Board of Directors Meeting
Tuesday, January 14, 2014 – 5:30pm
Room 234, MUSC

AGENDA

1. Adoption of the Agenda

2. Adoption of the Open Session Minutes of December 10, 2013 (attached)

3. President’s Report

4. VP-Finance’s Report

5. Secretary’s Report
   a) Annual General Meeting
   b) Communications Materials (The Link, web site)
   c) Membership Transferability
   d) Standing Resolutions

6. Governance
   a) Appointment of CRO
   b) Dispute Resolution Committee
   c) Organizational Structure Review Committee
   d) Outstanding By-law and Policy issues

7. Closed Session:
   a) Approval of the Closed Session Minutes of December 10, 2013
   b) Legal Update
   c) Human Resources Update

8. Other Business

9. Summary of Action as follow-up to the meeting


11. Adjournment
PRESENT  Andrew Smith (chair), Jeannie An (until 6pm), Jackie Arlen, Emily Cerantola, Caroline Hill, Jeff Huber

REGRETS  Alamin Berhanu, John Liauba

STAFF  David Moore (corporate secretary)

CONSTITUTION OF THE MEETING
The corporate secretary had issued in accordance with By-law 2, Section 2 (g & h). A quorum being present, the chair called the meeting to order.

ATTACHMENTS TO THE OFFICIAL COPY OF THE MINUTES
• Agenda
• Draft Open Session Minutes, 12 November 2013
• 2007 MAPS-MSU Membership Transferability Agreement
• Email from MAPS executive director Kyle Johansen to the MSU president David Campbell re a new membership agreement, November 11, 2013

1. ADOPTION OF THE AGENDA
Motion: Moved by Arlen, seconded by Smith to approve the agenda as presented. Carried.

2. ADOPTION OF MINUTES
Motion: Moved by Huber, seconded by Cerantola to adopt the open session minutes of the meeting of November 12, 2013, as circulated. Carried.

3. EXECUTIVE DIRECTOR’S REPORT
Johansen was ill and sent regrets. Information was shared on his behalf.

Fall Convocation Dinner (Nov. 21) – Smith and Johansen attended the dinner held at the Art Gallery of Hamilton. The invitation sent to MAPS for the spring (June) and fall (November) convocation dinners had evidently been lost in the mail, but this has now been sorted this out with the President’s Office.

Convocation (Nov. 22) – Moore attended the two convocation ceremonies on as the MAPS President’s designate. The morning ceremony featured the installation of Dr. Suzanne Labarge as the 18th chancellor of the University. Dr. Labarge commented that she had not received the invitation to MAPS Awards Dinner (which had been sent to her c/o the President’s Office). She indicated that she would be happy to attend and speak next year, subject to the date being set with sufficient notice so as to plan her calendar accordingly.
Student Government- Administration Consultation Committee (Nov. 27) – MSU representatives commented on two items:

- Referenda will be held concurrent with the MSU presidential election in January to seek direction from the MSU membership on options for enhancement of the health plan and options for a new agreement with the HSR for a bus pass. The Student Union’s current three-year contract with the HSR expires on April 30, 2014.
- The MSU inquired more than once if MAPS had anything to advise in response to an email sent by the MSU President about a new MAPS-MSU membership agreement. Johansen’s reply at the Admin-Con meeting was that MAPS had no comments beyond what had been stated in the email he sent to the MSU President [copying the Provost and Dean of Students] on November 11 (copy appended to the master copy of the minutes).

MAPS Awards Dinner (Nov. 29) – MAPS successfully re-launched its award dinner (the event was cancelled in 2012-2013). Pastrak and Moore will be putting together documentation to support event planning for future years, including recommendations for process improvement both in terms of the event itself and awards nomination/selection.

Policy for Student Organizations on Financial Administration

The bulk of MAPS recommendations have been included in recent drafts. We await the penultimate draft from the University, which is to be circulated to all affected student groups for one more round of comment before the proposed policy is sent forward for approval.

OUSA Steering Committee

MAPS has not been a recent participant at the OUSA Steering Committee or the Fall General Assembly. In the past, a MAPS staff person has been the lead for these activities, but OUSA will no longer accept this and it is a significant time commitment. Student governments representing full-time students typically have full-time student executive officers who can devote the time (3 or more business days a month) to OUSA meetings.

The MAPS president is currently the MAPS appointee on the steering committee. Options for a different appointee will be discussed at the next MAPS Board meeting.

Standing Resolutions

At various points between 2001 and 2010, the MAPS Board of Directors adopted Standing Resolutions on a variety of topics. These documents have now been superseded by the new by-laws approved by the membership on October 22, 2013, the Operational Policies approved by the Board on November 12, 2013.

Standing Resolutions
1. Membership Year (September 19, 2001)
2. Membership Dues (revised 2010)
4. Duties of Officers (September 19, 2001) – now in By-law 2
5. Standing Committees (February 10, 2004) – now in By-law 3
6. Proxies (September 19, 2001)
7. Use of Faculties (February 10, 2004)

It would be appropriate to repeal the Standing Resolutions. Moore will circulate a copy of the existing standing resolutions in the package for the next Board meeting, together with a cover page that MAPS how the content is currently addressed.
2007 MAPS-MSU Membership Transferability Agreement

MAPS and the MSU entered into a membership jurisdiction agreement in February 1986. An amendment was approved in July 2007 that provided for membership transferability under very narrowly prescribed circumstances.

In September, the Student Representative Assembly voted to approve a motion that “that MSU Inc consider the 1986 MSU-MAPS Agreement null and void, and therefore will no longer recognize the agreement effective September 29, 2013.” Paradoxically, the MSU says it will still honour membership transferability between jurisdictions defined in a document the MSU says it no longer recognizes.

MAPS’ position is that contractual agreements are to be honoured unless amended by mutual consent. Accordingly, MAPS will continue to agree to process eligible transfer requests under the 1986 and 2007 agreements. An annual report on the number of transfers is to be provided to the MAPS board of directors and will be submitted to the Board in February 2014.

MAPS Radio Show on 93.3 CFMU-FM

Huber has been in touch with CFMU Administrative Director James Tennant and is now working on a formal application document to have MAPS considered for allocation of time on CFMU’s programming schedule. A regular radio show will be a major undertaking to develop appropriate content and recruit/retain program co-hosts (one from each degree and CCE students) and a technical operator. Huber will circulate a copy of the completed application to the Board and report back at future meetings.

4. PRESIDENT’S REPORT

Smith’s report was addressed in the context of closed session agenda items.

6. TREASURER’S REPORT

Bookkeeping

Felice Gilpin, the 2013 MAPS-CCE Award of Excellence recipient in the Accounting programme, has been hired as MAPS’ bookkeeper. She starts on Friday, December 13, 2013.

2013 Audit

Johansen has had an initial meeting with representatives of Grant Thornton, the new audit firm, to begin charting out the work plan and document requirements for the 2013 audit.

6. CLOSED SESSION

Motion: Moved by Smith, seconded by Arlen to move in to closed session. Carried.

RETURN TO OPEN SESSION

7. OTHER BUSINESS

None.
8. SUMMARY OF FOLLOW-UP ACTION

Action: Moore to:
- Circulate the existing Standing Resolutions with the next Board meeting package.
- To have lead for preparation of the annual report on membership transferability.
Huber to:
- Circulate the completed CFMU program application to the Board.

9. NEXT MEETING

Next meeting: Tuesday, January 14, 2014 at 5:30 pm.

10. ADJOURNMENT

Motion: Moved by Smith, seconded by Arlen to adjourn. Carried.

8:55 p.m.

These minutes were duly approved by the Board at its meeting on January 14, 2014.

_______________________________  ______________________________
Andrew Smith, President    David Moore, Secretary
MEMORANDUM

DATE: January 10, 2014
TO: MAPS Board of Directors
FROM: David Moore
RE: Standing Resolutions

At various points between 2001 and 2010, the MAPS Board of Directors adopted Standing Resolutions on a variety of topics. These documents have now been superseded by the by-laws approved by the membership on October 22, 2013, the Operational Policies approved by the Board on November 12, 2013. The chart below and the standing resolutions themselves (attached) are provided to inform the Board’s discussion on January 14.

<table>
<thead>
<tr>
<th>Standing Resolution</th>
<th>Scope of Content</th>
<th>Comment and recommendation</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Membership Year</td>
<td>Sets membership year as September 1 to August 31.</td>
<td>Repeal. By-law 1, Sec. 8, establishes that a student is a member of MAPS during “...the academic session for which they paid MAPS fees.”</td>
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<td>(August 18, 2006)</td>
<td></td>
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<td>2. Membership Dues</td>
<td>Defines: level of membership dues, applicability to correspondence/internet and auditing, limited term capital levy for the MUSC</td>
<td>Repeal. Dues are set by resolution of the membership at a General Meeting and their collection is formally approved Board of Governors of the University. The MUSC capital levy section is a spent provision.</td>
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<td>(revised per 2010 AGM)</td>
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</table>
| 3. Board of Directors Code of Conduct (March 9, 2004) | Sets out expectations in relation to:  
- Fiduciary Responsibility  
- Conflict of Interest  
- Partisan Political Activity  
- Acceptance of Gifts, Hospitality or Other Benefits  
- Avoidance of Preferential Treatment  
- Confidentiality | Repeal.  
Update and approve as a Board policy. |
| 4. Duties of Officers (September 19, 2001) | Sets out the responsibilities of MAPS' officers. | Repeal.  
Now addressed in By-law 2, Sec. 11-17. |
| 5. Standing Committees (February 10, 2004) | Sets out the terms of reference for standing committees of the Board of Directors. | Repeal.  
Revise to reflect current needs, then approve by simple resolution of the Board. |
| 6. Proxies (September 19, 2001) | Sets out requirements for exercise of proxies at meeting of the board of directors and committees of the board. | Repeal.  
Proxies at the Board are now prohibited by By-law 2, Sec. 2f. Proxies at the Executive Committee are prohibited by By-law 3, Sec. 3j. |
An updated policy statement is now posted in the MAPS Office. It should be reviewed and approved by simple resolution of the Board. |
Standing Resolutions

Standing Resolution #1 – Membership Year

BE IT RESOLVED THAT the MAPS membership year be September 1 to August 31.

Approved by the Board – August 18, 2006

Standing Resolution #2 - Membership Dues

BE IT RESOLVED THAT, pursuant to Article 6 of the Association’s Bylaws, membership dues shall be assessed at a rate of $7 per unit of study (degree or Continuing Education courses).

BE IT FURTHER RESOLVED THAT students taking correspondence and internet courses through the Centre for Continuing Education shall pay 50% of other certificate and diploma course dues. Students auditing courses through the Centre for Continuing Education shall be exempt from paying dues.

Rate set by the Board - February 14, 2001
Ratified at the AGM - February 27, 2001
Approved by the Board - September 19, 2001
Rate increase recommended by Board – December 9, 2009
Rate increase ratified at SGM – January 8, 2010

BE IT RESOLVED THAT, pursuant to Article 6 of the Association’s Bylaws, a limited term levy be assessed to underwrite MAPS’ contribution to the capital costs of the McMaster University Student Centre. The rate of assessment shall be according to the following schedule:

1 September 1997 to 31 August 2001
Part-Time Degree Courses (per academic unit) $2
25-hour CCE Courses $6
50-hour CCE Courses $12

1 September 2001 to 31 August 2002
Per unit of study (degree or CCE courses) $2

Referendum – December 1996
Modified for new CCE structure – March 2001
Approved by the Board – September 19, 2001
Standing Resolution #3 - Board of Directors Code of Conduct

BE IT RESOLVED that, pursuant to the Article 19 of the Association’s Bylaws, a Code of Conduct for the Board of Directors is approved as follows:

Introduction

All members of the Board of Directors shall strive to act with integrity and respect for the rights of others, and in accordance with democratic principles and due process.

The Board is governed in all procedural matters by its Bylaws and Standing Resolutions, and where they fall silent, by Roberts Rules of Order Newly Revised (2000).

1. Fiduciary Responsibility

Members of the Board have a fiduciary responsibility to the Association and, as such, are expected to act honestly, in good faith, with due care and diligence and in the best interests of the Association.

2. Conflict of Interest

Members of the Board have a duty to fully disclose to the Board any real or potential conflicts that might arise between their fiduciary responsibilities as Board members and their personal or private interests. Disclosure of a real or potential conflict of interest shall be entered in the Board’s minutes. Members of the Board have a duty to act in the best interests of MAPS, uninfluenced by personal consideration.

Members of the Board have a duty to avoid using their positions as Board members (including the use of confidential information obtained in their roles as Board members) to advance or benefit their personal or private interests.

3. Partisan Political Activity

A member of the Board engaging in legitimate partisan political activity in his or her role as a private citizen has a duty to ensure that such activity is nor misrepresented or misconstrued as activity undertaken in his or her role as a Board member on behalf of the Board, the Association or its members.
4. Acceptance of Gifts, Hospitality or Other Benefits

Members of the Board have a duty to avoid encouraging the offer of, and to refuse, gifts, hospitality or other benefits, the acceptance of which could influence their judgment or the performance of their duties as Board members. Board members may accept incidental gifts, hospitality or other benefits associated with their official duties if such gifts, hospitality or other benefits: (a) are a common and appropriate expression of courtesy and fall within the normal standards of hospitality; (b) do not cause suspicion about the objectivity and impartiality of the Board member; and (c) do not compromise the integrity of the Board, the Association or its decision-making processes.

If a member of the Board is in any doubt about the legitimacy of accepting a gift, hospitality or other benefit, the member has a duty to make full and timely disclosure of the offer or acceptance of the offer, to the Board and to comply with any decision of the Board on the matter.

5. Avoidance of Preferential Treatment

Board members have a duty to avoid being obligated, or seeming to be obligated, to any individual or organization that might benefit from special consideration by the Board of its members.

6. Confidentiality

Once Minutes have been approved by the Board, they are deemed to be in the public domain.

From time to time the Board may, by a majority vote, move into closed session or may declare a matter confidential. In situations where the Board has declared a matter to be confidential, all members of the Board have a duty to respect and comply with the confidentiality provisions specified.

Approved by the Board – March 9, 2004
Standing Resolution #4 - Duties of Officers

BE IT RESOLVED that, pursuant to the Articles 22-29 of the Association’s Bylaws, terms of reference for Officers of the Corporation are established as follows:

The President
The President shall:
• be charged with the general management and supervision of the affairs and operations of the Corporation;
• be the chief spokesperson for the Corporation and for part-time students at McMaster University;
• represent MAPS in meetings with the University Administration, other campus partners, and on committees (including, but not limited to: Administration-Student Consultation Committee, Observer at the Board of Governors, Observer at Senate);
• represent MAPS at external events (including, but not limited to: Convocations and CCE graduation ceremonies; University and community events; external meetings and conferences);
• provide leadership to the volunteer board of directors in meeting its responsibilities;
• oversees the planning and goal-setting process for the Association;
• sets the agenda and acts as chair of meetings of the members of the Corporation, the board of directors, and the executive committee;
• act as supervisor of the Executive Director, including performance evaluation (in consultation with the Executive Committee);
• be an ex-officio member of all committees of the Corporation;
• with the secretary, sign all by-laws;
• be a signing officer of the Corporation; and
• perform such other duties as may from time to time be determined by the board of directors.

The Vice-President (Internal)
The Vice-President (Internal) shall:
• act on behalf of the President, at the request of the President on in the absence or inability of the President; and
• chair the Internal Committee and the Awards Committee;
• be a signing officer of the Corporation; and
• perform such other duties as may from time to time be determined by the board of directors.

The Vice-President (External)
The Vice-President (External) shall:
• chair the External Committee;
• be a signing officer of the Corporation; and
• perform such other duties as may from time to time be determined by the board of directors.
The Treasurer
The Treasurer, or person acting as Treasurer, shall cause to effect:
- full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors;
- disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor;
- review financial statements prior to their presentation to the board of directors;
- render to the board of directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation;
- be a signing officer of the Corporation; and
- perform such other duties as may from time to time be determined by the board of directors.

The Secretary
The Secretary shall:
- be the Executive Director of the MAPS;
- be ex officio clerk of the board of directors, responsible for notices, and recording all facts and minutes of all proceedings in the books kept for that purpose;
- be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution;
- be a signing officer of the Corporation; and
- perform such other duties as may be assigned by the board of directors.

The Executive Director
The Executive Director shall:
- be appointed and employed by the Board of Directors;
- be the general manager and fiscal agent responsible for administration of the Corporation’s programmes, finances and personnel within the framework of the policies, principles and practices established by the board of directors;
- be responsible for, but not limited to, staffing, job classification and other responsibilities as directed by the board of directors;
- employ and discharge such staff as deemed necessary in accordance with budget provisions and personnel policies and practices authorized by the board of directors;
- shall be a non-voting, ex-officio member of all committees of the Corporation, including the executive committee, and of the board of directors; and
- be a signing officer of the Corporation.

Approved by the Board - September 19, 2001
Standing Resolution #5 - Standing Committees

BE IT RESOLVED that, pursuant to the Article 22 of the Association’s Bylaws, terms of reference for Standing Committees shall be established as follows:

Standing Committees, in addition to the scope of activities contained within this Standing Resolution, shall undertake additional responsibilities as assigned by the Board of Directors. The President and Executive Director are ex-officio members of all MAPS committees.

**Internal Committee**
**Chair:** Vice-President (Internal)
**Other Members:** As appointed by the Board of Directors.
**Scope:** access to services on campus (eg. security, parking, food services, bookstore, library); access to academic programmes (including course availability); access to academic bodies; student representation within University governance.

**External Committee**
**Chair:** Vice-President (External)
**Other Members:** As appointed by the Board of Directors.
**Scope:** liaison with provincial and/or federal organizations concerned with promoting part-time student education; promote contact with MAPS members at-large through events; community liaison; public relations.

**Finance Committee**
**Chair:** Treasurer
**Other Members:** Two members appointed by and from the Board.
**Scope:** membership fees, budget, financial statements, investments

**Awards Committee**
**Chair:** Vice-President (Internal)
**Others Members:** Three members appointed by and from the Board
**Scope:** review of applications for MAPS bursaries; selection of recipients of the Corporations awards (including, but not necessarily limited to, the Martin W. Johns Award and Centennial Awards).

**Nominating Committee**
**Chair:** Executive Councillor
**Others Members:** Two members appointed by and from the Board
**Scope:** to recruit new members of the board. The committee will begin its work in January each year. The committee will survey current members to determine interest to continue to serve. The committee will prepare a call for nominations notice to be distributed using a range of contacts. The notice will describe the skills and experience required and it will direct interested candidates to contact MAPS.

*Approved by the Board - February 10, 2004*
Standing Resolution #6 - Proxies

BE IT RESOLVED THAT members of the board of directors, and committees of the board, be entitled to vote by means of a proxy where:

- a person appointed to act as proxy shall act as the member’s representative to attend such meetings in a manner, to the extent and with the power conferred by the proxy;
- a proxy shall be deposited with the chair of the board of directors (or committee, as applicable), prior to being exercised;
- members participating by proxy shall be so noted in the attendance record within the minutes of the meeting;
- proxy votes may be recorded in the minutes of the meeting, subject to direction of the proxy or at the request of the individual exercising the proxy;
- a maximum of three proxies may be exercised by an individual at one time at a meeting of the board of directors or committee.

Approved by the Board - September 19, 2001

Standing Resolution #7 – Use of Facilities

BE IT RESOLVED THAT the Board of Directors adopt the following policy statement governing the use of MAPS facilities:

MAPS exists in order to promote the academic interests of part-time students, promote a cultural and social environment at McMaster of benefit to part-time students, present information and concerns to the University regarding the needs of the part-time student community, and to promote the interests of the McMaster community at large. Consistent with these objectives, the MAPS board of directors approves the following framework for use of MAPS facilities:

1. The MAPS lounge exists for the quiet enjoyment of part-time students. Members of MAPS are expected to respect the rights of other students using the lounge and to refrain from behaviour that would disrupt the environment.
2. The use of facilities is at the discretion of the MAPS Board of Directors. On a day-to-day basis, this discretion will be exercised by MAPS’ employees.
3. If an individual is found to be interfering with the use of the facilities by other individuals, or behaving in a manner that breaches the McMaster University Code of Conduct, that individual may be asked to leave.
4. The MAPS board of directors retains the right to restrict access to the use of MAPS space and facilities and all of its rights under the Trespass to Property Act.
5. This policy shall be posted in the lounge.

Approved by the Board - February 10, 2004