

Governance Committee Minutes

November 20, 2023

Present: Ayesha Irfan (Chair), Salva Sherif, Dr. Sheldon Goldfarb (Archivist & Clerk of Council), Kareem Hassib, Aki Kamoshida, Julianna Jou (Student-at-Large), Kamil Kanji

Absent: Yuki Ichikawa

Guest(s):

1. Call to Order

The meeting was called to order at 5:07pm.

2. Adoption of Agenda

The agenda has been adopted as presented.

Moved: Salva Seconded: Juliana

3. Personalized Land Acknowledgement

Given by Ayesha Irfan

4. Approval of minutes

- Meeting minutes from:
 - Nov 6, 2023

Moved: Aki Seconded: Salva

5. Approval of Changes

- Remote Attendance Code Change
 - Aki believes that what we have in terms of attendance now is valid, especially considering the responsibilities of other councillors.
 - Salva agrees with what is said in regards to remote vs in-person attendance. The actual code change though is important due to the reasons discussed at prior meetings. The zoom issues could also be resolved due to the implementation of a livestream.

- Kamil states that that part of the code change doesn't necessarily change procedure as technically councillors are required to provide reasoning for remote attendance - it just is not enforced.
- Aki clarifies her earlier point.
- Kamil mentions that there is decreased participation when councillors are remote and since Executives are required to attend in-person, it would be more consistent to have councillors follow the same rules.
- Salva states that ultimately, the first two clauses of this clause are redundant and wouldn't change anything.
- Overall, this clause may be discussed later, however, it doesn't procedurally affect how council works.
- Kareem asks if is it intentional that there is no explicit livestream option?
- Salva thinks that the specific details will need to be ironed out after discussing it with our IT services.
- Overall, the committee positively views the code change.

Moved: Aki Seconded: Kareem

6. Discussion Items

- REVISED Code of Conduct + Statement of Declaration for Voting and Non Voting Councillors
 - Ayesha provides context for the Code of Conduct.
 - Sheldon confirms Kareem's list of changes from the previous draft which include the removal of the One Voice clause, and removal of wording that was concerning.
 - Aki brings up potential fiduciary duty concerns for BoG members and how this wording may be problematic.
 - Ayesha mentions that there was an intention to discuss the participation of BoG and Senate members in committees and then the Code of Conduct can come back to GovCom for deliberation.
 - Kamil states that there is no conflict for Senators technically.
 - Ayesha states that there will be an item on agenda next week for these committee seats. Asks Sheldon for a quick history lesson.
 - Sheldon states that BoG and Senate reps had voting seats and it was this concern and it led to their seats becoming non-voting. The discussion of BoG + Senate reps not being committee members is newer.
 - Ayesha asks if the Declarations are the same/similar as before.

- Sheldon states that the main difference is that there is a requirement to proactively list conflicts of interest rather than requiring Directors and Non-voting directors from self-reporting when conflicts come up.
- Kareem explains that BoG directors are required to do so and also report and get their changes of employment approved.
- Ayesha states that she is curious about how the literacy piece would be dealt with.
- Kamil and Ayesha discuss who would be responsible for determining what is a conflict of interest. Sheldon states that it would be Speaker according to code.
- Kareem asks if councillors would be expected to report arising conflicts of interest.
- Aki states that typically the responsibility of determining a conflict of interest is on the individual, not the organisation.
- Salva says that there should be an existing part of code that states that councillors should recuse themselves from discussion if they have a conflict.
- Sheldon affirms this.
- Ayesha reaffirms that there will be an agenda item for Non-Voting councillors roles in committees and council.

There being no further business, the meeting was adjourned at 5:58 PM.

Next Meeting will be on November 27, 2023 from 5:00 PM - 6:00 PM.