



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

**April 14, 2023
5:30pm-7:30pm**

**Location: Virtual Meeting via Zoom
Meeting #7**

APUS Board of Directors				
Board Meeting #7				
Friday April 14, 2023 5:30-7:30pm				
		PRESENT	ABSENT	REGRETS
Board of Directors - Voting Members				
Executive Members				
President	Jaime Kearns	X		
VP Equity	Dianne Acuna	X		
VP Events & Outreach	Jennifer Coggon	X		
VP External	Shanti Dhoré	X		
VP Internal	Adam El-Masri			X
Board Members				
	Annie Antonenko	X		
	Susan Froom	X		
	Andrew Kesik	X		
	Richie Pyne		X	
	VACANT			
	VACANT			
	VACANT			
Non-Voting:				
Executive Director	Michelle Pettis	X		
Board Resources:				
Speaker	Nadia Kanani			
Minute Taker	Michelle Pettis			
External Attendances of Note (if applicable)				
Additional Resource-Persons:	N/A			
Invited Guests/Media/Presenters:	N/A			

I. AGENDA

1. Call to Order

Meeting called to order 5:40pm.

2. Roll Call

Introduction and Access Needs

3. Land Acknowledgement

4. Approval of Agenda

MOTION Moved: Froom Seconded: Kearns

Be it resolved that the meeting agenda be adopted as presented.

MOTION CARRIES

5. Approval of Minutes

MOTION Moved: Kearns Seconded: Acuna

Be it resolved to table the Board Meeting minutes of June 3 2022 to the next scheduled Board Meeting agenda.

MOTION CARRIES

6. Approval of Minutes

MOTION Moved:Coggon Seconded: Kearns

Be it resolved minutes of March 24 2023 be approved as presented.

MOTION CARRIES

7.1 Bylaw Amendments re: 5.09

MOTION Moved: Coggon Seconded: Kearns

Whereas the APUS Bylaw 5.04 Election of the Board of Directors states:

“(a) The election of Directors shall be held at the Annual General Meeting held during the Winter Term, excepting force majeure, as noted in 4.03;”

Whereas the APUS Bylaw 5.05 Term of Office states:

“5.05 Term of Office

“The term of office of the Directors shall be from May 1st to April 30th, excepting force majeure, as noted in 4.03.”

Whereas APUS Bylaw 5.09 states

“5.09 Vacancy

“Any vacancy of an elected Director on the Board of Directors shall be filled by election at the next General Meeting of the Members of the Corporation. No such vacancy created by the removal of an elected Director in accordance with Section 5.08 shall be made until such removal shall have become final and binding.”

Whereas vacancies of an elected Director during their term of office can be created by a Board Member resigning or by their removal

Whereas it is not clear that the clause in 5.09, “any vacancy of an elected Director on the Board of Directors,” applies to an unfilled position or vacancy that existed before the AGM and that persists or is created after the AGM Board elections, when all previous Board positions are nullified and the new Directors are elected for the following year

Whereas there is a distinction between a Director who vacates their elected position during their term and a seat for the new Board during the mandated AGM election process that yields no elected candidate.

Whereas the clause “shall be filled” makes it imperative that all Board vacancies be filled.

Whereas there is no ability to guarantee that all Board positions will be filled at each AGM.

Whereas the Board often cannot fill all of its vacated or unelected seats despite concerted efforts year over year before each General Meeting.

Whereas, by the wording of 5.09, the inability to fill each vacated [or, on a broad interpretation, an unelected] Board position at each General Meeting puts the organization in violation of its bylaws, despite its best efforts to comply

Whereas such an imperative does not speak to the realities and ongoing struggle of tri-campus part-time student outreach and engagement, and of the Board’s capacities.

Be it Resolved That

the phrase “shall be filled” in Bylaw 5.09 Vacancy be changed to “may be filled”

Be It Further Resolved That

the term “vacancy” be clarified with the following phrase in the Bylaw :

1.01 Definitions:

s) “Vacancy” refers to the vacant seat of an elected Director during their term of office that is created by a Board Member either resigning or by their removal

BIFRT

the clauses following this insertion be renumbered accordingly.

MOTION TO AMEND

Moved: Froom

Seconded: Coggon

Motion to divide the BIRT, BIFRT, and BIFRT as three separate motions.

MOTION CARRIES

MOTION TO AMEND

Moved: Froom

Seconded: Kearns

Motion to reorder motions to discuss in order of: definition of vacancy, may versus shall, and remuneration accordingly.

MOTION CARRIES

MOTION TO AMEND

Moved: Froom

Seconded: Kearns

Amend to read, “s) “Vacancy refers to the vacant seat of an elected Director during their term of office that is created by a Board Member either resigning or by their removal or by the seat not having been filled at the Annual General Meeting.”

MOTION CARRIES

MOTION TO AMEND

Moved: Froom

Seconded: Kearns

Motion to group motions on: definition of vacancy and may versus shall as one motion accordingly.

MOTION CARRIES

MOTION AS AMENDED reads:

Be it resolved that the phrase “shall be filled” in Bylaw 5.09 Vacancy be changed to “may be filled.”

BIFRT

“s) “Vacancy refers to the vacant seat of an elected Director during their term of office that is created by a Board Member either resigning or by their removal or by the seat not having been filled at the Annual General Meeting.”

MOTION AS AMENDED CARRIES

MOTION: BIFRT

the clauses following this insertion be renumbered accordingly.

MOTION CARRIES

Break.

Resumes at 7:14pm.

7.2 Bylaw Amendments re: 5.06

MOTION Moved: Coggon Seconded: Kearns

Whereas APUS Bylaw 5.06 Quorum states: “A quorum for meetings of the Directors shall be 50 per cent of the elected Directors then holding office (excluding ex-officio members) or five elected Directors whichever is the greater.”

Whereas APUS previously deleted the position “ex-officio” from its bylaws for mandatory meetings of its Board of Directors

Whereas the phrase “excluding ex-officio members” in the bylaws is stated at Bylaw 6.03 “President: (iii) be an ex-officio member with a vote on all standing and special committees of the Corporation, or designate another Director to represent the President at such committees,”

Whereas Board subcommittees or standing committees have variable numbers of Directors who have the capacity to volunteer and thus where the quorum requirement at 5.06 would not necessarily apply

Be it resolved that the phrase “(excluding ex-officio members)” be struck from Bylaw 5.06 Quorum

MOTION CARRIES

8. Executive Updates

Verbal updates

President, Jaime Kearns
Bargaining Committee.

Governing Council still seeking part-time students, continue to outreach.
Suggestion to have end-of-term Board social. Email Kearns suggestions.

VP External, Shanti Dhoré

Served on UTMSU Elections Appeals Committee, 2 appeals served.

Meetings of the CFS Ontario Executive Committee.

Non-APUS: sat on English department external review committee, great experience.

VP Equity, Dianne Acuna

Final Hart House Board of Stewards meeting.

Fun experience to see different forms of governance and process.

Hart House focus on access and outreach at 3 campuses.

Completing donation mail-out to Greater Toronto Health Coalition today.

VP Events & Outreach, Jennifer Coggon

Sourcing tools via Charity Village.

Attended Academic Advocacy Week events.

Tabled for Academic Advocacy Week Campaign Zap, alongside CFS.

Good experience to be alongside CFS.

Don't Invoice Our Illness survey still live.

April 3 attended library committee.

April 10 ASSU Exam Jam. Interactive tabling and strategies worth repeating.

Working on up-coming APUS Exam de-stressors events x2.

VP Internal, Adam El-Masri

Absent with regrets. No report submitted at this time.

Executives Question Period

Froom gives updates on Arts & Science appeals policy updates since last Board meeting.

9. Adjournment

MOTION

Moved: Froom

Seconded: Coggon

Be it resolved that the Board of Directors meeting be adjourned at 8:07pm.

MOTION CARRIES