

AMS Governance Committee

Agenda for February 1, 2019

Governance Committee Membership: Dylan Braam (Chair, Councillor), Christopher Hakim (AMS VP Administration), Jeanie Malone (Councillor), Hannah Xiao (Councillor), Jennifer Ling (Councillor), Kate Burnham (Councillor), Melody Cheung (Member-at-Large)

Staff Support: Sheldon Goldfarb (AMS Archivist and Clerk of Council)

Call to Order

The meeting was called to order at 4:20 pm.

Present at Call: Dylan Braam, Bryan Starick (proxy for Kate Burnham), Melody Cheung, Sheldon Goldfarb

Regrets: Jeanie Malone, Hannah Xiao, Jennifer Ling

Present Later: Christopher Hakim (arrival noted below)

Territorial Acknowledgement

Approval of Agenda

Motion 1

WHEREAS more we are in the final stretch!

BE IT RESOLVED THAT the Committee approve the Agenda for the meeting of February 1, 2019.

Moved by Dylan Braam, seconded by Melody Cheung.

The motion was approved unanimously (no quorum was present).

Please note that the Agenda was not sent 48 hours in advance (it was sent ~45 hours in advance).

Approval of Past Minutes (Motion)

The committee agreed by unanimous consent to proceed without approving past minutes (no quorum was present).

Governance Review – By-Laws (Motion)

Motion 3

WHEREAS we have done a lot of work pouring over the Society's By-Laws

AND WHEREAS we would like that work to result in a deliverable

BE IT RESOLVED THAT the Committee recommend the changes to By-Laws, as set out in Appendix A - Draft By-Law Changes be endorsed by Council for a referendum vote.

[Dylan] I'd like to move to amend the document to replace it with the fixed version that was distributed to the Committee via email.

[Melody] I second the motion.

MOVED that Motion 3 be amended to replace the document in Appendix A, as distributed to the Committee via email.

Moved by Dylan Braam. Seconded by Melody Cheung.

The motion is carried unanimously (no quorum present).

[Dylan] I understand that there have been some concerns about removing Student Court, so let's start there.

[Bryan] As far as I understand, when they ruled on something, Council simply overturned it. If we keep Student Court, it would need to be overhauled. In the past it existed so that there was someone who could interpret our Bylaws. These days we have a Clerk of Council who does that job, and does it well.

[Melody] My concern is that that is no oversight to Council with no Student Court. If you have a bad Council, then you have no recourse.

[Bryan] At the Engineering Undergraduate Society, our Council is only beholden to the students. That is our safety net. They can remove Council members if things good that poorly.

[Sheldon] You'd need a petition of 500 members to recall an Executive, but it is certainly possible.

[Bryan] One thing I know Student Court was used for was disputes by clubs. Who would they go to now? Would it be the Ombudsperson? Also, there is some use in Bylaw interpretation.

[Sheldon] Bylaw interpretation are the sort of rulings that Council overruled.

[Dylan] I think looking at how our Bylaws are, with or without Student Court, we have a system of Council supremacy, but the membership can take some control through recall elections. Also, if Council is not following its fiduciary duty to members there is also recourse to the actual court system. Of note, the *Societies Act* will soon be under the Civil Resolution Tribunal so the cost of bringing such a complaint is getting much lower for students.

Christopher Hakim arrives at 4:37 pm. The meeting is now quorate.

[Bryan] I think as long as there is an avenue for students to express their displeasure with Council things are fine. Also, if we give the final supreme power to Student Court, then this power is being taken away with the actual people who hold the fiduciary duty. What would happen if Student Court makes a ruling that would cause Council to breach this duty? The Student Court wouldn't face any repercussions.

[Chris] I agree.

[Dylan] Melody, does that address your concerns.

[Melody] I still don't like how much power Council has, but I understand why Student Court isn't a great solution.

[Dylan] We will move through the rest of the document sequentially.

Recording secretaries note: sections which were listed by the Chair but had no discussion are omitted.

[Dylan] Let's move on the changes to general meeting quorum requirements.

[Chris] Have we ever had a meeting where there were 500 people present but no quorum was achieved.

[Sheldon] We have hit 500 people in attendance in the past, but that was when 1% of the student body was less than 500 so the quorum at that time was 500.

[Chris] Ok. I wanted to check if 500 has ever happened. The other issue I have is the question of whether 500 people is representative of the membership as a whole. In the future, if we have 100,000 members, would 500 still be representative?

[Bryan] Can we put limits on how this 500 is composed so that it's not just 500 students from one faculty?

[Dylan] Then we are getting into a structure that looks like a federation with veto power for constituencies.

[Chris] The goal of a general meeting is that it be a representative body. I don't believe that a hard number can remain representative. I want to remove these quorum changes from the document.

MOVED that the recommendations in Appendix A be amended to remove changes to the quorum requirements for general meetings.

Moved by Christopher Hakim, seconded by Dylan Braam.

The motion carries unanimously.

[Dylan] Let's talk about the changes to referendum requirements.

[Bryan] Why aren't we also requiring that referenda that would break a contract explicitly state that and the consequences of doing so. We require this in Code.

[Sheldon] Given that Bylaws don't authorize Council to write Code to deny referendum questions, this is probably not enforceable.

[Bryan] I will yell at Council about this.

[Dylan] Moving on to the changes to document disclosure. As it currently stands, we are very open with our documents and this could put us in a very bad position, especially with documents that would normally be subject to solicitor-client privilege. Sheldon and Keith have requested that this change be included.

Melody Cheung leaves at 5:12 pm. The meeting is no longer quorate.

[Bryan] If we were to require a referendum ending a contract to disclose the contract will be broken and the consequences, if we were to restrict access to some documents would they be able to use the referendum provision to force use to disclose the contract?

[Sheldon] They wouldn't be able to know the whole contract, just that it exists and the contents of any penalty clause.

[Bryan] I would like to add the contract Code provisions into the Bylaws.

[Dylan] Given that we are no longer quorate, Sheldon and I will implement the changes that have been requested and will send a revised version to the committee for email vote.

Adjournment

The meeting was adjourned at 5:28 pm.