



# BYLAW COMMITTEE MINUTES

2012 – 2013 #

Date: November 22<sup>nd</sup> 2012

Time: 5.07 pm

In Attendance:

KEVIN SMITH (Chair)

MARIO BABIC

SARAH CHOUDHRY

BRENT KELLY

SAADIQ SUMAR

Excused Absence:

JEFFRY KOCHIKUZHYIL

NAVNEET KHINDA

Others in Attendance:

SACHITHA KUSALADHARMA

**1. CALL TO  
ORDER:**

The meeting was called to order by *SMITH* at 5.07 pm.

**2. APPROVAL OF  
AGENDA**

*SMITH* amended the agenda to include the approval of the minutes.

*CHOUDHRY* moved that the *November 22, 2012* agenda be approved as *amended*.

The motion was seconded by *BABIC*.

Vote on Motion 5/ 0 /0

*CARRIED*

**3. APPROVAL OF  
MINUTES**

*KELLY* moved that the *November 8, 2012* minutes be approved as *tabled*.  
The motion was seconded by *CHOUDHRY*.

Vote on Motion 4/ 0 /1

*CARRIED*

**Conflict-of-Interest bylaw**

#### 4. OLD BUSINESS

SMITH: Does everyone have access to the “Conflict of interest” bylaw that Saadiq and me edited? The highlighted stuff is what has changed. There are changes that some people sent in. I’m not 100% sure that we can do all of them. One thing that probably should be changed is (2) (b). Both Navneet and Sarah commented that “accept” would be better than “excepting”. They were thinking of changing the bylaw, but my opinion is that it’s not directly related to the principles. What do you think?

BABIC: Change excepting to what?

SMITH: She just thinks it sounds awkward.

BABIC: I think this is correct.

SMITH: Do you want to leave it then? We’ll focus on the changes. Under (4) (a), she wanted to define regular meeting attendance. DO we want to give a definition?

KELLY: What does “first principles” say about that?

SMITH: It just says we need to define what “close and directly associated” is.

BABIC: You can leave it to interpretation.

SMITH: We are just trying to figure out what being active in a group is. One thing the council said that they wanted was a specific definition of that.

KELLY: I remember there was a discussion about councilors serving on the boards of APERC, the Gateway etc. In such a case, can you vote on a motion about that organization as a councilor? According to this, you can’t. Through this motion, councilors would not be able to vote on organizations in which they are a board member. Like me on the Gateway.

SMITH: We can change that to give exempt positions that are part of council. It depends... But, is that a conflict of interest?

BABIC: Not explicitly. But, implicitly it is. Although these positions are appointed, you have accepted them because you have an interest. I’m pretty sure I’m the only person who would have applied for SLS.

SUMAR: I’m not sure. I have to think about it a little bit more.

KELLY: Why is an exemption given to faculty associations?

SMITH: It’s defined in other parts of bylaw. I wouldn’t have been able to second a motion on ESA because I’m a member of it. Everyone is a member. That’s why there is that exemption.

CHOUDHRY: I agree with Mario. What if they are being accused of something, and you are on it anyway...

BABIC: It’s just a slight implication. People who are more interested in them would gravitate towards them.

SMITH: The fact that you have to interact with them on a fairly regular basis with them, it might be awkward. For example, if you voted negatively towards the group, and you have to work with them.

KELLY: I think it goes back to the original discussion on “what is a conflict of interest”. Is it just membership, or is it benefitting something from it. I would have to go back to the first principles.

SMITH: It defined what “closely and directly associated” meant. I think that this might be a part of that. We want to figure out if we want to give that exemption.

KELLY: I'm beginning to worry that we hadn't done a very good job of defining what conflict of interest is.

SMITH: We hadn't. That's why we wanted to define what "closely and directly associated" was.

KELLY: What meeting was that?

SMITH: The October 23<sup>d</sup> meeting. The final one is that "for the purposes of this bylaw, membership in a group would be clarified to reflect close and direct involvement with that organization".

They wanted to have it clarified. They wanted us to clarify it within the bylaw.

KELLY: We still have to define conflict of interest though.

SMITH: We are defining membership. Not conflict of interest. Conflict of interest was not in the principles to change the definition.

KELLY: Isn't that the original problem?

SMITH: No, the original problem was membership.

KELLY: As it is currently written, it doesn't define what conflict of interest is.

SMITH: The first and second points provide examples of it. The 4<sup>th</sup> point is about membership and when that's a conflict of interest.

KELLY: I remember seeing university rules on conflict of interest. It was so good.

SMITH: Within our principles, we are only allowed to define what membership is. The issue in council when this came up was related to membership. I agree that this could do with more changing.

CHOUDHRY: Can you explain the petition?

SMITH: Saadiq, can you explain the petition to DIE board?

SUMAR: So, it's point (5) (b). Basically we picked an arbitrary number of 4 months. 4 months is one semester, and that's why we picked that number. We wanted to make sure that if there was a vote that was passed on the last or the second last meeting of students' council, conflict of interest could still be reported on that meeting. This gives the members of the council flexibility to pursue any matter of conflict of interest and petition to DIE board. If the conflict of interest occurred in may, they can pursue it up till April of next year.

SMITH: How would you format this? (4) (a) ?

BABIC: It would just be an (i) and another.

SMITH: Any other changes?

SUMAR: Kevin and I weren't really sure how to write this out. We just took the wording from a principle and put it to point (6). Some councilors wanted examples on what extraordinary circumstances would be. We want to come up with some examples of what makes a circumstance extraordinary.

BABIC: It's a little bit odd to put examples in bylaws. The other thing you might consider doing is putting the whole clause through some betting process. Not only do they have to make a written request, but it has to be approved by for example the students' council. That automatically puts it in the hands of the majority to decide whether it's an extraordinary circumstance

or not.

SMITH: Defining extraordinary circumstances is just a principle thing. Putting something like “and approved by a simple majority vote in council” could work.

KELLY: So we are talking about micromanaging exactly what? I’m just thinking how this is going to be received at council.

BABIC: What I’m also unclear of is, “this would be done through a written request to the speaker of the association”.

CHOUDHRY: If it’s the council, then it’s the speaker of the council. If it’s the committee, then ...

BABIC: I assume it’s the association you are in a conflict of interest with.

SUMAR: I think that’s how it has been written into bylaw. I’ll double check that wording.

BABIC: Why wouldn’t it say “the speaker of the students’ council”? I think it’s a completely different term.

CHOUDHRY: If a conflict of interest in the bylaw committee, then is it you?

SMITH: I’m just the chair. I don’t think it would be appropriate for me to have that power to say.

BABIC: Does that person have to say okay, or are they rubber stamping? DO they have to go through the process of allowing you, or are they accepting it and just putting it in?

SMITH: I think that we can define it as either of those ways within the principles.

BABIC: So, that clause is just there to, for example save myself if I make a wrong move.

SMITH: It also saves council from having the whole motion thrown out.

BABIC: In that case, the speaker would be in favor of just rubber stamping.

What if he had some grudge, withheld the change, and I would get penalized?

SMITH: So would you be in favor of saying “this would be done through a written request to the speaker with the approval of council”?

BABIC: No. I just want to know whether he’s actually making a decision, or whether he is rubber stamping.

SMITH: The issue I have about the speaker automatically accepting it is the fact that it would say it is extraordinary circumstances.

KELLY: If the councilors felt that someone had changed their vote, and not under extraordinary circumstances, they could go to DIE board and argue that it was not an extraordinary circumstance.

BABIC: Then you are changing it from the opinion of the students’ council to the opinion of the DIE board. And the students’ council is a much bigger body than the DIE board. I would much rather have 30 people deciding on an issue than 3 people.

SMITH: What about taking out the speaker and changing it to “this would be done through a motion in council”?

BABIC: I would be happy with that.

KELLY: I wouldn’t think that’s a bad perspective, but what if the problem mentioned about the speaker happens in the council?

BABIC: That's democracy.

KELLY: What if there was a legitimate reason and it was extraordinary, but the council doesn't like you?

BABIC: Then you could take it to DIE board.

KELLY: What if it was taken to DIE board on the first place?

BABIC: In the interest of taking it to DIE board second, there is an appeal process. If you had taken it to DIE board first, there is no appeal process. As the way it is currently, DIE board is not appealable.

KELLY: I'm pretty sure there was some type of appeal process.

BABIC: If it fails, you are going to DIE board for a definition of what extraordinary circumstances are.

SMITH: What would you like better? The speaker having the authority, or the council having the authority?

CHOUDHRY: The council.

BABIC: The odds are better with the council being reasonable than 1 person.

SUMAR: The councilors might see it as bogging down council business.

Obviously it wouldn't happen often. If people were interested about having it as a vote from councilors, I would say that you might want to switch council with CAG. Although CAG isn't 32 people, it's a lot more than 3. If people were interested in going to the council as opposed to the speaker, I would say that CAG would be a possible alternative.

KELLY: it's not solving the fundamental problem. There should be some check on the definition of an extraordinary circumstance. I think that the DIE board would be the most objective body to make the decision. Whether it's the speaker, CAG or the council, there is politics.

BABIC: There's no politics in DIE board?

KELLY: There's supposed to be none.

BABIC: There's supposed to be. But...

KELLY: I prefer that over something that is clearly not at all.

BABIC: I think everybody is trying to be reasonable.

CHOUDHRY: At least by doing it this way, we can have that second step.

KELLY: We can combine both somehow. I would be more comfortable if there was some sort of a check on that decision.

SMITH: So, would you prefer council or CAG?

BABIC: I prefer council. With the politics, I don't like to bring it in. But, the reality is that it can play in CAG also. It's made up of whoever shows up that day. People who are passionate about it will make sure that they show up.

CHOUDHRY: I don't have an opinion.

KELLY: I don't like either.

SUMAR: I like CAG over council. If something's brought to CAG, council can always be a check on CAG.

SMITH: SO, the 2 options on the table are leaving it to DIE board or leaving it to council/CAG to deal with it.

KELLY: I don't think that it has to be one way or the other. I think we can have a solution which combines both. I liked what Saadiq talked about in terms of the check. What if all the people who don't like the particular person

go to CAG and gives a decision, what could council do about that?

SUMAR: Last year when CAG made decisions about standing orders on individual committees and students' council, it was brought before the students' council as an information item. There was significant discussion about that. If some people want to censure someone, it's not something appropriate for CAG to do. It would be more appropriate at council. There is always a check on what committees are doing. There is always the opportunity for councilors to ask questions and potentially overturn what a committee has decided. 5 or 7 people can't make decisions for council all the time, though committees have been appointed by the council. The councilors can provide that check at council if they feel that a committee is going in the wrong direction.

SMITH: I would propose changing the 2<sup>nd</sup> line of section 6 to *"This would be done through a motion to students' council with the option to petition to DIE board for an appeal"*.

KELLY: That's exactly the kind of check I was looking for.

BABIC: I would separate the second constituent part to its own sentence.

SMITH: *"This would be done through a motion to students' council. A councilor would have the option to appeal to DIE board on the narrow issue of what constitutes an extraordinary circumstance"*.

I think this covers what you wanted. You wanted DIE board to be able to interpret it as well.

KELLY: Yes.

SUMAR: Sure.

CHOUDHRY: What if it's the opposite and everyone just likes that person?

BABIC: In the way it's worded now, only the person bringing the change can appeal to DIE board. Put "any interested party".

KELLY: It should be worded as "any interested councilor". Any member of the union can ask for certain things from DIE board, but only councilors can request for interpretation.

SMITH: *"This would be done through a motion to students' council. Any councilor would have the option to appeal to DIE board on the narrow issue of what constitutes an extraordinary circumstance"*.

KELLY: It should be member of council.

SMITH: Any other changes?

KELLY: That's the only section we changed this meeting right?

SMITH: Yes.

BABIC: I would say "in the case of a conflict of interest" at the end of the first sentence.

SMITH: Are we good with that?

SMITH moved to submit the second principles of the conflict of interest bill to students' council, based on the edits.

The motion was seconded by CHOUDHRY.

Vote on Motion 5/ 0 /0

**CARRIED**

SMITH: This will be submitted to council on the next agenda.

**5. DISCUSSION  
PERIOD**

KELLY: This has solved 1 problem. That's defining membership. It doesn't solve another problem. For example, I'm on the Gateway board. But, I don't feel I have a conflict of interest because I don't benefit at all. It's a voluntary position and I don't have a special feeling for it.

SMITH: You don't believe that our membership definition is good?

KELLY: No. We haven't actually clearly defined what conflict of interest is. We have only defined some things that you can't do. Nobody actually knows what a conflict of interest is.

BABIC: A lot of the other definitions have subjective components themselves.

KELLY: I remember sometime ago suggesting bringing Amanda Henry for a meeting to have her describe the fine words for a technical definition of conflict of interest. I don't know if we ever did that.

SMITH: No. We have never had her at a meeting.

**5. CLOSED SESSION** *NIL*

**6. NEXT MEETING** *December 6, 2012 at 5 .00 pm*

**7. ADJOURNMENT** KELLY moved that the meeting be adjourned.  
The motion was seconded by BABIC.

Vote on Motion 5 / 0 / 0

*CARRIED*

Meeting adjourned at 6.00 pm.