

**McMaster Association of Part-Time Students
Special General Meeting – Minutes
Tuesday, October 22, 2013 at 5:30 p.m.
Room L113, Mills Memorial Library, McMaster University**

PRESENT Andrew Smith (Chair), Jeannie An, Alamin Berhanu, Emily Cerantola, Elke Hube, Jeff Huber, Ksenija Jasumovich, Erick Merlos, Diana Parker, Paul Taylor, Edale Vergalito, Jasprit Virk, Karen Wilkinson

BY PROXY Ian Anderson, Jacqueline Arlen, Marco Desjardins, Marijana Govorcic, John Liauba, Andre Noel, Lana Richards, Victoria Rozman, Aaron Rusk

OTHERS Anqi Shen (*The Silhouette*), Mike Talon

STAFF Kyle Johansen (acting executive director), David Moore (corporate secretary), Sarah Sirkett (information assistant)

CONSTITUTION OF THE MEETING

The corporate secretary certified that notice had been duly served and that a quorum [10 members, at least five of whom must be present in person) was present. A total of 11 members were present in person and a further 9 members were represented by duly authorized proxies. Two further members arrived after the meeting was called to order.

Andrew Smith, the president of MAPS, called the meeting to order and introduced members of the Board of Directors, the acting executive director, and the corporate secretary.

ATTACHMENTS TO THE OFFICIAL COPY OF THE MINUTES

- Agenda
- Open Session Minutes of the 2013 Annual General Meeting (Tuesday, February 5, 2013)
- Report of the Board of Directors
- 2012 Audited Financial Statements and cover letter from the MAPS president
- Operating Statement for the nine months ended September 30, 2013
- Balance Sheet as at September 30, 2013
- Proposed new by-laws for the corporation
- Plain language summary of the proposed by-laws
- Addendum to the proposed new by-laws (refinements suggested by Helen Ayre, University Secretary)

1. APPROVAL OF THE AGENDA

Motion: Moved by Diana Parker, seconded by Karen Wilkinson, to adopt the agenda as presented.

Carried.

2. APPROVAL OF THE MINUTES

Motion: Moved by Jeff Huber, seconded by Jeannie An, to adopt the open session minutes of the 2013 Annual General Meeting as presented.

Carried.

The chair explained that adoption of the minutes from the closed session portion of the AGM should be done in closed session, but that with the consent of the members present guests in attendance could be invited to remain.

Motion: Moved by Emily Cerantola, seconded by Jeff Huber, to move into closed session and to invite non-members present to remain.
Carried.

RETURN TO REGULAR SESSION.

3. BOARD OF DIRECTORS REPORT

Smith presented the Board of Directors report (copy appended to the master copy of the minutes). Victoria Rozman and Michelle Macfarlane, who were elected to the Board at the AGM in February but subsequently resigned, were thanked for their service.

Smith reviewed recent MAPS history that led to the resignation of the Board of Directors leading up to the last Annual General Meeting (February 5, 2013) where the remaining three directors resigned. An entirely new Board was elected at that time and has spent the last eight months:

- responding to the University's requirements for organizational reform;
- maintaining the MAPS office for its members;
- dealing with litigation from the former executive director; and
- relationships with other McMaster and Provincial student associations/

The Board brought in two experienced professionals to support the work to meet Board goals:

- David Moore (a long-time MAPS Board member and two-term President) to serve as corporate secretary
- Kyle Johansen (a well-seasoned public policy professional with specific skills matched to MAPS's requirements) as acting executive director

Smith informed the members that MAPS is pleased that governance and financial information which had been removed from the MAPS web site in recent years has been restored and augmented. The Association's by-laws, general meeting minutes, Board of Directors minutes, Board of Directors Reports to the membership, audited financial statements, and recent news releases are now posted.

MAPS' membership fees have been held in trust by the University since May 2012. Disbursements from those funds have been approved by the Provost to maintain the Association's operations (office, staff, bursaries, etc.). In June of 2013, the University's Board of Governors confirmed a decision by the senior administration to temporarily suspend collection of MAPS' membership fee, effective September 2013, pending implementation of organizational reforms. If the by-laws being presented for approval at this meeting are adopted, the University's list of requirements will be substantially complete and it is anticipated that the fee collection would resume in the near future.

In response to an inquiry from Erick Melos, it was explained that MAPS holds its corporate accounts at the McMaster Credit Union in Westdale.

Concern about transparency and accountability by student groups that receive revenue through compulsory ancillary fees has promoted the University to review its six year old policy on financial reporting by student societies. Currently 18 student groups (MAPS, MSU, Graduate Students Association, and a number of academic societies in the various Faculties) receive the proceeds of compulsory ancillary fees.

Earlier this month, the University circulated a new draft policy to student groups and invited comment. The new policy will strengthen audit and reporting requirements and introduce a new degree of responsibility on student groups that transfer funds to other groups (e.g. MSU or Faculty Society clubs) to ensure that the funds are spent on the intended purpose. It is the Board's belief that our new governance and financial controls exceed those required by the University.

Smith further advised that the early months of the Board's term was devoted to fact-finding and assessing the situation inherited from the former Board. During this period, MAPS extricated itself from the lease for the vehicle the former Board had acquired.

The Board has amended the terms of reference of all MAPS award to exclude members of the Board of Directors and paid staff of the Association from eligibility for MAPS awards. This was a longstanding unwritten convention prior to 2008, but from 2008 to 2011 several Board members or paid staff received awards. This contributed to the negative perception of the former Board.

4. AUDITED FINANCIAL STATEMENTS FOR 2012

In the absence of MAPS Treasurer Jackie Arlen (who was travelling abroad), acting executive director Kyle Johansen noted that the audited financial statements for the year ended December 31, 2013, had been published in the September 26, 2013, issue of *The Silhouette*, posted on the MAPS page on Facebook, and posted on the MAPS web site. The statements were approved by the Board of Directors on August 26, 2013, and have been provided to the membership for information.

5. APPOINTMENT OF THE CORPORATION'S AUDITOR FOR 2013

The chair noted that at the last annual general meeting, the auditors were not appointed because the 2012 audited financial statements had not been completed. The Board of Directors has decided to tender the contract for auditor through a new and transparent competitive bidding process (MERX). The tender documents were released on October 16 and the competition closes on October 28.

Given that the bid process has yet to be completed, the chair invited a motion to grant authority to the Board to appoint an auditor.

Motion: Moved by Karen Wilkinson, seconded by Alamin Berhanu that the appointment of the Corporation's auditor for 2013 be delegated to the Board of Directors, subject to the outcome of the Request for Proposals process currently underway.

6. BY-LAWS OF THE CORPORATION

The Board of Directors has recommended repeal of the existing MAPS By-law and replacing it with four substantially re-written by-laws. The new by-laws have been designed to make elements are written in a clear English manner and far easier to search. Other major changes include:

- Quorum for general meetings has been increased from ten (at least five of which must be in-person) to three percent of the MAPS membership. If quorum is not achieved, the new by-laws provide for referenda as an alternate means to secure approval of the membership for Association business.
- The membership once again has exclusive authority to approve requests to the University to change compulsory ancillary fees collected by McMaster on MAPS' behalf

- Term limits have been introduced for members of the Board (maximum of 4 consecutive terms) and shorter term limits for service in executive officer positions (from maximum of 5 consecutive terms to a maximum of 2 consecutive terms).
- More detailed description of officer responsibilities have been stipulated.
- A requirement for a formal membership engagement exercise to inform strategic and operational planning has been added.
- Proxies have been eliminated from meetings at the committee level but have been maintained for General Meetings. The provincial *Not for Profit Corporations Act, 2010*, which may be proclaimed into force in 2014, will require proxies for membership meetings --- or an alternative. Kyle Johansen commented that referenda should satisfy the legislated requirement and added that student governments that have introduced electronic voting have experienced higher voter participation rates.

These by-law changes also respond to the University's requirements to ensure the membership has greater control in the decision making process and make the organization's policy-making more transparent.

For the past several months, the Board, the corporate secretary and the acting executive director have worked to develop these new by-laws. Drafts were:

- reviewed by an external panel of individuals representing the university community;
- submitted in draft to the Provost and Vice-President (academic) and Dean of Students in draft for their comment; and
- reviewed by the University Secretary.

In response to inquiries about the administration of referenda, it was explained that MAPS has not conducted referenda for several years, but when they were employed they were by paper ballots conducted by return postage-paid mail. The intention is to move to electronic balloting where a third party would be contracted to administer a reliable, secure, and independently managed electoral process. Members would be sent an email that includes a link to a secure web site, a unique identifier, and a password so that they may cast their vote in elections and/or referenda. There are a number of private sector vendors that provide this service.

Motion: Moved by Karen Wilkinson, seconded by Diana Parker to repeal By-Law No. 1 and replace it with By-Laws No. 1-4, as presented.

Last week, University Secretary Helen Ayre was asked by the Dean of Students to undertake a second review of MAPS' proposed by-laws, based on the version posted with the notice of meeting. She has noted several places in which capitalization or other minor corrections should be made. A copy of those recommendations was handed out with as an addendum to the meeting package. Diana Parker noted that the amendment to By-law #1, Section 15, should be corrected to read "meetings" (plural): The notice provisions for both general and special meetings ~~is~~ are described in section 14."

Motion: Moved by Jeff Huber, seconded by Alamin Berhanu to amend the motion to include revisions set out in the addendum.
Carried 22-0-0.

The main motion then read:

Motion: Moved by Karen Wilkinson, seconded by Diana Parker to repeal By-Law No. 1 and replace it with By-Laws No. 1-4, as amended.
Carried 22-0-0.

7. APPROVAL OF CLOSED SESSION MINUTES

Motion: Moved by Jeannie An, seconded by Jeff Huber, to move into closed session and to invite non-members present to remain.
Carried.

RETURN TO REGULAR SESSION.

8. OTHER BUSINESS

Jeannie An asked members present how they became aware of the SGM. Most referred to the emails sent to the membership.

A member suggested that MAPS press the University for greater variety in courses offered at night. For students who work during the business day, this is a matter of accessibility.

Andrew Smith, on behalf of the Board of Directors, thanked everyone for attending the meeting.

9. ADJOURNMENT

There being no further business, the chair declared the meeting adjourned.

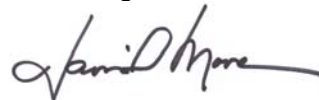
The meeting adjourned at 7:00 p.m.

Summary of Proxy Designations				
Member	Approval of AGM Minutes	Delegate auditor appointment	Board authority to set auditor remuneration	Repeal By-law 1 and replace with By-laws 1-4 as amended
Ian Anderson	<i>Abstain</i>	Yes	Yes	Yes
Jacqueline Arlen	Yes	Yes	Yes	Yes
Marco Desjardins	Yes	Yes	Yes	Yes
Marijana Govorcic	Yes	Yes	Yes	Yes
John Liauba	Yes	Yes	Yes	Yes
Andre Noel	Yes	Yes	Yes	Yes
Lana Richards	Yes	Yes	Yes	Yes
Victoria Rozman	Yes	Yes	Yes	Yes
Aaron Rusk	Yes	Yes	Yes	Yes

These minutes were duly approved at the general meeting held on March 25, 2014.



Jacqueline Arlen, President



David Moore, Secretary