



**BOARD OF DIRECTORS'
MEETING MINUTES**

**Association of Part-time Undergraduate Students of the University of
Toronto (APUS)**

April 29, 2022

Virtual over Zoom

Meeting #8

MINUTES From Board meeting #8 - April 29, 2022

Attendance: Jennifer Coggon, Andrew Kesik Dianne Acuna, Susan Froom, Shanti Dhore, Annie Antonenko, Jaime Kearns

Speaker: Nadia Kanani

I. AGENDA

1. Call to Order

This meeting is called to order at 5:47

2. Introductions and Access Needs

Everyone introduces themselves, confirms their preferred pronouns, and any access needs they have to participate in the meeting

3. Land Acknowledgement

The Land Acknowledgment is read by Kanani

4. Approval of Agenda

A motion to amend the agenda

Motion to remove Items; 5, Approval of minutes , 6 Business arising from minutes, and 8 consideration of the revised operating budget. These items were not circulated to the board in advance of the meeting and so consideration of these items should be deferred to the Board meeting #2

Moved: Kearns Seconded: Acuna

Motion Carries

5. Approval of Minutes

REMOVED from agenda deferred to board meeting #2

6. Business Arising from the Minutes

REMOVED from AGENDA deferred to board meeting #2

7. Ad Hoc By-Law Committee Recommendations

The following APUS By-Laws amendments are recommended for approval by the Ad Hoc committee

MOTION Moved: Acuna Seconded: Kearns

Be it resolved that:

Recommendation #1

Be it resolved that Bylaw V, Board of Directors, Article 5.06, Quorum be amended to read:

Quorum

A quorum for meetings of the Directors shall be 50 per cent of the elected Directors then holding office or five elected Directors whichever is the greater.

If a quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such time and place as may be appointed by the Speaker. Notice shall be given to all Directors of such adjourned meeting, such notice shall specify the purpose for which the meeting was originally called. At such adjourned meeting, the Directors present may transact the business for which the meeting was originally called and there shall be no quorum requirement for the purposes of properly constituting such adjourned meeting as a meeting of the Board.

Motion carries

Recommendation #2

Be it resolved that Bylaw XII Financial Matters, Article 12.04 Preliminary Budget be amended to read:

Preliminary Budget

The Finance Committee shall present a proposed Preliminary Budget for the fiscal year to the Directors for their consideration no later than August 15 in each year.

And

Be it further resolved that Bylaw XII Financial Matters, Article 12.05 Operating Budget be amended to read:

Operating Budget

The Finance Committee shall present a proposed Operating Budget to the Directors for their consideration no later than February 20 of each year. The Operating Budget shall provide revised estimates of income and expenditures to reflect the financial position of the Corporation for the current fiscal year.

Motion carries

Recommendation #3

Be it Resolved that Bylaw IV, MEMBERS, Section 4.10, Proxies be amended to read:

4.10 Proxies

Every member entitled to vote at a meeting of members may by means of a proxy appoint another member, as his nominee to attend and act at such meeting in a manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing executed by the member or his attorney authorized in writing and shall conform with the requirements of the Act. The proxy shall cease to be valid after the expiration of either:

- i. fourteen (14) days from the date on which it is executed in writing;
- or
- ii. at the end of day on which the meeting is originally scheduled;

whichever comes first.

The proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or before such earlier time, not exceeding 48 hours (excluding non-business days) preceding the meeting as the Board may fix by resolution. No member may carry more than one (1) proxy.

Motion carries

Recommendation #4

Be it resolved that Bylaw V, DIRECTORS, Article 5.22, Conflict of Interest and Interest of be amended to read:

Conflict of Interest and Interest of Directors in Contracts

Subject to the provisions of the Act it shall be the duty of every Director of the Corporation who has, directly or indirectly, any material interest in any material contract or transaction to which the Corporation or a subsidiary thereof is or is to be a party, other than a contract for remuneration as a Director, or Officer, to disclose their interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Board of Directors, and any Director so disclosing their interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which they have disclosed their interest.

Notwithstanding 5.02, no person in the employ of APUS shall serve as a Director while they are employed by the Corporation, and, subject to the occurrence of Force Majeure, no person serving as a Director of the Corporation shall be in the employ of APUS while they are serving as a Director.

No member of the board of directors or agent of any organization receiving membership fees collected under Section 3.03 may serve as a Director or Officer of the Corporation

Motion Carries

8. APUS Revised Operating Budget 2021-2022

REMOVED from Agenda deferred to board meeting #2

9. Executive Reports (to be done orally)

The Executive committee gave their final reports and thanked the board for its service

10. Adjournment