



BOARD OF DIRECTORS' MEETING PACKAGE
Association of Part-time Undergraduate Students of the University of Toronto (APUS)

April 1, 2016
APUS North Borden Office

March 27, 2016

Board of Directors' Meeting #7

Dear Directors of the Board,

The following package includes all the relevant documents in anticipation of the next APUS Board of Directors' Meeting to be held on **April 1, 2016 at 4 pm** in the APUS Board Room, at the North Borden Building.

Included in this package:

- I. Agenda
- II. Minutes Package

Please feel free to forward any question or concerns via email to me directly.

Sincerely,

Maina Rambali
President
Association of Part-Time Undergraduate Students of the University of Toronto (APUS)
Local 97 of the Canadian Federation of Students
president@apus.ca

Sandhu clarifies an individual can hold two spots but can only have one vote, and must go through APUS process to get elected, provided these changes pass.

Froom states that ex-officio rights are also changing so that those who are ex-officio can have rights equal to but not more than general members, with exception to notice for meetings. She states that they can no longer be in-camera and cannot vote, they are only able to observe in the same manner as any other APUS member and have notice for meetings. She states only those who are duly elected through APUS board and assembly process can be a part of the affairs of APUS.

Rambali states that this clarifies the language in the bylaws as current by clarifying rights and eligibility for ex-officio directors as non-voting.

Ebifegha states that last year there were concerns about conflicts of interest that remain.

Sandhu states that is a good concern, but regardless of changes there are provisions in the bylaws that address conflict of interest. She states there is a process for removal of directors or officers for reasons of conflict of interest or failing to meet their fiduciary responsibilities.

Rambali states current bylaws have a process for dealing with conflicts of interest.

Gawronski enters the meeting at 4:48 pm.

Froom states could bring amendments to bylaws to address Ebifegha's concerns in the Assembly meeting.

Kashyap states that the proposed change is in conflict with a ruling from previous chair.

Ebifegha states that we had this provision in the bylaws to preclude Governing Council representatives to run and we are now proposing to change the bylaw amendments. She states we should not be making changes every few months going back and forth.

Pyne states that he echoes Sandhu's statement about conflict of interest. He states there is reference to the past interpretations which can be discussed. He states that there are two pieces here - eligibility for elections but removing automatic voting rights. He states that currently, by the way this bylaw is structured, someone who is not elected through APUS has a voting right on our board. He states that we should not exclude those who get involved in other organizations from running for APUS so this change would allow them to participate. He states that in our bylaws we already have a mechanism to hold directors and officers to account. He states that we should adopt these to include more students, and if there are those who are ex-officios from Governing Council, they can go through APUS elections to get elected.

Vote carries.

Abstentions from Kashyap and B. Murray.

6. Executive Reports

MOTION

Moved: Rambali

Seconded: Pyne

Be it resolved that the Executive Reports be approved as presented.

- a. *President*
- b. *Vice-President Internal*
- c. *Vice-President Events & Outreach*

- d. *Vice-President Equity*
- e. *Vice-President External*

DISCUSSION

Froom exits at 5:00 pm.

Kashyap states that we are having a Mature Students Banquet and that everyone should attend. She states that the ROBAM conference is fast approaching and if anyone is interested in volunteering they can contact her or SBA.

Pyne states that we usually do all the report presentations and ask for questions or comments.

Kashyap states that there is a Racialized and Indigenous Summit being hosted by CFS if anyone is interested in attending.

Rambali states she has not received any applications from the Board and is looking to see any statements of interest.

Ebifegha states that there was huge announcement yesterday concerning free education for low-income families. She states this is the result of the hard work of students and CFS through lobbying and demonstrations. She states that there was circulation of an opportunity to participate in Provincial lobby week. She states that we should discuss having a day of action to celebrate the victory or highlight things that need to be addressed.

Vote carries.

Kashyap and B. Murray exit at 5:08 pm.

S. Murray states that we are having a Family Activity night during March Break at the Varsity Centre and hosting another de-stress event.

Sandhu states that in regards to the education announcement we need to be vigilant around implementation and what happens to tuition fee framework because we do not know what will happen to tuition fees could be de-regulated.

Rambali states this new grant was created from folding over other grants and reiterate tuition fee framework point.

S. Murray states we need to put together a summary of changes and use that to educate our members and respond to media requests.

Pyne states that he had a meeting with our UTMSU designate about a forum for part-time students. He states that this forum could address access to funding, UTMSU and APUS services.

Sandhu states we need to do outreach for class representatives and to recruit as many as possible. She states that she would like to see more outreach from board members to help recruit students. She states that the class rep mail out went out, APUS elections are coming and only class representatives are eligible.

Ebifegha states the announcement is grounds for outreach and she wants to do outreach on Monday.

Rambali states that it would be good to have flyers and ravecards to distribute with

what is coming up.

7. Adjournment

Moved: Rambali Seconded: S. Murray

Vote carries.

The meeting adjourned at 5:19 pm.

b. Executive Committee Meeting – March 3, 2016

In attendance: Susan Murray, Maina Rambali, Mala Kashyap, Margaret Ebifegha, Richie Pyne
Staff: Danielle Sandhu

1. Call to order

The meeting was called to order at 3:35 pm.

2. Approval of Agenda

MOTION Moved: Rambali Seconded: Kashyap

Be it resolved that the meeting agenda be approved.

Vote carries.

3. Annual General Meeting

Sandhu provides an overview of the AGM meeting logistics and arrangements, including food, registration, equipment set-up, proxy process, ASL interpretation and live captioning. She further provides an overview of all bylaw requirements pertaining to the AGM.

Pyne exits at 4:00 pm.

4. Assembly Meeting

Murray asks about eligibility for the elections.

Rambali asks about the meeting agenda and eligibility for class representatives who become class representatives after March 4, 2016.

Murray asks for clarity around the October 2014 minutes included in the package.

Sandhu states that only those who have submitted nominations are eligible. She states that with respect to the minutes, they should have been approved in April 2015 but were omitted from the meeting package and are therefore being presented for approval now.

Murray states we should have a ballot box for the elections.

Kashyap states she is concerned about the promotion of ASL interpretation and live captioning.

5. Office Procedure and Communication

Ebifegha states that we should clarify how folks use the Sid Smith office for office hours and to clarify around office snacks and procedure for conduct.

Motion to go in camera

Moved: Rambali Seconded: Murray

The meeting went in camera at 4:37 pm.

Motion to go out of camera

Moved: Rambali Seconded: Murray

The meeting went out of camera at 4:58 pm.

Ebifegha exits at 4:58 pm.

Rambali states that there is interest in having snacks in the office including coffee, cream, fresh fruit and ground coffee.

Murray states that it would be nice to have apples, coffee and milk, and to have a budget in mind of about \$10/week.

Kashyap states that we will need to clean up and make sure the food is consumed or disposed of, and the fridge needs to be kept clean.

Rambali states we should try to keep non-perishable items.

Sandhu asks who will do the snack run and who is eligible to access the snacks, including APUS members.

The Executives resolved that the team will have a \$10 budget for snacks including oranges, apples, granola bars, and coffee and milk. The team further resolved that the Executives will pick up snacks and ensure the office is kept clean.

6. Events

Rambali states that she wants to ensure we have a good communication process and wants to have a weekly check-in of 30 minutes.

Sandhu states that communications has been challenging because executive meeting days and times have been inconsistent. She states that we need to have an idea of what is needed for each member of the team to participate, we need trust among the team members, and to be able to move forward on our projects.

Murray states she has felt slowed down in terms of events. She states that she wants everyone to have input but we need to allow people to move forward.

Rambali states that she would like to know about events ahead of time rather than learning about events through our newsletter.

Murray states that we need to address communication. She states that there are concerns about what students would like to see and she wants us to solicit feedback from students.

Kashyap states that she feels sufficiently updated. She states she wants basic involvement and knowledge of date, time, or venue for events.

Sandhu states the way forward is to ensure we have meetings where everyone can be invited, those that cannot attend have a mechanism to provide their feedback, and there is a way to keep everyone updated.

Murray suggests having a logbook.

Rambali states we will do a 30-minute call weekly and she will circulate a doodle poll for meeting time.

7. Food Bank Donation

Rambali states there are questions around the Food Bank that were raised including who has access to the UTSU Food and Clothing bank.

Sandhu states only students are eligible to have access, though family members can pick up food on their behalf, and provides clarity around how students access the UTSU Food Bank.

8. Adjournment

MOTION Moved: Murray Seconded: Kashyap

Vote carries.

The meeting adjourned at 6:00 pm.

c. Executive Committee Meeting – March 17, 2016

In attendance: Susan Murray, Margaret Ebifegha, Mala Kashyap, Maina Rambali, Richie Pyne
Staff: Danielle Sandhu

1. Call to order

The meeting was called to order at 4:53 pm.

2. Response to the Office Vice-Provost Students

Motion to go in camera

Moved: Rambali Seconded: Ebifegha

The meeting went in camera at 4:54 pm.

Motion to go out of camera

Moved: Rambali Seconded: Ebifegha

The meeting went out of camera at 5:55 pm.

3. Adjournment

MOTION Moved: Murray Seconded: Kashyap

Vote carries.

The meeting adjourned at 5:56 pm.

d. Bylaw Review Committee Meeting - March 11, 2016

In attendance: Susan Froom, Maina Rambali, Richie Pyne, Susan Murray
Regrets: Riley McCullough
Staff: Danielle Sandhu

1. Call to order

The meeting was called to order at 6:25 pm.

2. Amendment Package served by Susan Froom

The Chair states that we will review the proposals in the Amendment Package served by Susan Froom.

a) MOTION Moved: Froom Seconded: Murray

Be it resolved that all references to “Erindale College” and “Scarborough College” be amended to read the “University of Toronto Mississauga Campus” and “University of Toronto Scarborough Campus”.

DISCUSSION

Froom states that the legal names of the campuses have changed and our bylaws should be changed to reflect that.

Vote carries.

b) MOTION Moved: Froom Seconded: Murray

Be it resolved that references to “Canada Corporations Act” in Article 1.01 be amended to read “Ontario Corporations Act”.

DISCUSSION

Vote carries.

c) MOTION Moved: Froom Seconded: Pyne

Be it resolved that the following sentence be struck from Article 11.07: “Provided that such by-law, amendment or repeal shall not be enforced or acted upon until receipt of approval thereof from the Minister of Consumer and Corporate Affairs”.

DISCUSSION

Froom states she likes the Pyne proposal on this section better since we do not need bylaws received by Ministry for them to come into effect. She wholeheartedly supports the amendment as there is no requirement under law.

Murray states she is concerned about the Assembly reference, feels it should be the Board that approves bylaws.

Froom states the rest of bylaw 11.07 is consistent with the current process throughout and Board approval is also required.

Vote carries.

d) MOTION Moved: Froom Seconded: Rambali

Be it resolved that all references to “Vice-President” in Article 4.03 be amended to read “designate from the Executive Committee”.

DISCUSSION

Froom states that the motivation is to incorporate the new positions in the Executive Committee that were adopted in April 2015.

Rambali states that we should approve it in principle, and make the changes to each part as it is.

Sandhu states the roles of President and Secretary appear in corporations’ law and serve a particular function. She states we must preserve clarity around new roles and changes, for example that the Vice-President Internal incorporates the Secretary responsibilities, Human Resource and Chief Finance Officer responsibilities. She states that any changes made here must be consistent with executive roles.

Froom provides an overview of the changes. She states that she mapped out new roles overtop of the old roles.

Sandhu suggests going side by side with Pyne and Froom proposal.

Pyne states that we should review each item/article and go by what Froom has proposed, and then refer to Article 8 for comparison.

Froom states she is bringing the article into accord with Article 8.05, which states that the Vice-President External performs all duties of the President in the absence of the President.

Sandhu states this refers to role of Speaker not President responsibilities as outlined in 8.03. She states that the Vice-President External replaces responsibilities of the President as articulated in 8.03. She states the designate could be Vice-President External, but keeping it as a designate allows it to be open without creating a hierarchy amongst the Vice-President roles.

Rambali states it should be a designate from the Executive Committee, and we should have Vice-President Internal replace Secretary. She states it would be good to have flexibility given the nature of all of the APUS meetings.

Murray states she agrees.

Pyne states he agrees.

Vote carries.

e) MOTION Moved: Froom Seconded: Rambali

Be it resolved that all references to “Secretary” in Article 4.03 be amended to read “Vice-President Internal”.

DISCUSSION

Froom states there is a typo in Richie Pyne package but they purport to do the same thing - replace Secretary with Vice-President Internal.

Vote carries.

f) MOTION Moved: Froom Seconded: Rambali

Be it resolved that all references to “Secretary” be amended to read “Vice-President Internal” in Article 5.05.

Vote carries.

g) MOTION Moved: Pyne Seconded: Froom

Be it resolved that all references to “Secretary” in Article 5.08 be amended to read “Vice-President Internal”. Be it further resolved that “and to the auditors” be struck from Article 5.08. Be it further resolved that “ordinary mail” be struck from Article 5.08 and replaced with “email”.

DISCUSSION

Rambali asks why we need to strike reference to the auditors.

Pyne states we do not need to invite them for Board meetings, and this article does not affect the Annual General Meeting.

Vote carries.

h) MOTION Moved: Pyne Seconded: Froom

Be it resolved that all references to “Vice-President” be amended to read “designate of Executive Committee”, and all references to “Secretary” be amended to read “Vice-President Internal” in Article 5.13.

Vote carries.

i) MOTION Moved: Pyne Seconded: Froom

Be it resolved that all references to “Vice-President” be amended to read “designate of Executive Committee”, and all references to “Secretary” be amended to read “Vice-President Internal” in Article 6.20.

Vote carries.

j) MOTION Moved: Pyne Seconded: Froom

Be it resolved that all references to “Vice-President” be amended to read “designate of Executive Committee” in Article 9.02.

Vote carries.

k) MOTION Moved: Pyne Seconded: Froom

Be it resolved that all references to “Secretary” be amended to read “Vice-President Internal” in Article 12.01.

DISCUSSION

Froom states Richie Pyne package and Susan Froom Amendment package language is same minus strikeout language, which she purports to leave for consider another day.

Sandhu states that she understands the concern Froom is raising, but that the one sentence that is struck out as currently written does not make any sense as written. She states that it is a circular sentence that says nothing and is therefore proposed to be struck.

Froom suggests we deal with the Vice-President Internal matter and deal with the strikeout change another day.

Murray states that she agrees with eliminating confusing language, and making an amendment.

Pyne states we will deal with position and refer the remainder to the next Bylaw Review Committee meeting.

Vote carries.

l) MOTION TO REFER Moved: Froom Seconded: Murray

Be it resolved that amendments to Article 13.10 for consideration be tabled to the next Bylaw Review Committee meeting.

DISCUSSION

Froom states if we look at current bylaws, they say that for the execution of instruments, including signing contracts that bind the corporation, any of the President or Vice-Presidents, or Executive Director, can do that on behalf of the Corporation. She states this does not address banking, wherein we have three signing officers. She states she translated the list with the new titles of executive positions. She states that the Richie Pyne package speaks to signing officers at the bank, which are the President, Vice-President Internal and Executive Director.

Sandhu states legally either can be valid and that it’s the preference of the Committee members. She states that it can be tricky to have more than three (3) signing officers for instruments. She states she does not want to create hierarchy amongst the Officers, but it needs to be clear internally and externally who is given the authority to bind the organization. She shares an example of event planning. She states that for example when it came to the APUS Spring Banquet, for the purpose of the Hart House booking, our Events and Outreach Coordinator is the event contact, but the Events and Outreach Coordinator does not have the authority to bind the corporation on the venue contract. She states it needs to be clear not

only to those internal to the Corporation but also external to the Corporation who is able to bind the organization. She states that in her capacity as Executive Director with authority to bind APUS, she was needed to sign off on the venue contract.

Rambali hears points from Froom and Sandhu. She states that there are multiple paragraphs in the one section. She suggests having all five Executives and the Executive Director in there, and having one dominant signing authority.

Murray states that she is not comfortable with the language in the section. She states that it refers to the Board and then in other areas the Executive. She states that there are multiple items in this paragraph under finances. She suggests that Board and Executive could have signing authority for separate items. She states that she would like to see more boundaries around who has authority.

Pyne states that he agrees with Murray, maybe have Executive Committee framed rather than Board. He states that in his role at a campus club, only he as President and the Financial Officer have authority to sign off on finances. He states that he does not want to have too many people with financial authority.

Vote carries.

3. Adjournment

MOTION TO ADJOURN

Moved: Rambali

Seconded: Murray

Vote carries.

The meeting adjourned at 7:58 pm.