

| Date of Meeting | Time | Location |
|-------------------------|-------------|----------|
| January 14, 2020 [2021] | 5pm-6pm PDT | Zoom |

Chair:

Note Taker: Sebastian Cooper

Attendance: Katherine Feng, Lawrence Liu, Mathew Ho, Sebastian Cooper, Oluwakemi

Regrets: Agam Gill

Quorum: Yes

[Code changes](#)

Agenda

1. Land acknowledgement
2. Check-in
3. Nomination of Vice-Chair
 - a. Sebastian nominates Katherine, seconded by Lawrence
 - b. Katherine is elected Vice-Chair
4. Terms of Reference + Meeting Frequency Selection
 - Katherine: Might be necessary to meet once in a while to update rules
 - Sebastian: Otherwise, would meet when issues are referred to us.
 - Katherine: Would be helpful to set some guidelines before looking at a particular issue
 - Sebastian: Uncomfortable with by-nature closed meetings
 - Lawrence: Can go in-camera for certain topics.
 - Mathew: Not sure of the repercussions of certain options, requires consultation with lawyers. In-camera is the safest option. Not sure what's safe to prevent us from being sued.
 - Sebastian: Don't think we need legal advice except in extreme circumstances.
 - Sebastian: Is it worth reaching out to HR officials to get some advice/info?
 - Lawrence: Could ask HR Coordinator (Leslie) to appear.
 - Mathew: Could ask Sheldon. Perceptions can be challenging.
 - Sebastian: I like Lawrence's solution. Could ask Justin to do some research. But we need to move on the issue in front of us.
 - Katherine: Will email Justin about what other boards have done and get some ToR. Nature of the meetings: open. Can go in-camera when necessary.
 - Sebastian: Maybe we can develop a workplan.
 - Lawrence: I will email AMS HR.

5. Review of Council motion regarding actions of AMS VP External
 - a. Approved at November 25, 2020 Council meeting: "BE IT RESOLVED THAT AMS Council refers the case of the Vice-President External Affairs and any apparent conflict of interest to the Ethics and Accountability Committee for review."
 - b. Refer to letter from AMS President and AMS VP External
 - c. Development of timeframe and action plan
- Sebastian: Wording of the motion is very broad.
- Katherine: Not sure what Council's intention was. Should decide what issue to focus on.
- Mathew: Crux is the relationship between him and The Plug. Not necessarily outside the scope of discussion.
- Lawrence: As a Committee, we should look at this particular situation first. Start with whether the email was a COI. And then can look at the broader relationship between The Plug and the AMS.
- Kemi: Does his conflict raise COI. Is that the key issue here. And the second question is whether the email is within his role in the AMS.
- Katherine: Most of the information regarding this issue is in the letter. Might need further information, including by talking to Kalith.
- Kemi: Generally, thinking about whether we have the power to call people before us.
- Sebastian: Aware that we're not HR professionals, so should bear those limits in mind.
- Katherine: Can also go to Council and ask for clarification.
- Kemi: Our conclusion has to be logical.
- Sebastian: We should provide our reasons to Council.
- Katherine: I will share the relevant Code of Procedures provisions after. On the basis of the email, it looks like he used his email to coordinate business by sending an invoice for Apple iPad and filming/editing
- Mathew: The Plug benefited financially, and through getting exposure and business credibility.
- Katherine: There was a relationship between The Plug and the AMS before Kalith joined the AMS
- Sebastian: Seems to me that it's a COI if Rish had discretion to pay the invoices and was influenced by Kalith sending it.
- Kemi: The problem is his relationship with The Plug. That should automatically disable The Plug from getting business with the AMS. He admits to a COI.
- Sebastian: I think we need to look at the Code language and see how COI is defined.

Meeting adjourned 6:20pm