

COUNCIL PACKAGE

MARCH 31ST, 2019

PREPARED BY: MAGGIE BUNBURY – DEPUTY CHAIR OF COUNCIL

Agenda
Students' Union Representative Council
March 31st 2019, 3:00pm
Council Chambers

1. Call to Order
2. Roll Call
3. Mi'kmaq Acknowledgment
4. Opening Remarks of the Chair
5. Approval of the Agenda
6. Approval of the minutes
7. Constituency Reports
8. Business Arising
9. Executive Reports:
 - President, Ms. Rebecca Mesay
 - Vice President Academic, Ms. Tiffany MacLennan
 - VP Finance and Operations, Mr. Tega Sefia
 - VP Activities and Events, Mr. Sean Hopkins
 - VP Residence Affairs, Ms. Kallie Ross
 - VP External Affairs, Ms. Clancy McDaniel
10. Students' Union General Manager Report
11. Committee Reports
12. Special Reports to Council:
 - Governance Review Committee Terms of Reference (Ad Hoc Committee)
 - Council Initiatives Fund: VESA (Volunteer Eco-Students Abroad)
 - Follow Up Review of StFXSU Governance Documents and Best Practices – Tom MacEwan
 - Additional Review of the StFXSU Governance and Best Practices – Tim Hill
13. Old Business:
 - Motion to ratify Sarah Elliott for the position of Vice President External Affairs for the year 2019-2020
 - Motion to ratify Natalie Doumkos for the position of Vice President Activities and Events for the year 2019-2020
 - Motion to ratify Siobhan Lacey for the position of Vice President Residence Affairs for the year 2019-2020
14. New Business:
 - Motion to pass the Students' Union 2019-2020 budget.

15. Closing Remarks

16. Adjournment

STUDENTS' UNION REPRESENTATIVE COUNCIL MEETING MINUTES



Date: March 17th, 2019

Time: 3:00pm

Call to order

Meeting called to order at 3:05pm.

Roll call

In attendance

International Student Representative – Happiness Bhoke John
First Year Student Representative – Mary Bailey
Board of Governors Student Representative – Cecil VanBuskirk
Graduate Student Representative – William Burgess
Equity Student Representative – Iffat Sohi
Students' of African Descent Representative – Summer Upshaw
Science Student Representative – Bryan Fedchun
Arts Student Representative – Lucas Middleton
Board of Governors Student Representative – Emma Crilly
Vice President Academic – Tiffany MacLennan
Students' Union President – Rebecca Mesay
Vice President External Affairs – Clancy McDaniel
Vice President Residence Affairs – Kallie Ross
Vice President Activities & Events – Sean Hopkins

Absent with regrets

Business Student Representative – Caelan Peters

Education Student Representative – David M. Lewis

Vice President Finance & Operations – Tega Sefia

Opening Remarks of Chair

Hello everyone, we have quite a long meeting ahead of us so please hang in there. This is just a reminder to everyone that we run this meeting in accordance with the Council Procedural Policy which outlines the operating principles and procedures of council. Please can everyone use their placards and only speak when recognized by the Chair today. If a member of the gallery would like to speak please make it known to the Chair and only speak when given permission by the Chair. This is also just a reminder once again that no person shall display signs, applaud participants in debates, engage in conversation, or any other behavior which may disrupt the proceedings of council. I just ask that everyone here today maintains a certain level of respect for everyone present and that means engaging in constructive discussions throughout this meeting.

Approval of the agenda

William – *Moves to approve the agenda.*

Happiness – *Seconds.*

Motion passes 9-0-2.

Approval of the minutes

Bryan – *Moves to approve the minutes.*

Iffat – *Seconds.*

Motion passes 11-0-0.

Constituency reports

International student representative – Happiness Bhoke John

- Conversations with Bob Hale about International student housing over the winter break.
- Also trying to sort out where international students will stay between the end of exams and graduation.
- I have been having conversations with the incoming international student representative.

First year student representative – Mary Bailey

- Country night was on March 9th.
- Letters for the time capsule went well. Still accepting letters during office hours.
- Campus affairs met on March 12th.

Board of Governors student representative – Cecil VanBuskirk

- Emma and I have had a slower couple of weeks.

Graduate student representative – William Burgess

- Budget and finance hasn't met yet.
- Several of my constituents didn't get emails to vote.
- Looking at grad student engagement.

Equity student representative – Iffat Sohi

- Had the opportunity to emcee the international fashion show.
- Sat on the VP Activities and Events and Chair of Council nomination panels.

Students' of African descent representative – Summer Upshaw

- Haven't been getting up to too much. Just resuming my position after running my campaign for VPA.
- Involved with the international fashion show, was modeling a student's design.
- Attended the Women in Politics, Leadership, and Advocacy conference.

Science student representative – Bryan Fedchun

- Met with the Committee on Studies.
- Attended the academic brainstorming session.

Arts student representative – Lucas Middleton

- APP met once and another meeting is coming up.
- Senate met at the beginning of the month but did not have quorum.
- By-law has been meeting weekly.
- Attended Tiffany's academic brainstorming session.

Board of Governors student representative – Emma Crilly

- Working with AER.

Tiffany – Did you submit a report?

Emma – No sorry.

Business arising

Cecil – I would like to make an amendment to the motion to ratify the vice president external affairs position from the motion to ratify Will Fraser to the motion to ratify Sarah Elliot.

Emma – *Seconds*.

Motion passes 11-0-0.

Emma – I would like to motion to add to the agenda to elect William Fraser as the Chair of Council for the year 2019-2020.

Emma – I would like to add a motion to approve time changes in the by-laws from days to business days omnibus.

William – I move to ratify the St.FX Scholarly Self Defense society.

Motions pass 11-0-0.

Executive reports

Students' Union President – Rebecca Mesay

- CASA
 - Strategic plan was forwarded to the board management.
- SNS
 - Working on terms of reference.
- Attended the Women in Politics, Leadership, and Advocacy conference
- MOU meeting happened 2 weeks ago. A meeting between student leaders, the province, and university presidents.
- This week is CASA's AGM.

Vice President Academic – Tiffany MacLennan

- Senate met but no quorum.
 - APP committee gave a report
 - Still meeting every two weeks.
 - Committee on a transition year for students of African descent and indigenous students.
 - VP Finance made a presentation.
- Meeting with Bob Hale and Ginger Fit.
- Academic brainstorming session happened.
- Tomorrow is the first dog den of year 2:30pm-4pm.

Vice President External Affairs – Clancy McDaniel

- Had our Women in Politics, Leadership, and Advocacy Conference yesterday.
- Had a lot of discussion around mental health last week.
- Canadian Institute of Jewish Affairs was on campus last week.
- SNS
 - Government student roundtable in which we discussed the MOU.
 - Preparing for transitions. Been working on a board and chair transitions document.
 - Have been working on terms of reference for all the committee positions of SNS.
- CASA
 - AGM is next week.

- Federal budget release is this week.

Vice President Residence Affairs – Kallie Ross

- I have been doing a lot of work planning and executing the first ever female hockey tournament.
- Attended the cultural competency training.
- Campus affairs met last week.
- Also passed a motion to the allocation of \$4000 from the Campus Affairs budget to the Students' Union Student Food Resource Centre for food bursaries.
- Sat on the VP Residence Affairs interview panel.
- Met with the Food Service Liaison Committee. New contract was signed with Sodexo.

Sean Ryan – The selection of Starbucks is that because it's a property of Sodexo? Because typically the products that Starbucks serves are very expensive so just wondering if that was ever taken into consideration prior to that body being brought on campus?

Kallie – I guess it was mostly because Sodexo is familiar with operating those franchises.

Vice President Activities & Events – Sean Hopkins

- Congrats to Bishops for winning the first annual female hockey tournament.
- Scott Helman is in 6 days. Ticket sales are still live.
- INN events are going well. Pretty much finalized our calendar.
- I sit on the board of directors for COCA.
- Had hiring last weekend for this position which went well.
- Had a financial review.
- Attended cultural competency training.

Students' Union General Manager report

- Students' Union awards nominations are supposed to close tomorrow but we don't have nominations for some so the deadline will be extended.
- Drive U positions will be up next week and Golden X Inn positions are already live.
- Had to cancel the brunch event for St. Patrick's Day for this year due to low attendance.
- RSVPs for the banquet will be coming out soon.
- Tega is working very hard on budget.
- Looking at maybe doing a satisfaction survey to all students about what the Students' Union does.

Kallie – Who is drafting the survey?

Sean R. – There is no set group yet. Just something a few folks have talked about. I was looking at things like what Dal was doing as they have a similar survey. We are getting to a point in terms of finances where we are going to have to make some tough decision so having some feedback from students about what they find valuable about resources will help.

Committee reports

Campus Affairs Committee

- Met on March 12th.
- Approved \$4000 to the Student Food Resource Centre.
- Talked about the Students' Union Banquet awards.

By-law and Policy Committee

- Met weekly.
- Been working hard on a lot of things just waiting for external feedback before bringing them to council.
- Terms of reference for the emergency grant came from by-law and policy.

Equity Advisory Committee

- Discussed the international office and approaches we can take to that.

External Affairs Committee

- Planning and nailing down logistical details for the Women in Leadership, Leadership, and Advocacy conference.
- Would like to congratulate Clancy on working hard on this conference and working day and night on it.

Organizational Review Committee

- Been going over terms of reference for executive positions.
- Haven't been any grand changes but have yet to finish our revisions.

Special reports to council

Council Initiatives Fund: Funding assistance for transportation to the presentation of the provincial government budget by: Clancy McDaniel and William Fraser

This presentation is can be found under Appendix A

- Budget release is happening on March 26th.

Lucas – Do we know if there is student demand for this?

Clancy – I have been putting out feelers personally and I've created a Google Forum to gauge engagement but if this funding could go through we could begin advertising on a larger scale.

Rebecca – Would lunch cost be out of pocket?

Clancy – Yes.

Tiffany – Having been a part of SNS as a board member last year I know how little opportunity there is for students to get involved and opportunities like this are limited unless you are higher up so I think spending this money would be a small price to pay.

Lucas – *Moves to fill the funding for the Provincial Budget Release Trip of \$565 dollars from the Council Initiatives Fund.*

Cecil – *Seconds.*

Motion passes 11-0-0.

Discussion on the appointment of the Vice President Finance and Operations.

Rebecca – The Vice President Finance and Operations was unable to be here today so he has provided me with some speaking points that he wanted to raise to council so I can do that at this time or if the elected representatives would like to speak first I could wait until after.

Council – You can go first.

Rebecca – So to clarify I will not be mentioning the names of the candidates the Vice President Finance and Operations has requested that I offer context beyond the email that was sent to the representative councilors on Wednesday. He stated:

“The hiring panel for the Vice President Finance and Operations was composed of the outgoing Vice President Finance and Operations, the Students’ of African Descent Representative Summer Upshaw, First Year Representative Mary Bailey, the incoming President Cecil VanBuskirk, incoming Vice President Academic Emma Kuzmyk, the Accounts Manager Julieanne Mattie, and the General Manager Sean Ryan. The hiring panel took place on March 7th it took place over a period of I believe 7 hours. There was also an extensive deliberation. The vote was 3-1-1. After the conclusion of the hiring panel, the individual who received the 3 votes was informed that received the position of the Vice President Finance and Operations. The following day there was a request/amendment/proposal/concern by the incoming President that the current hiring practices of the Students’ Union were not in alignment with the Act of Incorporation which states under Article 14 “The Vice President Finance and Operations is the chief financial officer of the Union and is appointed by the President in accordance to the procedures outlined in the bylaws”. For this reason, the candidate who received the 3 majority vote was informed that he had his position rescinded despite the fact that there had been an email received by this individual and he had accepted the position. As was stipulated within the email the current appointment for the incoming Vice President Finance and Operations has been deemed to be Brody Haskell which is in contravention to what the vote was originally by the hiring panel as proposed on March 7th.”

Rebecca – If the two representatives [who sat on the panel] would like to offer more context I would invite them to do so at this time.

Lucas – The very first thing I would to do is request that the incoming President explain why this happened. If that’s fair.

Tanaka – What do you mean? Why what happened?

Lucas – I would like the incoming President to explain why the hiring panel process that has been used in common practice for years has been suddenly deemed incorrect and has been circumvented using the Act of Incorporation.

Cecil – I don't really think that it has been circumvented. The hiring policy was not mentioned at all in the bylaws and the bylaws being the all governing documents and as the student body we have the duty to attend to those bylaws and in the Act of Incorporation it also outlines specific details around this position. So, I guess I'm a little bit confused with the question because we were just following the bylaws.

Lucas – I have a follow up. If that's the argument, then why wasn't this done in the first place? Why was the hiring panel done at all? And then why was this used to deny student input as votes.

Cecil – It came from a place of being ill informed and seeking understanding after the events took place. So it really just came from a place of understanding. Trying to seek understanding.

Tiffany – Following up to that question Cecil I would like to hear your explanation on why you appointed a candidate who was not the top choice of the committee when the committee was a very strong committee there was people in there with very strong expertise I'm curious why you chose one of the people with the least amount of votes against the hiring panel because I understand that yes the hiring panel is not in accordance with the Act of Incorporation but then to go against kinda what a very highly expertise of people had said I'm curious on why you did do that.

Cecil – If you would like me to touch on the personal matters I would request to move the meeting into in-camera sessions but if you'd like me to touch on why I seek to be informed I can tell you that.

Cecil – *Motions to move into camera based on the inquiry of having personal deliberations being brought onto the table.*

Clancy – Point of order – is the question that has been posed directly relating to personal matters or is it about the motivation behind the decision without necessarily going into personal matters because if it is not referencing personal matters than an in-camera session is not necessary.

Cecil – Yeah I guess I'm confused with the question.

Rebecca – The question has been posed as relating to the intention as to why you circumvented the decision that was made by the hiring panel when there was a high level of expertise on the hiring panel in favor of a particular candidate. The action you have taken has made it that a candidate that was not chosen by the hiring panel has been brought forward to the Students' Union. The question that's been posed to you is why.

Cecil – Well, I think that's a bit of a... I guess I need more direction with the question to properly answer it to be honest with you.

Tanaka – So you're saying you cannot answer the question?

Cecil – I don't fully understand...

Tanaka – What the question is?

Cecil – Because if it entails me providing examples or entails me on providing any sort of, I don't know, aside? Then I guess I'm a little bit confused as to what the purpose is of this discussion.

Tanka – So Tiff you asked the question so can you respond to that?

Tiffany – Seeing as the representative cannot answer the question I would to remove it from the table.

Emma – Point of information – who was the voting members on this panel? Like I know we talk a lot about expertise but who votes on that one?

Rebecca – As I mentioned in my original remarks about the discussion it was outgoing Vice President Finance and Operations Tega Sefia, the Students' of African Descent Representative Summer Upshaw, First Year Representative Mary Bailey, incoming President Cecil VanBuskirk, incoming Vice President Academic Emma Kuzmyk, the Accounts Manager Julieanne Mattie (non-voting as an advisor but still apart of the committee and evidently also offers direction), and Sean Ryan the General Manager (non-voting, as an advisor). To clarify the voting members were Tega Sefia, Summer Upshaw, Mary Bailey, Cecil VanBuskirk, and Emma Kuzmyk,

Emma – Okay I just wanted to clarify. When we talk about expertise in finance...

Rebecca – We weren't talking about finance.

Emma – When we talk about expertise for hiring a finance person, sorry. For a voting perspective, I just wanted it to be clear. Thank you.

Sean H. – Question for the panel I guess. The candidate who first received the 3 votes, when they received the offer who was the individual who made that offer? Like when candidates are made aware that they've received a position they get an email or a phone call from someone explaining that they are receiving the position. Who was the person that sent that email or phone call?

Summer – As far as I'm aware the incoming President Cecil VanBuskirk put forth that email and therefore technically appointed that individual.

Cecil – No, no, no, no not appointed just to be clear. I would like a point of clarity that it was not appointed by me.

Summer – I would like to follow up. The idea that it did come from your personal email as far as I'm aware that would be a process of appointing cause you updated that candidate that they have received that position therefore that was a process of being appointed into that position. He therefore accepted that and you took it upon yourself to take that offer back.

Rebecca – I would to reiterate what the Students' of African Descent Representative is saying, the Act of Incorporation states that “the Vice President Finance and Operations is the chief financial officer of the Union and is appointed by President in accordance with the procedures outlined in the bylaws” therefore an email being sent to the candidate that they had received the position stipulates exactly what our Students' of African Descent Representative has stated.

William – It seems to me now at this point in the conversation that were talking about things which I thought were settled already in consultation with the Union's lawyer that the appointment of the incoming Presidents choice is pretty much done and that now there is no going back.

Cecil – Due to the fact the in the bylaws it outlines that the incoming President doesn't take office

until May 1st, that makes any sort of action as President hold no weight. Beyond that though the process or the offer that was rescinded from the candidate by me was not binding. It was not binding.

Clancy – If you were not confident in the candidate of choice then why did you extend the offer? If you were not confident in your candidate of choice why did you extend the offer?

Cecil – What it boiled down to, and I would like to yield time to the General Manager of The U after I speak, just around the processes I raised concerns with how the candidate was being chosen based on the hiring panel to the General Manager and the General Manager seeked legal action and which was then on Tuesday we met over the phone and The U's lawyer recommended we follow the Act of Incorporation and rescind the offer to the candidate because its not binding and appoint a candidate that the incoming President, Brody Haskell.

Tanaka – I would like to say that we can have questions from the gallery but you just have to be acknowledged by the chair if anyone from the gallery wishes to speak.

Tiffany – Call to question on what you just said, did you appoint the VP Finance and Operations for the 2019-2020 year?

Cecil – I did.

Tiffany – Out of curiosity, within our Act of Incorporation under Article 14a it does state that the VP Finance and Operations is the chief financial officer of the Union and is appointed by the President in accordance with the procedures outline in the bylaws. The President is Rebecca Mesay, the President is not Cecil VanBuskirk, the President will not be Cecil VanBuskirk until May 1st. So, with that being said because you are not the President we do not acknowledge an incoming President in any position within the Act of Incorporation or our bylaws.

Cecil – So the way that the terms of reference are layed out as they stand, and this is where my concern came to the General Manager was in the terms of reference for specifically the Vice President Finance and Operations says “shall be nominated by the President and Vice President of the Students’ Union and be ratified by Council” so that raises an ambiguity and under the impression that the incoming President and the incoming Vice President are tasked with hiring their executive team it raises a lot of questions as to now... the Vice President and President incoming have been always tasked with doing the hiring process. Because of that I guess we should have, if we were going by that merit, started the hiring process like that in the first place and the incoming President and the incoming Vice President shouldn't have been under the impression that they were doing the hiring process. So because of that and because of the fact that the hiring process has concluded and the incoming President has made its appointment it deems it, yeah.

Rebecca – You just made reference to the terms of reference of the Vice President Finance and Operations. You spoke to a nomination process and a ratification process. I would like to clarify that referring to the Act of Incorporation nullifies the terms of reference for the Vice President Finance and Operations and therefore the point you made is invalid.

Cecil – I raised my concerns to the General Manager of the Students’ Union and the General Manager of the Students’ Union seeked legal action with these concerns to the hiring process and I mean the General Manager can correct me if I'm wrong but these concerns were deemed valid and

based on the legal advice that the Students' Union's lawyer provided us with, is that the incoming President has the power to appoint based on the Act of Incorporation and I realize that the concern was really around the ambiguity around the terms of reference and the Act of Incorporation. So, he clarified that concerns but he also clarified specifically that specifically the incoming President was to now appoint the Vice President Finance and Operations correct me if I'm wrong.

Sean R. – So yes, those are all correct statements. We did put it to lawyer Tom MacEwan who has helped us out with our impeachment stuff from last year. [He stated] that the Act of Incorporation would take precedence over anything that is written in the bylaws in regards to the appointment versus nomination concern. We did ask, he also did clarify that sort of any panels, because there was no reference to them in the bylaws are non-binding so that was also another area of concern which we discussed and we should be following the governance as its laid out. Act of Incorporation is our first governing document, then the constitution, then bylaws, and then policies.

Cecil – I think that the one I'm specifically referring to Sean is, and I distinctly remember this in the conversation, is that the incoming President appoints the Vice President Finance and Operations because we did ask him that as well.

Sean R. – Yeah I don't know if we asked specifically regarding the incoming but the President who is then taking office would be able to appoint because Rebecca is not going to appoint your VP Finance.

Kallie – Cecil may I ask, so you said you brought these concerns to the GM. You touched on what your concerns were specifically but I'm interested as to why some of your concerns if you are saying your concerns were with how it is laid out in the bylaws and the Act of Incorporation, why were your concerns only brought forth after the VP Finance interviews and not sooner because there were panels that were held before. So what was it that made you recognize that after the VP Finance and Operations interview panel?

Cecil – This is what I think what Tiffany was trying to address earlier. Why did I do this then is the question that is up. I witnessed some unethical behavior, I witnessed actions that caused concern that would impact the voting on this hiring panel and then it became, as a councilor I have a duty to uphold-

Tanka – You on the hiring panel in your capacity as the incoming President.

Cecil – Yes you're right but in my actions as councilor which is outside that hiring panel I have a duty to act in accordance to the Students' Unions bylaws, policies, and procedures. So then I posed the question as to what qualifies this hiring panel and what criteria makes it a hiring panel after looking for evidence outlined in the bylaws it was apparent to me that there wasn't any. So I brought my concerns to the General Manager and we clarified that.

Clancy – In terms of the ethics around the hiring panel. The question was already brought up about what deems folks experts enough to be giving feedback. What deems them experts? This is a democratic student government. They were elected by their constituencies to represent the students, that is how we qualify expertise. That is why people around this table are able to sit here and speak to student issues. Sitting at this table today you have been elected as the Board of

Governors rep, perhaps your background is not directly in governance but you were elected by your constituents to serve on that body. Student voices are the driving factor. When I came into this position, the very first thing I was expected to know what the core values of the Students' Union. First, do you know what the first core value is?

Cecil – I do. Servant leadership to students.

Clancy – Do you know what servant leadership to students means? Servant leadership to student means to put the wills and needs of students before the wills and needs of you. By having elected representatives on hiring panels you are ensuring that student voices are part of the democratic process that puts folks like ourselves into positions like this and gives us credibility and validity. So, as I have outlined, our hiring process is in place to put student voices in the seat of decision making. When decision making is concentrated in one place that democratic voice is lost. So, in mentioning the criteria of your ethical concerns surrounding our current hiring process, how is concentrating power to one person more ethical governance than having a hiring process and how do you plan to demonstrate to students who pay fees who want to engage in democratic processes why that decision was made?

Cecil – I do agree with you that it isn't democratic at all. That's why in our discussion we proposed or we talked about, between the Chair of Council and the General Manager the importance of redoing the bylaws. It is very important; I want to make that clear first. Secondly, you mentioned that the councilor positions are based on elections, which you are right they are. When you become a member of Council you are now under the Council Procedural Policy. In that policy it outlines that members of Council should act in accordance with the Students' Union bylaws, policies, and procedures and the University Code of Conduct. So, then it makes our duty to act in fairness. Because as outlined in the Code of Conduct you are required to not discriminate, and act in fairness. It requires us to act in fairness. So, out of another core value of the Students' Union is trust, integrity, and respect. Out of integrity we need to uphold the bylaws and what they say. Should they be changed? Yes. But, as of right now, for our integrity of this organization and the moving forward of this organization, we need to follow the rules that are clearly outlined to us.

Lucas – Integrity in my opinion would be following the hiring panel. That's what democratic, that's what's in good faith. Going around the recommendations of the hiring panel, a democratic process we have been using for years in the institution around hiring and appointing somebody that the panel didn't vote for is not democratic. It is not servant leadership to the students that you represent. It's in my opinion in bad faith.

Happiness – I was just going to speak to the ethics part since you brought it up. As its been mentioned the hiring process has been a process that's been going on for years. Now I'm very curious to know what was done that was not ethical that all the previous people who have received this position have not seen in the past 15 years but that you have seen and also I would like to ask you if you think it is ethically okay or correct to take an offer from someone that you personally offered this position to. Do you think this was ethically correct?

Cecil – I would like to first make a comment, if its okay with the Chair, to Lucas Middleton's remarks. Really to me Lucas it boils down to fairness and when I witnessed fairness not being properly practiced in the hiring panel that's when I raised a lot of concerns. To Happiness: the procedure that was followed, I prefer not to directly comment on certain on the circumstances I

am thinking of but I witnessed unfairness and I witnessed discrimination, what I perceived as discrimination under the Nova Scotia Human Rights Act and under the Code of Conduct as well. So, I'd like to say that really it's not so much a matter of what was done it's about... the bylaws need to be changed and I understand that there is going to be a motion on the agenda to change that and I couldn't be in more support of that but for right now we need to uphold the bylaws and do the bylaws justice.

Brenda Gatera (gallery member) – I just want to start off by saying that we just fall back on what is written on paper, I as a black person wouldn't be here. Progress within our society is formed through progress in our policies [inaudible]. It concerns me that instead you fell back to what was written on paper and as I said policy doesn't always serve everyone and so as our society has been progressing, especially our Student Union in a way to be democratic and represent the student body I would hope that you're seeing that disconnect. Always with timing it looks a bit off that its after the interview and the application and things not kind of going your way that you are kind of falling back to use policy to your defense. I don't think it shows integrity at all or ethics to fall back on policy that doesn't serve a purpose. Following something blindly, I don't think should be praised.

Cecil – Brenda you raise a couple of really good points, specifically around the disconnect between the policies and practice. The unfortunate thing is that without policies we wouldn't have rules to practice and as I've mentioned to the Council and to you that I see the need now after this circumstance to absolutely change that and change it so that practice now aligns with our policies. The reality of it is unfortunately is that our policies don't align but as it stands in the bylaws and as it says blatantly that we need to uphold the bylaws and we need to follow it as unfortunate as that is and like look do I feel sympathy for what has happened? Absolutely. Do I understand how this has totally happened the that is shouldn't off? Absolutely, but the reality of it is that there was a problem with the procedures that happened in the bylaws and now we are taking the right steps to change that.

Tiffany – I'm curious Cecil. With everything you have just said on us working to follow our policies as there written even though this document is significantly older than I am, I'm curious why you chose to follow the article that benefits you. Why did you not choose to follow the rest of the articles in the Act of Incorporation? Many of which conflict following motions that have been put forward by you and the hiring panels for the rest of the positions, many of which falling into positions that don't exist under our Act of Incorporation. I'm curious as to why you are only choosing specific points when there are ones in there that are significantly more concerning than the one you had raised.

Cecil – We seeked their legal action ok because I didn't know what to do. I didn't know which option to take, I didn't know. So I had concerns so then we sought legal advice. The legal advice then told us I believe what to do.

Tiffany – Point of order – my question was are you only choosing to follow one point rather than the rest of the points in the Act of Incorporation?

Cecil – Well, what other points with relevance to this topic would you like me follow in the Act of Incorporation?

Tiffany – Well for example if you want to follow the Act of Incorporation then we should be talking about the election processes thus far. Within the Act of Incorporation, the President and Vice President should have been elected via slate.

Cecil – I agree.

Tiffany – So why aren't you contesting that point?

Cecil – Because it already happened.

Tiffany – Because it benefits you.

Cecil – Here's the issue. The issue was around the hiring process we sought out legal advice around the hiring process and after an expert told us or guided us on what exactly to do, we followed that legal action. The U followed the legal action, not Cecil, The U.

William – A lot of strong feelings are in play here. A lot of concerns about the proper functioning of this body, concerns which I share since I was first elected in November. I was reading the bylaws to desperately get myself up to speed and saw several incoherencies. I think a dozen people right now want to say something. I hate to put it like this but, I would invite everyone now to look in their hearts and say "is what I'm about to say actually going to change the outcome of this conversion or are we just saying it to make ourselves feel better".

Emma – I actually want to make a comment on something that was said earlier. When I stated experts, I think I should have clarified myself better. I meant financial experts. I know that everyone here is an expert on the voices that they speak from in their constituencies but I meant financial expert as it was involving the CFO roll which requires accounting standards and financial projections. I just wanted to clarify what I meant. Thank you.

Lucas – The issues with the process are not under dispute. I think we can all agree that the bylaws are fundamentally flawed in a lot of places. The point that I'm contesting is that why a flaw in our bylaws allows you to appoint a different person than was put forward by the hiring panel. Why is that when you found there was discrepancy with the hiring panel, instead of appointing a person that the hiring panel chose, you decided to pick somebody else.

Cecil – It wasn't a discrepancy in the hiring process.

Lucas – Discrepancy in the bylaws, blanket statement.

Cecil – It was specifically the discrepancy that I founds and what I wanted to seek understanding about was the criteria that we as a hiring panel are supposed to follow. So, after seeking out that criteria and seeing that there was a very extensive amount of criteria that I looked to understand further which led me to the Act of Incorporation in which I had a genuine concern that required a meeting the General Manager who then sought out legal action to gain clarity on that exit point.

Lucas – That doesn't explain why a different person was chosen by you and not by the three people that equally important in this decision. Just because it was decided wrong according to a bylaw form 55 years ago it doesn't explain why it gives you the right to change the hiring panels decision. The hiring panel reached a decision in which another person was nominated for this position and then when this discrepancy was found you changed your decision based on your decision alone and not that of the hiring panel which included four other people who were equally

involved and who had equal say and whose words carried as much gravity as yours did in that room. Their decision was not upheld; it was struck down. Why?

Cecil – I did that out of the sake of fairness. I made the decision to raise my concerns based on the decision that was made that I deemed to be unethical. Out of being fair to all the other candidates and this institution and our hiring, I decided to continue with my practices of being fair by raising my concerns.

Lucas – I don't see in any iteration in any world how a singular person's decision is more fair than a 5 person representative democracies decision.

Cecil – I agree with you Lucas. It is not fair, but what is really unjust and really unfair is the methodologies that were implemented in the hiring process.

Sasha Paul (gallery member) – Are you trying to tell me that out of all the other interview panels that you sat there were no discrepancies, nothing wrong, everything was completely fair. I have serious concerns based off of what everyone else has been bringing up already that the moment you chose to bring up these discrepancies was just when you didn't feel like your friend had been given a fair chance because lets be honest, he is your acquaintance is he not?

Cecil – No he's not actually.

Sasha – Okay if you want to choose to go down that route that's fine but I just think this is showing us that you are not proving yourself to be trustworthy President and you are not even in the position yet. I think this is really going to impact how your team moves forward in the next year and how people are going to view you because you continue to refer to fairness and ethics but your actions are the complete opposite of that. What you're doing here is manipulating things that where you saw a fault rather than to actually genuinely fix it you are using that fault to push forward your own agenda. That is not what the Students' Union is about. The Students' Union is about representing everyone in this room as a student because we pay Students' Union fees. This is not free. What you're doing is taking away peoples voices. Eliminating the other peoples voices from that panel, the 5 members that you choose to ignore is really taking away their voices and that demonstrates to me what you're going to do next year and I'm very concerned about that.

Cecil – Sasha it's important to be fair. It's important to specifically be fair around hiring. When I talk about hiring, maybe lets unbox this a little, it requires us to not discriminate against any of our candidates so, being fair, like I have been, and I mean look you raise the point about me having followed other procedures prior to this interview, the reason that I specifically sought out information about that interview was because I witnessed unethical behavior in the hiring process. So, in the hiring discussions, in the hiring of election, if you want to call it an election or the process, I experienced that. So I was under the impression that this procedure that we had been following for the last two hirings is correct. I was just under the impression that this was correct. So after seeking out information and seeking to be informed on the issue I realized that we weren't being ethical and we weren't specifically around this positon. I realized that we needed to be fair to not only the candidates of the Vice President Finance and Operations but to all the other candidates and anyone who wants to apply to be hired by the Students' Union.

Sasha – Is it possible for you to expand on the unethical practices you observed?

Cecil – I think that in order for me to expand on those Sasha I would have to require an in-camera

session just due to the explicit nature of the personnel matters within the discussion of the hiring process.

Emma Kuzmyk (gallery member) – Being someone that was on that hiring panel as well, I personally have very strong values and unethical behavior and discrimination go very against those values. I think it can be kind of insulting to say that what we were doing was unethical or discriminatory so I would also like to agree and ask for reasons why you found it unethical and especially you brought up the Human Rights Act, I'm wondering why?

Cecil – The reason why I bring up the Human Rights Act is because it gives criteria on why we should hire and how we should hire. What should we be looking for and what kind of rights people have. So, when I looked deeper into that and then when I looked into the Code of Conduct of the University I identified some concerns as to some of the conversations around the hiring panel and the conversation around the voting and I just sought out those concerns for the sole sake of being integral in our actions and for upholding the bylaws. I realize Emma also thought that you were in the deliberations and we had conversations in all the other hiring panels that were very fair so what happened in that precise interview or that precise discussion was not the same as all the other fair interviews and you agreed will all of our nominations that we are putting forward today because we were fair. So in the sake of mine being fair to all the other candidates and specifically with this position I felt the need to express my concerns and seek understanding of what exactly to do with regards to the bylaws and I realize that we need to change the bylaws we have to because it isn't doing satisfactory to students. It isn't. The reality of it is that we need to follow our policies, we need to follow our bylaws in order for create the kind of change we want to create as students and to serve students properly.

Will Fraser (gallery member) – Last Friday I interviewed for the position of Vice President External Affairs. I was offered the position and accepted the position the following day on the Saturday. When I learnt, what was happening with the appointment of the VP Finance and Operations I had serious ethical concerns and as soon as I was offered the opportunity to take the Chairs Office position I decided that it would be against my personal ethical values to serve on an executive board with someone who is being appointed undemocratically and in contravention to the Students' Union core values. I would like explanations from the incoming President about why the decision that he made is ethical and does go with our core values and if the incoming President wants to accuse members of the hiring panel of discrimination or unethical behavior I would like him to set out the specific because that is a serious allegation and if he is not prepared to prove it I would suggest to any members of the hiring panel that they seek performance review for untrue statements made in Council if he wants to make accusations and not back them up with proof.

Cecil – Just a point of clarity, out of the fairness of Council, am I disclosing information that shouldn't be disclosed if I announce why I saw discrimination and why I saw unethical behavior? Is that proper?

Tanaka – Well we can go in-camera but that is a motion that council has to vote on, so if you would like to go into camera you can motion that and council can vote on that.

Cecil – I think that's the appropriate thing to do if I would be disclosing personal information and directly referencing personnel on the Council. I would like to motion to move an in-camera session.

Emma – Point of information – in previous years when we had discussion surrounding ratification we did go into camera.

William – *Seconds.*

Motion denied 3-8-0.

Tanaka – We cannot discuss anything that is specific to people in the interview panel.

Rebecca – Point of information – I would suggest that in this moment since we cannot make references to specific candidates that instead we stick specifically to the allegations of discrimination that were made internally against the councilors since that is not disclosing any particularly identifying information about the candidates. As was heard from the gallery accusations of discrimination are not to be taken lightly and certainly to make those accusations internal to a governance system that is democratically elected by students I would say has double weight.

Cecil – If we reference the Code of Conduct of the University which we are required to follow as student leading councilors, Section 2 entitled “student rights”, Sub-Section 3 outlines that and I may quote “Every student as the right to be treated equitably by the University, it’s faculty and staff, and other students. Under the subject of provisions to the Canadian and Nova Scotia Human Rights Law, and the University Discrimination and Harassment Policies appendix A, students shall not be discriminated against on the basis of age, race, colour, religion, creed, sex, gender, sexual orientation, physical or mental disabilities, irrational fear of contracting an illness or a disease, ethnic, national or Aboriginal origin, family status, marital status, source of income, or political belief, affiliation or activity”. So, that alone is based on the Nova Scotia Human Rights Act and the Canadian Human Rights Act so based on those laws and code of conduct actions I witnessed a number of these points of discrimination being mentioned in the conversation and being mentioned after we recessed for two hours. After witnessing that I questioned the hiring process which I then raised concerns to the General Manager and then the General Manager sought legal action. Specifically, what did I witness decriminalization against in the discussion of the candidates? I witnessed gender discrimination, I witnessed ethnic association, race, political belief and affiliation.

Patrick Wallace (gallery member) – I applied for VP Finance and was offered an interview at 10:10 on Saturday March 9th. Later that night I received an email saying this:

“Good evening Patrick!

After much deliberation, Emma and I have decided that your enthusiasm, work ethic, and hard work was unmatched for the position. Because of this, Emma and I would like to offer you the Vice President Finance and Operations position on our team for the year of 2019-2020. We are very excited to work with you should you choose to accept our offer! We would prefer that you respond with your answer within the next 24 hours!

Please let us know!

Thanks,

Emma and Cecil”

I was overcome with joy, and I didn't even go out with my friends that night, but I still enjoyed a small rum drink. Late Tuesday night I received an email from Tanaka saying:

“Good Evening Patrick,

We would like to meet you with tomorrow (13th March) at 10:30am in Sean Ryan's office to discuss an error in the process of appointing the Vice President Finance and Operations.

Please let me know if this time works with you or if there is another time tomorrow that works better.

Best Regards,

Tanaka Chikwavaire”

I was confused and nervous because I really wanted this job, and it was going to help me hugely with financing my education. In that meeting Cecil told me that I no longer had the job, and that he was “revoking his appointment” because the by-laws say that he could do that, and that he believed that another candidate – Brody Haskell was more qualified and fit with Cecil's pillar of efficiency. Cecil told me that I was an awesome guy, and that I've already left a legacy here at StFX and if he knew anybody that could bounce back it was me. And hey maybe I should apply for the sponsorship coordinator because I meet a lot of those qualifications. While I left I was reminded that I could come meet with anyone in that room later to get further clarification. I left that meeting dazed and confused but thought - maybe I could bounce back. Later that Wednesday night, the current president Rebecca found me and apologized for what happened. At this point I wanted to talk to Cecil again. Thursday afternoon we had a discussion about his revoking of my appointment. Cecil used the human rights act of Canada and the Province of Nova Scotia to back his decision for appointing Brody. Cecil told me Brody's qualifications and to be honest, for this position his resume blew mine out of the water. So why was an email sent to me saying that I had the job and then it was taken back. What happened between Saturday night and Tuesday night that I didn't know? In that Thursday meeting Cecil again told me everything that he told me in Wednesday's meeting. He told me that he had the power to give me the sponsorship job, or house accounts. As the president he had the power to do anything I guess. Isn't that cool? I wish I was the president so I had the power to do whatever I wanted because the by-laws from 1965 say I can. I told him that he lied to me about offering the job. I said that he lied about appointing me in that position, and he denied. Maybe I'm right, or maybe I'm wrong, but it sure did feel like my President that I voted for, lied to me. Thank you.

Cecil – First Paddy, that meeting was confidential but in addition to that I did not use the word

appoint in any aspect of that. What I did say however was that in the Act of Incorporation it outlines that I have the power to create positions where I see fit. That's what I used. I didn't reference any jobs I encouraged you apply to the sponsorship job, I'm recalling this information very accurately and I distinctly remember thinking to myself that I had to be fair. So, what I did was I said as the Act of Incorporation stands now, which is what we were encouraged to follow by the legal advice sought out by The U's lawyer. Right now it outlines that the President has the power to appoint a job where he or she sees fit or sees the need for. So, I offered to you Paddy, after explaining to you how great your ideas were and how great your enthusiasm and work ethic you bring to any organization you choose to be a part of, I outlined to you opportunities. I outlined to you the option of pursuing these opportunities and seeing if we could create a position directly intended for Paddy Wallace, that's it. I did not say anything about appointing you, I did not say anything [inaudible], and I did not say anything about revoking my appointment because I did not appoint you, I rescinded my offer, I rescinded my job offer which as the lawyer outlined to me that I have the right to do and he encouraged it. So, I'm sorry Patrick and that confidential meeting we had, you wanted that and mainly to provide information and context which I agreed to, confidentially, I outline exactly the criteria and specifics as to why my appointment was not you. I trusted that would stay between us but that's okay because I understand that is important to voice your opinion. Based on that though I think going forward, I presented with you opportunities that I encouraged you to pursue, not announced you into a roll or I've never said to help you with that or to appoint you with anything. I just said that we have opportunities to help you after your question was "how are you going to fix this for me", I believe is the direct quote.

Rebecca – A few points. Right now we publicly know, it was publicly announced who received the 3-1-1 vote. It was publicly, just to clarify, we know it was Patrick Wallace. We also know that the person who was appointed was Brody Haskell. Our incoming President stated that within the hiring panel there was discrimination based on gender, ethnic association, race, and political affiliation. Brody is not black. I can perhaps visualize that he very likely identifies as a male. He's ethnic origin, in terms of visible systems of oppression that would be working against Brody versus Patrick, we can say on a visual basis that would have been discussed within the panel that it would have been relatively similar. Furthermore, we have made reference to the Nova Scotia Human Rights Act on many occasions. Though the points that were made due adhere to the Nova Scotia Human Rights Act in terms of saving folks from discrimination based on gender, or race, or colour, or sexual orientation, I'm having a difficult time really listening to the referencing of a document that was created within this province to recognize the way that marginalized communities were discriminated against for hundreds of years. This document that protects the rights of me and a number of people around this table has been referenced in relation to a hiring panel. For me, that doesn't sit well. Furthermore, the Act of Incorporation is a six page document. As my Vice President Academic stated previously, right now the primary contention is about Article 14. Both our incoming President and our General Manager stated that the lawyer said that the Act of Incorporation should be seen above all other policies and bylaws of the Students' Union and in that fashion there are number of criteria that have not been adhered to in this document. We cannot pick and choose which ones we follow and which ones we do not. So I believe at this table right now, even though currently we have focused on the Vice President Finance and Operations, the conversation should be about whether we are following the Act of Incorporation to the T or if we will not. That is the question at hand. Because if we do, if we allow this

appointment to happen, we have to change everything. If we do not, then we have to find another alternative. Whether that is suspending all other appointments and hiring panels until such point that we can reconcile our current hiring policies with the Act of Incorporation, whether that is appointing a particular committee to review the bylaws even though we've already been doing that. But we can't just look at this one point and say we're going to use this but we're not going to be using the Act of Incorporation. The lawyer said this is our governing document so we have to follow that. Those are the facts.

Iffat – It's ironic that you talk about fairness and integrity and ethics. You said that you found the panel to be not fair, did you not sit on other panels after that? If you found the process to be not fair and unethical why did you sit on other panels? Why not just sit and choose by yourself?

Cecil – Specifically because in the Act of Incorporation it outlines only this position and it only specifies for this position. It doesn't reference hiring or a lot of other things with regards to the other positions so the reason that this Act of Incorporation was looked at so specifically because it references the Vice President Finance and Operations position specifically and how that position is hired. The reason why we aren't following the other points of the Act of Incorporation is specifically because we did not seek advice for that. Though I agree that the Act of Incorporation has a lot of discrepancies but the reason that we sought legal advice on this concern alone was because it directly impacted the hiring process and how we would proceed. Based on that legal advice we proceeded the way that we did and followed the protocol. Now going onward I think that we should look at and I'm going to encourage that the bylaws need to be changed and that's a discussion that we're having right after this one.

Rebecca – Point of information – in reference to the Act of Incorporation as our superseding document of governance within the Students' Union, in fact you're correct it doesn't refer to the appointment of the other Vice Presidents but it does refer to a Vice President Communications, Vice President Student Relations, Vice President Union Services, who positions do not currently exist. Therefore to speak to the appointment of a Vice President position without failing to recognize what else is wrong within the Act of Incorporation simply is not logical.

Tanaka – So now I think the conversation should be about what our President here suggested which is centering in on the Act of Incorporation and how we are to move forward with the discrepancies between the Act of Incorporation and the bylaws and whether we are now going to follow that or not.

Summer – I know that we are in a new conversation but I have a few things I would like to address. There are just a couple points I would like to I guess comment on. Maybe a question comes out of it. Whether you choose to respond to that question or not does not phase me at this point Cecil I've toned out everything you've said because I realized that you like to beat around the bush. However, discrimination at the panel. Don't offend me like that. Don't offend everybody who was at the table like that. Nothing discriminatory came out of our mouths. For people who have two visible minorities being present at the table who have most likely experienced discrimination in their lives don't throw that word around so lightly. That's my first point. You can wait until the end because you striped me from my voice at the hiring panel so you can wait. Also if we're going to talk about fairness and since that's your favorite term of the day, would you following through with your initial appointment, because that's what it was, of Paddy Wallace be more fair than

wrongfully terminating him after he has already accepted the position?

Clancy - Rebecca raised the point of information that we're moving into the discussion about whether or not we follow the Act of Incorporation, The reason given behind why we have moved towards the Act of Incorporation we're on serious grounds of discrimination to which our president elect outlined the criteria surrounding what he found to be discrimination within the hiring panel. As Rebecca raised in her point of information on the public information we have about the candidates regarding Patrick Wallace and you mentioning Brody Haskell, the candidate you have chosen, share many of the same qualities that you have described excluding the one non-visible in political association. Was this explicitly discussed in regards to any candidate (not being specific in your hiring panel) because if not that is not grounds of discrimination and that is a very serious allegation to be making if it was not explicitly discussed within your hiring panel because the other traits are shared between the candidates.

Cecil - The specific reasoning between the appointment of our two candidates that we are discussing was around their qualifications and I don't really feel the need to discuss those qualifications. As Paddy mentioned the qualifications were very different between the two candidates. I saw the candidate that best fit my vision and my platform and not only that I witnessed discrimination therefore deeming the hiring panel not adequate and fair towards every candidate, I witnessed discrimination on certain topics at certain times not specifically political affiliation you are right. Not specifically political affiliation but when you witness discrimination it raises a lot of questions. So then the question becomes how qualified and how are the hiring panel's decision be respected so really it had to do with what kind of led me to not respect the hiring panel and for that I saw discriminatory comments around certain topics I don't remember specifically, I can't reference specifically any sort of circumstances.

Clancy - You did make specific allegations that discrimination on the basis of gender and ethnic background, race and political affiliation was recorded on the hiring process which moved you to seek other ways to hire this position so you moved to the act of Incorporation and now you're telling Council that you cannot remember any explicit comments that did involve discrimination. You cannot name one. You said that political affiliation was not explicitly discussed in your interview however when you were outlining the ways in which this hiring panel was being discriminatory you did mention political affiliation. If you were to bring this case to the Human Rights Commissioner they would be asking you for explicit examples of discrimination. This would never hold up. My question is why did you then feel that this was enough for you to go back to the act of Incorporation and use only a single article of a 6-page document without following the rest of the criteria outlined by the act of Incorporation. Why was that sufficient grounds, if you cannot mention one explicit example of discrimination?

Cecil - I would hate to miss quote people really Clancy that's what it boils down to because that's not fair. To address your point about what are the grounds or specific instances that's not really relevant. The fact that there was discrimination is very relevant and the fact that there was discrimination questions the credibility of the hiring panel. After questioning the hiring panel I sought out more information around what exactly qualifies the hiring panel and what exactly makes the hiring panel the hiring panel. So, after raising these concerns as they are to the Students' Union manager who then sought legal action the lawyer advised the Students' Union to follow the Act of Incorporation based on the concerns that I'd brought forward and just based on

the bylaws alone. So it isn't a matter of the specifics around discrimination or the specifics around the hiring panel but about the bylaws as they stand right now and how we should follow them. And as I said we need to follow them as The U's lawyer has outlined to us or we are breaking the law.

Clancy - So you're saying it was discriminatory but have not provided proof so that is one point of concern. Secondly I will reiterate that if the advice where to use the Act of Incorporation as a superseding guiding governance document of the Students' Union that means following each of the Articles outlined.

Rebecca - Just one last thing. I'm gonna stand up for this one because I'm getting kind of warm and kind of sweaty. I would just like to offer something not only to the Council but to the gallery. We have had at this table a back and forth conversation not only about the ethics of our organization but about discrimination. I will only speak to myself I will not make remarks about other people. I'm black and I'm a woman, and for this conversation to be brought to such a low level when there are people in this room, at this school, who have experienced discrimination on this campus day to day to day is really difficult for me to listen to and to continue witness it being brought forward as a point of contention. We've already identified that Patrick and Brody share many of the same characteristics that were pointed out by our incoming President. For those of us who walk this campus as black, or gay, or as having a physical disability, its not funny it hear it brought forward as a justification as to why someone simply did not want to choose who the hiring panel had brought forward as a recommendation. I have worked on issues of equity and diversity for four years while I've been on this campus and I'm tired of hearing it brought to such a low level when there have been communities around St. FX and Antigonish who have been discriminated against historically who continue to suffer that pain. We walk, each and every one of us, aware and visible that we are different on this campus. So for discrimination, as a clause, to be brought forward against someone who is white, who is male, is astounding. Right now, we have gotten to the point where we are not being productive, we are not moving forward with the discussion item. I think both the gallery and the Council have understood that this decision was not made within the best practices of the Students' Union both evidenced in the questions that were posed by Council and in the failure for [inaudible] responses to be provided. So, what I'm offering after we come back from our recess is that we focus solely on one question and what that is as Council is whether we will be following the Act of Incorporation as it was stipulated and created in 1965 or if we will be suspending something temporarily for the purpose of amending it before our incoming President is actually able to execute on the powers of the office on May 1st. This is what we have to be discussing. It's important not only to our core governance structure and what the Union is going to be moving forward but also in terms of adhering the promise that each of us made when we were elected into our positions of upholding the core values within our Students' Union including equal opportunity for our students to come forward and be engaged in the very governance body that is intended to represent them.

Tiffany – *Motions for a 5-minute recess.*

Emma – *Seconds.*

Motion passes 11-0-0.

Meeting called back to order at 5:38pm

Rebecca – As it stands right now, we need clarification on a number of items relating to the Act of Incorporation. First a confirmation from the lawyer that it is in fact the superseding document of the Students' Union and in the instance that the lawyer advises it is seeing as the current structure of the Union does not align with the Act of Incorporation we would seek advice on how to proceed in recognition that our governance and practices are not in alignment with the Students' Union and to go with the Act of Incorporation as it currently stands potentially nullifies our current system of governance in its entirety. So, the proposal then is in this meeting whether we deem it friendly to go to the advice of the lawyer, seek clarification on these items, and we perhaps can have a committee of councilors and executives who do so and then their role at the March 31st meeting is to comeback and report directly on the status of the Act of Incorporation for our organization. As it stands right now the Vice President Finance and Operations cannot be appointed until May 1st therefore we do have a period of six weeks to offer clarification about the governing documents of our organization until that time.

Emma – I whole heartedly agree. I would like in the discussions for the motion that does come forward to include the monies that are being proposed to be used apart of the discussion. Not just what we got but were going forward with.

Rebecca – Perhaps we could discuss that when that motion is on the floor.

Lucas – I just want to line up what actually happens if we do follow the Act of Incorporation to the letter because its comedic. There's no better word. So, to forsake the common practice in favor of the Act of Incorporation, that would effectively make our entire bylaws Appendix A. Right now, its 187 pages, it would make it 6. We'll start there. It would then also revert us back to the old structure of the board which would mean we would have to hire a VP communications, VP student relations, and VP Union services. I don't think any around this table maybe other than Sean Ryan knows what those positions did. They don't have terms of reference in the Act of Incorporation. The board would then also be placed about the Council's authority which was something we moved away from for a very good reason. We would also move to the old Council structure dividing between upper campus and lower campus etc. instead of faculty. I don't see an upside to any of that. It also has the potential to nullify all dealings of the Union since the Act of Incorporation was last followed because all of the Presidents were not elected by slates, they were elected as individuals and therefore not validly elected. Do we really want to do that? Is that really what we want to do to hire one VP Finance? Is that really the move?

Rebecca – I'm going to reiterate the options present and ask Council whether they want to deem the recommendations friendly.

William – Can you clarify what the recommendation is?

Rebecca – The recommendation at this point is to consult with the lawyer about the status about the Act of Incorporation. If we received confirmation from the lawyer that the Act of Incorporation is in fact the superseding document of the Students' Union, consulting with the lawyer again for alternatives for alternatives or intermediary measures until such time that the current governance

structures within the Union can be aligned with the Act of Incorporation.

Lucas – I would like to appeal to the moral authority of our incoming President before we lawyer up and find out that all of that is in fact correct from the lawyer and have to go back to that structure. I would like to appeal to the moral authority for the sake of time, money, effort, and just everyone’s better interest other than one persons. Please.

Emma – I think we’ve already showed that there is a lot of flaws between these two documents and this may be an opportunity to get clarity, confirmation, and see them aligned in a better way.

Tiffany – I would like to request that Bordy Haskell is contacted very darn quickly to say that he has not been appointed to this position because the incoming President does not have the power to do so. The President is Rebecca Mesay.

Tanaka – To sum everything up we are putting a stop to the ratifications for all the positions until we have sought legal advice.

Nominations for the Birks Award and the Jason Simmons Memorial Award.

Birks Award:

Rebecca – *Nominates Tiffany MacLennan*

Lucas – *Nominates Emma Crilly*

Emma – *Nominates Lucas Middleton*

Sean – *Seconds Rebecca’s nomination for Tiffany MacLennan*

Tiffany – *Nominates Rebecca Mesay*

Summer – *Seconds Tiffany’s nomination for Rebecca Mesay.*

Jason Simmons Memorial Award:

Rebecca – *Nominates Sean Hopkins.*

Tiffany – *Seconds Rebecca’s nomination for Sean Hopkins.*

Sean – *Nominates Mary Bailey.*

Clancy – *Nominates David M. Lewis.*

Lucas – *Nominates Emma Crilly.*

Emma – *Nominates Lucas Middleton.*

Sean R. – *Nominates Tanka Chikwavaire.*

Old business

None.

New business

Motion to approve the Emergency Grant Terms of Reference

- Sean Ryan and Rebecca Mesay give a presentation on the Students' Union emergency grant.

Tiffany – *asks a question regarding redundancies.*

William – Is there an ability for the committee to meet in the instance that there is a pressing emergency?

Ryan – Yes, we usually meet via emails as needed.

Emma – *Moves to adopt the Emergency Grant Terms of Reference.*

Lucas – *Seconds.*

Motion passes 11-0-0.

Motion to approve the use of up to \$30,000 from the Students' Union endowment fund with the university, for a review of all the Students' Union governance documents, including but not limited to: The Act of Incorporation, the By-laws, The Constitution, and the Policy Manual.

Rebecca – *Moves to approve the use of up to \$30,000 from the Students' Union endowment fund with the university, for a review of all the Students' Union governance documents, including but not limited to: The Act of Incorporation, the By-laws, The Constitution, and the Policy Manual.*

Tiffany – *Seconds.*

Discussion:

Lucas – Is this sustainable if enrolment is lower than expected?

Sean R. – No this won't impact our budget at all which is why we are using the endowment fund.

Lucas – Is this the complete list of our governing documents?

Sean R. – It will include all of our written documents.

Emma – We nail at people when they ask for \$1000. So why is there no formal presentation for this ask?

Sean R. – Honestly it's just the timing.

Tiffany – *Calls to question.*

Emma – *Seconds.*

Motion passes 11-0-0.

Motion to create an ad hoc committee to initiate the review process of all the governing documents of the Students' Union.

Tiffany – *Moves to create an ad hoc committee to initiate the review process of all the governing documents of the Students' Union.*

Emma – *Seconds.*

Discussion:

Tiffany – I would like to amend that the composition of the committee includes the Chair of Council, Deputy Chair of Council, the General Manager, and two representative council members.

Lucas – Can I suggest three representative council members so we can have an odd number in case of a split vote?

Sean R. – I would also suggest the addition of two students at large.

Lucas – I would like it to be stated in the terms of reference that the committee meet once weekly.

Rebecca – I would suggest terms of references being assigned to ad hoc committees.

Lucas – I would be hesitant to make umbrella terms of reference for ad hoc committees and think the terms of reference should be specific to this committee.

Tiffany's proposed amendment is removed from the table.

Lucas – Moves to amend the motion to read to create terms of reference for an ad hoc committee to initiate the review process of all the governing documents of the Students' Union.

Emma – *Seconds.*

Motion passes 11-0-0.

Ratification Suspensions

Lucas – *Moves to table the ratification of Sarah Elliot, Natalie Doumkos, and Siobhan Lacey until a later date.*

Emma – *Seconds.*

Motion passes 11-0-0.

Chair of Council Election

Emma – *Moves to elect William Fraser for the position of Chair of Council for the year 2019-2020.*

Happiness – *Seconds.*

Tiffany – *Calls to question.*

Lucas – *Seconds.*

Motion passes 11-0-0.

By-law changes

Emma – *Moves to change the time stamps in the by-laws from days and or hours to business days.*

William – *Seconds.*

Lucas – *Calls to question.*

Cecil – *Seconds.*

Motion passes 11-0-0.

Motion to ratify the society

William – *Moves to ratify the St.FX Scholarly Self Defense Society.*

Bryan – *Seconds.*

William – *Calls to question.*

Lucas – *Seconds.*

Motion passes 8-2-1.

Closing remarks

- SCS election.
- SCP and BOG election.

Adjournment

Emma – *Moves to adjourn the meeting.*

Summer – *Seconds.*

Motion passes 11-0-0.

March 28th report:

These past 2 weeks have been dominated by constituency outreach, Union committee meetings, and University committee meetings. The main event has certainly been the actions of the incoming president, and his many responses to the backlash he has received from the membership. Many of my constituents have reached out to me, including those on exchange in Europe, to express their “deep concern” with the direction of the Union for the next year. Hopefully these concerns can be at least partially alleviated by the decision we reach at the March 31st Council meeting.

The University committees have been busy, as all new courses have to be passed at Senate during the April meeting if they want to be in the next academic calendar. Committee on studies Arts has met twice to put many courses to Senate, which are on the agenda for the April meeting. The APP sub-committee on exam regulations had to cancel our meeting on the 28th because some members could not make it, but we’ll meet again next week and keep it going; hopefully I get to finish that committee’s work before my term ends.

The Bylaw and Policy committee has met and flushed out the terms of reference for the ad hoc committee on reviewing the Union’s governance documents. Hopefully those can get passed during this meeting. All other work from the Bylaw and Policy committee has been suspended pending the final decision on what direction the incoming executive and council will be following.

Thanks for reading

Lucas Middleton

Hello all,

This is my last council update and this Sunday will be my last council meeting in my undergraduate degree. I have enjoyed my three years of working very close with the Union and hope to see great things come from this institution moving forward. My office has been very slow with emails being the majority of my meetings. I took a leave last week, approved by the chair, to deal with some academic needs, I resumed my position Monday March 25th.

Last week, an announcement was made by Mike Boyd Chair of the Board, regarding our current university president, Dr. Kent MacDonald's, decision to not accept another term. I have been extremely fortunate to have been able to work with Dr. MacDonald on both the Board and Senate while on council. He has been a asset to this university, a fantastic mentor and we could all learn from his passion and dedication to this university. I am very sad to see Dr. Kent MacDonald leave but I have deep faith in the Boards search team as they begin the process of looking for our next president, this committee and external bodies have already been contacted and are beginning the search.

An issue that has been raised in my office this year is the perception of the union. In discussions with students, they have expressed their thoughts that the union has been and is becoming even more cliquy/exclusive then years prior. In a environment such as StFX, it is extremely important to understand the fishbowl effect that we as student leaders have placed upon us. I ask that for those around the table that will be here next year, that you challenge those views, you break down the barriers that disadvantage students from being involved in the union (such as election fees), and you challenge things "we do by default".

I also met with bylaw and policy to finish the TOR for the Ad Hoc Bylaw review committee. I want to thank the people around this table and those who took time to voice their opinions to myself, I have had a great year representing students and want to wish the best those filling our roles next year.

best,

Emma C. Crilly

Councillor Report: March 31st, 2019

Since the last council meeting we have been very busy with my transition into my new role in the Students' Union as President. Last Thursday and Friday I had the incredible opportunity of experiencing my first CASA Annual general meeting. It was incredible! I enjoyed meeting some of the incoming presidents and vice presidents, as well as learning from the current members of CASA, and what it means to be an affective member of CASA. The sessions and meetings were very informative and in my opinion motivating. I can't wait to officially become a part of CASA May 1st.

Over the last two weeks we have also been actively trying to find a resolution to the hiring of the Vice President Finance and Operations position. I have been actively reaching out to find possible meeting times to continue the discussion to hopefully have a proposal of a solution to present to Council this Sunday.

I look forward to continuing to build our future success of the U through the continued building of our executive team. I am excited to continue to learn and grow over the next few weeks, as we continue our transition. I wish the graduating student members of the U all the best, and I know for a fact that their work, enthusiasm and efforts will be missed.

We need your help St.FX! Please reach out with your thoughts and opinions because we want to hear them! A better tomorrow starts today!

Sincerely,

Cecil VanBuskirk
Board of Governors Student Representative
506-608-5038
x2016mqk@stfx.ca

Mary Bailey- First Year Representative

Not too much has been happening in my role lately. I have been advertising that first year students can bring their letters to their future selves to my office for the first year time capsule. I've been keeping active on my Facebook page, and I've been trying my best to keep first years in the know about all things St. FX!

Graduate Constituency Report for March 31:

Subsequent to my previous report (for March 17), I have put out feelers about graduate student engagement on campus, particularly with regards to international graduate students. No substantial progress has been made yet. As of this writing, I have a date set up on March 29 to meet with the Director of Internationalization Larissa Strong to discuss that very topic, which I will be able to discuss at Council on March 31.

Also following up my previous report, I emailed the Returning Officers on March 18 to inquire about students reliably receiving emails to enable them to participate in the Union's online voting in the last election. I have heard nothing from the Returning Officers thus far. I hope that before the next election is held, they will assure me that all eligible students (including graduate students) will receive election emails.

After filing my previous report, I met the Independent Review Panel/Sexual Violence Task Force (associated with CCLISAR) for StFX's Sexual Violence Policy (and intersecting policies) at both of the sessions they had open to the public (March 14-15). I also wrote a letter for their consideration, which I emailed on March 26.

I sat on the hiring panel for the incoming Deputy Chair on March 21, as well as visited events for Student Research Day (March 21) and Faculty Research Day (March 22).

The Budget and Finance Committee met once (March 27) to discuss the proposed 2019-2020 budget. Also our work on society and initiative funding has carried on by email.

William Burgess
Graduate Student Representative
written 2019 March 28

Students' of African Descent Representative - Summer Upshaw

As of last council meeting, BLACC Students' Society hosted a theme night in collaboration with the Golden X INN (Cardi B Night). The event was a huge success and was very well taken by students. Hiring is still under way within the society, as hiring the incoming Collective is of top priority on our agenda.

I'm also currently working on transition with the incoming African Descent Representative; going over her specific objectives/goals for the position as well as offering insight on what to expect coming into the position.

Organizational Review Committee has met twice since last council meeting. Items of discussion included; transition and recommendations going into next year and finalizing the terms of reference for the remaining Executive positions

Equity Advisory Committee met once since the last council meeting. All that could be offered since our last meeting were updates from our previous initiatives (International Student outreach and consultation with the International Office) as well as suggestions on our course of action for the remainder of the year.

STUDENTS' UNION AD HOC COMMITTEE: GOVERNANCE REVIEW COMMITTEE

SUB-SECTION 1: GOVERNANCE REVIEW PROJECT MANDATE

The St.FX Students' Union Representative Council passed a motion on Sunday March 17th, 2019 to create an ad hoc committee to review the Union's governance documents. This review will include, but is not limited to, the St.FX Students' Union Act of Incorporation, Constitution, By-Laws, and Policy Manual.

1. This committee will focus on the following:
 - i. A thorough review of all Union governance documents citing areas of inconsistency in policy and practice;
 - ii. Updating all officer position titles and accompanying by-laws;
 - iii. Powers of the President;
 - iv. Powers of the Executive;
 - v. Powers of Council;
 - vi. Impeachment procedure;
 - vii. Nomination and ratification procedure;
 - viii. Hiring policy and job description.

2. The membership and selection for the Governance Review Project Committee is to include:
 - i. The Chair of Council, (Chair) (non-voting)
 - ii. The Deputy Chair of Council (voting)
 - iii. The General Manager, Students' Union (non-voting)
 - iv. Two (2) Representative Councilors (voting)
 - v. Two (2) Students at Large (voting)
 - vi. External resource personnel (non-voting)

3. Governance Review Project Committee Selection: Councilors
 - i. Applications will be posted on the union website for any councilors that wish to sit on the Governance Review Project Committee.
 - ii. For consideration councilor applicants will be asked to outline the following:
 - a. Availability from May 2019 until April 2020;
 - b. Experience relating to governance and policy review and writing;
 - c. Priorities within the governance documents that need to be addressed.

4. Governance Review Project Committee Selection: Students At Large
 - i. Applications will be posted on the Union website for any student that may wish to sit on the Governance Review Project Committee.
 - ii. For consideration students at large applicants will be asked to outline the following:
 - a. Year of study;
 - b. Availability from May 2019 until April 2020;
 - c. Experience relating to governance and policy review and writing;
 - d. Priorities within the governance documents that need to be addressed.

All applications for committee membership will be open for a period of five (5) business days, with an option to extend if the application pool does not provide the required amount of candidates to proceed. The Chair of Council and Deputy Chair of Council will review the applications and select committee membership based on application.

5. Governance Review Project Committee Selection: External Resources
 - i. The Committee will determine what external resources may be required to assist with outlining the project parameters.
 - ii. The Committee may use current and known legal council, or may go to tender for services for assistance in establishing project parameters.
 - iii. The Committee will consult with any assigned external resource personnel throughout the review as deemed appropriate by the committee.
 - iv. The General Manager will provide financial updates to the committee, so they can stay within the budgeted amount for the project.
 - v. The Committee may use different external resources at various points throughout the review as deemed appropriate by the committee.
6. Updates to Council and Notification to Membership
 - i. A councilor designated by the chair will report to council on the deliberation of the committee after each meeting.
7. Project Completion
 - i. The committee will review in order of importance; the Act of Incorporation, the Constitution, the By-laws, the Policy Manual, and any additional governance documents.

March 20, 2019

Sean Ryan
General Manager
The St. FX Students' Union

Dear SRC

Re: Appointment of Vice President – Finance and Operations

I understand that an issue has arisen regarding the appointment of the Vice President – Finance and Operations which has necessitated a review of the governance documents related to the Union.

Background

The Executive Board of the Union consists of a number of appointed positions including the following:

- Vice President – Finance and Operations
- Vice President – Activities and Events
- Vice President – Resident Affairs
- Vice President – External Affairs

The Bylaws (Appendix E) provide that the Vice President is nominated by the President and Vice President (with the exception of the VP – External Affairs which is nominated by the President only) and then ratified by Council. The positions are appointed in the spring of the year and the terms of office run from May 1st to April 30th of each year.

The current practice (which is set out in a policy and has been in place for the last 10 to 15 years) involves the use of a Hiring Panel (which includes the incoming President and incoming Vice President as members) which conducts the interviews and makes a recommendation to Council. Council ratifies the recommendation of the Hiring Panel and an offer is extended to the chosen candidate.

I understand that the above practice was recently used in the selection of the Vice President – Finance and Operations and that, as is the common practice, after Council ratified the nomination, the incoming President extended the offer to the successful candidate which was accepted.

At some point after the offer was extended by the incoming President and accepted by the successful candidate, the incoming President raised an issue with respect to the appointment process. In particular, the incoming President questioned whether the practice for the appointment of the Vice President – Finance and Operations was in compliance with the provisions of the Act of Incorporation and the Bylaws.

In reviewing the matter, it was pointed out that, as it relates to the appointment of the Vice President – Finance and Operations, the provisions of the Bylaws and the selection practice were not in complete

compliance with the Act to Incorporate. The inconsistency involved the provisions of the Act (which provided that the President had the power to appoint the Vice President – Finance and Operations) and the Bylaw (which provided that the President and Vice President nominated the Vice President – Finance and Operations) and Council having the power to ratify the appointment). The discussion dealt with the power of the President to appoint the Vice President – Finance and Operations – it did not involve any discussion with respect to the power of the incoming President to perform any acts.

It was pointed out that it was not clear whether the Act to Incorporate (as posted on the Union website) was valid as there was some question with respect to whether the amendments purported to be made in 2004 were made by the Legislature.

During that initial discussion, it was recommended that consideration be given to amending the Act to bring it into compliance with the Bylaws and the current practice regarding the appointment of the various vice-president positions. It was also pointed out that there is a specific clause that would be included in the amended version of the Act which would ‘ratify and confirm’ all acts of the officers and council notwithstanding any irregularity or form.

It should be noted that while general discussion did take place regarding whether the practice was in compliance with the Act and the Bylaws and whether there was any inconsistency between the Act and the Bylaws, at no time was legal advice sought or received with respect to the actual and legal validity of the process and the appointment of the Vice President – Finance and Operations and, in fact, it was not disclosed that the incoming President had offered the position to the successful candidate and that the offer was accepted.

It should also be noted that no legal advice was sought or received with respect to whether the incoming President had the authority to withdraw an offer once accepted.

Finally, it should be noted that no legal advice was sought or received with respect to what authority, if any, the incoming President can exercise prior to taking office.

I understand that, following the discussion, the incoming President advised the successful candidate that the offer for the position of Vice President – Finance and Operations was rescinded.

Given the foregoing, I have been requested to review the matter further and offer advice and recommendations with respect to the issue concerning the Vice President – Finance and Operations (specifically) and the appointment of the other VPs (generally).

Legislative Scheme – Act to Incorporate

As a starting point, I have reviewed the original Act to Incorporate St. F. X. University Students’ Union (SNS 1965, C 128). The original Act provided (at section 6) that the general administration of the affairs of the Union was vested in Council and (at section 7) that the Union (ie the members) could make and amend bylaws, rules and regulations including (at section 7(c)) those related to the appointment, selection and qualifications of officials and employees of the Union.

The Act was then updated in 1972 and (at section 9(4)) the authority to make bylaws for the purpose of the appointment, selection and qualifications of officials and other employees of the Union was moved to Council (as it was previously with the Union). Council was also empowered to pass bylaws that would regulate the salaries or wages that were to be paid to the officials and other employees of the Union.

The Act (at section 11) set the Executive Board and officers of the Union to include the President, Vice-President, Chairman of Council, Secretary-Treasurer and various Commissioners.

The powers of the President were outlined in section 12 and these include the power to appoint or have appointed administrative staff and it also provided the President with the power to appoint the Secretary-Treasurer in accordance with the procedures outlined in the bylaws.

The new Act (1972) appears to envision a system in which Council passes bylaws which detail the appointment and/or selection process for officials and employees of the Union as well as the qualifications of same with the President being empowered to make the actual appointment of administrative staff (noting that it is Council that sets the wages). In this way, Council (through the adoption of a bylaw) would establish the qualifications and the hiring process with the President making the final decision.

With respect to the issue at hand (ie the appointment of the Secretary-Treasurer or Vice President – Finance and Operations as it is called now), Council has the ability to adopt bylaws respecting the appointment and/or selection process as well as the qualifications of same, with the President having the authority to make the actual appointment.

There is no provision (and no mention) in the Act respecting the position of incoming President. The Act outlines the power of the President. The incoming President would only assume the powers and authority associated with the position upon taking office of the President.

It should be noted that I have not been able to locate a copy of the Act to Incorporate which is found in Appendix A the Bylaws. I have reviewed the legislative database maintained by the Province and I have not been able to locate any amendments to the Act of Incorporation which are consistent with the provisions found in the Bylaws. The most version of the Act that I was able to locate is the Act as it was passed in 1972 (attached).

I question whether the amended version of the Act which is included in the Bylaws was ever passed by the Province. This issue should be explored as the Union appears to be operating with positions that are not contained in the Act (1972).

Bylaws

I have reviewed what I understand to be the most recent version of the Bylaws of the Union (revised November 15, 2017).

The terms of reference for the positions of Vice President are contained in Appendix E – Executive Terms of Reference. The Bylaws (Appendix E) provide that the various Vice Presidents are nominated by the President and Vice President (with the exception of the VP – External Affairs which is nominated by the President only) and then ratified by Council. The positions are appointed in the spring of the year and the terms of office run from May 1st to April 30th of each year.

The removal of appointed Executive Officers is set out in Section 4: Organization & Structure, sub-section 5: Removal from Office at articles 5, 8 and 12 (as it relates to the various Vice President positions that are the subject of this review). It should be noted that the President does not have the authority to independently initiate the removal process for the position of Vice President.

The issue that has arisen relates to the position taken by the incoming President and his insistence that, as President, he has the authority to appoint the Vice President – Finance and Operations (subject to the bylaws).

On a strict reading of the Act to Incorporate (1972), the President does have the power to appoint the Secretary-Treasurer subject to the procedures set out in the bylaws. The ability of the President to appoint the Secretary-Treasurer (now referred to as the VP – Finance and Operations) is not absolute as it is subject to the bylaws. As stated above, Council has the authority to adopt bylaws relating to the appointment, selection and qualifications of officials of the Union (however it appears that Council has not adopted any such bylaws).

While it does appear that the President has the authority to appoint the Vice President – Finance and Operations, there is no provision for the incoming President to make such an appointment.

As it relates to the other positions of Vice President, the Act is silent with respect to the appointment of those positions and, consequently, the provisions of the Bylaw and the current practice would apply to the appointment of these positions.

Long Standing Practice

Although there does not appear to be any bylaws that deal with the appointment, selection and qualifications of officials and other employees of the Union, there has been a long-standing practice (10 to 15 years) wherein the appointment / selection took place through a defined process which included a hiring committee (which included the incoming President as a member) with a recommendation to Council. This was the process that was employed for the appointment / selection of all VP positions including the Vice President – Finance and Operations.

Although the Act gives the authority to the President, even in the absence of bylaws regulating the appointment / selection process, the long standing practice that has been followed by the Union (previous Councils and subsequent Presidents) cannot simply be ignored.

It appears that at some point in the past, Council (including the President) adopted a well-defined process for the appointment / selection of various positions including the position of Vice President –

Finance and Operations. The manner in which this process was established is not clear but I strongly suspect that there is a duly passed motion(s) of Council that sets out the appointment / selection process and, as evidenced from past practice, each President (up to the incoming President) has followed the appointment / selection process. If you were able to locate a motion and the associated minutes we could ascertain the intention of Council and the then-President as it relates to this issue.

Position of the Incoming President

While the position being advanced by the incoming President may be correct at law as it relates to the power of the President to appoint the Vice President – Finance and Operations (subject to the effect of the long standing practice which has been employed for the last several years), there is no provision for the incoming President to make a decision prior to coming into office and, consequently, the incoming President is not in a position to appoint anyone to any position at this time.

There is also no legislated power for the President (or the incoming President) to remove an official from office once duly selected and appointed or selected and, therefore, if the current President were to appoint (or ratify) the appointment of the Vice President – Finance and Operations for the upcoming year then the incoming President would not have any clear authority to remove the person from that position.

The fact that the terms of office for the various Vice President positions commence on May 1st (the same commencement date as the new President) could be an indicator that it was intended that the outgoing Council and outgoing President were to appoint the incoming Vice Presidents. In that way, the incoming Council and incoming President would exercise their respective authority near the end of their term.

While this is a matter that the incoming President may wish to address after he takes office, given the foregoing, it is clear that this matter is complicated and requires considerable consideration.

Appointment of Vice President – Finance and Operations

The current President has the legislated authority to appoint the Vice President – Finance and Operations. If the President is satisfied that the candidate as recommended by the Hiring Panel and as confirmed by Council is the proper choice then the President could exercise their power and ratify the appointment. Once appointed by the President, the Vice President – Finance and Operations can only be removed from office through the process outlined in the bylaws.

Other Appointments

The Act only provides the President with the power to appoint the Vice President – Finance and Operations. I am not aware of any provisions in the Act that would prohibit Council from following the current practice with respect to the selection and appointment of the other Vice President positions.

Future Action

I would recommend that Council consider requesting an amendment to the Act to Incorporate to have the power to appoint officials and employees vest with Council (and not the President) and, at the same time, update the positions in the Act to match the current makeup of Council.

I would also recommend that Council pass bylaws respecting the appointment, selection and qualifications for officials (and other employees of the Union) as it is legislatively empowered to do under the current Act while recognizing that under the current Act the power to appoint the Secretary-Treasurer rests with the President (subject to the bylaws).

DELIVERY VIA:
E-mail: sryan@stfx.ca

FILE REFERENCE:
150183

Tim Hill, Q.C.
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March 26, 2019

Halifax Regional
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Dear Sean:

Re: Act and By-Laws Questions

T 902.469.9500
F 902.463.7500
www.boyneclarke.ca

I have reviewed the materials you sent me including the opinion already provided to you. I make the following comments.

In my opinion, the governing Act at this point in time is the 1972 Act i.e. An act to amend chapter 128 of the Acts of 1965, an Act to incorporate St. F.X. University Students' Union, SNS 1972, c. 130.

I see some reference to amendments reported to have been made in 2004. I have been unable to find any such Act having been passed by the Legislature in 2004. If the Act was proposed it does not appear to have been enacted. I believe that the 1972 amendments, which did receive royal assent on the May 15, 1972, govern.

The council is empowered to make by-laws which are not inconsistent with the Act: s. 9(4). This includes "the appointment, selection, and qualifications of officials and other employees of the union...": section 9(4)(c)); and "all such other matters as may appertain to and be deemed expedient in the best interests of the union": section (9)(4)(l).

I note that the Secretary Treasurer (now Vice President – Finance and Operations) is appointed by the President "in accordance with procedures outlined in the by-laws": section 14(1).

In terms of the Vice President – Finance and Operations, Appendix E; Executive Terms of Reference in the by-laws indicates that the individual is nominated by the President and Vice President and ratified by council. I do not see that to be inconsistent with section 14(1) of the act. I also do not see anything inconsistent with the current practice set out in policy which involves the use of a hiring panel.

Again, I have reviewed the opinion already provided to you and I am substantially in agreement with the advice given.



I agree that the President does have the power to appoint the Secretary Treasurer (Vice President – Finance and Operations), but again this is subject to and in accordance with the procedures outlined in the by-laws: section 14(1).

I agree with the advice that the long-standing practice for regulating the appointment and selection process cannot be ignored. It is not inconsistent with the Act. I would note that while there is no issue with the incoming President being on the committee making the recommendation, the appointment can only be made “by the President in accordance with the procedures outlined in the by-laws”. The incoming President has no status until he or she actually becomes President. It would be the President at the time of the appointment who would make the appointment.

I also agree that the incoming President has no power to remove anyone from office once that person has been properly selected and appointed.

In summary, I am in substantial agreement with the opinion you already have. In short, in my view:

1. The procedure currently used by the Union for the appointment of the Vice President – Finance and Operations is not inconsistent with the requirements of the Act;
2. The appointment may only be made by the President of the Union, and then only in accordance with the procedures you have in place; and
3. Once the Vice President – Finance and Operations is appointed (and it seems by the outgoing President and council) he or she may only be removed from office in accordance with the requirements of the by-laws.

I trust this is satisfactory.

Yours truly,

BOYNECLARKE LLP



Tim Hill, Q.C.
TH/vbb