Proxy Process and Form

The Board referred to the memo from Johansen (dated September 24) and draft proxy form (copy appended to the master copy of the minutes).

Motion: Moved by Cerantola, seconded by An to approve the form and process for general meeting proxies as presented.
Carried.

McMaster Community Review Panel – Summary of Comments

The Board referred to the MCRP Summary of Comments (copy appended to the master copy of the minutes). In summary, the panel acknowledged the work MAPS has done to address the issues identified by the University review (2012), but suggested there had been a degree of understandable over-reaction and that some of the by-law and policy provisions were too prescriptive.

Some panel members qualified their comments noting that they may not fully appreciate all of the terrain. As an example, the Provost issued a very detailed list of requirements that MAPS must respond to.

The Board noted that part-time students need a voice because they are different than full-time undergraduate degree students. There is also a clear power imbalance in the fall-winter session between over 20,000 full-time undergrads and approximately 3,400 part-time students.

By-laws, Board Policies and MOU

The single MAPS by-law has been divided into four documents, with the objective of making things easier to find and to make the degree of change more evident. The drafts now under consideration by the Provost have benefited from legal review and the Board anticipates that the documents will now only require minor fine-tuning.

It was noted that the MSU President contacted panel members directly prior to their first meeting providing them with the same recommendations made to the Board in late June. The panel members were advised that the draft materials provided by MAPS already incorporated the MSU's feedback. Panel members made no reference to the unsolicited submission.

The Provost has been sent drafts of the by-laws, board policies, and MOU. Smith, Arlen and Johansen have a meeting scheduled with Dr. Wilkinson on October 4 to receive the Provost's comments.

Motion: Moved by An, seconded by Arlen that the Board agree:

- in principle with the draft by-laws, Board policies, and MOU as circulated;
- to delegate authority to the President and Executive Director to modify the drafts to be responsive to the Provost's suggestions where such suggestions are value-added and consistent with the direction approved by the Board;
- that final materials would be emailed to the Board as soon as possible;
- that those final materials would be "recommended by the Board to the MAPS membership for approval," provided that no objection was raised by Board members by Monday evening; and
- that final materials would be posted on the MAPS web site on Tuesday, together with the agenda and other supporting materials for the SGM.

Carried.

MAPS-MSU Membership Agreement

On Thursday, September 19, the MSU president sent Smith, Johansen and Moore an email and attached a copy of a notice of motion package Campbell had circulated to the SRA (copy attached to the master copy of the minutes). At the SRA meeting on September 29, the motion ("that MSU Inc consider the 1986 MSU-MAPS Agreement null and void, and therefore will no longer recognize the agreement effective September 29, 2013") was approved by a vote of 26 in favour with 3 abstentions.

Campbell wrote that the MSU took the step because MAPS declined to voluntarily amend the 1986 agreement (which requires mutual consent to amend) to discontinue assessing MAPS membership fees on summer undergraduate degree students who were MSU members in the immediately preceding fall-winter academic session. Campbell also stated that the MSU acted after receiving legal advice.

The package sent to the SRA for their consideration had a number of errors in it:

- It refers to the February 1986 agreement being amended in 2005 to respond to needs of students with disabilities. An unsigned draft dated 2005 is also included. The amending agreement was actually signed in July 2007, was twice the length of the 2005 draft, and students with disabilities was only one dimension of the amending agreement.
- It refers to MAPS getting new leadership in late January. The AGM was on February 5.
- It refers to the new MAPS Board of Directors not responding to communications for three months when in fact the response was sent in seven days, which is confirmed by the emails included in the package.
- In this same email, Campbell "blacked out" the first portion of Smith's reply that explained MAPS's reasons for needing more time.

The package refers to the MAPS-MSU meeting of August 8, 2013, but does not include the meeting summary provided by MAPS (copy attached to the master copy of this meeting summary). On September 17, the MSU president wrote to the MAPS president:

Thanks for sending these minutes our way. Based on our recollection, some of the points recorded in these minutes do not fully reflect discussions held at our meeting. However, since it was an informal discussion we do not see it as necessary that we provide our edits to the document.

It is our understanding that these minutes are for internal purposes only. Please do not circulate them beyond this group as evidence of the content of our conversation.

MAPS provided the draft meeting summary for comment/revision by the MSU, as agreed on August 8, so that it could be a reference point for both organizations --- including briefing others. MAPS had never agreed to suppress the meeting summary and in the spirit of transparency will share the notes as appropriate.

The SRA motion declared the entire agreement was to be considered void, not just the dimension addressing summer students. In an email to Smith and Johansen on October 1 (copy appended to the master copy of the minutes), the MSU president has invited MAPS to enter into discussions with the MSU with a view to coming to a new MAPS-MSU membership agreement.

The MSU president has indicated, more than once, that a good working relationship between our organizations is important and should not be undermined by an occasional dispute. Unfortunately, he did not add that he intended to raise the matter of the dispute at every opportunity; nor did he communicate that the SRA would vote to abrogate the agreement if MAPS did not accede to the MSU's demands. The discrepancy between his words and acts suggests that the Board move carefully and deliberately in any dealings with the current MSU administration. If contractual agreements are to be contemplated with the MSU in the future, MAPS will need to keep in mind that the MSU may not honour them.

In the wake of the SRA's decision, owing now to an extra degree of uncertainty with respect to our funding, Smith directed an email to be sent to Nancy Gray (Director of Financial Services) putting a freeze on disbursements for gifts to the University or MUSC from the Trust. These pledges and gifts had been made assuming the existing legal contracts in force at the time. This involves the remaining portions of pledges made in relation to CCE bursaries (\$60K in each 2013 and 2014) and MUSC capital renewal (\$30K in 2013 and \$40K in 2014). The original Board motions approving the multi-year commitments were as follows:

\$505K Bursary Gift – Nov. 18, 2008 (page 5)

Moved by Marion, second by Armstrong that the MAPS Board of Directors establish the MAPS 30th Anniversary Bursaries for certificate/ diploma students as per Scenario 1. (\$60K payment remaining in each 2013 and 2014)

Carried 9-1-2

\$90K MUSC Capital Renewal Gift – Sept. 22, 2011 (page 2)

Moved by Marion, seconded by Wakeman-Ajandi that MAPS contributes a total of \$90,000 (\$20,000 in 2012, \$30,000 in 2013, and \$40,000 in 2014) to the McMaster University Student Centre Board of Management for the purposes of capital renewal to coincide with the MUSC's 10-year anniversary.

Carried 5-0-1

Photocopier Proposal

The existing photocopier will be removed by Canon. Johansen presented a proposal for a new Kyocera FS-C2526MFP Colour Multi-function printer/scanner/copier. Purchase and lease options have been explored, with the purchase option seeming to be the better value over the long-run. Final study and purchase decision will be made by Smith and Johansen.

Motion: Moved by Smith, seconded by Arlen to approve the expenditure of up to \$3,000 for purchase of a new copier and toner (tax included).

Carried.

MAPS Handbook

The 2013-2014 edition of the MAPS handbook has been available on-line since early September. A limited print run of hard copies will be ordered shortly and will reflect an update to the MAPS-MSU fee comparison chart to show costs at 3, 15, 18, and 30 units.

5. PRESIDENT'S REPORT

Smith presented a verbal report. He acknowledged the extensive work that has been done by Johansen and Moore in the preparation of new governance documentation.

Student Government-Administration Consultation Committee

Smith reported on last week's meeting of "Admin-Con" (a copy of the committee's terms of reference is attached to the master copy of the minutes). Topics of discussion included:

- **Differentiation** [program specialization] by universities and colleges in Ontario. The senior administration is concerned that a move in this direction by the Government of Ontario, which could be driven by the funding model for institutions, could have a negative impact on McMaster. Dr. Deane asked the student governments for assistance. It was noted that MAPS' acting executive director has extensive knowledge of differentiation through his former work within the Ontario health sector. MAPS will explore offering his expertise to the University.
- **HSR student bus pass** – the MSU is exploring extension of its student bus pass to include the summer months (May-August).
- **Experiential Learning and Mentoring**

Nominating Committee

The deadline for submission of nominations for interim appointments to the Board of Directors is Sunday, October 6. It was agreed that the nominations would be reviewed by a nominating committee composed of Smith, Cerantola, Arlen, and [subject to availability] Paul Bates.

It was noted that the Board may choose to appoint some, all, or none of the people for which nominations are received. It was noted that MAPS has not previously undertaken a call for nominations to fill Board vacancies, much less publicized it so extensively.

6. TREASURER'S REPORT

Legal Review

A Board motion (supporting documentation appended to the master copy of the minutes) administered by email was read into the minutes:

Motion: Moved by Smith, seconded by An to retain Basil Alexander Professional Corporation in accordance with the retainer letter dated Sept. 6, 2013, and that the Executive Director (A) is authorized to execute the retainer agreement and to provide corresponding instructions..
Carried.

Bookkeeping Services

A Board motion (supporting documentation appended to the master copy of the minutes) administered by email was read into the minutes:

Motion: Moved by Arlen, seconded by Smith that the executive director is authorized on MAPS behalf to enter into a purchased services agreement with Account Temps for the purpose of bringing the books of account up to date as soon as possible
Carried.

A bookkeeper (Airi Cooper) was hired to load the adjusting entries and get the books brought up to date so that a year-to-date financial statement will be ready for the SGM. Options for a permanent arrangement are under consideration.

2012 Audited Financial Statements

The final audited financial statements have been signed by the president and treasurer. A cover letter to be signed by the president was developed to provide some context for the audit (copies of both documents are appended to the master copy of the minutes).

The letter of August 2, 2013, sent by the executive director to the auditor included a number of requests for documents from the auditor:

- A report from the firm identifying and explaining any significant (greater than 10%) variance in professional fees charged to MAPS by the firm between 2005 and 2012 fiscal years.
- Production of any management reports, reports to the board, or other documentation produced by the firm over the period that the firm has been MAPS' auditors, that speaks to:
 - o Operations, processes or procedures of MAPS
 - o Any opinion(s) regarding the veracity of the corporation's documentation
 - o Any suggestion or advice to management regarding MAPS – including any such requests solicited by management
 - o Disclosure of any services provided to any third person or related party to MAPS where the charge for those services was submitted to MAPS
- And more generally, any documentation that will assist management and the board in their mandate to improve financial accountability, transparency, and sustainability of MAPS

No response has been received from the auditor to these requests.

RFP for Auditor for 2013

MAPS has had the same auditor since MAPS was incorporated in 1997. In keeping with the Board's commitment to accountability, transparency, and competitive procurement, an RFP for audit services will be issued. At the SGM on October 22, the members will be asked to approve a motion delegating authority to the Board to appoint an auditor, subject to the completion of the RFP process.

2013 and 2014 Budgets

Johansen advised that with most of MAPS' assets held in trust by the University, disbursements have been subject to approval by the University on a case-by-case basis. A Balance Sheet and Operating Statement to 30 September 2013 will be presented to the SGM along with a projected Operating Statement to the end of December. Budget scenarios budget scenarios for 2014 are in development.

If the University endorses the decision of the MSU to unilaterally not honour the conditions of our legal agreement, MAPS revenue would be reduced by nearly half. Modeling based on 2010, 2011, and 2012 fees appended to the master copy of the minutes.

Information Assistants

MAPS currently employs two part-time information assistants. A third part-time information assistant will be hired to ensure appropriate coverage in the office during regular MAPS hours. Johansen is developing a proposal for an enhanced position that would be a member service team lead and possibly also have other additional responsibilities. An will be the Board lead for reviewing draft proposals.

7. SECRETARY'S REPORT

Membership Transferability Report for 2012-2013

The Board referred to the report on MAPS-MSU Membership Transferability (copy appended to the master copy of the minutes). Under the terms of the 2007 transfer agreement with the MSU, a statistical report is to be provided annually to the MAPS Board of Directors and to the Student Representative Assembly. The Office of the Registrar is re-confirming the data for 2012-2013 which it believes to over-state the correct number of transfers.

When the transfer agreement was under negotiation (2005-2007), the MSU was concerned that it could lead to a large migration of membership from MSU to MAPS. In fact, as predicted by MAPS at the time, there has been a small net gain in members by the MSU.

Awards – Call for Nominations

Earlier this year, the Board struck an Awards Committee composed of Cerantola (chair), Berhanu, and Smith. The executive director and corporate secretary will be observers and provide logistical support.

The nomination deadline for Centennial Awards and the Instructor Award is Sunday, October 6. The Board agreed to extend these deadlines to October 15, to allow additional time and align with the nomination deadline for the Martin W. John's Award. Cerantola volunteered to draft text for an email to the membership and sent it to Johansen to send to the membership.

Prior to 2008 there was a longstanding unwritten convention that board members and paid staff were not eligible for MAPS awards. From 2008 to 2012, the following MAPS awards were presented to staff and members of the executive committee:

- Executive Director Sam Minniti was one of three people who received the Martin W. Johns Award in 2008
- VP-External Candace Waterkamp received the Martin W. Johns Award in 2009
- VP-External Violet Wakeman-Ajandi received the Martin W. Johns Award in 2011
- Treasurer Elaine Marion received a Centennial Award in 2008
- Executive Councillor Ian Walker received a Centennial Award in 2010 (he resigned from the Board following month)

Bestowal of these awards contributed to a negative perception of the former Board.

Motion: Moved by Cerantola, seconded by An to amend the terms of reference of MAPS awards to explicitly exclude individuals from award eligibility while they are either paid staff or serving on the Board of Directors.
Carried.

Awards Presentation Event

Options for format and cost of an event to celebrate achievement by MAPS members are being reviewed. Former MAPS executive director Jackie Osterman and staff from Student Financial Aid and Scholarships will be consulted.

CCE Graduation

Moore reported that earlier this week he received an email from CCE claiming that MAPS agreed in 2010 to fund four Social Service Awards (\$150 each) once an existing fund has been exhausted. CCE is now asking that MAPS begin covering the award.

This commitment was not on the detailed list of MAPS funding commitments sent by CCE on August 7. The Board agreed that Moore should point this out to CCE and ask for documentation to confirm the MAPS commitment and the terms of reference of the award.

MAPS' existing funding commitment to the CCE Graduation Ceremony is:

- o Ceremony (\$5,000)
- o Awards of Excellence (\$150 x 17 = \$2,550)
- o Centennial Award (\$500 + engraved plaque = approx. \$600)
- o Instructor Award (\$50 gift certificate from Campus Store)

All Board members encouraged to attend the event. Smith and Johansen will be part of the platform party. Smith will bring greetings on behalf of MAPS. Both Smith and Johansen will be presenting awards.

8. CLOSED SESSION

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

RETURN TO OPEN SESSION

9. OTHER BUSINESS

An advised that the MUSC Board of Management is scheduled to meet next week.

10. SUMMARY OF FOLLOW-UP ACTION

Action: The Nominating Committee to review the nominations for interim appointments to the Board.

Moore to:

- Follow-up with CCE re the new graduation ceremony funding request.

Johansen to:

- Send an email to the MAPS membership announcing extension of the awards nomination/application deadline to October 15.
- Ensure that all SGM materials are posted on the MAPS web site by end of day on Tuesday, October 8.
- Proceed with acquisition of a new copier/scanner.
- Proceed with development and posting of an RFP for audit services.
- Proceed with production of hard copy handbooks.

Upcoming Milestones

- **October 6** --- Deadline for nominations to fill three vacancies on the Board of Directors.
- **Week of October 7** --- Nominating Committee reviews nominations and presents recommendation(s) to the Board of Directors.
- **October 8** --- All material related to the SGM posted on the MAPS web site and Facebook page.
- **October 15** --- Deadline for nominations for MAPS awards.
- **October 22** --- Special General Meeting. To be followed by a Board of Directors meeting.
- **October 24** --- McMaster University Board of Governors meeting.
- **November 7** --- CCE Graduation Ceremony (co-sponsored by MAPS).
- **Late November/Early December** --- MAPS Awards presentation event.

11. NEXT MEETING / ADJOURNMENT

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

9:30 p.m.

These minutes were duly approved by the Board at its meeting on October 22, 2013.



Andrew Smith, President



David Moore, Secretary