

Fulcrum Publishing Society Board of Directors Agenda

Saturday, Fe 27th, 2010 4:00 pm

Location: Fuclrum CorporateHeadquarters

1. Call to order
2. Approval of Agenda
3. Status of Ombudsman
4. Ajournment

Nick Taylor Vaisey

Scott Bedard

Andrew Wing

Maureen Hasinoff

Ben Myers

William Stephenson

Matthew Day

1. WING calls meeting order at 4:00 pm
Welcomes everyone including La Rotonde, Mahdi
2. WING moves to adopt agenda scott seconds
PASSED
2. Status of the Ombudsman:
 - Scott: No happy to have this. On the 24th you were suspended by a motion of the board. Which is a result of the email that was sent today.
 - The board had concerns about how you approached the role of ombudsman. The position is defined by the Board. We are the sole arbitrator of the bylaws therefore the boards definetly must stand.
 - Role of the ombudsman
 - It is the board role to set out the duties.
 - Feb 21, at the request of the investigation committee
 - The committee had concerns about the emails sent to Prof Rancourt
 - On the 24th you issues another report (Memo) that's what prompted the board to interpret your role. You outline matters which we found troublesome. Because you were failing to respect the decision of the board.
 - You disputed the boards interpretation. Which we believe I out of your jurisdiction.
 - You attacked the board.
 - You produced reports outside your jurisdiction as given by the board interpretation. It went beyond the scope of the ombudsman and was emphasized by the board. On the 24t you irresponsibly attacked frank with regards to his job with the admin.
 - It could have easily been cleared up. You emailed information from an meeting that was suppose to have a right to privacy as per Lens email
 - You have made it hard to handle the complaint.

- The definition you gave in the memo, in the ombudsman were that was a conflict of interest. Which was false. It was irregular, irresponsible
- Published reports after you were told to contact scott and emailed you for clarification.
- The decision for suspension is final. You continued to publish notes and correspond with parties post complaints, irresponsible.
- These are the reason for suspension. Called meeting to address this with you. Appreciate your intentions and hard works. The board has questions. There are many possibilities on the table.

Mahdi: - that's a lot new things. Not some of them are previously unaware. This email I am reading is new information. Wish I had this before hand. Under the circumstances I'm sorry were having this conversation. He said of things I don't think I can respond to immediately. One of the things we can clear up is the title of the

Wing: not able to use that title for that corporation giving the unintentional purpose

Scott: it is the board who voted to suspend you.

MAHDI: the title is removed when the position is removed. Regardless I since my duties. A lot of it is secondary. The issue at hand is

I believe it is a distraction. The board is dismissing the ombudsman on a disagreement on interpretation. I don't believe id didn't fill my duties. I do't believe an disagreement of interpretation is a failure to fulfill one's duties. I did ask to have an independent arbitrator and it was recommended by the committee.

WING: When did they recommend that recommended?

Mahdi: at dissolution

Scott: Continued emails regarding the status of the committee

The role of the ombudsman is defined by the board of directors was to interpret was whether the complaint was justified to create a investigation committee which you did. It is the role of the board to clarify the bylaws. It is the role of the ombudsman to convene the IC and then

Arbitration must be mutual and it is in our jurisdiction to look at the bylaws

It is why the dissolved the committee. The role of the ombudsman needed to be clarified not by a third party. You haven't shown a willingness to accept that role as defined by the board.

Mahdi I've been accused to not fulfilling my duties vs my interoperation yet I have asked the board to get a third party.

Scott: there aren't two sides to the issue. It is the role to clarify any ambiguity. And we did that.

Mahdi: I was pointing out that I refused to resolve the interoperation.

Scott: there was no recourse. The only course of action is to acknowledge the board. We do to favour any party in any dispute. The reason for those rulings was clarity and it was provided and there was no objection. We are abiding by our bylaws. There is no real recourse aside from acknowledgement of this and was our interpretation, what is best for our corporation.

WING: Section 13 bylaw 2 – believed that you play a role in the investigation committee, what part entitles you to sit in this committee. “ The investigation committee shall consist of three persons” What sections triggered you to feel this way.

Mahdi: Suppose to look at bylaws as a whole. It is an investigation committee as called by the board. Section 13 is general whereas that 12 is specific.

WING: What words say in section 12 that you sit on this committee?

Mahdi: 12.02: The ombudsman shall convene an investigation committee

Wing: in those words never has it said that you sit on that committee, if this board strikes the committee it would be in disregard to that. If under section 13

Mahdi: two sections

Wing; it has not proven you sit on the committee. You strike one, it doesn't say you set on that. Same with 13 about the board. Where does it say you have membership in this committee

Mahdi: Section 12.04

The word and means together and the word or means either one

Wing: in those words says you have a seat at this committee.

Mahdi: if the ombudsman is responsible for the final report.

Scott: The ombudsman recommendations are whether to strike investigation committee, clarified on 21st. seek council from the board. Once the iC is strike and it is the role of the investigation and communicate with the board. There is no provision in section 12 or 13 for the ombudsman to sit on the investigation committee. And it was formalize on be 21

Mahdi: points of secondary. He is being removed and I've tried follow the bylaws

Scott: position of the board that you are in violation of the bylaws. It really is no recourse. This isn't a personal attack on you. The board set out parameters for the role

Mahdi: I've followed my duties. Differences of interpretation.

Scott: interpretation of the board

Mahdi: not a failure of duty and has asked for an independent

Maureen: where is that?

Wing: so it doesn't happen aging.

Scott: we aren't equal in stature

Mahdi I'm independent

Scott: there is no recourse, and we respected your opinion. The board has delivered a motion instructing you on how you view this bylaws and instructing you on this. There is no arbitration

Wing: the discussion has grown stale. More structure conversation, deal with one issue of the time. Interpretation of bylaw, I haven't sent that it has.

Mahdi: I never said that I'm going to sit on the committee. Premise of the 1st meeting was wrong. My position is I've done my job to the best of my abilities based on my interpretation. I would like to point it out that it would not work the recommended to this board that we have an independent arbitrator.

Scott: - this is a discussion we intended to have a few days ago as a misunderstanding on how to rule.

- you continued to disregard the board
- the committee felt it couldn't work in conflicting information
- that information came from you despite rulings for you to not.
- The problems with the board do not lie in ambiguity and policy.

Mahdi: it is still recommended

Nick: - hesitate to speak, saying I've interfere in the investigation

- the IC sought the advise of the board
- we agreed with the IC
- they didn't ask us to interpret the bylaws that you weren't involved enough
- they asked the Board to interpret
- we weren't interfering in the process
- it is the boards job to interpret our bylaws.
- Lost with the logic
- That makes it look like we have a stake in the investigation to serve our own ends.
- We never gave an opinion. We were trying to empower the investigation committee

Mahdi: I understand that the board doesn't have the same interpretation of policy. IN no way does it mean that I didn't fulfill my duties. I maintain that I've tried to follow the bylaws to policy.

Scott: - we respect your integrity and you as a person, not personal. The board was asked to rule. We ruled and you disregarded that ruling. The board felt complied to look at your actions. At that point suspended you as to understand your interpretation.

- the point has come though we respect you the board has come down on the issue.
- IT comes down to "do you intent to respect the rulings of the board. If yes wonderful, it will mean full compliance.

Mahdi: I'm glad to know I'm respected and reaffirm it is not personal. This is what our stumbling block is. It is secondary to removing an ombudsman in the middle of an investigation. I don't think we should take that route. There are other ways to resolve

Steve: this is a matter of principle, if the board doesn't agree select a third party as legal council. It is either this or vote for my forced resignation. You gave us an ultimatum

Mahdi: I'll follow the interpretation of doing my job. Until I see otherwise. I cannot move from my position. It is hard for me to talk to groups

Ben: - respect and work so far.

- note that the ruling of ombudsman are advisory, non-binding. Explicit in our bylaws. These recommendations are noted by the board and we will consider them. I think that in our previous meetings we asked Nick if he corrected that he was doing things not within our role. Informal way to correct things that weren't in the role. There were things that were continually done that weren't in your role.
- We had the special meeting. Even after that point it was not within the role.
- Trust and the idea that the ombudsman and the board should work together. It is the role of the board and the ombudsman to investigate complaints against the editorial side
- I would like to pose a question: Is the investigation committee work ongoing?

Scott: It has dissolved itself as they couldn't continue until we have a clear resolution on the committee.

Ben: The investigation is still ongoing

Maureen: there is not an investigation, just a complaint

Scott: The board's priority is to ensure that we have a fair impartial process and clear guidelines on how to proceed. An ombudsman on how to do this. We aren't interfering with the investigation committee. We want to allow it to do its work. Ideal process to address its complaint.

It is not apart of that. Our concern is to make sure we have an ombudsman that will strike a committee in accordance with policy. We don't want to reach a conclusion that is beneficial to anyone. The investigation committee is the best response. Enabled to do the job. We have an ombudsman to respect these rulings. We have seen on numerous occasions you haven't followed the ruling of the board. Much to my frustration. I asked you several times and you haven't listened to it. We need a clear representative or a clear process. We have set out our concerns. The board's rulings are final. The process is fair and clear. Not fair to Board, ombudsman, newspaper.

Informal discussions with you.

Mahdi: no response

WING: IC not given the freedom. In this boards ruling “ the committee was sovereign” no one can influence it, may request assistance. Interoperation we have sent back, and you said you don’t think its an appropriate view of the bylaws.
Would you be able to accept doing the work and only coming in at their request.

Scott. We can take a few minuets so we can move in camera for five minuets.

Wing: it is in our interpretation and we are allowing the committee to be sovereign. It is my may sticking point. It is also important that his board and the ombudsman and editorial staff respect sovereignty of the committee and there is no influence of their work.

Scott: don’t feel comfortable unless we are assured that the ombudsman abides by the rulings set out.

Wing: Will to have a five to ten minuets recess?

SCOTT moves for ten min recess Seconded by NICK

PASSEd, until 5:20

Wing; back to order at 5:23

Scott: to restate the question this board has come down on the issues that are presented with regards to interpretation particular 12 and 13 of bylaw 2. What we need is those rulings to be respected. Only the interpretation as it stands and it is the sole responsibility to interpret those bylaws. We have done so. There is no legal recourse. If there isn’t compliance we will have to go another way and have a removal. Does your conscience permit you to work within the bylaws as they stand and interpreted by the board with knowledge that they must be followed to a tee.

Mahdi: Thanks for giving me the break and I like said an I’ve tried to follow the bylaws. But now we’ve established a new variable I feel because my interpretation of the bylaws I would be in a position of divergence with the board. And the board has full right to know that. As the ruling body of the FPS that would be my position.
With all its consequences

Scott: Thank you for your considered answer and your work. If it is the case there will be continued divergence with the board I must asked for your resignation.

Mahdi: Based on the principle that I believe that I am following the bylaws. I decline.

Steve: Clarify, do you acknowledge the right to interpret the bylaws

Mahdi: legal and financial policies. But unless there is specification for other parties. In seeing the boards resolution, now you disagree and now you're willing to diverge with what he said

Ben: we shouldn't bagger the witness

Maureen: different t things

Mahdi: I think I followed the bylaws and I ask for them to force me to resign, I also believe much of these points are secondary and there were other issues that were mentioned.

The points are "responsibly without merit
Attack business manager
Reports outside jurisdiction
Conflict of interest
Title of the ombudsman.

I'm being forced to resign

Ben: Scott is speaking from his personal stake

Scott: the issue for which this comes down is just the first point but it's the primary point. It comes down to the willingness of the ombudsman to respect the bylaws as interpreted by the board.

Mahdi: I respect the constitution of theFPS and adhere to it as the highest body of rules and I believe my divergence is based on my interpretation of the constitution and the bylaws.

Scott: Move the following

Whereas Mahdi N has indicated his unwillingness to respect the bylaws of the FPS as interpreted by the BOD and
WHEREAS to ensure a fair and impartial process for complaints against the Fulcrum. It is crucial that an ombudsman be in place who will respect the bylaws as interpreted by the BOD
BIRT the FPS request Mahdi Darius N to resign as FPS Ombudsman effective immediately.

Seconded MATT

Ben: is this what you intending

Mahdi: I believe that I fully respected the bylaws and the constitution and its because of that interpretation

Scott Roll Call:

Matt: Yea

Scott: yea

Steven: Abstain

Andrew: yea

Nick: Abstain

Travis: yea

Ben: Yea

Maureen : Abstain

Carried

Motion to amend whereas clauses; second whereas It is crucial that an ombudsman be in place who will respect the bylaws as interpreted by the BOD

PASSED

Three abstentions: Maureen Nick Steve

Wing: It is with no pleasure, I appreciate that you stand up for what you believe in. Where we divorced was the sovereignty of the investigation committee and we aren't comfortable with that. You are hereby requested to resign the position of Ombudsman.

Mahdi: Verified he understood,

Wing: thank you for your service to this corporation and its with a heavy heart we say goodbye

Scott introduce a motion

Whereas it is in the interest of the corporation and the membership to see a permanent ombudsman installed as soon as possible

BIRT that a nomination period for the position of FPS Ombudsman be opened immediately and to be closed on March 7th 2010 at 10:30 am to be with a vote to follow at that meeting.

Steve seconds.

PASSED

Adjournment: WING moves Maureen seconds. PASSED