



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

Following are the agenda and meeting minutes from the July meeting of The Carillon Newspaper Inc.'s Board of Directors.

On Behalf of the Board (Chair)

Executive Director (Business Manager)

Date



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

Date/Time: Tuesday, July 25 at 6:30 p.m.

Present: Hammad Ali, Thomas Czinkota, Holly Funk, Mikayla Tallon, Diya Patel, Harnisha Bhatt, Sunpreet Sidhu, Tayef Ahmed,

Regards (48-hours notice): No notices received

Absent: Mishree Patel, Ghanshyam Savaliya, Rishi Thakkar

Chair: Hammad Ali

Agenda

Old business - business manager

- Have begun talks and set up meeting with a new accounting firm (Virtus). Have a meeting on the 26th. They have been given an overview of our current accounting situation and should have some points lined up to discuss. This document should reach the board before then so I will update on any new notes under new business.
- Despite CRA my business account still being limited at the current point in time, I sent off the T4 by mail at the end of June. As of now have not heard any word back from the CRA, though that might be for the better as if they had not received it I'm sure they would have inquired again as it would be past overdue by now.
- Budget has been put together using the old documents and excel sheets we have in a plain language format. Despite the old documents being incomplete in some regards we hope the new budget presented is understandable and digestible. Will discuss more in new business.

Old business - editor-in-chief

- Jacq has sent a rough estimated cost outline for a governance review and revamp, we'll chat about in detail in new business
- Sun Sidhu was issued a first verbal warning by myself and Thomas on Monday, July 24 for disregarding aspects of distribution manager position, repeatedly missing delivery times, and skipping multiple training sessions and meetings without explanation
 - Support being offered: checklist for on-campus newsstand deliveries in addition to map and photos doc, more explicit expectations for off-campus location inquiries (at least 5 personalized attempts per month, must follow-up on all requests and report on progress at management meetings to facilitate collaboration), set reminders in Slack and own calendar when meetings/training/deliveries are happening - Holly will also send reminders



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

New business - business manager

- Holly and myself began to look into the reason for the change of the title of “executive Director” to “Business Manager” in the past Carillon meeting minutes. Although the meeting minutes do not document this well, we have found through correspondence with past Carillon staff that the change was made because it was felt that “Executive Director” did not fit the responsibilities of the role, and that the responsibilities of the role should be split between the EiC and Business Manager. However, this split is not documented in any meeting minutes or reflected in any of the job descriptions of either of these positions. After investigating our membership type in accordance with our governance model we are unsure if this decision should have been made. All of our legal documentation from governance and tax filings purports that we should have an Executive Director. Given that no changes to positions were made with the change by previous staff, and all responsibilities of Executive Director are still listed under Business Manager in our documentation (i.e. the split of ED responsibilities was never formally enacted) we think that we should move to change the “Business Manager” title back to “Executive Director”.

- Will refer to Budget summary to go over, motion to approve budget.

New business - editor-in-chief

-Second issue published successfully as scheduled on July 20, included second news contribution of the volume and first printed ad – impressive start to the year

-1-on-1 work with Pall was helpful, interview articles greatly improved as did her enjoyment from and confidence in the position

-Will begin work on issue 3 mid-August so there’s a fresh issue published on the second day of courses; I’ll continue covering news editor until Mindy Gregory starts for issue 4 on September 1, and Hammad and I will continue splitting sports & health editor until a suitable applicant is found

-Member engagement plans for fall currently include tabling during welcome week (will be handing out issues 2 [ordered extra] and 3, info sheets on how to get involved, getting people signed up for pitch list emails), advertising for open editorial board meetings, and possibly a workshop event for photography and graphic design contributions – will have concrete details by August meeting

-Staff will be supporting engagement, directors also welcome to



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

-Indigenous Standards Guide project is officially underway! We've had two group meetings, have outlined the scope and approach, and are getting to work on the introduction section and list of First Nations groups whose names and languages we'll be including in the guide (Treaty 4, Treaty 6, and groups within the boundaries of what's currently called Saskatchewan); will be approaching potential community consultants in early September

-Jacq's offered a 10-week governance review plan! Let's review and discuss!

Other business

-Attempt at nominations for chairperson:

-

Minutes

-Thomas on old accountant: still radio silent and has been since May, now into pursuing Virtus group and have a meeting tomorrow (July 26) with people who specifically handle financials and accounting for non-profits; will send any important notes from meeting in Slack channel afterward

-Thomas on CRA: not having heard back likely means they've received it, likely T4s all set and we should be moving more smoothly from here

-Thomas on plain language budget: previous budgets lacked much rationale for why decisions were made, looking to change that with this format

-Thomas shared screen, showed most recent chequing account statement as well as Vol 66. General Ledger sheet and reviewed recent ad revenue, e-transfer reimbursement sent for office supplies, and charge for the canceled e-transfer not accepted by contributor

-Tayef interjects to ask about quorum for meeting, dig in constitution reveals only note is need $\frac{2}{3}$ of directors present to make changes to constitution; Tayef recommends voting to set quorum amount at 50% for all other standard board meeting business

-Thomas specific note on plain language budget: tax remittance not counted in wages for CRA last year which likely explains the expected vs actual difference; will be asking accountant tomorrow for more context about

-Tayef asked what our cash balance is right now, Thomas pulled it up and found \$153,099 in chequing account, none of it currently invested

-Asked if will be in deficit next year, Thomas estimated \$40,000

-Asked if projected for one year or more than one, Thomas said won't know



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

- much more until after accountant meeting and knowing student levy amounts
- Doesn't see enrollment changing a ton so neither student levies, also said budget for student orgs like us is fairly stable
- Sustainability concerns: having this much in account is liability for organization; also deficit would look to be 26% of the budget at current rate so need to either work strongly to mitigate so doesn't continue on or adjust spending and reduce – look at expenses and make sure we're spending wisely
- Hammad on past records: has there been a significant deficit over the last couple of years or longer?
 - Thomas: yes, has to look back but things every year except for covid year because decrease in publishing costs
 - Tayef: deficit of around 5-10% is okay, but need to take cash into account; should consider investing one year of operating funds and salaries so we have a consistent backup as levies could go down, URSU can be late with payments, enrollments can sharply drop, helps to have enough to at least close out contracts
- Tayef: are we making a one-year plan or a multi-year plan? How are we
 - Thomas: hoping by end of the year we'll start looking at improvements, spot we're in now is that that'll have to be job of future staff and directors because at the moment we're taking care of lapses and follow-through missed by past management; need to ensure the governance/ documentation survival of the publication and corporation and then focus on leveling out the budget
 - Tayef: we should be looking at least 5 years ahead; we're well on track, but should keep something like a finance committee in mind to work with auditor and accountant
- Hammad expresses concern about who counts toward quorum, EIC and Business Manager as appointed members may not count toward quorum so concerned that staff members are elected and should count toward quorum where appointed members shouldn't
 - Hammad and Tayef debate positions of elected, appointed, and ex officio directors/members, lack of clarity in constitution causing confusion over what EIC and Business Manager technically count as; Hammad argues don't need to officially be called ex officio because it's inherent to offices those positions hold so should treat as such
 - Noted that in the past EICs and Business Managers have been counted in quorum and votes, happened for at least the past 5 years



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

- Tayef recommends consulting Donna
- Meeting called to order at 7:47 by Hammad Ali
- The constitution does not have any language regarding the minimum number of directors in order to meet quorum and the meeting has 7 directors present, which makes the majority of the directors; therefore, the meeting is being continued following the Robert's Rules of Order. Quorum requirement is set to include in the constitution during the governance review.
- Tayef on governance review: Jacq gave good timeline, we can reduce some things because Tayef knows where some gaps are and where focuses should be, should ask if Carillon's really in place where need to engage membership as much as proposed (personally doesn't think so, work is to provide news); would be comfortable writing out some things to defer to Jacq so we could reduce this list, swap to bylaws and articles of amendments to pass in AGM – shouldn't have staff positions involved a ton in that end of setup; would estimate cost at \$7-8,000 once list is shaved down a bit
 - Could technically draft and do constitution himself, but the policies are where main gaps are so Jacq and team will have to take bylaws and articles into account and construct helpful policies for overarching, high-level document of bylaws
 - If board's okay, Tayef can give Jacq a phone call or email to explain more scope of the situation
 - Hammad says phone call or personal conversation has disadvantage of no record, would be useful to have some in writing

Motions

Motion: Approve the Vol. 66 (May 2023 - April 2024) budget presented.

Mover: Thomas

Secunder: Hammad

Result: Yays (Hammad, Mikayla, Tayef, Thomas, Harnisha, Holly)

Motion: Change the position title of "Business Manager" back to "Executive Director."

Mover: Thomas

Secunder: Mikayla

Result: No objections, motion passed.

Actions required



Board Meeting Minutes

Tuesday, July 25, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

- Management should look at sustainability of the budget over next 2-3 years, make sure there's a plan being worked toward that keeps the Carillon stable and leave recommendations for future staff and directors to maintain the organization while minimizing the recurring deficit
- When working with the governance review make sure to inquire about proper terminology for EIC and Business Manager as directors (appointed, elected, ex officio, etc.)
- Tayef will email Jacq with added context about the governance review, information about specific gaps that we have and where we'll most need support between bylaws/articles/policies to see about shrinking the list of potential costs/tasks
- Thomas will update the board through Slack with info from the accountant meeting after it happens on July 26
- Holly will sweep through publication documentation and ensure that "Business Manager" is changed to "Executive Director" in all places; Thomas will be responsible to do so for the corporation's documentation