

## 1. CALL TO ORDER

Call to Order – 12:04 PM

## 2. TERRITORIAL ACKNOWLEDGMENT

We respectfully acknowledge that the SFSS is located on the traditional, unceded territories of the Coast Salish peoples, including the x<sup>w</sup>məθk<sup>w</sup>əyəm (Musqueam), S<sup>k</sup>w<sup>x</sup>wú7mesh Úxwumixw (Squamish), Selílwitulh (Tsleil-Waututh), k<sup>w</sup>ik<sup>w</sup>əłəm (Kwkwetlem) and qícəy (Katzie) Nations. Unceded means that these territories have never been handed over, sold, or given up by these nations, and we are currently situated on occupied territories.

## 3. ROLL CALL OF ATTENDANCE

### 3.1 Board and Council Composition

#### Student Union Representatives

Archeology .....	Tanner Humphreys
Art, Performance, and Cinema Studies .....	
Bachelor of Environment .....	Mina Garlick
Behavioral Neuroscience .....	Ramsha Farooqui
Biology .....	Nicolas Bonilla
Biomedical Physiology & Kinesiology .....	
Business .....	
Chemistry .....	Michelle Tong
Cognitive Science .....	Rollin Poe
Communications .....	Trisha Rajesh Ramakrishnan
Computing Science .....	Ryan Vansickle
Criminology .....	Eva Delgado
Dance .....	
Data Science .....	
Earth Science .....	Anthony Giang
Economics .....	Patrick Weston
Education .....	Adrienne Blas
Engineering Science .....	Yogesh Mundhra
English .....	Tessa Earnshaw
Environmental Resource .....	
Environmental Science .....	Caitlin Heide
First Nations Studies Student Union .....	
French .....	Sharon Kim
Gender, Sexuality, and Women's Studies .....	Alicia Fahrner
Geography .....	David Trinh
Global Asia Studies Student Union .....	Anh Vu
Health Science .....	Roopan Garscha
History .....	Jessica Stewart
Humanities .....	Lauren Thomson
Interactive Arts and Technology .....	Cora Fu
International Studies .....	Abi Pena
Labour Studies .....	Jessica Fan

Linguistics .....	Ali Vickers
Mathematics .....	Brendan Kelly
Mechatronics System Engineering .....	
Molecular Biology & Biochemistry .....	Zaid Lari
Operations Research .....	Oliver Fujiki
Philosophy .....	Tony Yu
Physics .....	Manuel Rojas
Political Science ( <i>Chair</i> ) .....	Gabe Liosis
Psychology ( <i>Vice-Chair</i> ) .....	Tristan Raymond
Science Undergraduate Society (SUS) .....	Jason Spence
Society of Arts and Social Sciences (SASS) .....	Zak Thompson
Sociology and Anthropology .....	Zaina Khan
Software Systems .....	Quince Bielka
Statistics and Actuarial Science (SASSA) .....	Anthony Kim
Sustainable Community Development .....	
Theaters .....	
Visual Arts .....	
World Literature .....	Anastasiia Lebedenko

**Constituency Group Representatives**

Disability and Neurodiversity Alliance (DNA) .....	Serena Bains
First Nations Student Association (FNSEA) .....	
International Student Group (ISG) .....	
Out on Campus Collective (OOC) .....	Victor Yin
Residence Hall's Association (RHA) .....	Daanyaal Sheikh
Student Athlete Advisory Committee (SAAC) .....	Ryan Stolys
Women Centre Collective (WCC) .....	Simran Randhawa
Students of Caribbean & African Ancestry (SOCA) .....	Jasmine Kitine

**Board of Directors**

**SFSS Directors**

President .....	Giovanni HoSang
VP External Relations .....	Jasdeep Gill
VP Finance .....	Tawanda Chitapi
VP Student Services .....	Christina Loutsik
VP Student Life .....	Jessica Nguyen
VP University Relations .....	Shina Kaur
At-Large Representative .....	Maneet Aujla
At-Large Representative .....	Rayhaan Khan
Faculty Representative (Applied Sciences) .....	Nick Chubb
Faculty Representative (Arts & Social Sciences) .....	Jennifer Chou
Faculty Representative (Business) .....	Andrew Wong
Faculty Representative (Communications, Art, & Technology) .....	Fiona Li
Faculty Representative (Education) .....	Emerly Liu
Faculty Representative (Environment) .....	Julian Loutsik
Faculty Representative (Health Sciences) .....	Osob Mohammed
Faculty Representative (Science) .....	Simran Uppal

**3.2 Society Staff**

Executive Director .....	Sylvia Ceacero
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Campaign, Research, and Policy Coordinator .....	Sarah Edmonds
Executive Assistant .....	Shaneika Blake
Administrative Assistant .....	Kristin Kokkov

### 3.3 Regrets

Psychology (Vice-Chair) .....	Tristan Raymond
Gender, Sexuality, and Women’s Studies .....	Alicia Fahrner
At-Large Representative .....	Rayhaan Khan
At-Large Representative .....	Maneet Aujla
Statistics and Actuarial Science (SASSA) .....	Anthony Kim
Behavioral Neuroscience .....	Ramsha Farooqui
Biology .....	Nicolas Bonilla

### 3.4 Absent

Archeology .....	Tanner Humphreys
Bachelor of Environment .....	Mina Garlick
Cognitive Science .....	Rollin Poe
Communications .....	Trisha Rajesh Ramakrishnan
Earth Science .....	Anthony Giang
Economics .....	Patrick Weston
Environmental Science .....	Caitlin Heide
French .....	Sharon Kim
Geography .....	David Trinh
Global Asia Studies Student Union .....	Anh Vu
Interactive Arts and Technology .....	Cora Fu
Mathematics .....	Brendan Kelly
Operations Research .....	Oliver Fujiki
Philosophy .....	Tony Yu
Physics .....	Manuel Rojas
Sociology and Anthropology .....	Zaina Khan
Residence Hall’s Association (RHA) .....	Daanyaal Sheikh
Women Centre Collective (WCC) .....	Simran Randhawa
Students of Caribbean & African Ancestry (SOCA) .....	Jasmine Kitine
VP External Relations .....	Jasdeep Gill
VP Finance .....	Tawanda Chitapi
VP Student Services .....	Christina Loutsik
VP Student Life .....	Jessica Nguyen
VP University Relations .....	Shina Kaur
Faculty Representative (Business) .....	Andrew Wong
Faculty Representative (Communications, Art, & Technology) .....	Fiona Li
Faculty Representative (Education) .....	Emerly Liu
Faculty Representative (Environment) .....	Julian Loutsik

## 4. RATIFICATION OF REGRETS

*Excuses or regrets will be kept track of by the chair of council. Missing two meetings in a row without sending excuses (that are approved) will result in the removal from Council.*

### 4.1 MOTION BOARD AND COUNCIL 2020-04-30:01

**Quince/Jessica**

*Be it resolved to ratify regrets from Alicia Fahrner, Tristan Raymond, Rayhaan Khan, Maneet Aujla, Ramsha Farooqui, Anthony Kim, and Nicolas Bonilla.*

**CARRIED AS AMENDED**

**4.1.1. MOTION BOARD AND COUNCIL 2020-04-30:01-01**

**Gabe/Roopan**

*Be it resolved to add regrets from Ramsha Farooqui, Anthony Kim and Nicolas Bonilla.*

**CARRIED**

## 5. ADOPTION OF THE AGENDA

**5.1 MOTION BOARD AND COUNCIL 2020-04-30:02**

**Giovanni/Quince**

*Be it resolved to adopt the agenda as presented.*

**CARRIED**

## 6. MATTERS ARISING FROM THE MINUTES

**6.1 MOTION BOARD AND COUNCIL 2020-04-30:03**

**Jason/Quince**

*Be it resolved to receive and file the following minutes:*

- COUNCIL 2020-04-08

**CARRIED**

## 7. JOINT SESSION OF BOARD AND COUNCIL

**7.1 By-Law Consultation – presentation by Deborah Krause**

- This consultation is coming after a bylaw review that has been going on for the past few months.
  - The SFSS hired Deborah Krause to consult with students about what they want to see in the new set of bylaws.
  - These new bylaws will be put to vote on at the AGM in September 2021.
- This presentation is a preview of the presentation open to all students at the town hall.
  - The aim of the presentation is to give background about BC Societies Act (Act) and why the By-Laws need updating.
    - The background is necessary to understand why some of the parts are there in the bylaws and what the constraints are for BC Societies Acts and what you can and cannot put in the bylaws.
  - The presentation will also review the student feedback from the February survey.
    - Most of the feedback was incorporated into the draft bylaws.
    - Some suggestions conflicted with the Act and could not be included.
  - When there is the overall town hall for students, a web link will be sent out to respond to survey questions about the draft bylaws to help to fine tune them for a final version to come to the AGM in the fall.

### The BC Societies Act (Act)

- In May 2015, the BC Societies Act was updated.
  - The SFSS bylaws have been added to and rearranged for the past 50 years and the update of the Act created an opportunity to review the SFSS' by-laws, not just to ensure they are compliant with the new legislation, but also to ensure that they are working for SFSS and its student members.
  - Bylaws must comply with the Act, but they also have to work for the SFSS.
    - Any parts of the by-laws that do not comply have no effect.
    - The bylaws have to be up to date and in compliance to what the Act says.
    - For example, under the Act the Board is predominantly responsible for calling meetings, setting agenda items and proposals for meetings.
      - Members can also requisition a meeting and put forth a proposal if 5% or more of them support it – the SFSS current bylaws are compliant there.
      - However, current by-law 11 (1.a) and 18 (4) allow the Council to put resolutions to a meeting, which is not allowed under the Act, as this does not represent 5% of the membership.
  - The government has provided a model by-law template, which is very different from the current SFSS by-laws and may not fully reflect what the SFSS' needs are.
    - Therefore, rather than just relying on this model template, students' help is looked for in updating the SFSS' by-laws in a way that works for the SFSS.
- Question: Based on legal advice that was given regarding members' proposals or referendum question, it is fine the student's Council does this if it is imported to bylaws.
  - Legal advice said that the Council currently in the bylaws is compliant being able to call referendums.
  - The presenter clarified that the Act says what the Board can do and what the members can do, and it does not give a third option to form another group who can do additional things.
    - The Act allows to work with what percentage of general students can do proposals.
- The Act is premised on the members and discusses the Board, because a loose group of members cannot run the organisation.
  - The Act talks about members and those members electing the Board.
  - The Act does not talk about other bodies like councils or committees etc. that may help the board serve the members.
    - This does not mean that the SFSS' by-laws cannot have other bodies indicated in the by-laws.
      - However, if you do put other groups into the bylaws, it does not change the fact that the board is fully responsible for the society.
  - The Act gives the members specific powers – it is the members who elect the directors and who can remove the directors as well.
    - Members also have powers to put forth resolutions and require the board to call a general meeting at the request of 5% or more of the members.
  - The Act also requires that the directors hold general meetings for members and, at least once a year, report on the finances and activities of the society.
  - The Act is a high-level thing that all societies must comply.
    - The SFSS is unique and may have special needs that should be reflected in the by-laws.
  - Where the Act is silent, there is a choice about whether a society requires other bodies such as councils or committees in the by-laws.
    - When you put something like committees or councils in the by-laws, it becomes a

- requirement – you have to have these bodies.
- Based on student feedback in February, the Council and departmental/faculty student unions are kept in the bylaws.
  - However, the Act places the responsibility for the society fully in the hands of the board that the students elect and not in other bodies.
  - The bylaws that the SFSS has right now are about 50 years old.
    - The terminology, practices and technology have evolved over time.
    - It is necessary to update the bylaws so that they would reflect the needs of the student society in a way that is compliant with the Act.
    - The terminology has changed in some parts and not in other parts and this creates confusion.
      - For example, when the SFSS was founded in 1967, the leadership group was called executive council.
      - In 1977 it the name was changed to student forum.
        - The function and election process remained the same.
      - In 2013 the name of the leadership group was student council.
      - In 2018 the bylaws reflected that the leadership group elected by the students to lead the organisation is called board of directors.
        - It was not changing the name of council to board, rather it was adding another group.
          - Now there are two groups, and this is causing confusion for the students as to who does what in leading the society.
        - If both groups are to be kept in the bylaws, the terminology should be consistent with the Act in terms with the group that is elected by the members to run and be responsible for the society and other groups in the by-laws should have clearly defined roles.
        - This confusion was also expressed by students in the February survey and has been addressed in the draft bylaws.
    - Another confusion concerns the referenda.
      - Current bylaws talk about referenda
        - Referenda is something under the BC Universities Act.
          - The University Act dictates how the universities are run.
        - The BC Societies Act dictates how societies are run.
        - SFSS comes out of the Societies Act and SFU comes out of Universities Act.
        - Universities Act allows students to do referenda on fees that then the university must apply.
        - The functionality of referenda has been kept in the SFSS bylaws, but the terminology has been updated to match what it is in the Act to insure that it is clear that the SFSS can legally do the decision making that way.

### **By-Law Update Process**

- The aim is to write the bylaws as such that the one set of bylaws works as best as possible for the group overall.
  - The draft has been created by using the input that was received from the students in February.
  - Still more work needs to be done to get a final version.
  - The final chance for any modifications is at the Annual General Meeting in the fall.

- However, it was warned not to make substantial changes at the AGM.
  - Sections of bylaws are interrelated and changing one section can create ripple effect to other sections of the bylaws.
    - For example, changing the size of the board has effects on the quorum and byelections.

### **February Survey Highlights**

- The response rate of 577 or about 2.4% of the student membership is a good rate for a voluntary survey.
  - The survey began with the question if people have read the bylaws.
  - The biggest reason why many students had not read the bylaws was that students do not know where to find them.
  - The next two highest reasons for not reading the bylaws: no need or not interesting/relevant for the average student.
  - Another reason for not reading the bylaws was that they were regarded too difficult to read.
    - The new draft has been simplified and related parts put together in a more readable way.
- 76-77% of the students thought that bylaws did not work very well.
- 71% of the students indicated that there was not enough clarity between the Board and student groups.
- 77% of the students felt that the difference between the roles of Board and Council were not clear.
  - The definition about who does what is not clear and the student do not know who is in charge.
    - This has been made clear now in the draft bylaws.
- The survey results indicated that the key member rights of being able to attend meetings, vote and do proposals needed to be clearer.
  - The draft bylaws address this with more concise sections on general meetings, which include annual and any other general members' meeting.
  - The section on "referenda" has been replaced by one on "electronic meetings" to match what is in the Act and to enable the SFSS to continue to seek member decision making in between annual meetings.
  - The majority of votes needed to decide a proposal has been made more consistent, with a simple majority for most items and 2/3 for special items (per the Act or bylaws).
    - This eliminates the previous conflict between parts 14 that required 2/3 approval for bylaw changes, while section 18 required 3/4 approval.
  - Administrative details (like poster sizes around nomination) have been taken out from the bylaws.
    - They should be in separate policies/regulations for those it specifically impacts such as nominees wishing to do posters.
      - This means that various rules may still be in place, but that place is not necessarily in the bylaws.
- There were comments at different points in the survey about the number of signatures needed for members to do proposals.
  - The bylaws reflect the default of the Act, which is 5%.
  - While the Act does allow the bylaws to allow for a lower number of general members, this is not recommended.
    - It is recommended to have enough support among students.
  - The Board is elected by the student members to run things for the Society every day all year, and this is their responsibility under the Act.
    - It is not practical if the percentage is set too low, because then it is too easy for



members to submit proposals and intermittently run the organization.

- There were other comments throughout the survey referencing “representation” on the Board and a related desire to see which director votes for what as in government politics.
  - The Society and its Board are governed by the Act and are not a political government.
  - Under the Act, directors are responsible for representing the entire membership and not little bits of membership.
  - The Act also holds directors responsible, as a group, for decisions they make.
  - Directors are not held less accountable, under the Act, based on how they voted on a decision.
    - They are jointly and severally liable for decisions made, regardless whether they voted yes or no.
    - Knowing how individual directors voted on individual things is a political thing.
- There were comments on how Board and member meetings are run, that the Board may want to look at to potentially improve some administrative practices.
  - There were comments about getting information late, finding meetings too long and bureaucratic.
- Question – based on current situation the Society may not be back in the office in person for the AGM in the fall – is it necessary to put anything in the final bylaws that would allow the Society to have an electronic AGM?
  - The bylaws draft says that general meetings (AGM is just one type of general meeting) can be wholly or partially electronic.
    - However going to this year’s AGM, the Society has to follow the current bylaws.
    - It was clarified that the government had given out notice that they are waving that requirement and people can do electronic meetings for this specific AGM.
- Question – what is the difference between proposals and resolutions?
  - A proposal is something that is proposed – an idea that can be voted on.
  - A resolution is what it becomes after the vote – if the proposal is liked and people vote for it, it is then resolved.
    - Special resolutions require 2/3 of the votes to pass.
- Clarification about the Robert’s Rules of Order: it is the guidelines that have been developed by international parliamentarians to run meetings.
  - There are parts of Robert’s Rules of Order that conflict with Canada not-for-profit Corporations Act.
  - It is a handy tool as the guidelines for running meetings, but it is a subservient document to legislations and bylaws.
  - For example, in the draft bylaws there is the reference about the Robert’s Rules of Order being used as the main guide to run general meetings and board meetings, unless the bylaws say otherwise.
    - The section about conflict of interest says otherwise – if the board has to vote about whether there is a perceived conflict of interest for a director to be involved in a vote under discussion – if there is any doubt, you must proceed as if there is conflict of interest. If there is a tie vote on whether the board members think there is a conflict of interest, the board has to treat it as such that there is the conflict of interest.
      - This is the legal advice to presume that the conflict does exist.
    - Under the Robert’s Rules of Order if there is a tie vote, it stales, and it is treated as if there is no conflict.



- The other way would be to put the motion on the Board as a negative motion – asking if a director has not a conflict of interest – if the vote is negative, the double negative means positive and the director has a conflict of interest.
  - However, this is too confusing.
- Any Act, bylaws, and legislations override the Robert's Rules of Order.
  - Robert's Rules of Order cannot supersede Act, bylaws, letters of patent or Certificates of Incorporation.
- The biggest difference between what students felt the Board's role is and what it should be was in being the voice of students to the general public.
  - 21 respondents saw this as their role now and 232 said it should be a role going forward.
  - This has been captured as a role in the draft bylaws.
- Responses for the Board being the voice of students with the university was a bit lower for what should be the role of the Board,
  - 361 responses saying it is now to 298 saying it should be a role for the Board going forward.
- The support for a Board role on campus internal student issues was and is one of the strongest preferences that the students brought out.
  - Being the voice of students with the university as a role of the Board has been and is listed in the draft bylaws.
  - This is one of the areas where the students were confused about who was doing what between Board and Council.
    - There was also strong support for Council in this sort of role, but it was not clear in what level.
    - It is not clear if preference for the Board role is with the overall university and the Council is with faculties and departments,
    - This is one of the things that will be asked about with this round of surveying.
- There is clear support for a Board role in communications with the general public on external student issues such as provincial policies.
  - This is listed as a role in the draft bylaws.
- Students expressed preferences on oversight functions now and going forward about the same level as for now, with the strongest response of all 367 wanting to see fiscal oversight as a board role.
- The draft bylaws have had an addition to reflect this and the requirements of the Act about the Board having responsibility over all activities of the Society.
- There were several open comments under both what are and what should be the Board role related to better communication with student groups, specifically with Board members being able to visit and talk with groups and individual students.
- It was suggested that the incoming Board could consider it in terms of how directors do the day to day business of their role.
- The bulk of the open responses referenced the role of Council.
  - Support for Council as the voice of students internally and externally was fairly high but not as high as student support for the Board in these roles.
  - The one exception is the Council being the voice of students with the university,
    - This is noted for a follow up survey question to clarify whether the preference is at the faculty and department level as there the students from this level make up Council versus voice with the university at large.
- The highest level of support was for a group such as Council to be involved with planning student engagement events.
  - This has been added as a role for Council in the draft bylaws as it was not clearly

designated to Council previously.

- Many of the open comments related to oversight roles for Council and a recurring theme through the survey was to increase the “power” of Council on such things as being able to call general members’ meetings and to do proposals.
- Because of the conflict with the BC Societies Act, this was not incorporated in the draft bylaws.
  - The Act indicates that either the Board or 5% of students may call members’ meetings and do proposals.
  - Since the Act has given two sources that can do this, the SFSS cannot come up with something different than the options in the Act.
    - The Council does not make up 5% of the students.
  - In addition, the Board is elected by the entire student membership, while the Council is made up of people elected by individual student unions each.
- However, the Council can play balancing role, by being connected to a sufficient number of students to raise the 5% necessary to call members’ meetings and do proposals if the Board is acting sufficiently improperly to require this.
- The draft bylaws have Council made up of members of the executive of the student unions.
  - This connects Council to the boards of all the student unions and makes it the most likely source of a 5% groundswell of student support for something.
- Comments about restoring Council to its former power do not reflect that the elected Board used to be called “Council” and that was the group the Act held responsible for the Society.
  - The Society has had an elected leadership group called the Board since 2018.
- The SFSS can only have one group in charge from day to day for the Society to function normally.
  - The normal role for groups other than the Board should be to help the Board serve the members of the Society in a unified manner – sharing info and comments.
    - It should not be as a body to second guess routine decisions of the Board; this results in infighting and a waste of effort that could otherwise be spent helping the student members of the Society.
- Question – are there any other student societies that have similar structures?
  - The other societies do not have two bodies like that.
    - They have either Board or Council.
- Question – recurring theme in the survey was maintaining the Council’s current power – can the threshold be lower for the Council to put things to referendum or proposals to annual meeting in order to maintain the power?
  - It was clarified that based on the BC Societies Act this cannot be done.
    - The threshold can be lowered in general, but not for a specific group.
- Question – the Board composition is defined in the bylaws and the SFSS can set the size, would merging the Board and Council into one body solve issues of the oversight?
  - It was clarified that yes, this is possible, but this would create a very large group, however, this would be a better solution than having two groups – one legally responsible group and another similar group that can override everything that the first group does, but does not have legal responsibility.
  - The history of SFSS was clarified, that the actual split of the Board and Council happened in 2001 when a Board with MA faculty representative positions was created. In 2013 the Council was named.
- ED pointed out that one of the suggestions was to have a similar governing body that the AMS at the UBC has which is called the Council.
  - In addition, they also have an Executive that runs the organisation and makes recommendations to the Council.

- So, the Council makes the decisions, but the thinking body is the Executive.
- Thus, the solution for the SFSS could be a Board of 50 students – Council and Board merged, and an Executive of about 10 students.
- However, the majority of students preferred a smaller Board.
  - As noted in the February presentation there is a balance to be had between ensuring that the Board is large enough to do its work, but small enough that it can make decisions more easily and directors remain engaged.
    - In a really large group, individual directors tend to disconnect, because they do not feel their voice matters.
  - Using committees or other smaller task-based groups can help the Board do its work without having a large number of directors.
- In the draft bylaws the smaller Board was reached by using at large representatives rather than having faculty or departmental representatives.
  - This was suggested by the students.
- Question – there is a clause in the draft bylaws that the Board can assign and create portfolios and can assign them among themselves – why?
  - This gives flexibility.
    - For example, there can be portfolios that are important only for a while.
    - If you put a list of portfolios in the bylaws, the Society must have them all.
      - However, it was cautioned to make that list too long, because the need for some portfolios can go away after some time and then the Society would be violating the bylaws when not signing anyone to that portfolio.
  - Writing portfolios into bylaws requires mandate.
- Question – what is the role of a signing officer?
  - The current bylaws list four individuals who have signing authority.
  - The students preferred to have a smaller Board and with smaller Board there is smaller Executive.
  - It was cautioned to not to have the Executives approach half the Board, because if the other half of the Board is not Executive, they do not have any motivation to attend meetings.
    - When the Executive group is too large and they present something to the Board, they already have made their decision,
    - Therefore, the vote is already decided and there is no point for the other members of the Board to vote.
      - It pointed out that the SFSS Executive’s decisions can always be reversed at the Board table, the Executives are only 6 out of 16 Board members.
  - In the current bylaws the Executives are limited to the individuals who have signing authority.
  - The Board can assign other individuals with signing authority.
  - It was pointed out that if there is Executive committee, it is necessary to make very clear in the Board policies what the limits of that groups’ decisions are.
  - It was brought out that even if the Board creates committees, these are all smaller groups with particular function for the Board and they report back to the Board with recommendations.
    - The entire Board is not doing all the work on every single thing.
  - The Executive committee is unique among other committees.
    - Other committees do not have decision making capacity, but rather recommendation capacity.

- The Executive committee is the one committee that the Society may, through clear policies, delegate the decision-making authority on behalf of the Board under crisis situation where the decisions need to be done very fast and the Board cannot meet in the timely manner.
    - It was suggested to define in the bylaws what the ‘timely manner’ means.
  - During rest of the times the Executive committee is making recommendations to the Board like other committees.
  - The Board of Directors can override the decision made by the Executive Committee.
- There were several comments about increasing the “power” of the Council to act as oversight for the Board.
  - The problem with the current bylaws is that it allows the Council, which is not 5% of the student body to call a referendum to remove the Board.
    - It should be noted that there is no similar focus on holding Council accountable.
  - Removing directors from office should not be taken lightly and is something that should only be done if there is enough student support to put such a vote forward.
    - It is not something that should be done because a group like Council second guesses routine decisions of the Board and disagrees with them.
  - Removing directors from the Board is damaging to the reputation of those individuals and of the Board, and if done too frequently, Students will lose confidence in their elected members. It will also discourage good people from running for office as directors.
    - The face of the student body in terms of the job that the Council is doing, is also damaged.
    - If the directors are removed on regular basis, and it is done by too small a group with too much power, this will create situation where people do not want to run for Board positions anymore.
  - However, the SFSS has a safety valve to the Council’s connection to student unions if Board behaviour is a significant problem.
    - Since the Council is made up of executives from the various student unions and constituency groups, it has the means to listen to that broader student input if it becomes necessary to remove directors from the Board Office.
    - This reach would enable them to get the 5% of signatures noted in the Act to put such a vote to the full student membership.

### **Draft By-Law Highlights**

- To help to review the changes, the draft bylaws have colour coded comments for the various changes to explain why each was made.
  - Red – are changes for alignment with not-for-profits BC Societies act
  - Yellow – are in response to student survey choices
  - Green are resolution of conflict with other By-Law parts or for easier reading and simplified language
  - Blue is for improved governance practice and specific legal advice.
- The draft bylaws have been made easier to read by clarifying definitions, using simplified rather than legalese language, and grouping like items together for a more logical flow.
  - For example, fees and levies are now together as well as items related to the office such as records and the seal are also now together.
- Based on the February survey, the Board has been reduced from a fixed number of 16 to a range of 12-14.
  - The range gives more flexibility when dealing with vacancies or big projects.
- The Board size has been reduced based on the suggestion by the students.
  - This has been done by removing the department and faculty representatives in favour of

using more at large director positions.

- Board roles have been clarified and financial accountability improved with annual reporting of director stipends.
  - This is the requirement of the Act – if you are paying the directors, you need to report to the members.
- A conflict of interest section has been added as well as a disciplinary process.
- There is clearer wording about ceasing to hold office and it is applied more broadly to other elected positions besides the Board, so some accountability is added for other groups as well.
- The ability for other directors to fill in for the President if that person is unwilling or unable to act has been clarified.
  - Hand in hand with this is clearer wording about holding by-elections for vacancies if needed.
- Council’s role is as an advisory body to the Board, (only the Board is accountable for the running of the Society).
  - The Council’s connection to the student unions means that it has information that is valuable to the Board.
- Another role added to the Council is planning student engagement events – this reflects the input that was received in the February survey.
- Council will be officially made up of one person elected from each student union rather than some student unions having multiple representatives.
  - This aligns the new bylaws to what has been regular practice for some time.
- To ensure more solid linkage to student unions, a member of each union executive will be the person on Council as well.
  - The past practice of having a separate person represent a student union on Council has led to some disconnection in communication between Council and student unions.
  - The intent with having the student union executive member on Council is that decisions and discussions from the student unions flow more smoothly up to Council for broader discussion.
- As has been practice for a while, the draft bylaws clarify that the Board president may call a Council meeting under certain circumstances.
- Accountability has been added by requiring Council to report on the use of its budget the way the Board is expected to.
- The “Ceasing to hold office” provisions are now written to capture Council and student union positions as well.
- It was clarified that based on the draft bylaws, the members of the Council are executives or presidents of student unions.
  - Based on the discussions in February it turned out that in some parts there had not been communication between the Council representative of the student union and the executive of the student union, because they were not necessarily connected.
    - In the draft bylaws it was made sure that there is a connection there – the discussions of the executive at the student union level flow up to the Council, rather than an individual who may or may not have a point of view of the student union saying things on behalf of the student union at the Council meetings.
      - The draft bylaws do not say that the Council representative has to be student union president – the representative can be someone from their executive.
- In the current bylaws, the sections about the departmental and faculty student unions talk about one

and then verbatim talk about the other.

- In the draft bylaws, rather than repeating identical provisions for forming departmental and faculty student unions, these sections have been combined and both types of student unions noted.
- It now only takes two weeks' notice for a motion for a seat on Council rather than three weeks.
- In the draft bylaws, it is clarified that it is the Board that does the recognition process for a student union.
  - The original bylaws listed both Council and the Board, and there should only be one source for the formal recognition once the members of the potential student union have voted to ask for this status.
- Normally the president chairs Board and members' meetings.
- To help to support this, a chain of command has been put in the Board section to address if the President is unable or unwilling to do this function.
- The original bylaws called for the members to vote on a chair.
  - Since the chair has to open the meeting to enable to have any voting, this was a problem.
  - The additional problem is that putting a chair in place on the spot means that person may not be properly briefed or prepared for what needs to come for discussion at that meeting.
- The draft bylaws section about who can call general meetings is now compliant with the Act – it is either the Board or 5% plus of the members.
  - The Council's connections to the student unions should be its mechanism to get the 5% number to call a meeting for a significant issue.
- It is clearer in the draft bylaws that members themselves can call meetings when they get 5% of the members.
  - Notice requirements have been modernized to reflect current practice, which relies more on electronic notice.
- The draft bylaws have clear wording that meetings can be held electronically per the Act.
- Quorum for an electronic meeting has been made more clear in the draft bylaws.
  - In the February survey there were student comments both for increasing quorum for meetings and also for decreasing quorum.
  - Based on this, the required quorum was not changed, but have made it clear that electronic attendance is an option, which should improve attendance.
- A comment by the Board member: in the bylaws there should be defined the indirect voting that is separate from the quorum that is required for the election and general meeting,
  - The elections and general meetings require the votes of about 250 people.
  - For a referendum it would be require to have the whole membership to vote and it requires a higher threshold, so it would be clear that the situation is thoroughly understood and voted upon by the student body.
    - For example, the SUB – we do not want the situation where it is passed by 250 votes.
    - Also, the fee increases referenda – we do not want the quorum to be the same as AGM for example where 250 people could double the fee for SFSS.
  - It was pointed out that these two things have are separated in the bylaws.
- It was clarified that it is not suggested to use the language 'referenda', because it is borrowed from the Universities Act and it applies to universities direction.
  - The SFSS bylaws are about societies act and it was suggested to use the language of 'electronic vote'.
  - In the draft right now the quorum for electronic meeting is set the same as bigger quorum of



- a live meeting.
  - The quorum for live meeting has two levels – at first it is 250 members and if this is not achieved within the 30 minutes, the quorum is dropped to 50.
  - In the draft, the starting point for quorum electronic meeting is 250 people.
  - It was asked to put comments if the students feel that the quorum number should be higher.
  - One solution would be to indicate that changes for student fees is special resolution and not an ordinary one.
  
- Bylaw amendments fixed the discrepancy between the former bylaw sections 14 (2/3 to pass) and 18 (3/4 to pass) – 2/3 is required now generally which is also the default in the Act.
- In the draft bylaw, the different sections from the current bylaws on voting are in one place now.
- The draft bylaws clarify that the role of the independent commission which covers both kinds of member voting – for elections and for proposals.
- The commission size is now a range from 2 to 4, to give more flexibility and reflect more recent practice of Commission size.
- The current bylaws get into very specific process, such as poster sizes.
  - It was suggested that this is better covered as a separate policy.
  - Bylaws should be as simple and easy to read as possible.
    - Where extensive administrative instruction is needed, it should be done as a separate policy.
    - This is similar to how the Act is written, with separate regulations for specific needs.
- Nominations and elections keep the key points from the current bylaws, but with simplified language and with voting specifics covered in the previous section.
  - A mechanism for dealing with a tie vote has been added.
  - By-election triggers now tie to a minimum board size rather than quorum, which floats with the size of the Board as a percent of the directors then in office.
    - The quorum is the majority of directors then in office.
    - Therefore, quorum cannot be used as a trigger for having to solve vacancies, because quorum floats downwards as well.
  
- In the draft bylaws the wording is clearer on when someone is no longer considered to hold office.
  - The original wording talked about “impeachment” which is a political term, not a society act one.
- In the draft bylaws, it is clarified that Student Union Levies are only done through the Board not Council as well.
  - There should only be one source for this.
  - The requirement that the student vote wait until the next general meeting is now removed.
    - Since the levy would only apply to the students of that student union, they should be able to vote on it without waiting for a general student membership vote.
- Bylaw items relating to the office, such as location, and where the seal and records are kept are now all in one place.
- A section on dissolution has been added.
  - This is a normal part of bylaws and specifies what happens to residue of the society if there is a vote to dissolve the society.
  - Although it is a rare situation i.e. the university ceases or it merges with another university and there becomes a need for only one society), it needs to be covered by the bylaws.
- This presentation provides student with some background to think about when the student town hall and survey happen between now and fall.



- Step four is the 2020 AGM.
- The current by-laws 18 (2) requires 75% for by-laws amendments to pass.
  - The Act only requires 2/3 for a special resolution such as this.
  - 3/4 approval rate is not recommended, because it does make it difficult to pass changes.
- As society's needs change over time, the by-laws can continue to evolve, so this isn't about getting it 100% right forever.
- The by-laws will be the best result of a consultative process that balances the different things that the student members want and complies with the Act.

## 8. ATTACHMENT

- Letter to the Board of Directors Re Fall Kickoff 2019 Audit.pdf
- SFSS By-Law Update.pdf

## 9. ADJOURNMENT

### 9.1 MOTION BOARD AND COUNCIL 2020-04-30:04

**Quience/Giovanni**

*Be it resolved to adjourn the meeting at 03:15 PM.*

**NO QUORUM**

**simon fraser**

**student society**

**SFSS By-law Update**  
**Step 3**

May 30, 2020

**Welcome!**

# Goals for today

- To review a bit about the BC Societies Act and why the By-Laws need updating.
- To review the student feedback from the February survey.
- To review the draft By-laws and rationale for changes either due to survey feedback, compliance with the Act, or to correct conflicts or irregularities.
- To have you, the society members, provide the next round of feedback about the draft by-laws so adjustments can be made before the final version comes to the annual general meeting.

# The BC Societies Act

- The BC Societies Act was updated in 2015.
- By-laws must comply with the Act. Any parts that do not comply have no effect (are void).

# The Act: Members, the Board, and Other Bodies

- The Act requires that you have a board and places responsibility for managing or overseeing the management of the society with that board.
- The Act defines the power of members to: vote, be able to attend and requisition general meetings, and put forth resolutions.

# Existing Bylaws and Need for Revision

- Confusing terminology as by-laws evolved over 50 years
- Evolving roles not compliant with the Act
- Terminology re members meetings not compliant with the Act.



# By-Law Update Process

# Recap of process so far

- In phase one, we reviewed information about the BC Societies Act and some problems with the existing By-Laws. We then provided students with a survey to get your thoughts on possible changes for a By-Law update.
- Phase two was taking your feedback and changes required by the Act and preparing draft By-Laws.

# Process to Update the SFSS' by-laws

- Step 1 - provide information so you are more familiar with the Act to help you with choices for feedback.
- Step 2 - student feedback will be used to draft updated by-laws.
- Step 3 - draft by-laws will be provided and student feedback will be needed to fine tune the document.
- Step 4 – final draft by-laws come to students for approval.

# February Survey Highlights

# February Survey Highlights

- There were 577 responses
- Students indicated multiple reasons why they didn't read the By-Laws.

# February Survey – How well the Current By-Laws are Working

- For how well the current By-Laws work for members: over 75% of the respondents rated them working as “*sort of*” to “*not at all*”

# February Survey – Member Meetings and Decision Making

- The responses in this area were 72% - 79% that things were “*sort of*” to “*Not at all*” clear.
- Meetings, Proposals, and the Act
- Board voting, Political confusion, and the Act



# February Survey – What Are and What Should be Board Responsibilities

- Being the voice of students with the general public
- Being the student's voice with the university
- Student issues (Internal and external)
- Oversight roles (fees, volunteers, staff)
- Strategy setting
- Communication with groups and individuals.

# February Survey – What Are and What Should be Other Group Responsibilities

- Being the voice of students.
- Planning engagement events.
- Check and balance for the Board

# February Survey – Board Size

- 80% of the respondents favoured a smaller Board of 15 directors or less.
- Of the total responses, 54% wanted a Board between 9 to 15 directors. 25% wanted between 3 to 8 directors and 20% wanted more than 15 directors.

# February Survey – General Comments (Themes)

- There was a desire to have greater accountability by the Board.
- There was confusion about the relative roles of Board and of Council.

# Draft By-Law Highlights

# Draft By-Laws Highlights - General

- New definitions added
- Simplified language used
- Like sections grouped together

# Draft By-Laws Highlights - Specific

- Board and executive size reduced
- Board roles and accountability
- Conflict of interest and discipline

# Draft By-Laws Highlights - Specific

- Student Council roles clarified
- Council made up of members of student union executives
- Board president can call Council meetings
- Council accountability



# Draft By-Laws Highlights - Specific

- Departmental and Faculty student unions
- Shorter time to have a seat on Council
- Clearer approval process

# Draft By-Laws Highlights - Specific

- President chairs general meetings
- The Board or members call general meetings
- Updated notice requirements
- Members right to do proposals
- Members right to call general meetings
- Electronic meetings (formerly referenda)

# Draft By-Laws Highlights - Specific

- By-Law amendments
- Voting
- Independent Voting Commission
- Process details to be separate policy
- Nominations and elections
- By-elections

# Draft By-Laws Highlights - Specific

- Ceasing to Hold Office
- Student Union Levies
- Office related items
- Dissolution

**Now we need to get your thoughts on things...**

**We will be asking a series of questions about what you would like in the By-Laws.**

To answer the questions online or *after* the town hall, check your SFU email for the following

**WebSurvey** link:

<http://websurvey.sfu.ca/survey/373219027>

## Next steps:

- Based on your feedback, modifications will be made if necessary and the final by-laws will come to the fall 2020 annual general meeting for voting and adoption. Changes require 3/4 votes cast to pass.
- Once approved by the members, the updated by-laws will be filed with the provincial registrar as a by law alteration application.

**Thank you for participating in this town hall and helping us determine what you want to see in updated by-laws.**



# Thank you!

To complete the WebSurvey, go to:

<http://websurvey.sfu.ca/survey/373219027>

from **DATE** to **DATE**