

Board of Directors

Tuesday, 2014-11-11 at 5:30PM

Imprint Office

Chair	Gabrielle Grant
Secretary	Elizabeth McFaul
Expected Attendees	Gabrielle Grant, Elizabeth McFaul, Jesse McGinnis, Jeremy Gilchrist , Michelle Sterba, Cathy Bolger, Aliya Kanani, Laurie Tigert-Dumas
Excused Absences	
Expected Guests	Megan and Juil

Meeting called to order 5:45PM.

Open Session

Preliminaries

Approval of the Agenda (Secretary McFaul)

Motion: Resolved, the Board approves the agenda for this meeting.

- **Moved by McGinnis, seconded by Sterba.**
- **Motion passes unanimously.**

Approval of the Minutes (Secretary McFaul)

Motion: Resolved, the Board tables the approval of the October 28th minutes until our November 25th meeting.

- **Moved by McGinnis, seconded by Sterba.**
- **Motion passes unanimously.**

Staff Reports & Updates

Reports

1. Advertising Manager

- Panago Pizza Ad still running November 28th, and we will have pizza on Tuesday for Board (and any volunteers who are around).

2. Promotions Committee

- Laurie still working on some monthly promotion ideas.

3. PnP Committee

- Changes for capital expenditures and staff lunch.
- Adjustments for the fee policy for the future.
- Would like to address Policy 3's wordiness. Would the Editor-in-Chief be able to take this on, or identify necessary/unnecessary sections?

- Upcoming tasks: simplifying email and computer access policies
- Bolger: Policies that are being approved needs to go out to

4. CUP Committee

- Bake sales, sponsorship letters
- Gilchrist: great that they will be below budget; need to continue fundraising because in general, we don't always have the budget
- Ramona: questions about the budget in terms of number of attendees and whether or not to attend the full conference
- Ramona: Imprint swag; decision is probably T-shirts due to the quality of the hoodies in the past
- McFaul: are attendees purchasing their own T-shirts?
- Gilchrist: better to have attendees purchase the items to take ownership; if its a more expensive item, have imprint subsidize the cost
- Kanani: we have two students in Ottawa on coop; would like to purchase one-day passes for these two individuals
 - General consensus from the board

General Orders

Google for Non-Profits

- Decisions/actions:
 - Find a list of current accounts and their usage.
 - Address access issues.
 - Discuss plan for creating google accounts.
 - Discuss roll-out plan.

Bolger: Applying for Google for Non-Profits account took her personal account; did not confirm it; will need to address it after the meeting.

McGinnis: unless there are major technical issues, we should be able to roll it out in the new year.

Spare Backup Tapes (Staff Liaison McGinnis)

Motion: Resolved, the Board approves \$214 for computer backup tapes and cleaning cartridges.

- **Moved by McGinnis, seconded by McFaul.**
- **Motion passes unanimously.**

Strategic Plan Update (Staff Liaison McGinnis)

Motion:

Whereas, the Board of Directors has elected to draft a Long-Range Plan for Imprint Publications; and

Whereas, this involves a significant shift in corporate governance and priorities; and

Whereas, our by-laws have not gone through a refresh or update in any recent amount of time; now, therefore be it

Resolved, the Secretary and Staff Liaison be tasked with investigating and updating our by-laws to reflect the introduction of a Strategic Plan, and any and all associated changes; and, be it further

Resolved, the Policies and Procedures Committee will be consulted in the progress of this work.

- **Moved by McGinnis, seconded by Gilchrist.**

- McGinnis: Main reason to do this is to include where the strategic plan; by-laws are poorly formatted; there will be discussions with stakeholders about specific sections that are outdated
- Bolger: will look into a word version to by-laws
- Bolger: What is the timeline for approval? Lawyer, then General Meeting, and then back to lawyer?
- McFaul: It would go to a lawyer before the General Meeting; reduces the scope of changes by a General Meeting that may not be possible, and reduces the number of changes in general
- Bolger: concerns about the timeline and budget restraints; rewrites will involve seeking out our lawyer, which is expensive
- McFaul: have resources that we can use from past by-laws revisions, but the focus is mostly on formatting and some small section changes.
- **Motion passes unanimously.**

Strategic Plan Update (Staff Liaison McGinnis)

Motion: Limit discussion to 15 minutes for the Strategic Plan Update.

- **Moved by McGinnis, seconded by McFaul.**
- **Motion passes unanimously.**

Discussion to be provided in a separate document.

Marketing Intern (General Manager Bolger)

- Discussion surrounding hiring a marketing co-op from Conestoga College and potential tasks for this individual.

McGinnis: worst thing would be to have the coop have a poor experience; bad from a reputational perspective

Bolger: we aren't very far;

Kanani: should do some preparation before we commit to this sort of coop?

Grant: general consensus

McFaul:

Bolger: put it on next agenda, have everyone bring back feedback

Imprint Fee (President Grant)

Motion: Resolved, the Board of Directors approves the Imprint fee at \$4.30 for the 2015-2016 year.

- **Moved by Grant, seconded by McFaul.**
- Gilchrist: we need to be fair; there will likely be opposition; as long as we speak honestly to our volunteers and the public, then we should be able to have it passed
- McFaul: The policy allows for us to set any amount, but it doesn't take effect until the General Meeting. It hasn't been increased in some time.
- Gilchrist: In 2004, it was \$4.10.
- Kanani: There is definitely a need for an increase, but would recommend that we stay under WPIRG, especially given that it will be an increase.
- McGinnis: If we are increasing we should go to a balanced budget.

Amendment to fill the blank with \$4.30.

- **Moved by Grant, seconded by Gilchrist.**
- **Amendment passes.**

Motion passes 3-0-1.

- **Noted Abstention: Jeremy Gilchrist**

New Policy: Staff Appreciation Events (PnP Committee)

Motion: Resolved, the Board strikes all of Policy 3, Section 3.4, letter (f) and replace it with "f) be eligible to attend a staff appreciation event"; and, be it further

Resolved, the Board approves a new Policy 18 as attached.

- **Moved by McFaul, seconded by McGinnis.**
- McGinnis: The scope of the changes are that we shortened it significantly, removed details around picking a location, exact procedure for rescinding an invitation; most of the power now falls to the Volunteer Coordinator and the Editor-in-Chief, with the Board able to override as needed
- McFaul: We decided to split it out into its own policy due to length, and to make Policy 3 more manageable.
- Questions from the board about the definition of volunteer staff. Board decided to take suggestion of McGinnis to add the word "current" to volunteer staff, with the intention to define current volunteer staff later.
- [See attachment.](#)

After an interpretation of the Policies and Procedures, it was determined that policy changes need notice to volunteer staff. McGinnis proposed the following amendment:

Resolved, the Board provides notice for the following policy changes:

Resolved, the Board strikes all of Policy 3, Section 3.4, Letter (f) and replace it with "f) be eligible to attend a staff appreciation event"; and, be it further

Resolved, the Board approves a new Policy 18 as attached.

- **Moved by McFaul, seconded by McGinnis.**
- **Motion passes unanimously.**

Policy 11: Capital Expenditures (PnP Committee)

Motion: Resolved, the Board provides notice for the following policy changes:

Resolved, the Board approves the new Policy 11 as attached.

- **Moved by McGinnis, seconded by Sterba.**
 - McGinnis: reorganized into major and minor purchases; removed the communication requirements for major purchases. Would like a discussion on increasing major purchases to \$500.
 - [See attachment.](#)
 - Board consented to increasing major purchases to \$500.
 - Bolger: Current consultation for purchases is extreme, and rarely followed. Is it necessary?
 - McFaul: We removed some of the requirement, so now it can be done with a simple email, and the limit has been increased; thinks it is good to have in the policy for really larger purchases.
- **Motion passes unanimously.**

Policy 12: Imprint Fee (PnP Committee)

Motion: Resolved, the Board provides notice for the following policy changes:

Resolved, the Board approves the new Policy 12 as attached.

- **Moved by McGinnis, seconded by McFaul.**
 - McFaul: Shortened significantly; the major change is the added text about increases by inflation.
 - McGinnis: Also provided for the case where the fee does not get voted on, since it was unclear.

- [See attachment.](#)
- **Motion passes 3-0-1.**
 - **Noted Abstention: Jeremy Gilchrist**

New Business

Treasurer Signing Authority

Gilchrist: When we met with our financial advisor, they noted that it was unusual for the Treasurer not to have signing authority. Would like to address this.

McFaul: It's likely historical; some groups do not give their Treasurer signing authority to make it harder to steal money from the organization

Bolger: Does not understand the need for the extra signing authority; concerned about the ability for the two student board members to write cheques on their own

McFaul: If it will make people more comfortable, we can add that a full-time staff must be one of the signatories.

Motion: Resolved, the Board grants the Treasurer signing authority; and, be it further Resolved, a full-time staff member must be one of the signatories.

- **Moved by McGinnis, seconded by Gilchrist.**
- **Motion passes unanimously.**

Closed Session

General Orders

Entering Closed Session (President Grant)

Motion: Resolved, the Board moves into Camera.

- **Moved by Grant, seconded by McGinnis.**
- **Motion passes unanimously.**

Motion: Recess to the call of the chair.

- **Moved by Gilchrist, seconded by Sterba.**
- **Motion passes.**

The chair called to resume the meeting after approximately 10 minutes. The meeting was called to order at 7:32PM.

Approval of the Minutes (Secretary McFaul)

Motion: Resolved, the Board tables the approval of the October 28th's confidential session minutes until our November 25th meeting.

- **Moved by McFaul, seconded by McGinnis.**
- **Motion passes unanimously.**

New Closed Session Business

Motion:

Whereas, the Board of Directors has elected to begin restructuring of the staff structure of Imprint Publications to match long-term planning; and

Whereas, this restructure provides that the office of the General Manager to no longer be

necessary; now, therefore be it

Resolved, Catherine Bolger be let go effective this November 27, 2014; and, be it further

Resolved, authority of the final severance package, the process of removal, and all other matters relating to this motion be designated jointly to the President, Treasurer, and Staff Liaison, in consultation with the remainder of the Board of Directors when possible.

- **Moved by McGinnis, seconded by McFaul.**
 - McGinnis: Recommends to fill the blank with November 27, 2014.
 - There is consensus from the Board for November 27, and the blank is filled with that date.
- **Motion passes unanimously.**

Motion: Stay in confidential session.

- **Moved by Sterba, seconded by Gilchrist.**
- **Motion fails.**

Meeting adjourns 8:26PM.