



**Board Meeting Minutes**

**Friday, October 6, 2023**

Room 227 Riddell Centre, 3737 Wascana Parkway

Following are the minutes from the October meeting of the Board of Directors.

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On Behalf of the Board (Chair)

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Executive Director

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Date



## Board Meeting Minutes

Friday, October 6, 2023

Room 227 Riddell Centre, 3737 Wascana Parkway

**Date/Time:** Friday, October 6 at 7 p.m.

**Present:** Holly Funk, Thomas Czinkota, Mishree Patel, Harnisha Bhatt, Mikayla Tallon, Diya Patel, Sun Sidhu, Tayef Ahmed

**Regards (48-hours notice):** none

**Absent:** Rishi Thakkar

**Chair:** Tayef Ahmed

### Agenda

#### Old business - business manager

-Made contact with bank, and was informed Raj (who handles our account) is out of office until October 11th, after this time will be scheduling with Holly and Tayef to organize when to meet to change signing authorities.

-Made contact with Sasktel, they updated me that previous BM and contacts from URSU were listed as the authorities on the account. In order to have this changed will need to draw up a letter informing them that the contacts they have listed are out of date/incorrect, along with past minutes and ISC registry so that we can make changes for the account

-Talk about purchasing a premium account for Twitter/X. The push to do this comes from us being unable to use Instagram/Facebook to advertise our content in conjunction with the new bill passed. As such Twitter/X has become our only stream of social media advertising for the time being. Will need to pass motion on this today.

-Have discussed with Holly the current situation in the management of responsibilities in the organization between the Editor in Chief and Executive Director. Because of the nature of these responsibilities we think it best to split these between 3 roles, and have 3 separate positions for Editor in Chief, Executive Director, and Business Manager. We will outline why the responsibilities are currently split the way they are, and go over why we think this is a necessary change for the organization.

#### Old business - editor-in-chief

-Only one position vacant currently, and we have an upcoming interview on October 15 at 5 p.m. to attempt to fill the s&h editor position

-Amin will be getting *the Carillon* set up with a Bluesky account through October so we can begin building a following and sharing content through that platform

-Editorial board's verdicts on two unpublishing requests:



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- One denied as it was interview regret but of no harm to the individual or anyone else
- One accepted; rewrote a photo caption in the news section which has since been updated on the website

### **New business – business manager**

- Financials: bookkeeping and RBC statement presentation
  - Tayef and myself met with Diya, Mishree, and Harnisha on October the 1st, and Ghanshyam on October 5th to discuss section 5.0.1.0. Of our constitution. This section is in regard to directors missing more than 2 board meetings without any prior notice. We discussed proactive strategies which directors will work to employ to avoid missing any further meetings.
  - Ghanshyam decided after some deliberation that the commitments he has to his classes don't allow him to fulfill his position on the board. He advised he thinks it is in best interests for him to resign as a director, and will be forwarding the proper notices to myself and the Chair.
  - Contact attempts were made multiple times to Rishi between now and September 27th. Rishi never responded in any means to any of the contact attempts. There is no specific outline in the constitution as to what happens if a director is absent with no notice to a proactive strategy meeting, and as such we will now have to discuss Rishi's standing within the Board.
  - Met with Virtus on Sep. 29th. After discussion with them we discovered that the previous BM had not been doing a crucial part of the accounting on Quickbooks and had left our account without reconciliation between Quickbooks and the bank since May of 2022. Additionally, previous BM made no mention of this responsibility in the training transition guide left for incoming BMs, nor was it mentioned in the training I was provided. Since our previous accountant made no mention of it either, I was unaware of this duty until now.
- Virtus conveyed to us that attempting to prepare the financial statements before this account was reconciled would be a grave mistake. They provided us with two options. Either we can reconcile the quickbooks ourselves, or we can hire them to reconcile it. The reconciliation task is something that we can do, it's just long and tedious (we have begun starting on this already). The only problem with this is that if we run into any unexplainable transactions from the previous BM that are not documented, we will need to do some digging to find their source.
- If we let Virtus do it, we are likely to run into this problem as well, as they will not be able to explain the previous BMs unlabeled transactions, and would need to contact us to dig for them. We asked Virtus for a rough estimate on how much it may cost to have them reconcile this, and they said roughly \$2500.



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Our options are then to reconcile ourselves, then have Virtus do the financial statements for us. With this, we likely will not finish the financial statements until the latter half of November. Alternatively we can let Virtus do the reconciling, then the financial statements, but this still will not guarantee they are done by the end of October, and likely finish early November. This with the combined cost of the two services is likely looking to be upwards of a \$3000 invoice.

It is worth noting that although this is later than we would have liked financial statements to be completed, our previous years financial statements were not submitted until April and January.

### **New business - editor-in-chief**

-Open editorial board meetings have been a gradual success, one student showed at the second September meeting and has since consistently been contributing comics to expand the graphics section of the paper; last night they came again and brought a friend, so we're slowly expanding!

-Copy editor Emilie Wren will be taking more of a leadership role in the Indigenous Standards Guide as they needed an internship option to fulfill requirements for their JSchool program, so in addition to their copy editor role they're serving as the intern here and will be heading communications, grant applications, the editing phases, and some writing of sections

-Met with Neil Adams from CJTR earlier today (won't have context to add here until after the meeting which starts at 2:30)

-Newsstand posters (share screen to show design), will need funds to get 25 copies printed. Amin is currently looking into quotes and should have solid information for me later this month, but I can't see the printing being more than \$2,000. Would like to discuss approval for \$2,000 so that we can go ahead with printing posters once we have quotes back this month instead of waiting for the next board meeting on November 12 and only printing after then.

-Maren, lee, and myself have been discussing ways to get Carillon merch out for staff and students, and we came up with the idea to make block print designs so that staff and students can bring objects they want logos on and custom make merch so we'll save on supplies. I'd like to have at least \$250 to get block printing supplies and fabric ink; likely won't need that much, but it's a safe maximum to riff from. Thoughts?

-We need to discuss AGM planning - should we try to get one in sometime through late November (doubt enough students would show for quorum) or hop into governance



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revamps with Ivy + Dean and do an AGM after revisions are done (aim for mid-January)

-If November, here are some date suggestions:

-Monday, Nov 20 from 3-6 p.m.

-Thursday, Nov 23 from 5-8 p.m.

-Friday, Nov 24 from 2-5 p.m.

-Wednesday, Nov 29 from 2-5 p.m.

-If January, here are some date suggestions:

-Wednesday, Jan 17 from 2-5 p.m.

-Thursday, Jan 18 from 4-7 p.m.

-Tuesday, Jan 23 from 9-noon

-Tuesday, Jan 23 from 4-7 p.m.

### Other business

-In-camera session with Sun excused

### Minutes

-Meeting called to order at 7:06 p.m.

-No conflicts of interest declared by directors regarding the agenda

-Tayef directs to include minutes from past meeting in the current agenda so may be approved before jumping into business

-Tayef shares words on board meetings:

-Past meetings designed more as management/team meetings, not board

-Will be proposing changes to structure, less of an update from ED/EIC and actual agenda items will be business; business first, then updates

-We need to make our meeting minutes public, currently tricky because confidential information included

-These are professional conduct meetings, wants people present and interacting with cameras on as much as possible

-On splitting EIC/ED into EIC/ED/BM

-Tayef asked on working hours

-Thomas says full time, thinks remembers 20-30 hours

-Holly says it's just a salary for a set amount of work done, we're both full time but no requirement of hours has been outlined

-Tayef asked whether Holly makes around \$3,000 per month



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- Holly says they make less than \$2,000/month
- Tayef says fundamental problem at the Carillon is organization's longevity, have realized that we don't have a stable staff member in a leadership position, thinks we should look at a permanent role for the executive director; EIC role still open to only students as responsible for the paper, but ED should be responsible for the organization, have an actual full time staff member with a full time salary; this amount of turnover is a liability to the organization; we've done well but can't promise next people will continue that
- Tayef recommends we create the ED role as its own full time non-student role, wants to wait until after the Ivy + Dean governance restructure but thinks this change is what they will recommend as well; happy to look at financials and see whether we can afford an ED long term
- Thomas says setup of ED is problematic at the moment because not permanent, there's low accountability requirements so if someone irresponsible gets in they can undo a lot of work and leave a large mess
- Tabling the topic
- Thomas shares RBC statement from August 25, 2023-September 25, 2023
  - Noted September reimbursement to shae sackman for Adobe subscription that's being used by staff
- Thomas shares ledger for end of September and October up until this point, year-to-date total
  - Noted advertising income particularly high for this point in the year
- Conversation on Rishi's lack of responses to meetings, discussing what to do now they're still not attending and not responding
  - Tayef notes they're not present in today's meeting
  - Tayef outlines what occurred during the attendance strategy meetings, also what it means for a director to be declared "not in good standing"
    - As of now, they're not part of the board
    - Harnisha asks what's meant by them not being part of the board
    - Tayef: they're not recalled totally from the board, they missed again today without regrets expressed so they're not part of the board anymore; if they had joined today they would have still been in good standing
    - Tayef: for a director to not hold up their responsibilities means they hold the organization back; it's the job of directors to serve the board
- Discussion on whether Virtus should handle reconciling or staff



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- Mikayla says large cost for a small benefit, would be willing to help with the reconciling process as well
- Holly says it would be nice to go through and learn how to do, would also be less back and forth if we do since we'd have records right there, however there's a lot on everyone's plates so having the option to get help with this is attractive
- Tayef says receipts and reason for purchase are the main thing and we'd be able to do in-house, paying this much is expensive and Virtus will come right back to us asking for receipts. Is willing to meet with Thomas for a couple days to sort through past months and rehash, would help sort the mess in-house
- Thomas says it would be too much on his plate, he's not sure he'd be able to manage it well
- AGM + governance review
  - Thomas: thinks would be smart to do governance review before AGM
  - Tayef: would be, but currently not in compliance with non-profit standards; would recommend doing the AGM soon and then next AGM/SGM for governance overhaul

### Motions

Motion: Approve and accept the agenda.

Mover: Thomas Czinkota

Secunder: Sunpreet Sidhu

Result: Carries

Motion: Purchase a premium X account for *the Carillon*.

Mover: Mikayla Tallon

Secunder: Holly Funk

Result: Carries

Motion: Accept the resignation of Ghanshyam as director.

Mover: Tayef Ahmed

Secunder: Thomas Czinkota

Result: Carries



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Motion: Declare Rishi Thakkar as not in good standing with the Board of Directors as of October 6, 2023.

Mover: Tayef Ahmed

Secunder: Mikayla Tallon

Result: Carries

Motion: Approve Virtus group to reconcile accounting from May 2022-October 2023, authorizing up to \$3,000.

Mover: Mikayla Tallon

Secunder: Holly Funk

Result: Carries

Motion: Approve up to \$2,000 to be used for newsstand posters.

Mover: Holly Funk

Secunder: Thomas Czinkota

Result: Carries

Motion: Approve up to \$250 to get block printing supplies for merchandise initiative.

Mover: Holly Funk

Secunder: Mikayla Tallon

Result: Carries

Motion: Set a Special General Meeting on Monday, November 20 from 3-6 p.m. with up to \$500 budgeted for food and drinks.

Mover: Tayef Ahmed

Secunder: Thomas Czinkota

Result: Carries

Motion: Amend 19.0.0. in the constitution to read "15 members must be in attendance to meet quorum."

Mover: Sunpreet Sidhu

Secunder: Harnisha Bhatt

Result: Carries

Motion: Change formatting for the agenda and minutes.





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Mover: Tayef Ahmed

Secunder: Thomas Czinkota

Result: Carries

Motion: Adjourn the meeting at 8:49 p.m.

Mover: Thomas Czinkota

Secunder: Mikayla Tallon

Result: Carries

### **Actions required**

- Thomas will contact Amin to get a premium X account set up.
- Thomas will write Ghanshyam an email thanking him for his time as director.
- Tayef will inform Rishi that they're no longer in good standing, must respond within seven days with a defense to present next meeting (defense goes on website for member view); if no defense comes in, no longer a director.
- Thomas will contact Virtus to get them to begin the reconciling process.
- Holly will acquire block printing supplies for the merchandising initiative.
- Holly, Thomas, and Tayef will begin preparations for the SGM on November 20.
- Holly will revise the constitution to reflect the update to 19.0.0. and get Jaedyn to upload the revised copy to the website.