



**THE ALMA MATER SOCIETY
OF THE UNIVERSITY OF BRITISH COLUMBIA VANCOUVER**

AMS Ad-Hoc Governance Review Committee

Minutes of October 6, 2022

AMS Nest Room 3529

Attendance

Present: Max Holmes (Chair – AMS Councillor, Voting Member), Eshana Bhangu (Vice-Chair – AMS President, Voting Member), Audrey Chow (AMS Councillor, Voting Member), Cynara Onyemordi (AMS Councillor, Voting Member), Mathew Ho (AMS Councillor, Voting Member), Christian Kyle (AMS Councillor, Voting Member), Rachel Kim (AMS Councillor, Voting Member), Kamil Kanji (Strategy and Governance Lead, Regularly Invited Guest), Sheldon Goldfarb (Archivist, Regularly Invited Guest)

Regrets:

Recording Secretary: Kamil Kanji (Strategy and Governance Lead, Regularly Invited Guest)

Call to Order

The meeting is called to order at 8:08 PM

Approval of the Agenda

Be it resolved that the agenda be approved as presented.

Motion: Mathew Ho Second: Audrey Chow

Approval of the Minutes

Be it resolved that the minutes of the September 1st, 2022 meeting be approved as presented.

Motion: Audrey Chow Second: Max Holmes

Updates from the Chair

Max: Update from me, apologies for the delays, we did limit our scope anyways so we should be okay in terms of timeline, I will talk about how the Committee can approach what we are doing in a phased approach, a lot of changes like orientations and other things are not bylaws so we have extra months to complete that, the only things that are a huge time crunch are the things we want to change in the bylaws, we will continue to meet weekly and I am not sure if everyone has 100% completed the when2meet, please fill it out with your best availabilities including zoom availability because I don't think this is the best time, I will send out the when2meet again, if we need to do zoom then so be it but I don't think 8 pm on Thursdays is a good time because we also need to invite staff and people will be burnt out, we will meet weekly for an hour, we have still followed our terms of reference because we are still on average meeting an hour a week, those are my updates.

CK: Do we have to report we are not on our timeline?

Max: The timeline wasn't approved by Council, the only thing approved was the scope and we may edit one or two things with that.

Timeline Update

Max: Tomorrow the survey will go out to everyone, I just have to give it a final look, we will tell everyone their answers are private and confidential and that means we cannot discuss the results of the survey outside of this Committee, Council will get some update, there will be 3 weeks to complete the survey, additionally there is a lot of consultations and engagement going on right now with tuition, AGM, municipal elections, etc and so November is what we will aim for regarding membership consultation, we can discuss later on if we even want to present options to the membership because if you would poll the membership and their knowledge of Council it will probably be low, we might poll the membership on what they value and what they would like to see rather than sending them options with little context, the other parts of our timeline are meetable, especially if we look at the big things now like Council and Executives then the more detailed changes like executive reporting to Council, Committees, those don't have to be accomplished till later, so we will start with high level structure then move on to more specific details with orientation, training, Committee structure and so on and so forth, so the focus of the next two months will be Council, executives and bylaws which I think is accomplishable.

Committee Budget Discussion

Eshana: What would you guys like the budget for the Committee to be?

CK: We do \$14/head for our Committees if there is food, we can do per head and then times the number of weeks.

Eshana: That is a good idea and as for membership engagement how much are we looking at for incentives? Because that should be included as well.

Max: I don't know if we should necessarily do incentives because of course we want membership engagement but ultimately resources should be spent on referendum campaigns and other things, we can discuss dinners even because no other Committee of Council does that.

Eshana: Give me a number per head because if we multiply that then I think that will be fine.

Max: I respect that this is something you can accomplish.

Eshana: Okay but for membership engagement, do we want to keep anything for say even a gift card?

Max: We can put \$500 for membership engagement for now, if we use it then great but if we don't then that's fine as well.

CK: Can you expand on referendum campaigns?

Max: There is already referendum staff hired by the President and there are already line items for referendum expenses.

CK: Yes but there isn't a referendum every year so just looking at that.

Max: If we do run a referendum, I will get 250 signatures, form a Yes Committee then have a \$1000 reimbursement from that.

CK: Do we have to help create a No campaign?

Max: So for no campaigns, they would form a no committee if people really didn't want a referendum and that is the Elections Committee's role to make sure they are well resourced.

AMS Council Structure Discussion

Max: I have a presentation to you all to have a conversation, in order to meet our timeline we will have to discuss issues in Council before we get feedback to meet our timeline, there are some problems and issues that people say universally agree exist on Council, the background is that AMS Council is the board, has extensive responsibilities and the further in the past you look the more responsibilities AMS Council had, AMS Council has kept much of its managerial responsibilities, including the fact that Council sees budget variations above \$5000, that is rare on most governance boards, additionally all policies, Code have to come to Council for revisions, even Operations Committee is extremely operational, over time we have given more of these responsibilities to executives but Council can do and decide quite a bit, it is the highest governing body, we are responsible for oversight, legal liabilities, etc, you are like any other nonprofit board, you take on the same responsibilities as Board of Governors members, Council has always existed since the creation of the Society, we haven't always been a nonprofit in the way we are now, Councillors all turnover in May hypothetically which was a change in the last governance review.

CK: When you compare to other boards does that mean other student societies or all boards of nonprofits?

Max: In terms of responsibilities I mean as for all nonprofit and general boards but if you look at student unions then we are one of two common themes of boards, we have 42 voting directors, 36 are from constituencies, 5 are from executives, and 1 is indigenous, 5 constituencies with over 3000 students receive additional directors for every 3000 students in their constituencies, that was a change in the last review, some representatives are appointed and some are elected, GSS appoints their Councillors, a lot of really small constituencies also appoint directors sometimes, some preliminary issues with Council are that AMS Council is not as democratically representative of our membership as we may think because we give one representative per constituency then another one for every 3000 students, right now we have 9 vacancies on AMS Council, it has become a bigger issue in the last couple years with no compensation for the board, AMS Council is still a lot larger than most nonprofit boards even though we have gotten smaller, it's hard to compare to other Student Unions because we are the largest in Canada, AMS Council is not properly resourced or educated about the Society, training and orientation is not well thought out despite it being a recommendation in the last governance review, and finally we don't provide regular or consistent oversight over the executives and management, it changes every year in terms of how Council wants to oversee them, the first issue we will talk about is are we democratic, excluding directors that are executives there are 36 constituency directors, 90% of our membership are represented by 21 directors and 10% is represented by 15 directors, every constituency no matter how small have

representation and some are not even constituencies, 1% of our membership is represented by 15% of directors or 5 directors, our 5 largest constituencies are over 70% of our membership but make up less than half of constituency directors, we do follow a common student union board model with constituency representatives but we don't follow what some other student unions and nonprofits do which is elected at large or hybrid model where you might have 1 representative for each of the large faculties and then some that are appointed or elected, we are trying to be a democratic Society but right now we aren't that.

Rachel: When are these numbers updated?

Max: This is from me researching with Sheldon, he gave me a lot of those numbers but for other numbers, I went off of UBC enrollment reports, the best website is the AMS voting website but not all of them have been published yet, a lot of this comes from before in which we created a rule that says a new constituency cannot be created if 1500 or fewer people are in it but we didn't grandfather the rule in, so we kept all these schools that are not constituencies.

Audrey: What is the difference between faculty and school?

Max: Schools are within faculties, there are 12 faculties but schools under these faculties that teach specific things, a lot of our small constituencies are schools that were brought in by a rule we had that said any school created is entitled to a representative, the current model is not democratically representative of the population, and we have to ask is it right for some students to have a much larger say than others.

Mathew: Do you have information on what other universities look like at hand?

Max: SFU has representatives where some are from schools, departments, or faculties, a lot of other student unions don't take our model, and lots of other student unions only give representatives to their faculties, not their constituencies, our current model is inequitable from a representative perspective but also any new schools that are created won't get representation.

Kamil: Also just to add the University of Calgary does that faculty representative model.

Max: Yes and that is what the UBC Senate does, does anyone think our current system is a good system?

CK: UofT looks similar to us and Waterloo is fully at large, but Waterloo being at large was done as undemocratically as possible in a sketchy AGM.

Max: Western does hybrid I think where each faculty gets one representative but then they have at large representatives.

CK: I think it is thinking about who do we represent, obviously I come from a very strong constituency lens, the AMS controls constituency finances and has a lot of direct control over constituencies, something I have noticed is that every school where constituencies don't have representation on their board there is intense anger, some constituencies have gone on to separate and that comes from disenfranchising those groups.

Max: Yes, and we are one of the only student unions that still has grad students part of the AMS, and I totally agree, there needs to be representation of faculties especially those that are large and have massive finances but there does not necessarily need to be representation for schools that do not even have constituencies, I also think this comes to the question of whether are we democratic, is this the best way to be representing people.

CK: So to get a representative you would have to be a school before 2015.

Max: So whenever any new degree program was created it was up to AMS Council to decide to put you into a constituency or create a constituency so even back then it wasn't equitable.

Mathew: But Council made the call?

Max: Yes.

CK: When they did the constituency review a few years ago they resorted people around, that would be a good thing to look at, I don't think we are democratic to the general population but we are to the smaller different groups at UBC, the faculty appointments have to change, the university should not be appointing people to serve on our governing body.

Max: Great, the next question is turnover and vacancies, currently, 10 out of 42 directors are vacant, this is not typical of other nonprofit boards and even most student unions across the country, there are about 8 out of 25 constituencies that do not regularly send directors, this gets to the obligations we put on directors when you not only have to do constituency work but also attend AMS Council and Committees and then within all that you're not being paid, most constituencies that are large and represent faculties rarely have vacancies, most are in those

really small constituencies, even those that appoint directors have vacancies and so even that process does not guarantee no vacancies, we talked about this already but some directors do not have constituencies, a lot of directors have also left for paid jobs, that is something to consider, it is too much work, or they are not resourced well enough, this is not something that can continue if you want good governance, this level of turnover is not effective and we cannot train everytime their is a new director, and this leads to Council not being the best informed about the Society, any additions to this? Do we generally agree that this is a problem?

CK: It is Alan's view of his year that Council was full in his year. Is that true?

Max: There have been times where Presidents and EAs have come along and filled these vacancies, in Alans year the EA went around to all these groups and highly encouraged filling vacancies but what happened was that many were not elected but rather appointed by the department or other mechanisms, so you can fill these vacancies but it is not always a democratic process.

CK: Technically the board represents the constituencies yet some are not constituencies and that is an interesting hole in the process.

Max: Your legal responsibility is to the entire membership not to your constituency and as a director you are obligated to choose the side of the AMS over your constituency if there is an issue that ever comes up.

CK: I think there is also a fair point to the fact that some groups are disproportionately impacted and so I mean we have an indigenous representative for a reason.

Max: The indigenous representative is different in that one of the calls to action by UNDRIP and TRC is to have Indigenous reps on boards, it is part of truth and reconciliation and we have in the past looked at international students and year representatives on our board but with the indigenous rep it is part of TRC, and finally the question of are we too big? For context, In the last review we shrunk from 50 to 40 and many boards with larger budgets and similar membership have less than 20 directors and some even fewer, we are much more a legislative model instead of a board, a lot of student unions have a board model where they are smaller but others have ours which is extremely large, I would say it's about half and half around the country, the UBC BoG, for example, has 21 directors, half are elected and they are representative of both campuses, also most directors don't serve on a Committee and I think we recognize even in Committees that smaller groups get more work done, say we did have a well resourced 42 person board, is that the right size? Could everyone contribute? Have an

active role? And if we do look at compensation then we won't be able to compensate people very much with our 42-person model, and so we need to decide whether we want to have more quantity or quality.

Mathew: Does BoG get compensation?

Max: No, okay so the question is are we too big? We will also have to look at delegation and Committee responsibilities, we are a managerial board but do not give our Committees enough autonomy, that is something we will look at, one of the things I will say is that over time our size has not been 42 people, most of the time because of the vacancies we are under 40 and the average amount of people that actually attend is basically 20-30 people, yes and there are lots more issues for us to discuss but this was for us to look at what problems we can agree on and then what we should look at.

Other Business

Max: So I will send out another when2meet and then the idea is for us to agree on some general issues ahead of membership consultation, then have a conversation with Council to get their feedback on these issues.

Adjournment

The meeting is adjourned at 9:00 PM