



Minutes of the AMS Governance Committee
(Minutes for August 18th, 2021 Meeting at 8pm | [Zoom](#))

Attendance

Present: Katherin Feng (Chair), Kamil Kanji (Vice-Chair), Romina Hajizadeh, Rebecca Liu, Sheldon Goldfarb (Clerk of Council and Archivist), Kyle Gough (Student-At-Large)

Regrets: Saad Shoaib (VPX)

Guests: Dana Turdy

Recording Secretary: Kamil Kanji

Call to Order

The meeting was called to order at 8:05pm.

Territorial Acknowledgement

Approval of the Agenda

Moved: Romina Seconded: Kyle

“BE IT RESOLVED THAT the agenda be adopted.”

Agenda Items

1. Approval of Minutes

“BE IT RESOLVED THAT the minutes are approved”

Moved: Kyle

Seconded: Romina

2. Policy I-21

Sheldon: Last week I was asked to add in something to the draft I-21 changes so that there would be descriptions for councilors interested in joining committees. Did this. I also specified that a clear deadline needs to be made when Students at large are applying to serve on committee, it is on paragraph 20. I will send the student at large code changes to Joanne but wanted to wait for I-21 to be ready. Do you want to write the rationale?

Katherine: Yes I will do a combined rationale for both. Any comments on the new draft I-21?

No one had comments

“BE IT RESOLVED THAT Policy I-21 is approved as presented”

Moved: Katherine

Seconded: Kyle

3. Council Agenda

Dana: Cole and I were talking about rearranging the structure of the council agenda. The changes we're working on are not quite ready yet and we may want to postpone this item so that Cole is here.

Item tabled until changes fully drafted

4. Additional Advisory Board Changes

Katherine: There are additional changes proposed by the Advisory Board.

Dana: Advisory board had some thoughts. Minor things. In original changes we moved the date for the advisory board in May but they said it made more sense for Advisory board members to be transitioned in January. A member also mentioned that if we have a term date starting on May 1st then we will have to give out more T4As. Members also said that we should really defer to code to make sure members of the board are diverse and experienced in their fields. Also something saying that if the Chair is not performing their duties to what Council is expecting then Council can appoint a new Chair, they really just want to make sure the Chair of the Advsiory Board is doing their job as in the past that hasn't always happened. They also wanted to add a section that indicates items for the meetings be sent as far in advance as possible.

Katherine: Any comments or questions on what Dana has brought up?

Sheldon: Dana did ask how do you replace a chair in code and there is a reference in the changes that indicates it is described in Bylaw 5(1c). But this bylaw doesn't really seem quite correct. Was the addition just meant to say that Council can appoint a new Chair if the Chair is not doing their job?

Dana: Yes that's correct

Sheldon: That can be added in one sentence.

Dana: Sounds good, I can make it less repetitive.

Sheldon: I can draft it so that it is in time for Council. Could draft today but would you like it to say it would require $\frac{2}{3}$ to change the Chair or just a regular vote?

Katherine: I think a simple majority vote is enough. If there is a vote, it likely means there are concerns big enough that it's worth putting forward a motion.

Romina: I agree, a simple majority vote will let us get the results faster.

Kyle: I think $\frac{2}{3}$ is good for an unwanted removal of a Chair but otherwise the Chair is probably there for a reason so we probably don't want them removed. Do we have examples of when the Chair may have needed to be removed in the past?

Dana: Not too sure. The VP Finance was Chair of the advisory board at one point but this is more to make sure the Chair is ensuring meetings happen and are being led efficiently.

Sheldon: The advisory board has changed quite a lot through the years and in recent times the members of the board indicated that the President should be Chair. But I have never seen a removal of a Chair for any committee in my time at the AMS except for one.

Kyle: In that case I think it is okay for it to be a simple majority.

Sheldon: I can recall one removal of a Chair in 2010, where the President was removed

as Chair from the executive committee. So once in 25 years.

Dana: I recall advisory board members saying if the Chair isn't performing their duties well then Council should remove them but if we have something already indicating that then I don't really think it matters what we put in there.

Sheldon: So forget that amendment and leave it as it was?

Katherine: Yes.

Katherine: Why is the wording to send out documents as soon as possible rather than a certain number of business days in advance?

Dana: I thought that as well but I think it was because sometimes items are time-sensitive?

Katherine: That makes sense but I think we can be clearer and more consistent with other code by having a number of business days and then allowing for shorter times in cases of emergency.

Sheldon: They can also do what we do at Council and add in items during the meeting.

Dana: Sounds good, how many days are we thinking?

Katherine: I'm not familiar with what their materials normally include and how much time they would need to review everything

Dana: We once had an excel sheet that went over a timeline. It can also be a longer document. It just depends. We could say a week or 5 days?

Sheldon: Well to Council the items are supposed to go out 3 business days or 5 calendar days before the meeting.

Dana: It's not more than the Council items.

Katherine: In that case, I think 3 business days makes sense.

Sheldon: So do we want exceptions and emergencies?

Katherine: Yes, as sometimes it's important for executives to receive comments in times of urgency. On the additional amendments: I agree that the board should be able to remove a person if they are not doing their job satisfactorily but the threshold is not very clear. Should job performance not be assessed by HR rather than Code?

Dana: It can be both. There will be something in their contracts but it is more for council to have something.

Katherine: Another question. Advisory board is an extraordinary committee. Where do their minutes and reports go?

Dana: Reports are made quarterly in the past in code. But the board hasn't been doing that so we decided to change that by the Chair reporting to the council quarterly. The board doesn't vote on what happens to things within the Society but I think they still are able to vote on minutes.

Katherine: I see. There is also a proposed change where the minutes go to the executive committee before going to Council. I think this is inconsistent with the part of code that outlines how committees should approve minutes and then send them to council.

Sheldon: You bring up a good point about the minute process of extraordinary

committees. Maybe what Cole and Dana want is to no longer have the board be considered as an extraordinary committee?

Dana: That could work

Sheldon: Then maybe we change the section that says they are a committee of council.

Katherine: Would that have any other consequences?

Sheldon: Well we would need to remove them from Code and other areas. Does Cole want them to stay as a committee of council for any reason?

Dana: He has no opinion.

Sheldon: So I'll change it.

Katherine: Sounds good. Would council still receive updates and reports?

Sheldon: Yes, we do it now for some committees that are not committees of Council. It doesn't violate Code to have them still report but they don't have to report.

Katherine: If they did want to report how would they do that?

Sheldon: They could ask prior to having something added to the agenda of Council or during Council as well. Does this need more thought? Or do we want it for next Council?

Katherine: Could discuss this at another meeting since the changes are not time-sensitive and we have not thought much about removing the advisory board's status as a committee yet.

Sheldon: Unless Dana has information suggesting it is time sensitive that we get it sorted out today, we could discuss it more later.

Dana: I don't think it is time sensitive.

Katherine: I would like to consult someone on the advisory board too so that we can discuss with them and get their opinion on if it should remain a committee.

Dana: I can also bring these points up to Cole but as far as I know he is on board with all the changes we brought initially.

Sheldon: It does say that committee minutes should be approved by the committee and not the executive committee.

Dana: So you want to consult the board on removing them as an extraordinary committee? Or all the changes that we have already talked to them about.

Katherine: Just removing them as an extraordinary committee.

Committee in support of consultation

Dana: Ok, this is not time sensitive.

“BE IT RESOLVED THAT the Advisory Board Code change recommendations made to Council are rescinded”

Move: Rebecca Seconded: Kyle.

Dana: Do you mind drafting the other changes we were talking about?

Sheldon: Yes. Where should I send it?

Dana: Katherine and I as we need to discuss at a future meeting as well.

Sheldon: I can also draft the extraordinary committee piece.

Dana: Thank you!

Next Meeting

The next meeting is scheduled to be on September 1st at 8pm

Adjournment

The meeting was adjourned at 9:00pm.