

ANNUAL GENERAL MEETING AGENDA

Students' Union Okanagan of UBC, Local 12 British Columbia Federation of Students
Annual General Meeting, November 24th, 2022, ADM 026 & Zoom

1. ACKNOWLEDGEMENT OF TERRITORY

We would like to acknowledge that we are on the unceded, traditional, ancestral territory of the Okanagan Nation. We would like to recognize that learning happened in this place long before this institution was established. It is important to understand the privilege we hold to be living, working, and learning on Syilx territory.

2. ADOPTION OF AGENDA AND REVIEW OF MEMBERSHIP

22/11/24.01

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Be it resolved that _____ serve as meeting chair.

22/11/24.02

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Be it resolved that the agenda be adopted.

3. ADOPTION OF MINUTES FROM PREVIOUS MEETINGS

22/11/24.03

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Be it resolved that minutes of the meeting held November 25th, 2021 be adopted.

4. ANNUAL AUDIT REPORT

Presented by Tomkins Wozny, LLP.

5. APPROVAL OF THE AUDITOR'S REPORT

22/11/24.04

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Be it resolved that the auditor's report of 2022 be approved as presented.

6. APPOINTMENT OF AUDITORS

22/11/24.05

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Be it resolved that Tomkins Wozny, LLP be appointed as auditors for the 2022/2023 fiscal year.

7. PRESENTATION OF 2021/2022 BUDGET

Presented by Vice-President Finance and Administration, Vrushank Kekre.

8. PRESENTATION OF BYLAWS

Presented by Vice-President Internal, Dhruv Bihani.

9. ADOPTION OF NEW BYLAWS

22/11/24.06

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Be it resolved that the changes to the Bylaws as presented to the members of the Society be adopted as attached.

10. REPORT OF THE GENERAL MANAGER FROM THE 2021/2022 ACADEMIC YEAR

Presentation by Jason Evans.

11. REPORT OF THE EXECUTIVE COMMITTEE FROM THE 2021/2022 ACADEMIC YEAR

Presentation by President, Jakson Pashelka.

12. COMMITTEE REPORTS FROM THE 2021/2022 ACADEMIC YEAR

12.1 Campus Life Committee

Presentation by Vice-President Campus Life, Danial Asif.

12.2 Campaigns Committee

Presentation by Vice-President External, Cade Desjarlais.

12.3 Graduate Student Committee

Presentation by College of Graduate Studies Faculty Representative, Kirthana Ganesh.

12.4 Oversight Committee

Presentation by Faculty of Education Representative, Lindsay McGrail, and Student-at-Large, Osho Gnanasivam.

12.5 Policy Committee

Presentation by Vice-President Internal, Dhruv Bihani.

13. QUESTION PERIOD

14. ADJOURNMENT

ANNUAL GENERAL MEETING MINUTES

UBC Students' Union Okanagan, Local 12 British Columbia Federation of Students
Annual General Meeting, November 25, 2021

Called to Order at 18:45

1. ACKNOWLEDGEMENT OF TERRITORY

We would like to acknowledge that we are on the traditional, ancestral territory of the Okanagan Nation. We would like to recognize that learning happened in this place long before this institution was established. It's important that we understand that we are very privileged to be living, working, and learning in these territories that are not our own.

2. ADOPTION OF AGENDA AND REVIEW OF MEMBERSHIP

21/11/25.01 MOTION

Graf/Maki

Be it resolved that Michael Gauld serve as meeting chair.

CARRIED

21/11/25.02 MOTION

Brierley/Francis

Be it resolved that the agenda be adopted.

21/11/25.03 MOTION

Ganesh/Maki

Be it resolved that the adoption of the presentations of the graduate committee report and bylaws as well as the motion of adoption of the bylaws be moved to sections four, five and six (4,5,6) in the agenda in advance of the budget presentation.

AMENDMENT CARRIED,

There was no discussion about the agenda as amended.

CARRIED

3. ADOPTION OF MINUTES FROM PREVIOUS MEETINGS

21/11/25.04 MOTION

Rogers/Graf

Be it resolved that minutes of the Annual General Meeting held November 18, 2020 be adopted.

CARRIED

4. PRESENTATION OF AD-HOC GRADUATE COMMITTEE REPORT

Presented by Graduate Student representative and committee chair,
Kirthana Ganesh.

Ganesh presented a report on the ad-hoc committees' activities and provided motivated for their establishment as a standing committee. Ganesh answered questions from the membership on the graduate student committee.

5. PRESENTATION OF BYLAWS

Presented by Vice-President, Shiven Khera.

Khera presented the proposed amended bylaws to the membership.

Vice-President Campus Life, Jakson Pashelka and Vice-President, External Ahmed Ahmed presented the new SUO Mission and Value statement to the membership.

The Executives answered questions about the bylaws and mission statement from the membership.

6. ADOPTION OF NEW BYLAWS

21/11/25.05 MOTION

Francis/Jawad

Be it resolved that the changes to the Bylaws as presented to the members of the Society be adopted as attached.

CARRIED

7. PRESENTATION OF 2021/2022 BUDGET

Presented by Vice-President Finance and Administration, Muhammad Waseem.

Waseem answered questions from the members about the budget and operations.

8. ANNUAL AUDIT REPORT

Eric Allas of Tomkins Wozny, LLP presented the annual audit report.

21/11/25.06 MOTION

Kootenayoo/Srisa-ard

Be it resolved that the Audit Report for the 2020/2021 fiscal year be adopted.

CARRIED

9. APPOINTMENT OF AUDITORS

21/11/25.07 MOTION

Brierley/Prakash

Be it resolved that Tomkins Wozny, LLP be appointed as auditors for the 2021/2022 fiscal year.

CARRIED

10. REPORT OF THE EXECUTIVE COMMITTEE

The Executive Committee presented on the activities of the students union from the 2020/2021 academic year and answered questions from the members.

11. COMMITTEE REPORTS

Presented by Director at Large and chair of the Oversight Committee, Kai Rogers.

Rogers presented a report to the membership on the committees business since being established at the 2019 Annual General meeting.

12. QUESTION PERIOD

Membership asked questions to the Board of Directors about the business presented.

13. ADJOURNMENT

Meeting adjourned at 20:19.

Proposed Policy Changes for the Term 1 November 2022 SUO AGM

PREFACE FOR RECOMMENDED BYLAW CHANGES

Over the last few years, the SUO of UBC has been internally reorganizing itself to better serve the needs of our students. Our aim is to continue to rebuild and improve our policies to reinforce structures of accountability and transparency. As our membership continues to grow, we as your Students' Union must develop and improve our model of representation. As was the case last year, the Board of Directors recommends the following outlined bylaw amendments be ratified to better align the internal guiding principles with the future development of the organization. Many of these changes reflect the continued efforts of the SUO to maintain good governance, as well as attempts to better align our organization with important relevant local law, such as the Societies Act, and BC Labour Law.

22/11/24.01

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Be it resolved that the following be added before Bylaw I(2:a):

a) "Ballot" means an official ballot for use in an Election or Referendum;

22/11/24.02

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Be it resolved that the following gets added after Bylaw I(2:e):

f) "Deputy Returning Officer" shall mean an individual appointed by the Chief Returning Officer to assist in the conduct of elections and referenda;

22/11/24.03

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Be it resolved that the Bylaw I(2:q):

"Regulations" shall mean the procedures and policies of the Students' Union adopted under these Bylaws by Special Resolution;

Shall be changed to:

"Regulations" shall mean the procedures and policies of the Students' Union adopted under these Bylaws by Special Resolution of the Directors;

By adding the words "of the Directors;" after the words, "Special Resolution"

22/11/24.04

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Be it resolved that Bylaw IV(19):

If a petition bearing the signatures of at least five (5) percent of the Members of the Students' Union in support of having one (1) or more Special Resolutions or Ordinary Resolutions considered at an annual general meeting is delivered to the President of

the Students' Union at least thirty (30) days in advance of the date of the annual general meeting, the Special Resolution or Ordinary Resolution shall be added to the agenda.

Shall be changed to:

If a petition bearing the signatures of at least five (5) percent of the Members of the Students' Union in support of having one (1) or more Special Resolutions or Ordinary Resolutions considered at an annual general meeting is delivered to the President of the Students' Union at least seven (7) days in advance of the date of the annual general meeting, the Special Resolution or Ordinary Resolution shall be added to the agenda.

By removing the word "thirty (30)," and replacing it with the word "seven (7)"

22/11/24.05

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Be it resolved that Bylaw IV(22):

If a petition is delivered to the President of the Students' Union stating the purpose of the meeting and bearing the signatures of at least ten (10) percent of the Members of the Students' Union, a special general meeting must be convened by the Board of Directors without delay.

Shall be changed to:

If a petition is delivered to the President of the Students' Union stating the purpose of the meeting and bearing the signatures of at least ten (10) percent of the Members of the Students' Union, a special general meeting must be called by the Board of Directors within twenty-one (21) days. The meeting must take place within sixty (60) days of the date of the receipt of the petition for a meeting.

By removing the word "convened" and replacing it with the word, "called,";

Further by removing the words "without delay" and replacing them with the words, "within twenty-one (21) days.";

Further by adding the words "The meeting must take place within sixty (60) days of the date of the receipt of the petition for a meeting." after "twenty-one (21) days."

22/11/24.06

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Be it resolved that Regulations II:(35-51) be stricken from the Regulations and added to the Bylaws after Bylaw V(32).

22/11/24.07

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Be it resolved that the following be added after Bylaw VII(59):

The Board of Directors may pass a Resolution outside of a meeting where a Resolution, in writing, is circulated by letter, email, or other electronic means to all the Directors for approval by reply, approved by a majority of the Directors in writing, and placed within the minutes of the subsequent meeting of the Directors within a defined time period.

For clarity, any matters that must be approved by Special Resolution of the Directors

must be voted on in person and may not be passed in writing pursuant to this procedure.

22/11/24.08

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Be it resolved that the following Bylaw VII(70):

A Director may be removed from the Board of Directors by Special Resolution at a general meeting and another person may be appointed by Ordinary Resolution to serve until the position is filled in an election or by-election.

Shall be changed to:

If a Director is removed from the Board of Directors at a general meeting as a result of an impeachment proceeding, another Member may be appointed by Ordinary Resolution of the Members at the general meeting to serve until the position is filled in an election or by-election.

22/11/24.09

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Be it resolved that the Bylaw X(88:cc):

Submit bi-weekly timesheets to the Oversight Committee to facilitate honoraria payment; and

Be removed from the Bylaws.

22/11/24.10

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Be it resolved that the following four motions be approved by omnibus.

22/11/24.11

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Be it resolved that Bylaws X(89:v; 90:v; 91:p; 92:r):

Submit bi-weekly timesheets to the General Manager to facilitate honoraria payment;

Be removed from the Bylaws.

22/11/24.12

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Be it resolved that the following be added to Bylaw IV – General Meetings, following the Bylaw it mentions as s. 19:

20: Despite s. 19, the Board is not required to add a Special Resolution or Ordinary Resolution of Members requested by a petition of Members to the agenda of an annual general meeting if the same proposal was considered within the past two calendar years, unless the Directors determine, by Ordinary Resolution of the Directors, that it is appropriate for the Members of the Student Union to consider the resolution.

22/11/24.13

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Be it resolved that the following be added to Bylaw IV – General Meetings:

24: General meetings may be held in-person, electronically, or in a hybrid format.

22/11/24.14

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Be it resolved that the following be added to Bylaw VII – Board of Directors

70: Directors must be 16 years of age or older.

22/11/24.15

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Be it resolved that the following be added to Bylaw VII – Board of Directors

71: Despite section 7(70), the majority of the Board of Directors must be 18 years of age or older. In the event the results of an election would make a majority of the Board of Directors younger than 18 years of age, the most recent Director under the age of 18 to join the Board of Directors must resign from their position and may not stand for re-election unless they reach the age of 18.

22/11/24.16

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Be it resolved that Bylaw VIII(76):

76 In addition to their duties as Directors under the Societies Act and these Bylaws, the Faculty Representatives shall:

- a. provide the Board with the perspective of students in the faculty from which they are elected;
- b. liaise with Members within their faculties and university officials about student needs and interests in their faculty; and
- c. attend and participate in university committees as appointed or designated by the UBCSUO or the university for the purpose of representing student needs and interests, which may include but shall not be limited to:
 - i. University or faculty committees;
 - ii. Communicate with students in their faculty about the Students' Union Action Plan, programs, services, policies and decisions made by the Board of Directors; and
 - iii. Serve on at least one (1) committee of the Board.
- d. attend and assist with Student Union events and engagement activities.

Be changed by adding two more points, e and f, so that it reads as such:

76 In addition to their duties as Directors under the Societies Act and these Bylaws, the Faculty Representatives shall:

- a. provide the Board with the perspective of students in the faculty from

- which they are elected;
- b. liaise with Members within their faculties and university officials about student needs and interests in their faculty; and
 - c. attend and participate in university committees as appointed or designated by the UBCSUO or the university for the purpose of representing student needs and interests, which may include but shall not be limited to:
 - i. University or faculty committees;
 - ii. Communicate with students in their faculty about the Students' Union Action Plan, programs, services, policies and decisions made by the Board of Directors; and
 - iii. Serve on at least one (1) committee of the Board.
 - d. attend and assist with Student Union events and engagement activities.
 - e. submit a written report at the end of each term to the Board of Directors summarizing their interactions with graduate students in their faculty;
 - f. submit a written report at the end of each term to the Board of Directors summarizing their interactions with undergraduate students in their faculty, excluding the Graduate Student Representative.

22/11/24.17

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Be it resolved that the following resolution be considered by seriatim [by section or by paragraph].

22/11/24.18

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Be it resolved that a new section in the Bylaws be added after Bylaw X, named "DISCIPLINARY PROCEDURES,"

Be it further resolved that the Bylaws be renumbered as required. The proposed additions are as follows:

Bylaw XI: DISCIPLINARY PROCEDURES

Director and Board Member Discipline:

- 1 The Board of Directors may censure a Member or a Director by way of a Special Resolution of the Directors.
- 2 The Board of Directors may declare a Member to be not in good standing by way of a Special Resolution of the Directors.
- 3 Directors may be impeached by way of:
 - a. A Special Resolution of the Directors;
 - b. An Ordinary Resolution passed at a general meeting of the Members; or
 - c. A majority vote in a referendum of the Members.

- 4 Where a Member presents to the Board of Directors a petition signed by not less than five percent (5%) of the Members, the Board of Directors shall call commence impeachment proceedings pursuant to section [to be renumbered as necessary] three (3) (b) or (c), above.
- 5 Notice to Members of impeachment proceedings commenced pursuant to section three (3) (b) or (c) shall be the same as the notice required for a Special Resolution of the Members.
- 6 The Board of Directors may initiate proceedings pursuant to sections one (1) to three (3), where the Board of Directors determines that a Member or Director engaged in any of the following forms of misconduct:
 - a. Failing to adequately fulfill one's duties and responsibilities as outlined in these Bylaws, the Regulations, or other Students' Union policy,
 - b. Is disruptive during Students' Union meetings, events or activities such as shouting, use of profanity, engaging in personal attacks, etc.;
 - c. Breaches confidence;
 - d. Interferes with the operations of the Students' Union;
 - e. Breaches any fiduciary duties applicable to the Director or Member;
 - f. Fails to disclose a conflict of interest; or
 - g. Contravenes any Code of Conduct established by Regulation;
 - h. Coerce or force other Board members to influence a vote.
- 7 Before undertaking a vote with respect to sections one (1) to three (3), the Board of Directors shall establish an ad hoc discipline committee (hereafter "the Disciplinary Committee") in order to investigate the allegations and make recommendations to the Board of Directors.
- 8 The Disciplinary Committee shall be comprised of five (5) directors as follows:
 - a. President (Chair of the Committee);
 - b. Vice President Internal;
 - c. Chairperson of Oversight Committee;
 - d. Two additional Directors to be appointed by the Board of Directors; and
 - e. General Manager (advisory with voting rights)

If there is an open investigation concerning one of these members, it should be filled by Special Resolution of the Board.

Executive Director Accountability and Discipline

- 9 The Board of Directors may censure an Executive Director by way of a Special Resolution of the Directors.
- 10 Executive Directors may be impeached by way of:
 - a. By Special Resolution of the Directors;
 - b. An Ordinary Resolution passed at a general meeting of the Members; or
 - c. A majority vote in a referendum of the Members.

- 11 Where a Member presents to the Board of Directors a petition signed by not less than five percent (5%) of the Members, the Board of Directors shall commence impeachment proceedings pursuant to sections ten (10) (a) or (b), above.
- 12 Notice to Members of impeachment proceedings shall be the same as the notice required for a Special Resolution of the Members.
- 13 The Board of Directors may initiate proceedings pursuant to section nine to ten (9-10) where the Board of Directors determines that the Board Member or Director engaged in any of the forms of misconduct set out in section six (6) or any of the following additional forms of misconduct:
- a. Engaging in professional misconduct when acting or perceived to be acting as representatives of the Students' Union;
 - b. Inappropriately using one's position for personal gain;
 - c. Engaging in willful deceit such as but not limited to knowingly making misleading or false statements to the Board of Directors and/or the Oversight Committee;
 - d. If the Oversight Committee determines that a complaint brought forward by any member is sustained and warrants disciplinary action; or
 - e. Failing to respond to official Oversight Committee communications and requests.
- 14 Before undertaking a vote with respect to nine to ten (9-10), the allegations must be investigated by the Oversight Committee which is responsible for making recommendations to the Board of Directors.
- 15 For greater certainty, the Oversight Committee may investigate and make recommendations concerning the conduct of Executive Directors in any of the following circumstances:
- a. On its own initiative;
 - b. On receipt of a complaint from a Member, or
 - c. When allegations are referred to it by the Board of Directors.
- 16 Where an Executive Director acts in a manner outside the Code of Conduct or fails more than once to submit required reports on time, the Oversight Committee may issue a warning to indicate that further consequences could occur.
- 17 All Member complaints about improper conduct by an Executive Director shall be referred to the Oversight Committee Chair.
- 18 Complaints must include all evidence for the basis of the complaint. It is the responsibility of the complainant to provide sufficient evidence for an investigation to begin.
- 19 Where the Oversight Committee determines that a complaint is frivolous or vexatious, the Oversight Committee may dismiss the complaint without investigation. Where a Member repeatedly advances frivolous or vexatious complaints, the conduct may warrant disciplinary action for interfering in the

affairs of the society.

- 20 The Oversight Committee shall dismiss any complaint that:
 - a. Does not violate SUO Regulations or Bylaws;
 - b. Is deemed to be frivolous or vexatious;
 - c. Lacks sufficient evidence for an investigation to begin;
 - d. Lacks sufficient merit.
- 21 Anyone who submits two (2) or more complaints that have been dismissed under section nineteen (19) shall be barred from making further complaints to the Oversight Committee. The Oversight Committee Chair and General Manager, may, at their discretion, overrule this provision and allow subsequent complaints to be submitted. The Oversight Committee shall be informed of all decisions made.

Discipline and Oversight Committee Procedures

- 22 The Disciplinary Committee and Oversight Committees ("Investigating Committees"), shall investigate any alleged misconduct and complaints pursuant to the following guidelines:
 - a. The Investigating Committees shall make every effort to resolve complaints in a manner that encourages cooperation, is fair to all parties, and is in the best interests of the Students' Union.
 - b. The Investigating Committees shall meet with all relevant parties prior to rendering a decision.
 - c. The Investigating Committees shall meet at least twice (2) to discuss any complaint or alleged misconduct that warrants investigation.
 - d. The Investigating Committees shall keep complete records of every complaint and investigation.
- 23 In conducting investigations, the Investigating Committees may:
 - a. Request specific documentation from Executive Directors and Directors related to the investigation;
 - b. Review documentation of the Students' Union including, but not limited to, all meeting minutes; and
 - c. Compel Executive Directors and Directors to answer written questions or provide testimony before the Investigating Committees.
- 24 At the conclusion of an investigation, an Investigating Committee must determine whether the conduct is misconduct as defined in section six (6) or, in the case of Executive Directors, section thirteen (13). If the Investigating Committee determines there has been any such misconduct, the Committee may:
 - a. Recommend that the Board of Directors pass a censure resolution against a Member, Director, or Executive Director;
 - b. Recommend that a Member be declared not in good standing;

- c. Recommend a reduction of honoraria of an executive director;
 - d. Recommend a temporary or permanent revocation of powers and privileges of an Executive Director;
 - e. Recommend that the Board of Directors initiate impeachment proceedings to remove a Director or Executive Director; or
 - f. Recommend that the Board of Directors take no further action.
- 25 Prior to making any of the recommendations in section twenty-four (24) (a) to (e), the Investigating Committees must provide the Member, Director, or Executive Director with an opportunity to be heard with respect to the alleged misconduct.
- 26 Whenever an Investigating Committee makes a recommendation in in section twenty-four (24), (a) to (e) , the Committee must produce a detailed written briefing on the investigation to be submitted to the Board of Directors. The report must include, but is not limited to:
- a. The sources of evidence used to justify the Committee’s findings;
 - b. Any Bylaws or Regulations that the Committee believes the Member, Director, or Executive Director breached;
 - c. A written summary of testimony provided by a Member, Director or Executive Director, if applicable;
 - d. The findings and conclusions of the Investigating Committee’s investigation; and
 - e. The recommendations on disciplinary actions to be taken against the Member, Director or Executive Director.
- 27 All proceedings of the Investigating Committees pursuant to this Bylaw shall take place in-camera, and the Board of Directors shall consider the report prepared by an Investigating Committees in-camera.
- 28 If the Board of Directors accepts a recommendation to censure, declare not in good standing, or commence impeachment proceedings with respect to a Member, Director, or Executive Director, the Board of Directors may, by Resolution, retroactively publicize the findings of the report that informed their decision only to the extent necessary to explain the basis for their decision.
- 29 The Chair of an Investigating Committee shall be responsible for:
- a. Requesting, on behalf of the Investigating Committee, that a Member, Director, or Executive Director provide written answers to questions or attend an Investigating Committee meeting to provide testimony;
 - b. Submitting all written briefings related to the Investigating Committee’s investigation to the Board of Directors; and
 - c. Answering questions at Board of Director meetings about an investigation of the Investigating Committee.
- 30 Any Investigating Committees investigating misconduct pursuant to this Bylaw shall report to the Board of Directors on the status of its investigation at each

meeting of the Board of Directors.

- 31 The Investigating Committees will strive for consensus. Where no consensus is reached, the Committees will make decisions by simple majority vote.