

University of Regina Students' Union
Emergency Board of Director's Meeting – URSU Boardroom
Tuesday, March 20, 2017

Minutes

Present:

Brad Lulik, Chairperson
Jermain McKenzie, President
Shawn Wiskar, Vice President (Student Affairs)
Matt Mutschler, Vice President (Operations and Finance)
Abby Rutko, Vice President (External Affairs)
Eric Holloway, Business Director
Derrick Gagnon, Campion Director
Umar Ahsan , International Students' Director
Conor Woolley, Education Director
Faith Ogundipe, Arts Directors
Sam Dietrich, Engineering Director
Sena Debia, Kinesiology Director
Zach Almond, Fine Arts Director
Maria Aman, Part Time Director
Emily Barber, LGBTQ Director
Umair Aslam, Graduate Students' Director

Regrets (More than 24 hours notice):

Megan Cousins, Social Work Director
Trevor Dubois, First Nations University Students' Director
Khansa Irfan, Women's Director
Haris Khan, Science Director

Absent (Less than 24 hours notice):

1. CALL TO ORDER:

2. ADOPTION OF THE AGENDA

- a. BE IT RESOLVED THAT the URSU Board of Directors approve the agenda for March 20, 2017

Moved: Derrick Gagnon
Second: Faith Ogundipe
CARRIED

3. CONFLICT OF INTEREST / CONFLICT OF COMMITMENT DECLARATION

- a. Shawn Wiskar: URSU General Election
b. Jermain McKenzie: URSU General Election
c. Conor Woolley: URSU General Election
d. Khansa Irfan: URSU General Election

- e. Derrick Gagnon: URSU General Election
- f. Haris Khan: URSU General Election
- g. Maria Aman: URSU General Election
- h. Sena Debia, URSU General Election

4. NEW BUSINESS

- a. Executive Session: Election
 - i. BE IT RESOLVED THAT the Board enters into Executive Session
Moved: Eric Holloway
Second: Zach Almond
CARRIED
 - ii. BE IT RESOLVED THAT the Board exits Executive Session
Moved: Zach Almond
Second: Eric Holloway
CARRIED

5. NOTICE OF MOTIONS

6. ITEMS FOR NEXT AGENDA

7. NEXT MEETING:

8. ADJOURNMENT: 7:00pm

Moved: Eric Holloway



URSU Elections Committee Record of Decision

Subject: Behavioural Misconduct with Respect to Election Process

Accused: Maria Aman

Date of Offence: March 16, 2017

Date of Hearing: March 17, 2017

Elections Committee Members: Matthew Mutschler, Abby Rutko, Carl Flis

Background:

The CRO had brought to the Committee's attention certain actions of Maria Aman, candidate for VP Student Affairs, on the final day of voting March 16, 2017 was inappropriate behaviour and violated the URSU Elections and Referendum Bylaw as well as other URSU and U of R policies and procedures. As the CRO was a subject of other actions brought forward by the Accused that were currently before the Committee, the CRO indicated that she would not be able to make a decision nor impose any penalties in this matter and as a result recused herself from any further proceedings in this matter. Facts and chain of events surrounding the allegation of behavioural misconduct on Thursday, March 16, 2017 are as follows:

1. All candidates were informed early in the morning by the CRO that polls would be closing at 11:59 and that the results of the election would not be available until sometime Friday morning.
2. The Accused posted on her Vote Maria Aman Facebook page at 9:21 am that polls closed at midnight.
3. The Accused then challenged the CRO, stating that in previous elections, polls closed at 5:00 and results were available same day. In a subsequent email she indicated she would be contacting authorities to have issues addressed.
4. The Accused sent an email to the General Manager (GM) questioning why results would not be available until next day and concerned about how the CRO was handling the election in general.
5. The GM immediately investigated the alleged discrepancy. It was learned that the Registrar was never informed of a specific polling end time. As such he had the polls programmed to close at 11:59. Two options were then presented. Have the polls close at 4:00 in which case results could be available that same day or leave it as is, closing the polls at 11:59 and having results available the following day. The GM further confirmed that in none of the election materials posted was there ever a definitive time set. So as not to incur any overtime costs from the Registrar, given no firm time was published and that there was some expectation that polls would remain open until at least 5:00 pm, the GM made a decision to have the polls remain open until 11:59 and that results would be available the following day.
6. The GM responded directly to the accused confirming that polls would close at 11:59 and how there was no need for scrutineers or third party overseers as the voting process was



entirely on-line and that results were tabulated electronically. The GM further communicated to all candidates his decision and supportive reasoning. The Accused responded by questioning once again why polls would not close at 5:00, as that is what she was informing everyone and that that is “what was advertised”.

7. The Accused subsequently issued an email to the URSU President, copying all candidates (not including the CRO) indicating that the voting period needs to be changed from 11:59 and that the CRO should not be the one to “count votes” without an independent third party present.
8. The Accused then approached the Registrar directly and in person. The Registrar reiterated the options as presented to the GM earlier and indicated that any change to the voting times would have to be communicated to him by the CRO. The Registrar displayed his dis-pleasure to the CRO that he was being approached directly by a candidate.
9. The Accused then proceeded to email all candidates, excluding the CRO, trying to solicit support to have the polls close early at 4:00. This email also accused URSU of being negligent and not transparent regarding election proceedings.
10. Polls closed at 11:59 on Thursday.
11. On Friday at approximately 10:00 am, the CRO, accompanied and witnessed by the VP Operations Finance, picked up the sealed results from the Registrar. The sealed results were given to the Student Advocate to be held in trust.
12. At approximately 2:00 pm the CRO opened the results in the presence of the Student Advocate. All results except for the office of VP Student Affairs were made public.
13. The results of the voting for the position of VP Student Affairs remain secured by the Student Advocate and are known only to the CRO. Releasing these results is pending the ratification of the Board of the decision of the Elections Committee in this and other matters

Findings and Decisions of the Elections Committee:

1. That the Accused disrespected the decision and the office of the CRO.
2. That the Accused did not respect the decision and actions of the General Manager.
3. That the Accused directly contacted independent third party election officials (Registrar) tasked with conducting proper election proceedings.
4. That the accused attempted to interfere with the election process by trying to solicit support from other candidates to change polling times.
5. That as a current Director of the URSU Board of Directors, failed in her fiduciary duties to act with honesty and in good faith in representing the best interests of the corporation. As fiduciaries, directors are under a strict duty to avoid any conflict between self-interest and the interest of the Corporation.

DECISION:

That the Accused’s actions in this matter were in direct violation of several regulations and policies, including but not limited to;

1. URSU Election and Referendum Bylaw
2. URSU Constitution
3. U of R Respectful Workplace Policy



In the opinion of the Elections Committee, the aforementioned actions of the Accused are at a level of egregiousness and severity sufficient to warrant disqualification from the 2017 URSU election. No other penalties to be assessed.

This review of the behavioural misconduct of the Accused by the Elections Committee and its resulting decisions are hereby respectfully submitted to the URSU Board of Directors for ratification. Dated this 18th day of March, 2017.

Matthew Mutschler

Abby Rutko

Carl Flis



Addendum to URSU Elections Committee Record of Decision dated March 18, 2017

As the CRO had recused herself from the matter in question, according to the Election and Referendum Bylaw Article 3.4.1, the responsibility lies with the Board of Directors (or the relevant committee) to fulfill the duties of the CRO. Responsibilities of the CRO then fall upon the Board of Directors or the Elections Committee (the relevant committee). In reviewing the matter of Behavioural Misconduct with Respect to Election Process, the Board and Elections Committee were guided by the responsibilities and authorities vested to them as follows;

(N.B. The references to various bylaws, regulations and legislation in this document have been redacted for relevancy purposes.)

Election and Referendum Bylaw

Article 3.4.3 - Chief Returning Officer

The Chief Returning Officer shall be nominated by the Board of Directors to be Chief Returning Officer of the URSU. During their contract the Chief Returning Officer, shall be responsible to the Board of Directors and shall have access to all of the resources of URSU as they complete their duties. The Chief Returning Officer is responsible for the conduct of the election, by-election or referenda they are hired to supervise. The Chief Returning Officer must familiarize themselves with this bylaw and must complete their duties as laid out within this bylaw in order to ensure the integrity of the election, by-election or referenda.

Specifically, the Chief Returning Officer shall;

- ensure candidates and members comply with this bylaw, and other relevant documents
- disqualify candidates, materials, representatives or members who, in the opinion of the Chief Returning Officer, who have broken the rules laid out in this bylaw and other relevant documents.
- refer to appropriate independent legal counsel, where they deem it necessary.
- hear, in confidence, any appeal or request for review on the conduct of any candidate(s), officials or members.
 - The individual(s) may request that the meeting be held in the presence of the General Manager of URSU
 - If an offence has been committed, the offender will be subject to the 'consequences for non-compliance' section of this bylaw.
 - The decisions of the CRO regarding a disciplinary action may be appealed to the Board of Directors within fourteen days of notification of the disciplinary action
- investigate all offences, claims and questions brought before the office
- develop and enforce appropriate disciplinary actions
- take immediate action to rectify any infraction identified during the course of an election.
- appoint and oversee any Election Officials
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NOTE: The Chief Returning Officer retains all residual and discretionary powers, not otherwise contained in this Bylaw, in regard to Elections, By-Elections and Referenda.

4 - Consequences for Noncompliance

Article 4.1 - General

In determining if an offence has been committed, intent shall not be considered. In determining disciplinary action, intent shall be one of the determining factors along with severity of the actions, relative impact on the elections process and any other factor the Chief returning officer deems relevant. Ignorance of the Policies, constitution and/or By-Laws of the URSU does not constitute a valid excuse for committing an offence. Any member who participated in the election or who has another Conflict or a Conflict of Interest may not participate in determining disciplinary actions.



Article 4.1.1 - Candidate

Candidates may be disciplined in the following manners;

- Loss of Campaign Privileges
- Monetary fines
- Loss of vote in future election(s)
- Loss of membership in URSU
- Legal action as deemed necessary by the Board of Directors
- Other penalties as recommended by the Chief Returning Officer and/or the Board of Directors

Financial Discipline Guidelines

These guidelines should help direct the Chief Returning Officer in determining what sort of financial discipline should be applied in a given situation. This document is non-binding on the Chief Returning Officer and may be modified by a motion of the Executive Committee. Additional disciplinary actions (above and beyond the financial penalties below) may be taken as determined by the Chief Returning Officer at any time. All members facing discipline may appeal the decision of the Chief Returning Officer to the Board of Directors (or delegate) as laid out in the "Appealing an Offence" section of this bylaw.

URSU Constitution

ARTICLE II

STATEMENT of OBJECTIVES and PRINCIPLES OF THE STUDENTS' UNION

SECTION 1 – OBJECTIVES of the STUDENTS' UNION

- a.) The Students' Union is committed to representing the educational interests of its members, the Students of the University of Regina.
- b.) The Students' Union will have the authority to act as the official representative of its Student member body.
- c.) The Students' Union shall promote and develop the social, economic, and cultural interests of its members.

SECTION 2 – PRINCIPLES of the STUDENTS' UNION

- a.) To treat all members of the Students' Union equally, regardless of race, religion, creed, colour, place of national origin, socio-economic status, gender, sexual orientation, political views, marital status, educational interests, or be they mentally or physically challenged.
- b.) To provide freedom of information in all activities of the Students' Union, exempting where such information is in contravention of any laws or statutes, compromises any negotiations in progress, is in violation of any statutory rights of another individual, or where such information was given in confidence.
- c.) To be duty bound to uphold and honour all laws and statutes governing the operation and existence of the Students' Union.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- (1) The Board of Directors shall uphold the principles of the Students' Union.
- (2) The board of Directors has the power to make, amend, and repeal By-Laws of the Students' Union, as provided for in section 87 (1) of the Non-Profit Corporations Act.
- (3) The Board of Directors shall recommend all By-Laws made, amended, or repealed under Article VII to the next general meeting of members for approval, as required by section 87 (2) of the Non-Profit Corporations Act.

ARTICLE XII

COMMITTEES

The Board of Directors shall have the authority to enact committees as may be required from time to time. A committee is a group of members of the Students' Union whose purpose is to research and provide



timely and relevant information regarding current issues facing the Board of Directors. Committees are advisory in nature and the ultimate decision making body remains the Board of Directors.

Following are the various factors taken into account by the Elections Committee in determining if there were violations and its resulting recommendations to the Board. While all of the following points were taken into consideration, the highlighted points proved to be most significant in determining a violation.

Election and Referendum Bylaw

1. Article 3.1.18 – Offences

9. attempts to alter or access a secure electronic method of voting

16. campaigns in any unauthorized way during a voting day

18. acts in a manner that is in contravention to any other part of this bylaw

Any activity not listed here that could be considered an offence is subject to the investigation and judgment of the CRO. If an activity is judged to be an offence, the offence should be added to the above list and the disciplinary action applied should be added to the list found in the “Consequences for Non-Compliance” section of the bylaw.

2. Article 3.4.1 – Board of Directors

follow the rules and regulations of the Election, By-election, Referenda that are laid out within this bylaw

3. Article 3.4.5 – Candidates

Candidates shall;

- follow the rules and regulations of the Election, By-election, Referenda that are laid out within this bylaw
- respect the decisions made by the Chief Returning Officer and appeal decisions using the proper procedures
- keep elections positive in the understanding that negative actions by candidates could reflect negatively on the URSU

URSU Constitution

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

(10) The Board of Directors shall follow the chain of command policy for the purpose of ensuring the effective operation of the Students' Union. The chain of command shall be the following:

- All employees ultimately report to the General Manager.
- The General Manager reports to the President.
- The President reports to the Executive Committee.
- The Executive Committee reports to the Board of Directors.
- The Board of Directors is the ultimate decision making authority of the Students' Union.

(11) The Board of Directors shall not directly interfere with any employee in the discharge of his or her duties. All suggestions and recommendations for the enhancement or improvement of an employee's performance related to his or her duties or function with the Students' Union shall be first brought to the Board of Directors in the form of a motion, whereupon it shall be discussed in camera and adopted or rejected. Any recommendations arising from this process shall then be passed on to the



President, who in turn will pass the direction on to the General Manager for administration and action. The Executive Committee shall retain the right to enter into discussions with the General Manager for the purposes of ensuring the effective day-to-day operations of the Students' Union.

(12) All members of the Board of Directors are responsible for ensuring the integrity of the Board of Directors and ultimately the Students' Union.

Conflict of Interest and Conflict of Commitment Policy

4. Article 3.1 - Conflict of Interest

Board Members shall not be placed or place themselves in situations where they have a Conflict of Interest, i.e. they shall not participate in URSU decisions and processes where they have a professional obligation to act in the best interests of the URSU but have a personal or financial interest that could interfere or be reasonably apprehended to interfere with that professional obligation.

5. Article 3.2 - Potential and Perceived Conflict of Interest

Occasionally Board Members may find themselves in situations that have the potential to create a Conflict of Interest or that could be perceived as a Conflict of Interest.**Board Members shall not participate in activities that have the potential to create a Conflict of Interest** or that could be perceived as a Conflict of Interest until they have written permission from the URSU Board of Directors. If the URSU Board of Directors authorizes a Board Member's participation in the activities, they shall comply with any terms or conditions the URSU Board of Directors sets in writing to avoid or to manage the conflict.

Standards of Conduct Policy

1. Introduction

The purpose of this policy is to outline the expectations for University of Regina Student's Union (URSU) employees regarding conduct both while on-duty as well as off-duty. Improper conduct may have a serious effect on business interests and the workplace in general and as such URSU will enforce the guidelines of this policy. If it is shown that there is a connection between an employee's improper conduct and the workplace, disciplinary action may be taken.

2. Definitions

Employees – includes all full and part time staff of URSU, URSU Executive, Directors of the Board and Board Chair

3. Guidelines

3.1. *Interaction with the Public*

- a) While interacting with the public, **employees agree that it is of the utmost importance to act in a professional manner in keeping with the public's expectations of someone in their position.** Employees agree that when engaging in social media activities through official URSU accounts, when using their URSU email address, and when writing to media organizations, that employees will conduct themselves in a professional manner, which reflects well on the position held within the URSU.
- b) Employees agree to be conscious of the fact that private postings, email, and correspondence may be interpreted by some to be the official position of the URSU.
- c) **When engaging in meetings with employees of the student body, faculty or the public, employees should maintain a civil attitude, which reflects well on the URSU,** even when confronted with challenging employees.

3.2. *Creating a Respectful Environment*

- a) As an employee of URSU, the employee's actions reflect positively or negatively on the entire URSU. **It is agreed that as leaders within the organization, it is the employee's responsibility to work towards and maintain a respectful environment to the best of their ability.**



- b) Employees, in seeking to maintain a respectful work environment, will not yell at or bully colleagues or employees.
- c) The URSU fully supports the University of Regina Respectful University Policy. In order to ensure compliance URSU requires that all of its employees are familiar with and comply with this policy.

When employees are off-duty there is still an expectation by URSU that employees will conduct themselves in a way that positively represents the company's values and mission statement.

Improper conduct of employees may be subject to disciplinary action up to and including termination if it is shown that:

- the conduct of the employee harms URSU's reputation, product or business interests;
- the employee's behaviour leads to refusal, reluctance or inability of the other employees to work with him/her;
- the employee's behaviour places difficulty in the way of URSU properly carrying out its function of efficiently managing its works, and efficiency directing its working forces.

Disciplinary action will be taken if any one of these criteria is met.

An investigatory process will be followed in order to determine the validity and severity of the incident and the resulting disciplinary actions.

4. Complaints

Employees should be cognizant of the fact that a formal accusation against another employee is a serious allegation with repercussions. Where allegation of inappropriate conduct is found to be either false or willfully frivolous, or where supporting documentation for a complaint has been falsified, the complainant or witness may be subject to disciplinary measures.

5. Consequences for Noncompliance

Improper conduct may have a serious effect on URSU business interests, community relations, U of R relations and the workplace in general and as such URSU will enforce the guidelines of this policy. If it is shown that there is a connection between an employee's improper conduct and the workplace, disciplinary action may be taken including but not limited to termination of employment.

Respectful University Policy

Personal Harassment

Personal harassment is not based on any of the prohibited grounds. It is sometimes referred to as "bullying". Personal harassment involves repeated conduct or a single, serious incident that causes a lasting harmful effect on the employee or student. Examples of personal harassment include, but are not limited to:

- Verbal or written abuse or threats
- Insulting, derogatory or degrading comments, jokes or gestures
- Personal ridicule or malicious gossip
- Unjustifiable interference with another's work or work sabotage
- Refusing to work or co-operate with others

Regulations Governing Discipline for Academic and Non-academic Misconduct

3.1 Student Behaviour

3.1.1 Consideration for others and respect for each person is a principal way of life within the university community. The basic behavioural philosophy of the University of Regina is that all students, academic staff, support staff and administrators must be able to work and study in an environment that is free from harassment, discrimination, and intimidation, that all members of the community are entitled to fair and humane treatment, and will conduct themselves appropriately, respectfully and responsibly.



3.1.3 To this end, students have an obligation to act in a fair and respectful manner toward their peers, the faculty, staff, administration and the physical property of the University and others. Integrity in personal conduct, both on-campus and off-campus, is a critical element in achieving these goals. Violations of University regulations that have been adopted to protect the university community will be subject to disciplinary action.

3.2 Jurisdiction

3.2.1 These regulations cover the conduct of all University of Regina students in University related activities, or with respect to and on University property, or involving any member of the University community.

3.3 Violations

3.3.1 Non-academic misconduct subject to discipline hereunder includes, but is not limited to, the following ("Violations"):

- (a) A violation of the published rules, regulations, practices, procedures or policies of the University or of any authorized rule-making body within the University, including all academic and administrative units, any residence, and a violation of any professional code of conduct applicable to any faculty or department;
- (e) The unauthorized use or the misuse of any University facilities, equipment or services;
- (g) Harassment or discrimination in contravention of the principles articulated in the policies of the University, The Saskatchewan Human Rights Code or the Canadian Charter of Rights and Freedoms;
- (i) The failure to comply with the directions of officials of the University acting within the scope of their authority;
- (j) any conduct which harms or threatens to harm the proper functioning of the University programs or activities, the rights of members or guests of the University, the safety or well-being of members or guests of the University, or the property of the University, its members and guests;

The Non-profit Corporations Act, 1995

Duty of care of directors and officers Section 109

(1) Every director and officer of a corporation, in exercising his or her powers and discharging his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(2) Every director and officer of a corporation shall comply with this Act, the regulations, articles, bylaws and any unanimous member agreement.

(3) Subject to subsection 136(5), no provision in a contract, the articles, the bylaws or a resolution relieves a director or officer from the duty to act in accordance with this Act or the regulations or relieves him or her from the liability for a contravention of this Act or the regulations.

Fiduciary Duty as a Director

- Directors must act with honesty and in good faith in what they reasonably believe to be the best interests of the corporation.
- As fiduciaries, directors are held to a very high standard of loyalty and good faith in their conduct in relation to the Corporation
- Must act with a view to the best interests of the Corporation as opposed to self-interest or those of a particular constituency of the Corporation
- As fiduciaries, directors are under a strict duty to avoid any conflict between self-interest and the interest of the Corporation
- Fiduciary duty requires that a director act honestly and in good faith in the best interests of the corporation. Fiduciary duty is a personal duty and cannot be delegated (the "no-delegation rule"). Among other implications, it means that a director is not allowed to profit from his or her office (the "no-profit rule") and must avoid all situations in which his or her duty to the Corporation conflicts with his or her interests (the "no-conflict rule").



- The position of a director with respect to the not-for-profit corporation is that of a fiduciary. As a result, a director is considered to be acting for the corporation's benefit, and must subordinate his or her personal interests to the best interests of the corporation.
- Directors must:
 - disclose the entire truth in their dealings with the corporation and actively avoid any impropriety or dishonesty;
 - have full allegiance to the corporation's mission and further its cause;
 - resign as a director where the director has any personal prejudices or beliefs that are inconsistent with the corporation's mission and that might interfere with the duties owed to the corporation;
 - place the interests of the corporation above personal self-interest in all dealings with the corporation and actively avoid all potential conflicts of interest;
 - accurately portray the corporation's programs and objectives to the general public and to any requesting government authority;
 - not disclose any information acquired in connection with their position as directors that might be harmful to the interests of the corporation and that is not already available to the public; and,
 - fulfill the terms and restrictions of any special purpose trust fund maintained by the corporation, honestly and in good faith.