



THE ALMA MATER SOCIETY
OF THE UNIVERSITY OF BRITISH COLUMBIA VANCOUVER

AMS Ad-Hoc Governance Review Committee

Minutes of July 21, 2022

Membership

Voting Members: Max Holmes (Chair – AMS Councillor), Eshana Bhangu (Vice-Chair – AMS President), Audrey Chow (AMS Councillor), Cynara Onyemordi (AMS Councillor), Mathew Ho (AMS Councillor), Christian Kyle (AMS Councillor), Rachel Kim (AMS Councillor)

Regularly Invited Guests: Sheldon Goldfarb (Archivist & Clerk of Council), Kamil Kanji (Strategy and Governance Lead)

Recording Secretary: Kamil Kanji (Strategy and Governance Lead)

Call to Order

The Meeting is called to order at 6:05 PM.

Approval of the Agenda

Max: Everything on the agenda is initial discussions but the only vote might be revisions to the Terms of Reference.

Move: Christian Kyle Second: Cynara Onyemordi

Be it resolved that the agenda be approved as presented.

Carried unanimously.

Introductions (10 Minutes)

Max: To start off, if you want to be recognized use the raise hand function and we will go in order, we will be structured in conversation and give preference to those who are speaking for the first time, and we will follow Roberts Rules of Order.

Max: Pronouns are he/him, been involved in the AMS and university governance for a while, I saw the last Governance Review as it was being implemented and coming out of COVID there is

lots that needs to be improved and we can see what needs to be changed for the betterment of students.

Eshana: Pronouns are she/her, President and I ran on this review, I am happy we went with an internal review, hopefully we have more buy in from students and other stakeholders.

Cynara: Pronouns are she/her, first year as AMS Councillor, hoping to see actual lasting change unlike the last review.

Rachel: Pronouns are she/her, CUS President, still part of the governance committee and naturally wanted to be part of governance review, good way to align the CUS vision with the AMS.

CK: No past AMS history, EUS President, likes seeing how the AMS interacts with constituencies, interested in governance that benefits all students and not just those heavily involved with the AMS, and looking at how changes affect all UBC students and those who are apathetic not those who just go to Council.

Sheldon: Archivist and clerk of council, started in the 90s after a big governance review done by an external corporation and been here for reviews focused on committee reform, so I have seen both ways, here to provide historical background and helpful information to the committee.

Kamil: Pronouns are he/him, former AMS governance committee Chair, current Strategy and Governance Lead, here to help the committee however possible.

Matthew: Pronouns are he/him, going into 7th year, been a councillor for the last 2 years but also been in the AUS as former VP Finance and other roles, the interest of this comes from being part of the AMS for quite some time and recognizing the importance in seeing what works and what doesn't.

Max: Thanks everyone.

Update from the Chair (10 Minutes)

Max: Hopefully everyone read my email, apologies for the lateness in the email, I have resigned as an arts councillor starting Friday, reasons for this are personal, I am still non-voting, still happy to be part of the governance review if that is what committee and council decides, this group should be seen as coordinating the review but there will still be lots of staff work, the society has done many reviews but not all have been called governance reviews, there has always been staff support so we will have to see today things that we are working on and things that others should work on and report back to us on, I have had discussions with Sheldon on supporting materials that can go back to people which include minutes and reports that will be

sent out after the meeting, on the conversation about what we will do with terms of reference and committee chairship we can leave for later in the agenda, the first conversation is about what is a governance review, asking questions, etc. I am happy to take any questions

Matthew: Is this part of the TORs? Is it possible to invite other people to be on the committee? Like if you are being a nonvoting member?

Max: All standing committees allow nonvoting members to be on committees, some Committee chairships, however, require voting members to be chair while others do not, all former governance review committees have had student governors serve on them.

What is a Governance Review? And what do we hope to achieve? (30 Minutes)

Max: The first thing we will talk about is the last governance review as an example of what a governance review has looked like at the AMS and then what this one might look like.

Max: I will highlight that the document on the last governance review is only seen by councillors so please do not send it out as it is confidential, the last review was supported by MNP, they decided to go with an outside firm because we were having financial difficulty and there were other issues and we hadn't had an external review in many years, MNP had a methodology, their consultation and interviews were towards the beginning with identifying issues and trying to get feedback, that is something to discuss for us this time around, they had a conversation with internal stakeholders like past executives, councillors, etc, with the MNP review they took a broad lens, it looked at all the top structures of the AMS so Council, executive, etc and looked at the purpose of different governance bodies, the first thing you have to do is decide what is the point of this review, why are you doing this, is it a regular reason? Many societies mandate regular reviews and the University does this as well, this is part of the reason why we are looking at this now, MNP made suggestions on how often we should do these reviews as well and said 5-8 years, MNP created this hierarchy of governance issues, they do a good job at separating out business problems and then society objectives, businesses are often seen as separate with what we do elsewhere, the executives and council provide oversight but they are really run by permanent staff, the society is more democratic, this review looked at how significant issues were and broke them down into different categories, the President has indicated that it would not be great to look at the businesses in this review because it is quite large and we do not necessarily have the expertise to address it, the last review produced a smaller council, it is a good structure for us to look at in identifying issues, we will be able to determine if we are looking just at the Society, businesses or even constituencies, this committee can consider how deep we should be going in the review, then after scope is determined we can look at what the problems are, this last review had good focus areas and identified how bad problems were, then went into how specific issues are with each area, I think no matter what this will be a high level review looking at the highest structures of the organization which is laid out in the review and what the President spoke about when she ran, then we can look at scope, then what are specifically the issues, then going to Council to

endorse what we are looking at, both other reviews had significant periods of time being worked on, the last review had the actual review then implementation which were each a year long, they did the review in one year and then looked at and implemented recommendations in the next year, this year we want changes made and approved by the election in the referendum, does anyone have questions? And what do you all want to see from the review?

CK: With regards to us looking at constituencies, in 2017 there was a thorough constituency review, I recommend we look at that and decide if we want to go deeper, I agree that we should stay high level.

Rachel: If we do have to look at how AMS and constituency relations work then it is best to see how the AMS supports constituencies but not into their physical operations as they normally run independently, and we should stay high level.

Sheldon: Just if people want that 2017 constituency report I can dig it up, Presidents Council came out of it.

Max: I will send out a couple of different resources people should read, if we determine scope is with AMS relationships with constituencies then we do not need to go very deep into how they operate.

Cynara: Wondering when you said before if we wanted to ask people for consultation on recommendations, wondering if that was with stakeholders or Society members?

Max: That is something we will get into later in the agenda but with the other governance reviews there have always been stakeholder relationships and consultation throughout the process, we can talk about if you want to do full consultation with membership on the recommendations at the end but that is what extended the last timeline, once you get to the recommendation phase that is sometimes when people go out with the draft and get feedback, they create a draft, get peoples feedback and then make a final version, the thing to remember with all this is that even if we are making small changes it still includes bylaw changes which are up to the membership which is something the entire membership can be heard on, internal stakeholders group consultation can be occurring throughout the process so groups like Council, Presidents Council, etc, but we should always identify who is doing the consultation and what they are doing.

Matthew: Also wondering that because this is a high-level review and we will be talking to higher structures in the AMS, wondering how communications would go on with those bodies?

Max: That is something we will talk about later in the agenda, how much are we going to lay out who is helping the committee, we are ultimately helping organize the review but Council makes the decision and they will be heavily involved, communicating with Council will be at meetings and maybe surveys, with the executives and management the President will with our guidance

communicate with them, then communicating with other bodies will be determined by this committee, student stakeholders will be another discussion, many groups on campus care about the AMS like resource groups and clubs, Sheldon resources this work with archival knowledge, Kamil along with other staff in the President's Office will help with those connections with student groups and will be a resource for helping draft documents, surveys, and more.

Review and Revisions to the Terms of Reference (30 Minutes)

Max: Apologies for sending out the document a little late, I will highlight the comments and revisions for peoples thoughts, some things I saw when I reviewed the TORs, if people still want me on this committee as a member which I am happy to do that but then we would have to change the section that says only voting members can be members, people highlighted the President being the Vice-Chair and asked why they are not chairing, if people feel the President should be chair we can change that, I also highlighted that it is not written into the TOR who is resourcing and assisting the committee, we could just write in that they will have the assistance of the Presidents office, I also just noticed that consultation of the membership was not put in the TOR explicitly, we could go with options to the membership, the membership can be shown different changes and comment on how much they like different changes, meeting once a week might not work well in the academic year so we could say that during the academic year we could extend meeting time rather than meeting every week, our procedures can be changed easily like during the year rather than now if we choose, happy to have a conversation on this, raise your hand if you want to say anything

Matthew: Meeting frequency depends on which time of the year, like we would not meet during breaks?

Max: Yes, correct.

CK: Was looking at the consult membership on different options, what does that mean? Does that mean surveys? Or townhalls?

Max: It is up to the committee to determine unless we specify that in the TOR, the committee should be regularly going to Council, I think that surveys are the best scientific way to consult, my experience with townhalls is they produce great conversation but unless there is great interest in the topic then not a lot of people show up, unless it is said in the TORs then we can decide how we make that consultation

CK: To Matthews's point in the chat, we can get engagement on the survey by reaching out to clubs and club Presidents, they are obligated to give good feedback, asking constituency and clubs to reach out to their members as well

Max: One thing to remember with early stakeholder consultation is that if we do talk to them early then they will be primed.

Eshana: In terms of support, my whole office can help, in terms of voting and nonvoting I would like to hear thoughts on whether Max should remain Chair, I would love you to stay on the committee but on the Chairship I want to hear everyone's thoughts.

Max: On the Chairship I would say I am happy to facilitate and organize but if the Committee plans to put tons of work on the Chair then that I could not do it, I am happy to facilitate meetings and the more traditional role but if we said that the Chair will go to all the consultation meetings, if you wanted the Chair to take a more active role in creating documents, surveys, and more then I probably don't have the capacity for that, personally I think it is better if the President is taking the lead on that consultation, a really active role I probably can't do but a more traditional role I would have time to do and it is up to members about if a nonvoting member should remain Chair.

Rachel: When CK mentioned to use clubs and constituencies to promote the survey, do you mean we also send emails out to students in our constituencies? Because Sauder does not have emails of students, just want to clarify how you are envisioning use of constituencies.

CK: I wasn't seeing one particular vision, we normally ask the faculty to send out emails, it would more be asking constituencies to have their membership engage with the survey.

Rachel: I think phrasing is important and we can discuss strategy later down the road, to Max's point I understand you are busy and with Eshana taking on the Chair role we don't want the review to be biased to the current President or Council but want to make it more broadly applicable, knowing everyone is busy I am okay with Max keeping the Chair role in a traditional way as long as we can stay high level and we receive support from staff.

Max: I don't think we are having a conversation on consultation right now unless we are including specifics in the TOR, go ahead Matthew if you want to talk about the TOR.

Matthew: Does communication with constituencies and students be part of the TOR or more communication strategy?

Max: We already have something that says consult all relevant stakeholders and I would include constituencies and students in that, we don't need to amend consultation section because it seems there is broad consensus that we want lots.

CK: Is there a way to phrase the suggestion on membership choosing an option to include the status quo option so that if students disagree with either change, they can vote for no change?

Max: There is a way we can write that in but the Committee would probably want to ask people if the options being put forward are better than the status quo, we also don't have to write this in to the TOR, if we want to present options we can just do that but we can require ourselves by writing into the TOR the presentation of options, what I am hearing is we don't want me to just leave the committee and changing the TOR to say non-executive Council members rather than non-executive voting members, do people feel anything is missing from the TOR?

Eshana: The scope probably.

Max: The way it is written says that the Committee will have a mandate as approved by Council, so we will bring it to Council but not include in the TOR, the Committee will recommend a scope to Council and that is probably what we will discuss at the next meeting.

CK: Do we want to edit that line to say that the scope will be added to the TOR because otherwise Council will not be able to hold us accountable if it's not included.

Max: This committee has no individual power without Council approval, I have never known a committee to not do what Council wants and because it is approved by Council it would be difficult for us to not abide by it, we can also bring a finalized timeline to Council that includes when we consult them.

CK: Is that calendar/timeline binding in any way? What can Council do if we do not follow it?

Max: If we were to deviate from what Council approves then they could dissolve the committee, and kick all of us off but I don't think adding the scope makes us any less or more accountable to the advice and direction of the Council.

Eshana: It is also my job to ensure we are on track as Chair of Council.

Matthew: About in-person attendance, wondering if situations like these where we are virtual are applicable or not?

Max: I think in person attendance is generally required but in this scenario where I knew multiple people could not make it then we can do these virtual meetings but during the year I think it will encourage participation and efficiency, we can also ensure that if people are attending remotely then those options are as good as they can be.

CK: I don't think we will go rogue, but I think because we are on a tight timeline we will be in trouble if we miss deadlines and so including in scope might aid us.

Max: In summary, there is the one change with deleting voting, I didn't hear anything about wanting to appoint another Chair, if people want to appoint another Chair then raise your hand now, we can also resolve this at another meeting, we do want assistance of the Presidents

office, I don't know if we want to include that in the TOR but we can say in the beginning that the Committee shall do its work with the assistance of the Presidents office, I hear that people do want to do consultation but I did not hear if we want to put forward proposed recommendations to membership.

Eshana: I don't think we need to include the Presidents Office piece in the TOR as we will all do our job and as for the Chair piece, I think lets review that since Audrey joined, I also think for the consultation piece that is a given and we do not need to include it in the TOR.

Max: We are talking about TOR revisions right now, people said they would be okay with me staying on in the traditional role of Chair, including the consultation piece in the TOR which we will do.

CK: I understand that we will all do some things, but it is about including pieces that ensure we are not being negligent like the consultation piece with students, which we will do but it ensures that even in the future those who look at our TOR will know that consultation was necessary.

Eshana: If CK is insistent on this I don't mind including that, when you say traditional Chair duties how many hours do you think that means? The initial understanding was the Chair would take on the heavier role.

Max: I meant that Chairing includes chairing the meeting, making the agenda, I would meet regularly with Sheldon about things that come back to the Committee, correspond via email, etc, I do think Eshana should stay as Vice-Chair because I would like to consult on agendas with you and Kamil, I can take on a small amount of being involved with consultation with stakeholders and that was always my understanding, liaising with Council as well, I can also probably not attend every single AMS Council meeting but would attend all the meetings with the Governance Review items.

CK: I was going to ask Sheldon if he knows the rules, because my understanding was that all standing committees are chaired by voting members.

Eshana: Ad-hoc committees can be chaired by nonvoting members.

Max: Committee chairs are normally 3 hours, I would argue this committee will be 4 or 5 but that is up to the HIR committee to decide, I would justify that by saying that the meeting itself over the summer is 2 hours, the meeting with staff support which would be around an hour, then if I was involved with consultation then that would be even longer, there also however is normally agreement on the fact that the Committee takes on collective work like those on Presidents Council would consult with them and report back to us, I would not need to be involved in something like that, I would not however commit to doing more than 5 hours a week.

Eshana: I am leaning towards Max staying on and doing 5 hours a week.

CK: It feels weird to talk about Chair time commitments without discussing scope because we are deciding what will be done before actually discussing what will be done, I would like to have scope conversation first and then decide the Chairship issue after.

Max: I would agree, because also the way we amend the TOR allows us to address the chair issue at any point, we don't need to address this issue right now, the only thing we need to address immediately is the changes to the TOR.

Matthew: What is expected from the Vice-Chair? Especially if we go over 5 hours.

Max: The Vice-chair is the President of the AMS so fulltime executive and can take on work and delegate to her many staff, because we have agreed that the President's office will support us their role will include agenda making, preparing materials, leading the consultation, etc.

CK: I like the change to the average amount of hours we meet a week.

Max: Great, I will then change that to the fact that the Committee shall meet at least an hour a week on average.

Max: So, we delete the voting, include consult the membership on the status quo option, there has to be different options but also on the status quo and then the hour's changes, is everyone happy with that?

No opposition voiced.

Be it resolved that that the Ad-Hoc Governance Review Committee approve the amended Committee Terms of Reference and recommend that AMS Council approve it as amended.

Move: Max Second: Rachel

Unanimous approval. The motion carries.

Scope and Timeline Initial Discussion (30 Minutes)

Max: First conversation I want to have is about scope, we can look at the last review which looked at the high level of executive, council and advisory board, they did not go into constituency relationships, I think because we are on a tight timeline we do not have the time to look at business or management and would probably need external consultants or more time, I don't think that means that we cant look at Council oversight relationships with businesses and management, looking at what past governance reviews have done I think we

should focus in on structures of Council, executive relationships with Council and look at student staff slightly, I say that because there are lots of vacancies across the organization that we can hopefully work to address, happy to hear from others because by changing Council structures we will affect everything.

Eshana: I want to focus on executives and Council, we should look at executive accountability, Council is a board and does not function well in that sense, I say we stay limited to Council and executives, understanding that has an effect on the entire organization, but staying away from management reporting structures for the most part like who is below the MD and where they should report, lets avoid the nitty gritty.

CK: Not a lot of disagreement, I think making Council effective, and general executive and institutional accountability, making it so that we hold executives accountable outside of just their goals, we don't have a functional accountability system, making it easier to hold executives accountable, having checks and balances as well or at least knowing what they are, having a better orientation to accountability measures that exist, knowing what to do if an executive is not doing their job right besides just asking questions during updates.

Max: I am hearing high-level council, executive relationships, by looking at Council we look at its relationship with the whole organization but not looking at going deep into the organization because we do not have time, do others think we should be looking at other things?

Matthew: Thinking about would governance also include investments?

Max: I don't think its outside scope as our investment policy is approved by Council but whether it is a specific thing, we look at it is another conversation.

Audrey: In the timeline we are looking at elections processes and committee structures but these are things the Governance Committee has expressed interest in discussing? So how much should Governance Committee address.

Max: What I meant by election changes is that if Council decides we want to change the structure of Council then that would mean new election processes but if GovComm is looking at changes for this year then please go ahead, for committee structure changes I think if we are looking at Council we will look at Committees but those changes will not affect this year so if you want to then look at it but don't put too much time into it, we do want GovComm engaged in this conversation and will likely be consulted with quite a bit.

CK: I think it can be within our scope to recommend that problems about businesses are reviewed by external bodies at a later time, I think we as well could make better use of our time by giving some things to work on to other Committees like Governance Committee, are we allowed to do that?

Max: I am agreed that if there are things outside our scope but identified as issues then we can in our scope and throughout the year refer things to other Committees.

CK: Are the issues last year relevant to the Committee?

Max: No, the issues are about the Elections Committee last year and those issues will not be resolved by this Committee, we want high-level review of Council governance, Council has relationships with all parts of the organization and other areas in the organization are not untouchable in terms of their relationships with Council, I also did not hear deep dive discussion on constituency operations but rather look at Council relationships with all parts of the organization. Moving onto timeline, I would love feedback on that, this is a draft timeline, if you look at it we would be presenting and getting Council feedback at least one meeting a month, we are the body working outside Council on these issues but Council has final authority on all this so we will be engaging with them throughout all this, our initial meeting will be research and scope, then finalize scope and mandate for approval for August 17 Council meeting, then internal consultation would begin August with executive, Council, MD, committees, we do have the ability to reach out to previous people from the organization and that would end up being finalized in September, then get draft recommendations in September, then do membership consultation starting in October and end in November, while doing consultation we will still engage with internal stakeholders, then November we look at feedback, present it to Council, then draft final recommendations for December, get final feedback, February you start getting things passed for Code and policies, then write a final report for Council, then March you get Bylaw changes and big ticket items passed, then April if there are unfinished things then there is a process to address those things, this is a draft timeline of course and open to feedback.

Eshana: October-November membership consultation looks like we want to do surveys, Cole made a policy on AMSES which goes out around that time, it is a bad idea for those to go out at the same time, right?

CK: I would say yes and let's not combine the two either, I would ask Council to let us suspend that policy so that there is not survey fatigue and we get good engagement.

Matthew: When we are doing membership does that include constituency consultation as well?

Max: I think what we would do is when there is the membership consultation we would ask the constituencies to engage and get people to show up, we can also break up results per constituency, we will also create a process where people can send us feedback at any point throughout the process, during internal consultation process I would hope that Presidents Council is being consulted and that those Presidents go back to their constituencies and bring us back feedback.

Matthew: So, you're certain one month will be sufficient for consultation from October-November?

Max: Yes, no consultation needs to be longer than a month based on what I have seen from my work with the University, are you all okay with the July and August timeline because this timeline is what I will use to create agendas for the next couple of weeks? I see no hands.

Next Steps and Other Business (10 Minutes)

Max: The draft TOR is going to Council for the next Council meeting, I will connect with Sheldon to get governance review resources for everyone to read, scope and timeline will be discussed at the next meeting and talking about past governance reviews. Anything anyone wanted to add?

No hands.

Max: Awesome, we will try for in person at the next meeting and if we can then great! I am looking forward to all this work ahead of us.

Adjournment

The meeting is adjourned at 7:53 PM.