

Call to Order – 2:30 pm, March 23, 2015 | MBC 2290

1. Roll Call of Attendance

Committee Composition

Executive Officer (*chair*).....Darwin Binesh
President (*ex officio*)..... Chardaye Bueckert
Board of Directors RepresentativeShadnam Khan
Board of Directors Representative Rebecca Langmead
Board of Directors Representative Shirin Escarcha
Board of Directors RepresentativeAdam Potvin (*late*)
CouncilorMarija Jovanovic
Councilor Charles Turo
Student At-Large
Student At-Large

Society Staff

Campaigns, Research, and Policy Coordinator Pierre Cassidy
Minute Taker Dion Chong

Guests

Schools Building Schools..... Rebecca Danen
Member..... Arjan Mundy (*late*)
Member.....Enoch Weng (*late*)

2. Adoption of the Agenda

MOTION CPR 2015-03-23:01

Bueckert

Be it resolved to adopt the agenda as amended

Board Reporting Mechanism added, New Business moved to beginning

CARRIED

3. New Business

a. BOD—More Stringent Requirements for Introduction of Levy Revocation Questions

A representative of Schools Building Schools advocated for the creation of policy around fair wording and consultation in relation to levy revocation questions, given recent events at the Board of Directors level.

A member expressed that the Board already had policy mandating a specific timeline for agenda item submission for Board meetings. An option available to the committee was a policy disallowing certain types of agenda items from being considered after the deadline, such as levy revocation referendum question proposals. Beyond the three-day deadline for agenda items, it was felt by a member that the group affected by a levy revocation question should be contacted by the Board. However, it was expressed that the Board could suspend the policy at any time, and would not be a truly inhibitive instrument.

Potvin entered at 2:35pm.

While a member expressed that advanced notice and fair wording were discussions of merit for the committee, it was felt that referenda were a tool for consultation of the membership, and

that policy requiring the Board to consult about consulting the membership was simply infeasible.

The SBS Representative expressed that the question posed by the Board had misrepresented the work of the organization and therefore would've affected any consultation.

It was felt that a strict requirement for consultation or to ban certain agenda items being added last minute should apply to a whole category of agenda items, as opposed to single specific instances. There was a desire to avoid an interim decision given the timelines related to policy changes.

Weng and Mundy entered at 2:40pm

It was expressed that the Society had received requests to review its referendum question acceptance practices from various members on multiple occasions and that it had a duty to investigate possible solutions to the issues., concerns were raised around members expressing that the Board could break policy at any time when the Board had refused to accept a proposed question considering the revocation of one of its own levy, which formed the context of the discussion.

Fair wording was seen by a member to be a fair matter of discussion by CPR. However, the request for consultation was seen as problematic, as all Board decisions have some level of impact to the student body at some level. To provide a policy to have a vague idea of consultation may not be in the best interests of the Society. Further, concern was expressed around how to identify stakeholders, particularly if the group's governing body has no continuity, if emails do not reach the recipient etc.

Chief Electoral Officer could be asked to weigh in on the discussion.

Feasibility was considered an area of concern by the staff. Questions were raised around whether any member has reviewed the timelines for elections—the Chief Electoral Officer for the current election was hired late and a number of policies had to be suspended in order to meet the required timelines. Adding additional timeline on top of a complex electoral process may simply cause constant suspension of electoral policies to ensure that the elections can take place. Further, the membership has three options for submitting a referendum question: petition, Council, or Board. The committee was encouraged to lower the bar for referendum questions to make it easier for members to participate and express their opinions as a collective.

It was felt that the standard for student organizations both internal and external of the SFSS should be equal.

An option was available for legal counsel to vet referendum questions and to act as an impartial arbitrator in determining the language for referendum questions between the SFSS and the student group in question. The vetting had occurred for the Schools Building Schools question.

MOTION CPR 2015-03-23:02

Bueckert

Be it resolved to task Rebecca Langmead to develop a policy proposal regarding levy revocation that addresses consultation and notification

Be it further resolved that Langmead engage the IEC about the possibility of incorporating this into electoral policy.

CARRIED

Abstention: Khan

4. Unfinished Business

a. Board of Directors Code of Conduct

Under the status quo, members who had issues with the actions of a single or a group of Board members only had two courses of action:

- Attending a meeting of the board itself, with 16 individuals with significant influence and power differentials, which could potentially decide to defund their student group.
- Pursue the impeachment of the board members in question.

With the empowerment of Council, the Society now had an opportunity to create a third option to adequately manage issues as they related to Board members through a body which did not consist of the Board itself. This followed various other initiatives to enhance accountability for the Board, including goal-oriented stipend provision, as well as Council review of time sheets. Directors expressed interest in pursuing the Code of Conduct, given their experience with issues arising in the current year.

An opportunity also existed to publicize violations of the code through The Peak, which was seen by members to be the most effective tool. However, this brought questions of ethic and the potential perception of bullying, particularly between Board members. It was raised that this risk already exists within the society; a member could make an arbitrary and politically motivated accusation within a minutes meeting, and then choose to speak to The Peak on the issue. The risk was inherent within a politically charged organization.

The desire was for a record kept of each code of conduct violation and the punishment levied. A section on the SFSS website regarding code of conduct breaches was also considered, in a similar manner to how the Independent Electoral Commission has a specific section on infractions. While publication in The Peak may be excessive, there was a desire for record keeping beyond simply recording within the minutes.

The document presented to the Committee was created within a month of the Campaigns, Research, and Policy Coordinator's joining the organization and thus review may be necessary, potentially with an updated version submitted to the Committee. The document was the beginning of a conversation and it would be valuable for the Council to have a discussion, given the major duty of Council in leading any such review of Board member actions.

In the current year, the Council made a binding recommendation to the Board on the selection of the Chief Electoral Officer, and this would be an opportunity to enhance the role of Council further.

Identified Issues

- Having Council convene to discuss whether a complaint had merit may be financially infeasible, considering the fixed cost of convening council. Rather, the Council Chair could review the matter within the week, and the matter then discussed at Council if approved.
 - Issues may arise with a decision being delegated to a small body. An alternative option was for the matter to be taken up at the next Council meeting, whether called urgently or moved to the next scheduled meeting.
 - Having a subcommittee within Council reviewing the complaints may mitigate this issue.

- Nothing stops the Council from meeting to discuss a complaint and recommending a stipend deduction at present.
- Council may wish to vote on one of the three means of redress as opposed to only voting whether they are guilty of violating the code.
 - A combination may also be considered, such as a reprimand as well as a stipend deduction.
 - A subcommittee could discuss the sentencing instead, to avoid extended discussion. Council could simply make the judgment of whether a violation of the Code had occurred.
- Stipend deduction may be fixed and increased, particularly given the financial impact to the organization when Council is activated.
 - A fine can be up to \$100 under the bylaw, but stipend deductions are not limited under bylaw. This could be increased up to \$300.
- If complaints are made against staff, they are managed through working conditions.
- Significantly more training will be needed for the Council.
 - Council may need to read all Board minutes, know how many board members serve on the Board etc.
- A review of the Council chair position, stipend allotment, and the responsibilities inherent in the position may be a matter that Council should review, in light of the potential for managing such requests.

The CRP Coordinator expressed the rationale for the development of the governance reform proposal, including redundancies in representation, definition and relationship with constituency groups etc. It was felt that reinforcement of Council would be valuable, but there may be some risks in attributing the role before the Council has had a discussion on whether they are prepared to take on this role, and prior to restructuring of Council.

It was not anticipated that a large number of complaints would be received through Council. Council could also discuss whether any received complaints even warranted discussion, particularly as Council is barely ever inquorate and had a fixed meeting cost.

Mundy left at 3:21pm

The Subcommittee would ensure that sentencing is carried out by a body that understands thoroughly the workings of the Board and the roles of the directors. It was expressed that Council should have the opportunity the decision on how the Council process would function.

MOTION CPR 2015-03-23:03

Bueckert/Amended Bueckert

Be it resolved that CPR recommend that council engage with and prioritize the development of the BOD Code of Conduct and means of redress as discussed and attached.

Be it further resolved that the CPR recommend to board that the matter be prioritized

Means of Redress—accused should have the opportunity to be present and defend themselves against accusations.

It was expressed that it should be fairly clear whether the individual has breached the code of conduct, given the severity of accusations that are likely to flow through the process.

The proposed policy could be forwarded to the Council, with a one page memo from the CPR meeting attached for context. Faculty Representatives could also be tasked to email their councilors personally.

Concern is raised that the Council would have an extended and unguided discussion on the matter. A member of CPR from the BOD could assist in framing the discussion. Council should be asked for principled feedback as opposed to language changes. Further, Council should be reminded that the process for conduct and redress is extremely important to the organization.

Action Item: Bueckert would present the matter to Council.

The Board will have to begin taking seriously the advisory role of Council, as the oversight capabilities of the Council would be substantial upon the ratification of the process.

CARRIED

5. Discussion

a. Board Reporting Mechanisms

6. Adjournment 3:30pm

DC | CUPE 3338

Research Requisition

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General Information

Requestor: Executive Committee

Question: Draft and code of conduct and a means of redress should any Board member not respect that code of conduct?

This analysis should be undertaken within the context of the Bodie Report 2014.

Analysis

There are a large number of federal and provincial laws, as well as Society bylaws and policies that speak to Board, Council, Committee, working group, task force, and staff responsibilities and obligations. Moreover, there are a number of repetitions of those responsibilities and obligations spread out through those documents. Having been tasked by the Executive Committee to draft a code of conduct and a means of redress of any breach of that code by the Board, I submit the attached for consideration, and would strongly recommend deleting any redundant policies that would speak to the same content. Specifically, I would recommend deleting R-10, AP-5, and AP-43. The content of the policies are contained in my proposal a very succinct and encompassing manner.

It should also be noted that the submitted disciplinary policy would require the approval of Council as well as the Board, given that the former plays such a pivotal role in the proposed process.

My approach to the disciplinary policy, which was developed as a means of redress to any breakdown in Board corporation, was an attempt to have any breakdown at the Board level moderated by Council, as a broader representational body. This approach will have the added benefit of endowing the Council with both an oversight function in addition to its advisory role.

It should also be noted that where Board cooperation breaks down, and where Board refuses to differ to Council mediation, Board members, as students in good standing, may also make use of the disciplinary policy of the SFU, a link to which can be found in the List of relevant policies.

Risks and Outstanding Questions

Opportunities

Recommendations

I recommend enacting the two proposed policies attached as appendices, though only on the condition that R-10, AP-5, and AP-43 be deleted. I would also recommend deleting bylaw 21, but given the perception of submitting any such retraction to special resolution, I think it unwise.

Relevant Policy and Referenda

List of relevant policies

- The Bodie Report (the report is not attached for confidentiality issues)
- The Society Act
(http://www.bclaws.ca/civix/document/id/complete/statreg/96433_01#section24, June 27, 2014)
- By-Law 4 – Powers, Duties and Obligations of Executive Officers
- By-Law 5 – Board of Directors
- By-Law 7 – Student Council
- By-Law 8 – Power, Duties, Obligations of the Student Council
- By-Law 11 – Annual and Special General Meetings
- By-Law 17 – Resignation, Impeachment, Abandonment
- By-Law 21 – Prohibition on Discrimination
- R-6: Executive Officers Duties, Responsibilities & Stipend Requirements
- R-7: Faculty Representative and At-Large Board of Directors Duties, Responsibilities & Stipend Requirements
- R-8: Council Representative Duties, Responsibilities and Stipend Requirements
- R-10: Ethical Standards of Conduct for Members of Board of Directors and its Committees
- SO-1: Society Standing Committees, Ad-Hoc Committees and Working Groups
- AP-5: Anti-Racism
- AP-43: Anti-Bullying/Harassment Policy

The Society Act (http://www.bclaws.ca/civix/document/id/complete/statreg/96433_01#section24, June 27, 2014)

Directors

24 (1) The members of a society may, in accordance with the bylaws, nominate, elect or appoint directors.

(2) Subject to this Act and the constitution and bylaws of the society, the directors

- (a) must manage, or supervise the management of, the affairs of the society, and
- (b) may exercise all of the powers of the society.

(3) A limitation or restriction on the powers or functions of the directors is not effective against a person who does not know of the limitation or restriction.

(4) A society must have at least 3 directors.

(5) At least one of the directors of a society must be ordinarily resident in British Columbia.

(6) The first directors are those named in the list of first directors filed with the registrar.

(7) Notice of a change of directors of a society must be filed with the registrar, without delay, in the form established by the registrar.

(8) If a society has less than 3 members for more than 6 months, each director is personally liable for payment of every debt of the society incurred after the expiration of the 6 months and for so long as the number of members continues to be less than 3.

Duties of directors

25 (1) A director of a society must

- (a) act honestly and in good faith and in the best interests of the society, and
- (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director.

(2) The requirements of this section are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

Disclosure of interests

27 A director of a society who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other directors.

Accountability

28 (1) A director referred to in section 27 must account to the society for profit made as a consequence of the society entering or performing the proposed contract or transaction,

- (a) unless
 - (i) the director discloses the interest as required by section 27,
 - (ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - (iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- (b) unless
 - (i) the contract or transaction was reasonable and fair to the society at the time it was entered into, and
 - (ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

(2) Unless the bylaws otherwise provide, a director referred to in section 27 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

Removal of directors

31 A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.

"special resolution" means

- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
- (b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,
- (c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution, or
- (d) an extraordinary resolution passed before January 5, 1978;

By-Law 4 – Powers, Duties and Obligations of Executive Officers

1. The President shall:
 - a. Have the power to convene the Board or Council at any time.
 - b. Be an ex-officio voting member of all Board and Council committees.
 - c. Be a signing officer.
 - d. Represent the Society on formal occasions.
 - e. Ensure compliance with and enforcement of all relevant Collective Agreements, employment contracts and staff relations policies.
 - f. Act as a liaison between the Board and its employees
 - g. Undertake all other duties usually falling to the office of President of a Society.
2. The Vice-President Student Services shall:
 - a. Assume and carry out the rights, duties and obligations of the President during her or his absence or in the event that she or he should resign, be impeached or abandon office.
 - b. Coordinate the compilation of the Annual Report of the Board for consideration at the Annual General Meeting.
 - c. Coordinate and facilitate activities and services for the members of the Society.
 - d. Be a signing officer.

- e. Undertake all other duties and responsibilities the Board may delegate to the Vice-President of Services from time to time.
3. The Vice-President External Relations shall:
 - a. Be responsible for keeping the Board informed of plans or actions of external organisations, outside the University, and federal and provincial governments that have a direct bearing on the Society or its members.
 - b. Be responsible for Society business related to, and organize Society representation at conferences held by external organisations, other than the University, in which the Society may have membership or interest.
 - c. Act as a liaison between the Society and other student unions.
 - d. Undertake all other duties and responsibilities the Board may delegate to the Vice-President External Relations from time to time.
 4. The Vice-President Student Life shall:
 - a. Act as a liaison between the Board, Council, and other student groups at the University.
 - b. Oversee the establishment and maintenance of Faculty Student Unions and Department Student Unions, and act as a liaison between the Board and Faculty Student Unions and Department Student Unions.
 - c. Undertake all other duties and responsibilities the Board may delegate to the Vice-President Student Life from time to time.
 5. The Vice-President Finance shall:
 - a. Ensure that all Society funds are deposited in an appropriate account at a financial institution selected by the Board.
 - b. Keep careful account and be responsible for all monies received and disbursed by or on behalf of the Society. The Vice-President Finance shall not disburse funds except as provided for in these By-Laws, or by regulation.
 - c. Render, upon request of the Board and within fourteen calendar days, a detailed written report on the Society's financial affairs.
 - d. Prepare a detailed written report on the Society's financial affairs for consideration at the Annual General Meeting.
 - e. Coordinate the preparation of the budget of the Society.
 - f. Coordinate the commercial and legal affairs of the Society.
 - g. Be a signing officer.
 - h. Undertake all other duties and responsibilities as the Board may delegate to the Vice-President Finance from time to time.
 6. The Vice-President University Relations shall:
 - a. Act as a liaison between the Board and the University.

- b. Coordinate student representation on all University committees to which the Society nominates or appoints.
- c. Coordinate student involvement in University community affairs and activities.
- d. Be a signing officer
- e. Undertake all other duties and responsibilities as the Board may delegate to the Vice-President Student Affairs from time to time.

By-Law 5 – Board of Directors

1. The members of the Board shall be members in good standing of the Society and shall not miss more than one registration during tenure of office. In order to remain a member in good standing during a semester in which a member of the Board is not registered that member shall pay all Society fees for that semester at a rate equal to the prorated part-time student rate.
2. The Board shall consist of:
 - a. The Executive Officers.
 - b. One undergraduate student Representative elected from each University faculty.
 - c. Two At-Large undergraduate students.
3. Members of the Board shall receive a stipend.

By-Law 6 – Powers, Duties and Obligations of the Board of Directors

1. The Board shall be the only recognized medium of communication between the Society and:
 - a. Its members.
 - b. The University.
 - c. The general public.
2. Subject to the provisions of these By-Laws, the Board shall exercise full control over all activities of the Society.
3. The Board may delegate such of its powers, duties and obligations as it may deem expedient for the practicable conduct of the affairs of the Society.
4. The Board shall not delegate its powers to expend or disburse funds except that:
 - a. The Board may, by way of regulation, delegate its powers to expend or disburse funds to the Executive Committee, except that this power shall only be exercisable between the last quorate Board meeting of each semester, and the first quorate Board meeting of each subsequent semester, and any such expenditure or disbursement shall be limited to a maximum of \$20 000.

- b. The Board may, by way of regulation, delegate its powers to expend or disburse funds to its standing committees, except that any such expenditure or disbursement shall be reported to the Board at its next meeting.
 - c. The Board may, by way of regulation, delegate its powers to expend or disburse funds to the Vice-President Finance, except that any such individual expenditure or disbursement shall not exceed \$500.
5. Subject to the provisions of these By-Laws, the Board has the power to make Regulations governing any activities of the Society, including the conduct of its membership, Department Student Unions, and Faculty Student Unions, and to amend, suspend or repeal those Regulations
6. Subject to the provisions of these By-Laws, the Board has the power to make rulings in connection to all Regulations enacted pursuant to these By-Laws, including any Regulations governing the conduct of its members, Department Student Unions and Faculty Student Unions, and any such ruling made by it shall be final and binding.
7. The maximum fine that may be levied against a member of the Society in accordance with this By-Law shall be \$100.
8. No meeting of the Board in the Summer semester shall have the power to allocate from operating funds, nor shall the Vice-President Finance disburse such funds, such that the total expenditures of the Society for the three semesters ending April 30th exceed the revenues for the same period, unless:
 - a. This excess expenditure over revenue has been previously budgeted, or
 - b. The expenditure of such funds is contractually required.
9. No meeting of the Board in the Summer semester shall have the power to approve capital expenditures in excess of \$20,000 or 15% of the capital budget, whichever is the greater.
10. The Board may, for the purpose of carrying out the objects of the Society, borrow, raise or secure the repayment of money. The Board may authorize the issue of bonds, perpetual or redeemable debentures, or any mortgage, charge or other security on the whole or part of the property or assets of the Society, present and future, including Society fees now or hereafter due or payable, except that no debenture shall be issued without sanction of a special resolution.
11. The Board may, by resolution, appoint persons not members of the Board as full or qualified signing officers, provided they are covered by liability insurance satisfactory to the Board and naming the Society as beneficiary.
12. A member in good standing of the Society shall be elected to the position of Board Chair by a simple majority vote of the Board for a term of one semester.
13. The Board Chair shall not be counted towards quorum or have a vote unless she or he is a member of the Board.
14. If she or he has a vote the Board Chair shall exercise it in accordance with Robert's Rules of Order.

15. The Board Chair shall convene a meeting of the Board at least once per month, or
 - a. Upon receipt of a petition signed by at least one-half (1/2) of the members of the Board, the Board Chair shall convene a meeting within two (2) working days.
16. Quorum for a meeting of the Board shall be a majority of the seats filled, including at least four (4) Executive Officers.
17. Robert's Rules of Order shall govern the conduct of all meetings of the Board and its committees.
18. No votes by proxy shall be allowed.

By-Law 7 – Student Council

1. The members of Council shall be members in good standing of the Society and shall not fail to register in a course at the University for more than one semester during tenure of office. In order to remain a member in good standing of Council during a semester in which a member of Council is not registered in a course that member shall pay all Society fees for that semester at a rate equal to the prorated part-time student rate.
2. Council shall consist of:
 - a. Councillors
 - i. One (1) representative from each Constituency Group, to be elected by the members of their respective Constituency Group;
 - ii. One (1) representative from each Faculty Student Union established in accordance with By-Law 9, to be elected their respective Faculty Student Unions;
 - iii. One (1) representative from each Department Student Union established in accordance with By-Law 10(3), to be elected by their respective Department Student Unions;
 - iv. Notwithstanding By-Law 7(2)(ii), three (3) undergraduate members from the Faculty of Education, to be elected by Member of the Faculty of Education.
 - v. Notwithstanding By-Law 7(2)(iii), three (3) undergraduate members from the Faculty of Business, to be elected by Members of the Faculty of Business and
 - b. Honourary Members of Council
3. Members of the Board of Directors shall be Honourary Members of Council.
4. Quorum for a Council meeting shall be a majority of the seats currently filled by Councillors.

By-Law 8 – Powers, Duties and Obligations of the Student Council

1. Council shall serve as the primary medium for discussion of:

- a. Issues of importance to members in different faculties, departments or schools at the University.
 - b. Advocacy and other such matters of general interest to members of the Society.
2. Council shall advise the Board as necessary and may strike advisory committees, establish their terms of reference, and appoint their members, at its discretion.
3. Council may, in accordance with By-Law 10(3), establish a new seat on Council for Department Student Unions by a motion requiring two-thirds ($2/3$) majority vote of members in attendance at the Council meeting.
 - a. Such motion shall require three (3) weeks written notice to Council.
4. Council may, in accordance with By-Law 9, establish a new seat on Council for Faculty Student Unions by a motion requiring two-thirds ($2/3$) majority vote of members in attendance at the Council meeting.
 - a. Such motion shall require three (3) weeks written notice to Council.
5. Council may recognize a Constituent Group within the University community and establish a new seat on Council for a Constituent Group representative by a motion requiring a two-thirds ($2/3$) majority vote of members in attendance at the Council meeting.
 - a. Such motion shall require three (3) weeks written notice to Council.
6. Council shall receive and administer an annual budget.
7. A member in good standing of the Society shall be elected to the position of Council Chair by a simple majority vote of Council for a term of one semester.
 - a. The Council Chair shall not be counted towards quorum or have a vote unless she or he is a member of Council.
 - b. If she or he has a vote the Council Chair shall exercise it in accordance with Robert's Rules of Order.
8. The Council Chair shall convene a meeting of Council at least once per semester or, upon receipt of a petition signed by at least one-half ($1/2$) of the members of Council, within five working days after receiving the Petition.
9. Quorum for a meeting of Council shall be a majority of the seats filled.
10. Robert's Rules of Order shall govern the conduct of all meetings of Council.
11. No votes by proxy shall be allowed.

By-Law 11 – Annual and Special General Meetings

1. The Annual General Meeting of the Society shall be held between September 15th and October 31st each year. In addition to any other business proposed by the Board, Council or members of the Society, the following business shall be conducted at the Annual General Meeting:
 - a. Appointing a Chair for the Annual General Meeting.
 - b. Receiving and filing the minutes of the previous year's Annual General Meeting and any Special General Meetings held since the last Annual General Meeting.
 - c. Receiving the Annual Report of the Board.
 - d. Receiving the Vice-President Finance's report.
 - e. Receiving the Auditor's report.
 - f. Appointing the Auditor for the coming year.
2. Notice of the Annual General Meeting or of any Special General Meeting shall be given at least twenty-one (21) calendar days prior to the date on which the meeting is to be held, and all notices shall clearly state the date, time, location, and proposed agenda. Sufficient notice will be deemed to have been given with the posting of no less than the following:
 - a. A conspicuous notice not less than eleven inches by seventeen inches in size upon three (3) or more different bulletin boards about the Burnaby Campus, upon at least one (1) bulletin board at the Harbour Centre Campus, and upon at least three (3) or more different bulletin boards at the Surrey Campus.
 - b. Written or electronic memoranda to all active and recognized Department Student Unions, Faculty Student Unions and Constituency Groups.
 - c. An advertisement in the student newspaper or other student publication normally available to all members of the Society.
 - d. A notice not less than eleven inches by seventeen inches in the vicinity of the Society's offices.
 - e. Electronic memoranda to all active members of the Society, unless the University is unable or declines to provide the necessary access to student electronic contact lists.
3. Accidental omission in giving notice of the Annual General Meeting or a Special General Meeting, or the non-receipt of notice by the members of the Society, shall not constitute a violation of the proceedings of the meeting.
4. Each member in good standing of the Society shall be entitled to vote at the Annual General Meeting or at any Special General Meeting. In order to exercise her or his vote the member shall be present at the meeting at the time the vote is put, and no votes by proxy shall be allowed.

5. Quorum for the Annual General Meeting and any Special General Meeting shall be two hundred and fifty (250) members in good standing of the Society.
6. If within thirty (30) minutes from the time appointed for the Annual General Meeting a quorum is not present, quorum shall be twenty (20) members in good standing of the Society, and the meeting shall transact only such business as is specifically referred to in By-Law 11(1) [a]-[f].
7. Special General Meetings may be convened at any time by resolution of two thirds (2/3) of the members of the Board or Council.
8. The President shall convene a Special General Meeting within thirty (30) calendar days of receipt of a petition signed by five (5) per cent or more of members in good standing of the Society.
9. Resolutions of the Annual General Meeting and of any Special General Meeting shall be governed by a simple majority of votes cast, except where the provisions of these By- Laws or the Society Act require otherwise.
10. Robert's Rules of Order shall govern the conduct of the Annual General Meeting and of any Special General Meeting.

By-Law 17 – Resignation, Impeachment or Abandonment

1. If any member of the Board or Council ceases to be a member in good standing of the Society, her or his resignation shall be deemed to have been delivered to and accepted by the Society, and the Board or Council Chair shall declare the position vacant forthwith.
2. A member of the Board or Council may be removed from office by special resolution.
3. Any member of the Board or Council who, without prior authorization by the Board or Council, is absent from two (2) consecutive and regularly scheduled meetings of the Board or Council, shall be deemed to have abandoned their position and the Board or Council Chair shall declare that position vacant forthwith.
4. A member of the Board removed from office in accordance with By-Law 17(1), 17(2), or 17(3) shall be replaced by way of by-election, if the number of Board members falls below quorum, or by appointment by ordinary resolution to serve during the balance of the term.

By-Law 21 – Prohibition on Discrimination

1. The Society shall not discriminate against any person on any ground enumerated in the Canadian Charter of Rights and Freedoms or the British Columbia Human Rights Code.

R-6: Executive Officers Duties, Responsibilities & Stipend Requirements

1. Duties and Responsibilities of Executive Officers
 - a. Executive Officers shall attend all regularly scheduled meetings of the Executive Committee called during the month.
 - b. Executive Officers shall attend all meetings of Board of Directors and Council called during the month.
 - c. Executive Officers shall attend all General Meetings of the Society called during the month.
 - d. Executive Officers are expected to chair at least one standing committee of the Society, and to actively participate in one other committee of the Society, other than the Executive Committee, or to which the Society nominates or appoints.
 - e. Executive Officers shall complete 120 hours of work on behalf of the Society per month and shall submit a semi-monthly timesheet to the VP Finance confirming these hours. The President shall approve the timesheet of the VP Finance.
 - f. Executive Officers shall post and keep office hours
 - g. Executive Officers shall provide a semesterly written report by the 30th day of the first month of the following semester, detailing work completed and projects undertaken for the benefit of the Society. Exit reports shall take the place of work reports for the Spring Semester
 - h. Executive Officers shall maintain and update the procedures manual for their respective positions.
 - i. Notwithstanding the above, during the months of April, August, and December it is understood that the duties and responsibilities of Executive Officers may be reduced by a maximum of one-half (1/2) of the required hours (60 hours), and that this reduction in activity shall not affect stipend allocations.
2. Stipend Eligibility for Executive Officers
 - a. The eligibility of an Executive Officer for full stipend is determined by fulfilling each of the requirements of R-6(1).

- b. At the first meeting of each semester, Executive Officers must offer proof of registration or proof of payment of the Student Society fee to the Board of Directors in order to be considered a member in good standing.
 - c. In the event of illness, Executive Officers may be excused for a maximum of 30 hours per one-year term of office.
 - i. Officers elected on a temporary basis may be excused for a maximum of 10 hours per semester of office.
 - ii. Excused hours in any pay period must be fulfilled within the subsequent month.
2. Final stipend eligibility requires Directors to have completed all requirements of R-6 (1), returned keys, and settled all outstanding debts to the Society.
 3. Failure to submit an exit report within ten (10) business days following the end of their term will result in a \$150 deduction per week from the final stipend, unless extenuating circumstances exist.

Further, Executive Officers who have been re-elected to a subsequent term on Board will have all further stipends withheld until such time as an exit report has been submitted.

3. Stipends for Executive Officers

In recognition of the time Executive Officers volunteer the Society provides a stipend of \$1750.00 per month.

Amended: BOD 05-01-04, BOD 08-10-05, BOD 04-16-08, BOD 09-29-08, BOD 04-22-09, BOD 07-29-09, BOD 10-19-09, BOD 11-29-10, changes in effect as of January 1, 2011, BOD 07-18-13

R-7: Faculty Representative and At-Large Board of Directors Duties, Responsibilities & Stipend Requirements

1. Duties and Responsibilities of Faculty Representative and At-Large Representatives
 - a. Faculty Representative and At-Large Representatives shall attend all regularly scheduled meetings of the Board of Directors and Council called during the month.
 - b. Faculty Representative and At-Large Representatives shall attend all General Meetings of the Society called during the month.
 - c. Faculty Representative and At-Large Representatives will be expected to assist with projects and campaigns, and facilitating communications between the Society and its members.
 - d. Faculty Representatives will be expected to participate in the work of the Society, including but not limited to:
 - i. Informing students in their faculty of the Society's activities
 - ii. Forwarding issues of importance from their faculty to the Board of Directors
 - iii. Making efforts to attend departmental student union general meetings, and
 - iv. Reporting the activities of the Society to unions within their faculty if requested.
 - e. Faculty Representative and At-Large Representatives shall be a member of and actively participate on at least two standing committees of the Society.
 - f. Faculty Representative and At-Large Representatives shall complete 60 hours of work on behalf of the Society per month, and shall submit a monthly timesheet to the VP Finance confirming these hours.
 - g. Faculty Representative and At-Large Representatives shall post and keep office hours.
 - h. Faculty Representative and At-Large Representatives shall provide a semesterly written report by the 30th day of the first month of the following semester, detailing work completed and projects undertaken for the benefit of the Society. Exit reports shall take the place of work reports for the month of Spring semester

- i. Faculty Representative and At-Large Representatives shall maintain and update the procedures manual for their respective positions.
 - j. Notwithstanding the above, during the months of April, August, and December it is understood that the duties and responsibilities of Faculty Representatives and At-Large Directors may be reduced by a maximum of one-half (1/2) of the required hours (30 hours), and that this reduction in activity shall not affect stipend allocations.
2. Stipend Eligibility for Faculty Representative and At-Large Representatives
- a. The eligibility of a Faculty or At-large representative for full stipend is determined by fulfilling each of the requirements of R-7(1).
 - b. At the first meeting of each semester, each Faculty and At-large representative must offer proof of registration or proof of payment of the Student Society fee to the Board of Directors in order to be considered a member in good standing.
 - c. In the event of illness, Faculty and At-large representatives may be excused by a maximum of 15 hours per one-year term of office.
 - d. Officers elected on a temporary basis may be excused for a maximum of 5 hours per semester of office.
 - e. Excused hours in any pay period must be fulfilled within the subsequent month.
3. Stipend for Faculty Representative and At-Large Representatives
- a. In recognition of the time that Faculty Representative and At-Large Representatives volunteer to the Society, each Faculty Representative and At-Large Representatives shall receive a stipend of \$875 per month.
 - b. Notwithstanding the above, if a Faculty Representative or At-Large Director works “above and beyond” their duties with the prior permission of the Board of Directors, they may collect a stipend of \$1166 instead of \$875.

Amended: BOD 10-19-09, BOD 05-01-04, BOD 08-10-05, BOD 04-16-08, BOD 09-29-08, BOD 04-22-09, BOD 07-29-09-changes in effect as of January 1, 2011, BOD 07-19-13

R-8: Council Representatives Duties, Responsibilities and Stipend Requirements

1. Definition

- a. Council Representatives” shall refer to Department Representatives and Constituent Group representatives as defined in Bylaw 7 – Student Council.
- 2. Duties and Responsibilities of Council Representatives
 - a. Council Representatives are encouraged and expected to participate in the work of the Society, including but not limited to:
 - i. Informing students in their departments of Society activities;
 - ii. Forwarding issues and concerns of importance to members of their Department Student Union; or Constituency Group to Board of Directors and/or appropriate Society committees
 - iii. Assisting with projects and campaigns, and facilitating communication between the Society and its members.
 - b. Council Representatives shall:
 - i. Post in their Common Rooms or Departments and at the Society General Office a reliable means by which students can contact them.
 - ii. Provide a report of their activities at the request of Board of Directors or their Department Student Union or Constituency Group
 - iii. Attend all Council Meetings, General Meetings of the Society, and no less than 75% of any General Membership Meetings called by the Department Student Union or Constituency Group called within the semester
 - c. Council Representatives are strongly encouraged to be a member of committees and working groups of the Society
- 3. Stipend Eligibility for Department Representatives
 - a. Stipends are awarded on a per-meeting basis.
 - b. In recognition of the time Council Representatives volunteer the Society provides a stipend of \$35.00 per scheduled meeting attended from May 1, 2008.

Amended: BOD 03-19-03, BOD 12-07-05, BOD 04-16-08, BOD 06-23-08

R-10: Ethical Standards of Conduct for Members of Board of Directors and its Committees

1. Proper operation of a democratic student organization requires that students elected to Board of Directors or appointed by Board of Directors to a Society or University Committee be duly responsible to the membership. To this end it is imperative that:
 - a. Society decisions and policy be made through the proper channels of the Society's structure.
 - b. Elected and appointed positions not be used for personal gain.
2. Members of Board of Directors and Society Committees shall:

- a. Maintain the highest ideals of honor and integrity while serving on Board of Directors or a committee.
- b. Avoid any situations that could cause any person to believe that they may have brought bias or partiality to a question before Board of Directors or a committee.
- c. Avoid any situation that could impair their judgment in the performance of their elected duties while in office and carry out those duties with impartiality and equality of service to students.
- d. Declare to Board of Directors at the first opportunity their interests, or known interests of any close relatives, acquaintances or business partners, in any enterprise which proposes to transact business with the Society and should leave the place of the meeting during discussion and vote on the subject.
- e. Not use information designated confidential for the personal gain of himself or herself or any other person.
- f. Not communicate information designated confidential to anyone not entitled to receive same information.

Amended: BOD 03-19-03

SO-1: Society Standing Committees, Ad-hoc Committees and Working Groups

1. Establishment of Society Committees and Working Groups
 - a. Board of Directors may at its discretion delegate its authority to standing committees, ad-hoc committees and working groups. Standing Committees are established and empowered by Board of Directors to consider and take action on routine duties and responsibilities relating to the Society on a regular and ongoing basis. Ad-hoc committees are established and empowered by Board of Directors to consider and take action on specific duties and responsibilities relating to the Society that arise regularly, but infrequently. Working groups are established and empowered by Board of Directors or its committees to consider and take action on specific tasks or issues on an “as needed” basis. A working group is constituted for a limited duration and will be dissolved once its purpose has been served.
2. Standing and Ad-hoc Committees
 - a. The terms of reference for all standing and ad-hoc committees of the Society are established by Board of Directors as Standing Orders. Committees have the authority to act in accordance with their terms of reference, but must seek direction and approval of Board of Directors on any matters of serious concern or significance to the membership of the Society.
 - b. Unless otherwise specified in the Standing Order establishing the committee, standing and ad-hoc committees are chaired by an Executive Officer. Duties of the Chair include: convening regular meetings, informing committee members of meeting times and locations, preparing agendas, distributing any documents or materials to

committee members, submitting attendance to the VP Finance, and reporting on committee activities to the Executive Committee and to Board of Directors.

c. Composition of committee membership is specified by the committee's terms of reference. Unless otherwise specified in the standing order establishing the committee, only members in good standing may be appointed to a voting seat on a standing committee. Duties of committee members include: attending all meetings of the committee, representing to the best of their abilities the interests of the Society and performing any duties assigned as part of the committee's mandate.

d. Unless otherwise specified in the Standing Order establishing the committee, members of standing and ad-hoc committees shall be elected/impeached by a simple majority vote of Board of Directors.

e. Unless otherwise specified in the Standing Order establishing the committee, quorum for all standing and ad-hoc committees shall be a majority of the seats filled.

f. Unless otherwise specified in the Standing Order establishing the committee, all committee members, with the exception of persons employed by the Society are voting members.

g. For the purposes of the Standing Orders, "student(s) at-large" shall refer to those students who do not hold a position on the Board of Directors and are members in good standing of the Society. Council member shall refer to those members who sit as members of Council and are not members of the Board of Directors of the Society.

3. Working Groups

a. Working groups and their mandates, authority and jurisdiction are established by a motion of a standing or ad-hoc committee or Board of Directors.

b. The Chair of a working group is selected by and from members of the standing or ad-hoc committee or Board of Directors. Duties of the Chair include: convening regular meetings, informing committee members of meeting times and locations, preparing agendas, distributing any documents or materials to working group members, submitting attendance to the VP Finance, and reporting on working group activities to its committee, the Executive

c. Composition of working groups is open to all members in good standing of the Society. Duties of working group members include: attending all meetings of the working group, representing to the best of their abilities the interests of the Society and performing any duties assigned as part of the working group's mandate.

4. Meeting times and locations of all standing committees, ad-hoc committees and working groups shall be published on the Society's website and in a conspicuous place in the vicinity of the Society's General Office prior to these meetings.

5. Information about student-at-large vacancies on the Society's committees shall be published on the Society's website prior to these meetings.

AP-5: Anti-Racism

1. The Society recognizes racism as a form of discrimination that deprives the community of full participation by its members. The Society supports an environment that protects and promotes the dignity, worth, and human rights of every person and encourages mutual respect and cooperation among individuals. Furthermore, the Society:
 - a. Acknowledges the challenge of becoming responsive to the needs of a pluralistic community
 - b. Affirms that the racial, ethno-cultural, linguistic and religious diversity of its members and employees is a source of enrichment and strength for the organization and the University; and
 - c. Commits to eliminating barriers that racial, ethno-cultural, linguistic and religious groups encounter in the course of their efforts to participate in education and employment opportunities
2. The Society is committed to:
 - a. Promoting an inclusive environment where racial equality is fundamental to its goals and philosophy
 - b. Creating an understanding that race relations issues must not be trivialized or marginalized
 - c. Cultivating a mutual acceptance of cultural diversity among its members and employees
 - d. Taking into account the anticipated impact on the diverse membership when creating new programs, policies, and services
 - e. Working with its employees to ensure that Collective Agreements and employment practices reflect the organizations commitment to effectively dealing with issues of racism
 - f. Organizing campaigns for the purpose of increasing awareness about racism with the goal of creating a learning environment in which all members of the community can fully participate; and
 - g. Lobbying the University to develop policies and procedures to effectively deal with issues of racism, including:
 - i. An on-going review and evaluation of University curricula, programs, policies, hiring practices, services, and methods of service delivery with the goal of removing inequities and biases
 - ii. A recognition that curricula must present a global view of the community, which includes the experiences, and achievements of diverse cultural groups
 - iii. Recognition of the value and importance of first language(s) and educational experiences of First Nations students

- iv. Continued support of English as a Second Language programs
- v. Training, guidance and support for members, faculty, administration and staff, to enhance cross-cultural understanding, mutual respect, unlearning racism, and acceptance of cultural diversity; and
- vi. Support for an Ethnic Relations Officer and appropriate counseling services for people of colour and First Nations people

Adopted: BOD 02-28-01

AP-43-Anti-Bullying/Harassment Policy

1. Intent

This policy statement applies to all workers, including permanent, temporary, casual, contract and student workers. It shall apply to any persons conducting business on society premises. This policy shall also include interpersonal and electronic communications such as email.

This policy applies to all activities which take place on the Simon Fraser Student Society premises, or which are connected to the workplace and during any employment-related duties or activities, including conferences, training sessions, travel and social functions.

2. Bullying/Harassment Defined

Workplace bullying and harassment can be defined as unwanted conduct, comments, actions or gestures that affect an employee's dignity, psychological or physical health and well being. It can be any form of offensive/abusive treatment or behaviour that creates an intimidating, hostile, or abusive work environment and may result from the actions of one individual towards another, or from the behaviour of a group.

Bullying and Harassment are often characterized through insulting, hurtful, hostile, vindictive, cruel or malicious behaviours which undermine, disrupt or negatively impact another's ability to do his or her job and results in a harmful work environment for the employee.

Examples of conduct or comments that might constitute bullying and harassment include but are not limited to verbal aggression or insults, calling someone derogatory names, harmful hazing or initiation practices, vandalizing personal belongings, and spreading malicious rumours.

Bullying and Harassment excludes any reasonable action taken by an employer or supervisor relating to the management and direction of workers or the place of employment.

3. Bullying / Harassment Prohibited

The Simon Fraser Student Society will not tolerate harassment or bullying in the workplace. Any person that experiences harassment or bullying shall be encouraged to report the activity to their immediate supervisor, manager or the Executive Director. All complaints shall be taken seriously, and investigated appropriately. Any one that submits a report or complaint of harassment or bullying shall not be subject to any form of reprisal or retaliation as a result of the complaint.

The Simon Fraser Student Society shall apply disciplinary actions in accordance with the principles of progressive discipline for any and all incidents of harassment or bullying.

4. Roles and Responsibilities

a. Management

- Promote a respectful and safe working environment;
- Ensure employee adherence to the Anti-Bullying / Harassment Policy;
- Investigate complaints of bullying and/or harassment promptly while respecting the organizational grievance procedures;
- Maintain a confidential file for complaints of harassment or bullying, investigations completed and actions taken;
- Report the incident to police where appropriate;
- Apply appropriate disciplinary action where appropriate.

b. Employees

- Treat others with respect, and contribute to a respectful and safe work environment;
- Report all acts of bullying to management;
- Participate fully and in good faith, in any resolutions process or formal complaint and investigation process where they have been identified as having potentially relevant information;
- Report any incidents which may be in violation of this policy
- Respect the rights to personal dignity, privacy and confidentiality pertaining to this policy

Adopted: BOD 2013-12-04

Robert's Rules of Order – Chapter XX, §61

Formal disciplinary procedures should generally be regarded as a drastic step reserved for serious situations or those potentially so. When it appears that such measures may become necessary, proper and tactful handling of the case is of prime importance. It is usually in the best interests of the organization first to make every effort to obtain a satisfactory solution of the matter quietly and informally.

Punishments that a society can impose generally fall under the headings of reprimand, fine (if authorized in the bylaws), suspension, or expulsion. The extreme penalty that an organization or society can impose on a member is expulsion.

SFU Academic Honesty and Student Conduct Policies -

<http://www.sfu.ca/content/dam/sfu/policies/files/students/S10.01.pdf>

Ancillary Sources

Society of Actuaries – Policy on Responsibilities and Conduct of Members of the Board of Directors

Being elected to serve on the SOA Board of Directors is a high honor and privilege, but one that carries with it a serious responsibility to serve the interests of the SOA and its members. It is the desire of the SOA that all Board members should conduct themselves and perform their duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them by the membership.

Board members must always abide by the legal duties of care, loyalty and obedience pertaining to their role as Directors of the SOA. As fiduciaries of SOA resources and guardians of its mission, each Board member has basic responsibilities that derive from these legal duties:

- To support the mission and purpose of the SOA, as reflected in its Articles of Incorporation, and to abide by its Bylaws and policies;
- To be diligent in preparation for, attendance at, and participation in Board meetings and related activities on behalf of the SOA;
- To ensure that the financial and business affairs of the SOA are, to the best of the Board member's awareness, managed in a responsible manner;
- To act always in good faith and in the best interests of the SOA, above any personal interest; and
- To maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service.

Board members must also recognize that the Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work well together.

With the goal of embedding these core principles into the culture of the Board, this Policy establishes standards of conduct expected of each Board member.

1. **INDIVIDUAL CONDUCT:** To properly serve the SOA and its members, each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings, reflecting the SOA's high standards for ethical behavior and professionalism.
 - a. Each Board member sets the tone for SOA members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.
 - b. A Board member should take no action that could discredit the reputation or credibility of the SOA.
2. **FINANCIAL RESPONSIBILITY:** Each Board member serves as a fiduciary of the SOA's resources and is accountable to the members for prudent management of the SOA's financial and business affairs.
 - a. A Board member should read and understand the SOA's financial reports, committee reports and other documents pertaining to the operations of the SOA.

b. A Board member should actively engage in decisions relating to the allocation of resources and monitoring of financial performance.

3. **CONFLICT OF INTEREST:** Each Board member must act in good faith and in the best interests of the SOA, above any personal interest or the interests of any particular constituency. Each Board member is subject to, must be familiar with, and must follow the SOA's Conflict of Interest Policy (Appendix B of the Policy Manual). It is not a conflict of interest for Board members to be advocates for their areas of practice or geography. Board members should, however, be open to the views and needs of all areas of practice and geography, and should act and vote based on the overall good of the Society, without partisanship.

4. **BOARD COMMITMENTS:** Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.

a. A Board member should demonstrate due diligence in preparation for and attendance at Board meetings and other activities on behalf of the SOA.

b. A Board member should, to the best of his/her ability, be informed about the needs and opinions of the SOA membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.

c. A Board member should give open and fair consideration to diverse and opposing viewpoints.

d. A Board member should exercise independent judgment, and should not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.

5. **RELATIONS AMONG BOARD MEMBERS:** Each Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board from operating in an efficient and effective manner.

a. A Board member should treat other Board members with courtesy and allow other members of the Board to express their views.

b. A Board member should respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal ad hominem attacks are not acceptable.

c. A Board member should never undermine, sabotage or falsely impugn another Board member. This is not intended to preclude a Board member, acting in good faith, from reporting a suspected violation of this Policy under the compliance provisions described herein, or from separately filing a disciplinary complaint with the ABCD (or other appropriate disciplinary body) regarding an alleged violation by another Board member of the SOA's (or other applicable) Code of Professional Conduct.

6. **CONFIDENTIALITY:** Transparency in governance and having input from SOA membership are both important considerations for the Board. Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of

Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially those held in executive session) is essential to having full and frank discussions necessary for effective decision-making. Therefore, subject to Standards 7 and 8 of this Code of Conduct and the exceptions noted below, a Board member may solicit input from SOA members on matters being considered by the Board, and may informally share with SOA members the actions taken and the issues considered by the Board in reaching its decisions. However:

- a. A Board member may not disclose any matters addressed in executive session to anyone not entitled to participate therein.
- b. A Board member may not disclose confidential or proprietary information obtained as a result of Board service to anyone outside the Board or authorized SOA staff.
- c. A Board member may not, in disclosing anything about the Board's deliberations, discuss or disclose the votes of the Board or of individual Board members (including his/ her own) unless the Board has made these votes public, or negatively characterize the positions of the Board or the points of view taken by any members of the Board.
- d. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.

7. **PUBLIC STATEMENTS:** A Board member may not act in an official capacity or speak publicly on behalf of the SOA unless empowered to do so under the Bylaws or as specifically empowered by the Board.

- a. A Board member who, by virtue of Board assignments or duties, is asked to or is expected to communicate about Board matters through an official SOA communication channel or forum (such as The Actuary, SOA News Today, or a Section newsletter) is authorized to speak for the Board in that capacity and for that purpose.
- b. Except where so empowered or authorized, a Board member speaking publicly to SOA membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the SOA in any official capacity or expressing the views or positions of the SOA.

8. **SUPPORT OF BOARD DECISIONS:** A Board member must accept and publicly support Board decisions.

- a. A Board member is encouraged to be an ambassador of the SOA and, subject to Standard 6 (Confidentiality) of this Code of Conduct, to promote the activities and actions of the Board with the SOA membership and publicly. In doing so, a Board member must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view.
- b. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the

obligation outside the Boardroom to respect and support decisions of the majority, even when the Board member dissented from the majority view.

c. A Board member who does not support a Board decision may express his/her opposition within the Board in an appropriate manner.

d. A Board member must not take actions publicly or with respect to the SOA membership that have the purpose of undermining the decisions or actions of the Board.

e. A Board member who intends to publicly oppose a Board action should resign his/her position on the Board before doing so.

9. RELATIONS WITH STAFF: A Board member must appreciate the strategic role of the Board and respect the Executive Director's and SOA staff's responsibility to manage the SOA's day-to-day activities.

a. A Board Member should refrain from intruding on administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy.

b. A Board member should treat employees of the organization courteously and professionally, recognizing that the SOA has an obligation to provide its employees a work-place free from discrimination and harassment.

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular Standard of Conduct should consult with the President of the SOA or a member of the Leadership Team. If a Board member is unable to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning his/her position on the Board

2. A Board member or members who wish to bring a complaint under this Policy must do so in writing, addressed to the President of the SOA or a member of the Leadership Team. The Leadership Team (excluding any member who is personally involved in the complaint) will then, with the advice of the General Counsel and any investigatory panel it may appoint, determine a course of action for handling the complaint, including:

a. Determine that the complaint does not warrant further action. If a Board member who reported the complaint is not satisfied with that decision, he/she may submit the written complaint to the Board for further consideration.

b. Mediate between the Board member(s) who reported the complaint and the alleged violator(s), with an outcome agreeable to all parties.

c. Refer the complaint to a discipline committee in accordance with Article XIII of the Bylaws.

3. Any complaint made under this Policy, any and all proceedings of the Leadership Team, the Board, investigatory panel, discipline committee or appellate tribunal involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.

4. Notwithstanding paragraph 3 above, if the Leadership Team and/or any party or persons involved with or aware of the matter determine that the alleged conduct is additionally a potential violation of the SOA's Code of Professional Conduct (or other applicable professional code), they may refer the matter to the ABCD (or other appropriate disciplinary body).¹

5. If a discipline committee determines that a Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed as provided in Article XIII. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:

- a. Admonishment or reprimand, whether privately by the Board or publicly by the SOA.
- b. Requirement for remedial action to be taken.
- c. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.
- d. Actions initiated to seek removal from the Board or as an officer.

6. If the offending Board member does not cooperate with the decision of the discipline committee and/or the appellate tribunal, the Board may take such further action as it deems appropriate. Repeated or willful violations of this Policy, or a Board member's disregard for or refusal to comply with remedial actions specified by the discipline committee or the Board, may be regarded as a violation of Precept 1 or Precept 12 of the SOA's Code of Professional Conduct or comparable provisions of other applicable codes of professional conduct.

FOOTNOTE

1 This Policy is issued pursuant to Article V, Section 1 of the SOA Bylaws, and is intended to establish rules and policies for the conduct of the Board's business. It is not intended to supersede, interfere with, or establish prerequisites for disciplinary complaints arising under the SOA's Code of Professional Conduct or other applicable professional codes.

HAC Members Discipline Policy

1. The Helicopter Association of Canada ("HAC") is committed to fostering public confidence in the safety of helicopter operations and the integrity of HAC Members, as well as to protecting the reputation and good name of the helicopter industry.
2. The purpose of this Policy is to provide the Board of Directors and members of HAC with a framework to enforce the Code of Conduct for Members of HAC ("the Code of Conduct"). It is intended to provide for a fair and transparent disciplinary process in the event that a member breaches the Code of Conduct.

Principles

3. Members are entitled to procedural fairness in any disciplinary action including:
 - Notice of any allegation, investigation, suspension, and/or hearing;

- The grounds for which any remedial action will be taken;
- An opportunity to make representations at any hearing or during any investigation; and
- An unbiased decision maker.

Investigation

4. If there is an allegation that a member of HAC has breached the Code of Conduct, the Board of Directors may suspend the member's membership for a maximum of one-hundred and eighty (180) days pending an investigation of the breach if, in the Board's discretion, it is in the best interest of HAC to do so. The member will receive written notice of his or her suspension which will outline the basis of the allegation.
5. The Board of Directors will arrange for an investigation of every alleged violation of the Code of Conduct unless the allegation:
 - does not relate to the Code of Conduct;
 - is obviously trivial, frivolous, vexatious or made in bad faith;
 - does not identify the member in question; or
 - is anonymously submitted.
6. The Board of Directors may appoint an HAC employee, Officer, Director or Committee to investigate the allegation or, in its discretion, the Board of Directors may choose to engage an independent third party to conduct the investigation. The Board of Directors will ensure that whoever is chosen to investigate the allegation will be a neutral party in that he, she or they will have no personal or professional connection to the allegation.
7. The investigator may conduct its interviews of the Member and/or witnesses in person, by phone, in writing, or by any other technological means.
8. To protect the interests of the Member under investigation and HAC, confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances. Only those with a need to know will be made aware that an investigation is ongoing.
9. If the investigator gathers documentary or other evidence during the course of the investigation, the Member will be given copies of that evidence, if possible. If copies are not possible, the Member will be given other means to view the evidence.
10. When the investigation is complete, a Preliminary Investigation Report will be drafted by the investigator and given to both the Member who will have a period of twenty (20) days to respond to it, in writing.
11. After reviewing the Member's response to the Preliminary Investigation Report, the investigator will draft a Final Report within thirty (30) days, with one of the following findings for each allegation:

- The allegation is substantially true and constitutes a breach of the Code of Conduct
 - The allegation is substantially true but does not constitute a breach of the Code of Conduct
 - The allegation was made in good faith, but is not true
 - The allegation was false and deliberately fabricated
 - The investigator is unable to come to a conclusion
12. The investigator will provide this Final Report to the Member and to the Board of Directors. The Final Report shall not include recommendations as to remedial action to be taken.

Hearing

13. Following the receipt of the Final Report, but prior to the Directors making their final decision with respect to remedial action (if any), the Board of Directors will invite the Member to attend a hearing in order for the Member to make representations to the Board about the allegations and findings of the Final Report.
14. The hearing may be in person, at the Member's own expense, or by means of telephone, electronic or other communication facilities as permit all Directors and the Member participating in the hearing to communicate with each other simultaneously and instantaneously.
15. Neither the Board of Directors nor the Member will be permitted to have legal counsel at the hearing.
16. The Member has the right to decline to attend (or participate in) the hearing.
17. A Director will recuse himself or herself from the hearing if, in the opinion of the other Directors, he or she has a personal or professional connection to the allegation, or if their participation would breach the Directors' Code of Conduct and Conflict of Interest Policy.

Remedial Action

18. After reviewing the Final Report and the hearing, if any, the Board of Directors may resolve to take one or more of the following remedial actions:
- A written reprimand;
 - A written warning;
 - Putting the member on probation for a maximum of fifty-two (52) weeks;
 - A continuation of the suspension for a maximum of fifty-two (52) weeks or until the next Annual General Meeting whichever is sooner; or
 - A resolution to put forward a motion to the members to cancel the Member's membership in accordance with the by-laws.

19. The Member will be advised of the decision of the Board of Directors within fourteen (14) days of the decision.

No Right of Appeal

20. Members do not have the right to appeal the remedial action taken by the Board of Directors under this Policy.

University of Toronto at Mississauga Student Union

OPERATIONAL POLICY – Harassment, Sexual Harassment and Discrimination

(Approved January 23rd 2009)

Union’s Harassment, Sexual Harassment and Discrimination Policy

University of Toronto Mississauga Students Union (UTMSU)

Policy on Harassment, Sexual Harassment and Discrimination

STATEMENT OF PRINCIPLE

The University of Toronto Mississauga Students Union (UTMSU) is committed to promoting equality and recognizes that equality can only flourish in an environment in which all members of the University, at all levels, and regardless of the nature of their work or area of study are free from harassment, sexual harassment and discrimination. Each Member of the University of Toronto Mississauga community including all students, student groups, clubs, societies and organizations as well as faculty and staff members share responsibility for respecting the dignity of, and giving fair treatment to all members of the university community. Moreover, each person is responsible for promoting and maintaining an equitable environment free from harassment, sexual harassment and discrimination.

Section 1 - DEFINITIONS

For the purpose of this Policy:

Sexual Harassment means:

- i. Unwanted sexual advances, requests for sexual favours, and other verbal or physical conduct of a sexual nature made by a person who knows or ought to have reasonably known that such attention is unwanted.
- ii. Implying or expressing a promise of reward for complying with a sexually oriented request.
- iii. Implying or expressing a threat or reprisal in the form of actual reprisal or in the denial of opportunity, for refusal to comply with a sexually oriented request.
- iv. Examples of harassment, sexual harassment and discrimination can include sexually oriented remarks, gestures, materials, cheers, announcements including internet, telephone, fax and e-mail messages or other behaviour which may reasonably be perceived to create a negative psychological or emotional environment at an event, work, and/or campaign. **University of Toronto at Mississauga Students’ Union Policy Manual – Operational, Procedural and Issues Policy • May 2007 – November 2011**

Discrimination means:

- i. Acts of discriminatory nature on the basis of race, colour, sex, gender identity, sexual orientation, pregnancy, family status, civil status, age, religion, language, ethnic or national origin, social condition and disability which results in the exclusion or preference of an individual or group within the university community.
- ii. Offensive or threatening comments or behaviour which creates a "poisoned environment" in the workplace, campus or event whether or not amounting to harassment, may violate the right to equal treatment without discrimination.

Harassment means:

- i. Any vexatious action or behaviour that is known or might reasonably be known to be unwelcome/unwanted, offensive, intimidating, hostile or inappropriate is considered harassment.
- ii. Examples can include harassing behaviour such as gestures, remarks, jokes, taunts, cheers, innuendoes, and display of offensive materials, offensive graffiti, and threats, as well as verbal or physical assault.

Section 2 - SCOPE

This policy applies to all UTMSU Staff, Board of Directors, Executive Committee members, Orientation Leaders, Ministers, Work-study personnel, volunteers or any other person who can be reasonably determined to be representing or acting on behalf of UTMSU.

When an employee, volunteer or representative of University of Toronto Mississauga Student Union has been determined to have harassed, sexually harassed or discriminated against another member of the University of Toronto Mississauga community the offender will be subject, but not limited, to disciplines and sanctions as are appropriate in the circumstances as outlined in the UTMSU Policy on Harassment, Sexual Harassment and Discrimination.

Where allegations of harassment, sexual harassment or discrimination are substantiated, the offender will be sanctioned in strict accordance with this policy, regardless of his or her status or position in UTMSU.

This policy encourages the reporting of all offences experienced by any individual as a result of his or her participation in a UTMSU event, campaign or work environment.

UTMSU commits to deal promptly and fairly with formal and informal complaints in a confidential and discreet manner. However, informal complaints will give UTMSU an indication on how to enhance the equality of programs and events. Informal complaints rarely result in sanctions due to the lack of documented evidence and written statements.

This policy does not preclude the reporting of sexual harassment complaints to the University of Toronto, The Ontario Human Rights Commission or if the matter is perceived to be of criminal nature to the police.

Section 3 - OBJECTIVES

This policy shall have as its objectives:

- i) To prevent Harassment, Sexual Harassment and Discrimination through education and other proactive efforts to promote awareness about equity among members of the University of Toronto Mississauga community

ii) To ensure procedures are in place to address complaints of Harassment, Sexual Harassment and Discrimination

iii) To work as a community to foster an environment free of Harassment, Sexual Harassment and Discrimination

Section 4 - COMPLAINT PROCEDURE

Informal complaints can be made to UTMSU by:

- i. E-mailing complaints@utmsu.ca or to the VP Equity at vpequity@utmsu.ca
- ii. Dropping off complaints in the complaint box located outside the UTMSU office in the Student Centre Room 100
- iii. Speaking to members of the UTMSU Executive in person or over the telephone

Formal complaints can be made to UTMSU by:

- i. Submitting a written and signed complaint to the VP Equity

A closed committee chaired by the VP Equity including the President and one (1) board member will then review the complaint and evidence, rule on the complaint, and where appropriate impose sanctions.

Mediation between parties in dispute/conflict may be facilitated by the VP Equity or her/his delegate upon request.

Section 5 - SANCTIONS

- i. In cases where an offence has been found to be committed by an employee, volunteer or representative of UTMSU, UTMSU may impose the following sanctions:
- ii. Written letter of warning
- iii. Mandatory anti-oppression training; failure to comply will result in further sanctions
- iv. Denial of access to some or all UTMSU related events for a period of up to one (1) year.
- v. Denial of access to some or all UTMSU work study and on campus job opportunities for a period of up to one (1) year.
- vi. Permanent denial of participation in the UTMSU Orientation Week
- vii. Referral of the incident for possible investigation under the University of Toronto's equity policies.

Section 6 - APPEAL PROCEDURE

A employee, volunteer or representative of UTMSU who has been notified of the sanction has up to ten (10) days (from the mailing of the notice) to appeal the decision to the UTMSU Executive Committee who will hear the appeal and will render a decision to uphold or dismiss the appeal, or possibly to vary the sanction imposed.

University of Saskatchewan Student's Union

Code of Ethics Disciplinary Committee

35. (1) The Code of Ethics Disciplinary Committee is composed of:

- (a) the President or designate as chair and a non-voting member;

- (b) three councilors elected by Council, each representing a different College.
- (2) The Code of Ethics Disciplinary Committee shall:
- (a) administer Part 4 of this bylaw and hear all complaints filed pursuant to that Part;
 - (b) either dismiss the complaint or recommend disciplinary measures to Council.
- (3) If a member of the Code of Ethics Disciplinary Committee is involved in a complaint brought forward by Council, the member shall not participate in the discussion or voting on the particular issue.
- (4) Council shall elect a replacement committee member for the discussion and vote on the issue

Policy Drafts

R-X: Code of Conduct

The SFSS Code of Conduct should be read as a compliment to, rather than a summary of or alternative to, the duties and obligations that are detailed in various pieces of provincial and federal legislation, to which all Board, Council, committee, working group, task force, and staff members are subject. Each member of the above-cited groups must:

1. As a representative of the SFSS:
 - a. Recognize the diversity of the Society membership
 - b. Act honestly, in good faith, and in the best interests of that diverse society as a whole
 - c. Exercise his/her/zir powers and perform his/her/zir functions with the care, diligence, and skill of a reasonably prudent person
2. As a member of the Board or Council, or one of its committees, working groups, task forces, or staff:
 - a. Understand the function and authority of his/her/zir position within the governance model of the Society
 - b. Engage every other Board, Council, committee, working group, task force, staff, and Society member, as well as the general public with the highest degree of professionalism, patience, understanding, and respect
3. As, where applicable, a member of a group with disbursement authority:
 - a. Disclose any existing or apparent direct or indirect conflict of interests,
 - b. Abstain from voting or being counted to quorum in any vote where such a conflict exists or has been reported

R-X: Disciplinary Procedure in the Case of a Breach of the Code of Conduct by a Board Member

1. In the event of an actual or perceived breach of the code of conduct, any Society member in good standing may submit a complaint to Council with all the available material evidence. Upon its reception Council must:
 - a. Convene within one week;
 - b. Determine, by a majority of at least 2/3 of seats filled, whether the complaint warrants a hearing on the basis of the evidence provided;
 - i. Where a hearing is determined as unwarranted, the Council will:
 1. Notify the accused, and provide the accused with the complaint as submitted
 2. Provide the plaintiff and the accused with a written rational for its decision
 3. Keep a copy of the complaint and the rational as attachments to the meeting minutes of the meeting during which its decision was reached
 - ii. Where a hearing is determined as warranted, Council will:
 1. Notify the plaintiff and the accused of its decision
 2. Provide all Council members and the accused with the complaint as submitted
 3. Provide the plaintiff and the accused with a written rational for its decision
 4. Keep a copy of the complaint and the rational of the Council as attachments to the meeting minutes of the meeting during which the decision was reached
 5. Convene within two weeks of the motion having determined that the complaint lodged warranted a hearing to hear the testimony of any individual having direct knowledge of the events
 6. Discuss the evidence and testimony in camera
 7. Determine, on the basis of the available evidence, whether the accused is guilty by secret ballot and by a majority of at least 2/3 of the seats filled.
2. Where the accused is found guilty, Council President, along with two elected members of Council determine by majority which of the four means of redress are to be utilized. There are four means of redress available to the Society in the event of a breach of the Code of Conduct are:
 - a. Reprimand
 - i. Where a formal reprimand is found to be appropriate, the Council meeting minutes will state the findings of Council, and Council will notify the accused of their decision.
 - b. Stipend Deduction
 - i. Where a stipend deduction is deemed appropriate, Council will make a binding recommendation to the VP Finance, or to the President

where the VP Finance is (one of) the accused, of imposing a stipend deduction against the guilty party of a value of up to 100\$.

- c. Suspension
 - i. Where a suspension is deemed appropriate, Council will make a binding recommend to VP Finance, or to the President where VP Finance is the accused, for a suspension of 2 weeks with a pro-rated stipend deduction.
- d. Impeachment
 - i. Where impeachment is deemed appropriate, Council will make a binding recommendation to call a special general meeting at the earliest possible time allowed by the bylaws, during which a motion will be presented to impeach the director(s) in question.