



# BYLAW COMMITTEE MINUTES

2013 – 2014 #3

Date: May 27<sup>th</sup> 2013

Time: 6.02 pm

In Attendance:

ERIC GREHAN (Chair)

CORY HODGSON

BRENT KELLY

ADAM WOODS

MAXWELL DOUGLAS

Excused Absence:

CHLOE SPEAKMAN

DAWSON ZENG

Others in Attendance:

SACHITHA KUSALADHARMA

**1. CALL TO  
ORDER:**

The meeting was called to order by GREHAN at 6.02 pm.

**2. APPROVAL OF  
AGENDA**

GREHAN moved to approve the agenda for *May 27, 2013* as tabled.  
The motion was seconded by WOODS.  
*CARRIED*

**3. APPROVAL OF  
MINUTES**

GREHAN moved to approve the minutes for *May 13, 2013* as tabled.  
The motion was seconded by DOUGLAS.  
*CARRIED (Abstentions by KELLY and WOODS)*

**4. CHAIR'S  
BUSINESS**

Assigning a time keeper

- DOUGLAS volunteered for the time keeper role.

Approval of the revised Standing Orders

## 5. OLD BUSINESS

- DOUGLAS pointed out an editorial amendment in section 2/c/iii.

GREHAN moved to approve the revised Standing Orders.  
The motion was seconded by HODGSON.

*CARRIED*

### Discussion about Conflict of Interest

## 6. NEW BUSINESS

- KELLY stated that he had done some preliminary research on the definitions of Conflict of Interest. He said that he recommended the committee last year to contact Amanda Henry. WOODS said that that in fact did yield results, and that the document is currently with Justin Williams. He further said that he will compile the research and send it to the committee when it is available.
- The committee went over part 19 (Conflict of Interest) of bylaw 100. HODGSON mentioned that it was very convoluted. Furthermore, he said that he had issues with point 6, and that what constitutes “extraordinary circumstances” was never defined properly. He stated that changing a vote is a major thing. WOODS said that it was for minor circumstances where people should be given a second chance to change their vote. HODGSON replied that ignorance of a bylaw should not be an excuse for violating it, and that there shouldn’t be two different standards.
- KELLY stated that his biggest problem is the fact that Conflict of Interest is not defined. Furthermore, his opinion was that point 4 had nothing to do with Conflict of Interest, and that being a board member of an organization like FACRA should not stop a councilor from voting on a motion about the organization because there was no benefit to him/her. WOODS opposed the idea by mentioning that even if the group is benefiting, a Conflict of Interest would arise. KELLY replied that it is important to understand the difference between Conflict of Interest and perceived Conflict of Interest, and that it can be solved by declaring the Conflict of Interest immediately at the outset. He also brought the example of APIRG where all are members unless they had opted out, and mentioned that technically according to the definition, they couldn’t vote about anything related to it. WOODS said that it relates to whether someone is directly involved with the organization or not, as opposed to just being members. He further mentioned that he would not vote on anything related to his fraternity.
- HODGSON brought up the issue of council board representatives for Dedicated Fee Units (DFUs). He said they should be able to be vocal on an issue about because that was the main reason they were appointed by the Students’ Union (SU), and that they were the liaison between the organization and the SU. He questioned whether they should be allowed to vote on an issue. WOODS replied that he thought they should be able to vote. HODGSON mentioned that it wasn’t

addressed in the bylaw and that it may create ambiguities.

- KELLY mentioned that just because a person is a member of an organization, it wouldn't mean that they weren't able to make unbiased sound decisions about it. He emphasized the need to define Conflict of Interest clearly, and read out the Conflict of Interest act of Canada.
- KELLY stated that being on the board of APIRG does not entail him any personal benefit. WOODS and GREHAN disagreed with the statement, and stated that it would cause Conflict of Interest. GREHAN stated that if the objectives of two organizations a person is in were to clash, Conflict of Interest would occur.
- HODGSON brought up the issue of unfair representation of a group by councilors using their elected position, and that other groups would not have the same lobbying ability. The committee agreed to look into better defining how DFU representation worked.
- KELLY stated that Conflict of Interest issues are case specific, and board members appointed to DFUs should be given the opportunity to share their knowledge when an issue pertaining to the particular DFU arises. HODGSON said that he would agree to KELLY's statement regarding SU appointed representatives, but would disagree for others. WOODS stated that any board member would not be looking at the organization in an unbiased manner. KELLY refused this, saying that there may be a perception of that.
- KELLY gave the example of the SU president and the Graduate Students' Association president being on the Board of Governors. GREHAN stated that they are legally mandated to do that.
- HODGSON stated that there wasn't a Conflict of Interest if a person is appointed to a board by the SU. However, if they are dual elected, a Conflict of Interest would occur. GREHAN said that if a person was just giving monetary dues to an organization, and was not elected, there wouldn't be a Conflict of Interest. HODGSON questioned whether a person has to be an executive of the organization in question for a Conflict of Interest to occur. He further asked whether there could be a blanket statement made, or whether there were different cases which should be considered individually. WOODS replied saying that bylaw cannot be drafted on a case by case basis, and that there needs to be a blanket process.
- KELLY reiterated that there should be a good definition of Conflict of Interest for council to decide when a Conflict of Interest occurs. HODGSON replied that a simple definition would not be enough to combat the unfair lobbying advantage. He further said that the benefit may not be personal, and the interest of one group may be put in front of the other. WOODS mentioned that it is difficult to define who is a member of a group because different groups will have different levels of involvement within them. He presented facts from the impeachment bylaw.

- HODGSON stated that holding office in an organization a few years ago should count in a case of Conflict of Interest. KELLY stated that although there were issues with being in two boards at once, there may not be a Conflict of Interest. WOODS replied that when a person joins an organization, in effect he/she is part of that organization. He further stated that he will look into the Conflict of Interest bylaws of other organizations.
  - GREHAN showed the Conflict Policy of the University of Alberta to the committee. He said that the perceived Conflict of Interest with an impartial observer may be included in the bylaw as well. The committee discussed about the University's policy, and how it relates to the SU bylaw in question. HODGSON stated that constantly giving the decision about a Conflict of Interest to council would be redundant. WOODS agreed with the statement.
  - HODGSON pointed out that there could be a blanket statement stating that executives of an organization who hold an elected office may not vote on motions effecting that organization. GREHAN said that it is necessary to define who an executive is. KELLY said that he was hesitant to define situations where Conflict of Interest would arise, and that it's not a good idea to be specific. HODGSON said that it was easier to define something in bylaw, and that it would be more encompassing. WOODS added that having the checkpoints in place about Conflict of Interest would make Council better able to decide, and move forward with an issue. KELLY said that there could be a broad statement defining the situations where there would be a Conflict of Interest. HODGSON replied that a Conflict of Interest bylaw should be very specific in defining what a Conflict of Interest is, to aid councilors who make a decision on an issue. However, what happens when a Conflict of Interest arises could be considered on a case by case basis.
  - KELLY summarized that the committee members agree to work more closely on the University's definition of Conflict of Interest, and disagree on what to do when a Conflict of Interest arises. GREHAN said that he will categorize the information discussed during the meeting. WOODS stated that it may take a long time to pass the bylaw about Conflict of Interest.
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- The committee discussed on the possibility of having weekly meetings. WOODS and HODGSON said that it is important to have weekly meetings when the workload is high.
  - HODGSON asked GREHAN about the other tasks he wants the bylaw committee to do in the coming year.
  - GREHAN told that he plans to do editorial amendments to the bylaws where necessary. KELLY said that he would want to have a set of guidelines on the editorial changes which should be done. HODGSON

**7. DISCUSSION  
PERIOD**

added that it will be good to create a finalized formatting document for bylaws. He further stated that everyone should read the bylaws to get an understanding. WOODS said that the bylaw with the best grammar and language should be selected as a base to format other bylaws. HODGSON said he will look at bylaws 6000 and 8000 series. KELLY proposed that members may select a distribution of bylaws to look for inconsistencies, and combine everything together at the end.

- HODGSON stated that he intends to draft a mandate on starting two task forces. The first would be on fees in general. The purpose of it will be to address how fees are legislated. The second will be a council engagement task force. He said that he was hoping to go through the Council Administration Committee (CAC).

**8. CLOSED SESSION** *NIL*

**9. NEXT MEETING** *June 10, 2013 at 6.00 pm.*

**10. ADJOURNMENT** DOUGLAS moved to adjourn the meeting.  
The motion was seconded by HODGSON.  
*CARRIED*

The meeting was adjourned at *7.13 pm.*