

AGENDA
Board of Directors Meeting # 10
February 5, 2020 – 6:00 pm – UC 442



10.0. Call to Order	
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10.3. Ratifications and De-Ratifications	
10.4. Comments from the Chair	
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10.12. New Business	
10.12.1.	
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10.14. <i>In Camera</i> Session	
10.15. Adjournment	

Motion

Board of Directors Meeting # 10
February 5, 2020



**Item 10.2.1.
Approve the Agenda**

MOTION: That the agenda for the CSA Board of Directors Meeting on **February 5, 2020**, be approved as printed and distributed.

Moved:

Seconded:

POSSIBLE AMENDMENT:

MOTION TO AMEND: To add the following item(s):

Moved:

Seconded:

MINUTES

Executive Committee Meeting # 28

January 29, 2020 – 12:00 pm

SUMMARY OF MOTIONS

Motion to Adopt the Agenda

Moved by: VPA

Seconded by: VPSE

Motion Passed

Motion to Adjourn

Moved by: VPE

Seconded by: VPA

Motion Passed

7.0. Call to Order

Meeting called to order at 12:04 pm

7.1. Adoption of the Agenda

Motion to Adopt the Agenda

Moved by: VPA

Seconded by: VPSE

7.2. Comments from the Chair

7.4. Executive Updates

7.4.1. President

PRES: This week's focus is PDRs, met yesterday with the committee to review the applications we received, I am now preparing our minutes to go to the Board for approval. The remainder of the week will be focused on the administration tasks of completing the funding process. Other meetings and events this week are Transit Committee, UC Digital Signage, Hiring Overview, bi-semesterly meeting with VPSA, Sexy Bingo #4, Executive Transition. No time off for the foreseeable future.

7.4.2. Vice President Student Experience

VPSE: I will be away Friday, February 7 and Monday, February 10 and will be unreachable. This week is chalk full of meetings. A couple PDR, many UC Board meetings before the Board meeting next week. O-Week advisory committee meeting just before this went well. I'm finishing up my AGM report and following up with prizes for the AGM. We had an internal homecoming committee meeting yesterday, which was efficient and logistical aspects of September's Homecoming were solidified. Meeting



with the SERM Coordinator tomorrow to iron out the job description. Sexy Bingo is tomorrow! Let me know if you can help out at all.

7.4.3. Vice President Academic

VPA: As discussed, I'll be off Tuesdays for the remainder of February, as well as the Wednesday of reading week. The only exception is that I'm looking to take next Friday off instead of Tuesday. This week, I'm meeting with students a lot as they've come forward with academic and accessibility concerns. I'm also working on my transition report, getting CAPCOM scheduled, and preparing an event for OACCTF.

7.4.4. Vice President External

VPE: Vice President External to provide an update.

7.5. Unfinished Business

7.5.1. SCI

President: We've met with VPSA Carrie and she is bringing back our recommendations to the task force. We will hear back next week on the university's decision.

VPE: Do you have a list of the groups that collect fees but are not associated with the CSA? It would be nice to have a list to bring to Carrie that she is not communicating with, and that voices are being left out.

President: It would be a good communication tool in the conversation.

VPA: I think the biggest part is clarifying that yes, we represent all undergraduate students, but we do not represent all associations and representations related to them. That might be a good starting point for clarification and that there are some levee fee groups that are associated with the CSA but a lot that are not.

7.5.2. Supervisory Duties

VPA: I had a question in terms of the Policy and Transition Manager hiring. I was wondering what will happen during that buffer time when he has retired and someone has been hired, who will take care of preparing the Board packages and answering emails?

President: The job description should be posted today, and it is closing on 12th. In the past, it has fallen under the VP Communications, which if I'm not mistaken is the Vice President Student Experience. It's a larger conversation to have on whether the duties will be split between multiple executives.

VPA: I actually believe it was under the corporate affairs side of the Communications and Corporate Affairs commissioner, which was mostly moved to the President role. I want to make sure that we have sufficient heads up if we will be expected to take on more duties so we can best prepare.

VPE: I need to lock the tunnel between the Bike Centre and ARC as someone tried to use it.

President: Folks that have already struck a hiring committee are welcome to start meeting with their committees to do some prep work.



7.5.3. Student Consultation

VPSE: I've reached out to both my services - Clubs & SafeWalk - and they both gave me a list of consultation ideas. I will also be polling on our Instagram and Facebook about the Last Toast logo on the flute.

VPA: I chatted with the SHAC Staff and their focus was an awareness piece promoting the lawyers hours.

VPE: They DIY Bike Repair workshops are really popular so there could be more popular around that, and also the breakfast club.

President: Do we want to start a weekly calendar of when these questions are raised?

7.6. New Business

7.6.1. Summer 2020 Board Meetings

President: We spoke about summer Board meetings previously and the thoughts were neutral. It has been raised at a Core Staff meeting and the conclusion was that it is not a disadvantage of the organization. It could benefit the new PTM while they develop their understanding of their role, additionally, it could be helpful for the new PTM to have a stronger sense of Board operations before they provide Board training. There was concern about committees being struck during the summer, but it's been raised that typically committees do not meet in the summer or frequently in the summer. VPA has raised concerns regarding policies identifying that committees need to be struck during the first Board meeting of the summer. If we do not hold summer meetings, then we would have to adjust the policies to reflect the first meeting of the term. Beyond that, we would have to increase Executive updates to the Board, so they are aware of the ongoing operations and decisions during in the summer. Is there anything else that was raised that I haven't spoken to?

VPA: I'm wondering if we might want to consider is with respect to Executive empowerment, that there are exceptions. An email vote would be a good clause as right now our policies say that we are not to do any electronic board voting. If this is going to be a long term thing where we don't meet in the summer, this may be something to implement.

President: Pending policy overview, if it is a possibility to go through with email motions, it depends on the context of the CSA and what that looks like. Recognizing if it is a brief meeting, there is a downside of calling folks to Guelph but there is the possibility of calling an emergency meeting. I will bring it to the PTM. How do you folks feel about bringing it to our Board meeting to discuss the possibility of email motions if there are no summer meetings?

VPE: It would be good to solicit their feedback and let them know what we are thinking.

VPA: I also wonder if we're changing Board meetings in the summer, is there discussion surrounding changing Board frequency during the semester? Even committees such as CAPCOM, they usually only meet once a month, maybe more depending on the month.

President: It has not been discussed but this is a good place to do so.



VPA: If we could look at having Board once a month instead of multiple so Board can do more student outreach or focus on other work.

President: It may make the meetings longer which can be a deterrence.

VPA: That may be a selling point for students as they see it as a smaller commitment with five meetings per year rather than 10, for example.

VPE: Can it be a deterrence as there are less opportunities for motions to be brought up at Board if we have less Board meetings?

VPA: If we do have less Board meetings, this may give more time for directors to receive trainings on things like how to write a motion, for example. I do recognize that having less could be conducive to lost opportunities to bring up motions.

President: I think this conversation needs a lot more consultation beyond us, and I think the Board is an important piece in this conversation. The intention was that this topic go to the 5th meeting but I think it will be a tight timeline, so I can discuss with the PTM to bring this to the last meeting in February and allow for more time for consultation about how to move forward with this.

7.6.2. CSA Staff Coffee Break

VPA: Quick question as I saw it was in the newsletter- are all the execs expected to be at the CSA Staff Coffee Break in a few days?

President: You can try your best, I know everyone has commitments. The intention is to have a break with all the staff members and so folks can take the break allotted at work and encourage a healthy work environment.

7.6.3. February 5 Board Meeting

President: It was raised by a Board member that they had a lot of commitments with tight deadlines. I'm recognizing that we have a busy month with Board meetings, and the AGM and midterm season is here. Also being mindful that there are operational needs that need to go to the Board, I'm looking to streamline this Board meeting as possible. I wanted to raise the idea with you folks about what you need to go to the Board on the 5th.

VPA: Definitely check with PTM, but I don't think there's anything in the policies that say that you need to raise a motion to strike certain parts of the agenda.

7.8. Adjournment:

Moved by: VPE

Seconded by: VPA

Motion Passed

Meeting adjourned at 1:14 pm

ACTION: VPA to compile list of student groups for VPSA

ACTION: Pres to connect with PTM about email motions.

ACTION:



Executive Update # 9

Dena Van de Coevering – President

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February 3, 2020



Hello Directors!

I hope your semesters and midterms are going well thus far.

In past Board reports, I have reflected on the statements of our mandate; moving forward, I want to reflect on indicators of success. Our first indicator of success is: ‘students want to engage with the CSA. They know what the CSA does and are to be involved.’ Student engagement can be measured in a variety of ways, such as, approximately 20 students running in our General Election for Executive and Director positions, busy days at the Bullring or full attendance at Sexy Bingo. There is still room for growth in CSA awareness on campus. Through advertising our services, what the CSA is to students and how students can connect, we can then continue to increase our engagement.

For your reference, my job, duties, and responsibilities are outlined in **Policy Manual, Appendix A, Section 14.3. – President.**

1. Committee Meetings
 - Executive Committee
 - PDR Committee; committee met to review the 25 applications that we received from CSA Clubs, College government ASOs, and Special Status groups, and allocated the remaining about of funding for the PDR Grant line.
 - CSA/GSA Transit Committee, discussion focused on developing the tap system, contract updates to be amended based on tap system, and beginning the conversation around the late-night bus routes.
2. Other Meetings
 - Core Staff meetings, on-going weekly touch base meeting with Core staff
 - CSA Exec and Vice Provost of Student Affairs; bi-semesterly meeting to discuss various topics that are some of the main focuses of each group. This past meeting, focused on W20 fees, Coronavirus and international student fees.
 - Executive Transition Planning, debrief meeting with Executive and PTM to reflect on 2019 transition, and understand how to improve it for this year’s incoming and future Executive
3. Day-to-Day Life at CSA
 - Pilot student used of Guelph Transit’s tap system
 - AGM Report Writing
 - Joint Health and Safety Committee, hosting a Sleep Hygiene Awareness Campaign throughout the month of February
4. Student Choice Initiative (SCI) Update
 - As of Thursday, January 30, there are no updates from the university regarding the status of Winter 2020 ‘optional’ fees.

If you have questions about the above or other CSA related questions, please ask!

Executive Update # 9

Claudia Idzik – VP Student Experience

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February 5, 2020

Hi everyone,

Hope everyone had a great week, and I hope studying for midterms is going well. Not much to report within the last week, but here are some reminders and updates.

#SOTW:

Shampoo Bottles by Peach Pit

Important Dates:

February 12: CSA Annual General Meeting

All of February: Black History Month

February 27: Sexy Bingo

March 31: Guelph Student Market

For your reference, my job, duties, and responsibilities are outlined in **Policy Manual, Appendix A, Section 14.4. – Vice President Student Experience.**

Events:

Sexy Bingo

Sexy Bingo on Thursday the 30th was the most successful we've ever seen. We had to turn away people from Brass Taps all night, and everyone had a lot of fun.

Guelph Student Market

I've confirmed the University Centre Courtyard for a student market on March 31. If you have any friends that are creative, or make any art, or have anything they'd like to sell, whether it be prints, zines, mugs, keychains, CD's, anything- let me know! I'll be releasing a form early February for applications.

Ongoing Projects:

Comfort Room

SLEF applications are looking positive so I will be working towards revitalizing the "Calm Space" all of February. If you have any input on how you want the space to look, especially with paint, or any other ideas you have, please let me know!

Other:

- Met with the Executive and Policy & Transition Manager to discuss transition for incoming Executives
- Updated the SE&RM job description for hiring



Executive Update # 9

Lindsey Fletcher – VP Academic

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February 3, 2020



Happy Week 5!

I've been super busy with meetings lately and there's a lot of excitement to look forward to this semester. If you'd like more information about specific projects/committees, please reach out! I'd be happy to meet with you to discuss it further. For your reference, my job, duties, and responsibilities are outlined in **Policy Manual, Appendix A, Section 14.5. – Vice President Academic.**

1. Acknowledgements / Highlights

- We're hiring – check out the website for postings and tell your friends!
- Senate nominations are open until Friday, February 7 at noon!

2. Internal CSA

- Preparing for hiring, AGM, and upcoming events
- Continuing to write my transition report and lobby document
- Meeting with students to support their academic concerns
- *CAPCOM* – planning for semester and creating a project plan; scheduling meeting soon
 - If you haven't emailed me back with your availability, please do so ASAP!
- *Student Help and Advocacy Centre (SHAC)* office hours for the winter semester are:
 - Monday - 10:30 am- 5pm
 - Tuesday – 2 pm-7 pm
 - Wednesday – 9 am-5 pm (Lawyer 12:30-3 pm)
 - Thursday – 4 pm-7 pm (Lawyer 6-7 pm)
 - Friday – 10:30 am-2:30 pm

3. University Meetings/Committees

- **Senate and Standing Committees**
 - Next Senate meeting – February 10
 - Student Senate Caucus meeting on February 3 to discuss
 - If you're interested in being a student senator, get your nomination in soon. Please connect with me if you have any questions!

4. Events/Conferences/Trainings

- **Open Education Week**
 - March 2-6, 2020 - International movement to raise awareness about open education resources and its impact on teaching and learning worldwide
 - The OACCTF will be planning an event during this week and I will update you with more information soon!

Executive Update # 9

Lindsey Fletcher – VP Academic

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February 3, 2020



• Teaching Excellence Award

- Nominations for the Teaching Excellence Award will be accepted until February 28
- If you know an amazing professor or sessional instructor, please nominate them!
- More information can be found at csaonline.ca/TEA or by contacting me

5. Working with You!

- Want to work with me on a committee, event, or project? Let's chat! Feel free to send me an email with your availability and we can set up a meeting
- If you have accessibility needs that are not currently met working with #yourCSA, please reach out to me or our PTM! We want to ensure you can participate to your fullest

6. Personal Updates

- 87 days left of me as #yourCSA VP Academic :)

Motion

Board of Directors Meeting # 10
February 5, 2020



**Item 10.11.1.
FoodBank Fee Increase**

WHEREAS the CSA FoodBank visitor base is 30% larger than the previous three-year average and 19% larger than last year;

WHEREAS visitor usage is higher with 7% more items per month than the previous three year average;

WHEREAS demand for costly staples is high;

WHEREAS only approximately 16% of FoodBank visitors obtain produce in a week before the stock is depleted;

WHEREAS an increase in the Guelph Student FoodBank fee is necessary to work towards improving the capacity to support visitors;

MOTION: To approve an increase of 3% plus cost of living increase (2.1%) to the FoodBank fee for the 2020-2021 fiscal year.

Motion

Board of Directors Meeting # 10
February 5, 2020



Item 10.11.2. CSA Fee Increase

2020-2021 Fee Increase

WHEREAS the CSA Board of Directors recommended a 3% plus cost of living increase for five years, beginning in the 2018-2019 fiscal year;

WHEREAS the CSA Board of Directors approved a 3% plus cost of living increase for the 2018-2019 fiscal year;

WHEREAS the CSA Board of Directors approved a 3% plus cost of living increase for the 2019-2020 fiscal year, the second year of the recommended five-year program;

WHEREAS 2020-2021 is the third year of the five-year program;

WHEREAS the fee increase would finance an investment in operations and staffing that continue to support new and ongoing initiatives to improve the organization;

WHEREAS CSA Bylaw 1, Section 1.8.1 allows for such increase by a 2/3 majority vote of the CSA Board of Directors;

MOTION: To approve an increase of 3% plus cost of living increase (2.1%) to the CSA fee for the 2020-2021 fiscal year.

Moved:

Seconded:

UPass Administration Fee Increase

WHEREAS in January 2019, as a result of the Student Choice Initiative (SCI), the Universal Student Bus Pass (UPass), was deemed compulsory;

WHEREAS the CSA has identified and justified the administration cost of \$3.00 per student for UPass distribution and support costs;

WHEREAS within 2020-2021, Guelph Transit will no longer use stickers for the UPass and will switch to a tap card system;

WHEREAS a significant number of hours will still be spent by CSA staff to manually support Distance Education, co-op, special summer options, and promoting the change of systems;

WHEREAS it is recommended that the administration fee remains associated with the UPass but at a reduced cost;

MOTION: To approve a \$2.00 administration fee, representing a 1.4% increase to the UPass for the 2020-2021 fiscal year.

Moved:

Seconded:

Motion

Board of Directors Meeting # 10
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Item 10.11.3.

Amend Bylaw 1, Section 3.0 re Board Composition

MOTION: That CSA Bylaw 1: Organizational, Clause 3.1.2. be amended as follows:

- Updating the At-Large (Elected) Representatives list with the name of the Business College as “Gordon S. Lang School of Business and Economics”;
- Updating the College Government Representatives (Appointed) list with “Lang Student Association”;
- Updating the Student Organization Representatives (Appointed) list so that each organization representative is shown as follows:
 - One Student Representative appointed by... [the organization]; and

RESOLVED that CSA Bylaw 1: Organizational, Clauses 3.1.3, 3.1.4, and 3.1.5 be amended as shown and that the list of Student Organization Representatives be deleted from Clause 3.1.5.

Moved:

Seconded:



Central Student Association

Bylaw 1 – Organizational

3.0. Board of Directors

3.1. Board of Directors

3.1.1. The affairs of the CSA shall be managed by a Board of Directors of 35 persons composed of both elected and appointed members. The Board of Directors shall be composed of the Executive of the CSA, at-large elected student Directors, an appointed college representative for each of the member college governments, and representatives from student groups.

3.1.2. The composition of the Board of Directors shall be:

Executive (Ex-officio, non-voting)

- One President
- One Vice President Student Experience
- One Vice President Academic
- One Vice President External

At-Large (Elected) Representatives

- Two College of Arts
- Two College of Biological Sciences
- Two College of Physical and Engineering Sciences
- Two College of Social and Applied Human Sciences
- Two **Gordon S. Lang School of Business and Economics** *[updated name]*
- Two Ontario Agricultural College
- Two Ontario Veterinary College

Member College Government Representatives (Appointed)

- One College of Arts Student Union
- One College of Biological Sciences Student Council
- One College of Physical and Engineering Science Student Council
- One College of Social and Applied Human Sciences Student Alliance
- One **Lang Student Association** *[updated name]*
- One Central Veterinary Students Association
- One Student Federation of the Ontario Agricultural College

Student Organization Representatives (Appointed)

- One ~~Indigenous~~ Student Representative **appointed** by the Aboriginal Student Association
- One ~~Racialized~~ Student Representative **appointed** by the Guelph Black Students Association
- One ~~LGBTQ~~ Student Representative **appointed** by Guelph Queer Equality
- One ~~Women~~ Student Representative **appointed** by the Guelph Resource Centre for Gender Empowerment and Diversity
- One ~~International~~ Student Representative **appointed** by the International Student Organization



Central Student Association

Bylaw 1 – Organizational

- One Student Representative appointed by Interhall Council
- One Student Representative appointed by Guelph Campus Co-op
- One Student Representative appointed by Ontario Public Interest Research Group (OPIRG)
- One Student Representative appointed by the Student Senate Caucus
- One Student Representative appointed by the Board of Governors

3.1.3. All "~~At-Large (Elected) Representatives~~" shall be the following persons, namely, two (2) ~~persons directly elected from and by members of the colleges during the general election. They shall be known as "At-Large Representatives". All such representatives, shall at the time of their election, be members of the college they represent. An elected "at-large (elected) representative" will have a vote on the Board of Directors and shall be counted for quorum.~~

All "At-Large (Elected) Representatives" shall be two (2) persons directly elected from and by members of each college during the CSA election, in accordance with CSA bylaws and policies. They shall be known as "At-Large (Elected) Representatives". All such representatives shall, at the time of their election, be members of the college they represent. An "At-Large (Elected) Representative" shall have a vote on the Board of Directors and shall be counted for quorum.

3.1.4. All "~~Member College Government Representatives~~" shall be the following persons, namely, one (1) ~~person appointed by the member college and having been elected through a recognized internal election process. This person must hold a position on the member college government. An appointed "member college government representative" will have a vote on the Board of Directors and shall be counted for quorum.~~

All "Member College Government Representatives" shall be one (1) person appointed by each member college and having been elected through a recognized internal election process. This person must hold a position on the member college government. An appointed "Member College Government Representative" shall have a vote on the Board of Directors and shall be counted for quorum.

3.1.5. A "~~Student Organization Representative~~" is appointed by the member organization. ~~This person must hold a position on the member organization council/board and shall report any policies or actions as will be desired between the CSA and the member organization. An appointed "student organization representative" will have a vote on the Board of Directors and shall be counted for quorum.~~

A "Student Organization Representative" is appointed by the member organization. This person must be an undergraduate and hold a position on the member organization council/board and shall report any policies or actions as will be desired between the CSA and the member organization. An appointed "Student Organization Representative" shall have a vote on the Board of Directors and shall be counted for quorum.

[List of Student Organization Representatives deleted]

Motion

Board of Directors Meeting # 10
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Item 10.11.4.

Amend Bylaw 1, Section 10.0 re Conflict of Interest

WHEREAS the Policy & Bylaw Review Committee has reviewed Bylaw 1, Section 10.0 and recommends various amendments;

MOTION: That CSA Bylaw 1: Organizational, Section 10.0 re Conflict of Interest be amended as presented.

Moved:

Seconded:

**Bylaw 1 – Organizational
PROPOSED Section 10.0 Conflict of Interest**

Item 10.11.4.

10.1. It is in the best interest of the CSA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest section is designed to assist Directors, Executive and staff to identify situations that present potential conflicts of interest and to provide the CSA with a process to appropriately manage conflicts in accordance with the requirements and the goals of accountability and transparency in the CSA business operations.

A conflict of interest arises in any situation where the duty of a Director, Executive, and/or staff member to act solely in the best interest of the CSA and to adhere to their fundamental duties is compromised or impeded by any other interest, relationship or duty. A conflict of interest should not provide benefit financially or otherwise from CSA events or activities or when relationships exist in matters related to the above.

A Director, Executive, and/or staff member shall be deemed as being in conflict of interest when any contract, proposed contract or transaction exist that are to the benefit or detriment of themselves, their family, partners, housemates, roommates, or other organizations to which they are currently affiliated that do not pertain to their CSA job description or the CSA mandate.

All Directors, Executive, and staff shall comply with the requirements of this bylaw. It is not possible to outline all situations in which actual or potential conflict of interest may arise.

10.2. Process for Addressing a Conflict of Interest

Members of the Board shall declare a conflict of interest before discussions or decisions about any matters in which they or anyone with whom they have a relationship could directly or indirectly benefit or where such a benefit or detriment could be perceived. The process is as follows:

- a) At the start of each Board meeting, following approval of the agenda, the Board Chair shall ask for a declaration of any conflict of interest relating to any of the agenda items.
- b) If a Board member declares a real, potential or perceived conflict of interest the declaration shall be recorded in the minutes. Perceived conflicts of interest are situations in which an internal or external observer could interpret actions of the Board member as being in conflict.
- c) Board members with a conflict of interest shall remove themselves from the room for discussion of the agenda item. The Board member shall not discuss nor vote on the issue. The Board member shall not discuss the issue with any other Board member at the time of the meeting or subsequently.

- d) If Board members are not certain that they are in a conflict of interest position, they may discuss the matter with the Board Chair, an Executive Officer or the HR Support Team for advice or guidance.
 - e) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of another Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board Chair, an Executive Officer or the HR Support Team.
 - f) If there is any question or doubt about the existence of a conflict for any particular member, the Board shall determine by vote, if a conflict exists. The person who is subject of the vote shall be absent from the discussion and vote.
 - g) If no quorum exists for the purpose of voting on a resolution due to declarations, the remaining Board members are deemed to constitute a quorum for the purposes of voting on the resolution.
- 10.3.** A conflict of interest shall not exist for a Board member should a matter under consideration directly involve the constituency which they have specifically been elected or appointed to represent, nor shall it exist for political statements of support that do not involve contract, transactions or activity.
- 10.4.** If a declaration is made and the member has not voted in respect of the matter, they are not accountable to the Central Student Association for any profit realized from a contract.
- 10.5.** No member of the CSA shall personally benefit through gifts as a result of their position on the CSA.
- 10.6.** The minutes shall name the Board member who declared the conflict and indicate the nature of conflict. The minutes shall also state whether the Board voted on the matter and whether the member who declared the conflict voted or was absent.

CSA Board – February 5, 2020

Policy & Bylaw Review Committee
January 23, 2020



Central Student Association

Bylaw 1 – Organizational *[Current Bylaw]*

10.0. Conflict of Interest

- 10.1.** A conflict of interest arises when relationships exist in matters related to the issue that can be perceived as biasing the voter either for or against the topic of discussion, based on the aforementioned relationship. A Director, Executive, and/or staff shall be deemed as being in conflict of interest when any contracts or proposed contracts exist that are to the benefit or detriment of themselves, their family, partners, roommates, housemates, or other organizations to which they are currently affiliated, that do not pertain to their CSA job description or the CSA mandate.
- 10.2.** A state of a conflict of interest shall not exist for a Director should a matter under consideration directly involve the constituency which they have specifically been elected or appointed to represent, nor shall it exist for political statements of support that do not involve contract, transactions or activity.
- 10.3.** Where the Board of Directors or a committee created by it is of the opinion that a conflict of interest exists that has not been declared, the Board of Directors or the committee may declare, by a resolution carried by two-thirds of the members present and voting at the meeting, that a conflict of interest exists and that the member found in conflict shall follow the procedure below.
- 10.4.** In the event of a conflict of interest, the interested party shall:
- a) Prior to any vote on the issue, declare the conflict of interest to the Chair, President or the Board as a whole;
 - b) Refrain from voting in relation to the matter;
 - c) Withdraw from the meeting when the matter is discussed if requested to do so by a simple majority of the members present and voting at the meeting.
- 10.5.** If a declaration is made and the member has not voted in respect of the matter, they are not accountable to the Central Student Association for any profit realized from the contract.
- 10.6.** No member of the CSA shall personally benefit through gifts as a result of their position on the CSA.
- 10.7.** No member of the Board of Directors who is an employee or whose partner is an employee of the CSA may vote on matters related to the terms of employment, remuneration or benefits, rights or privileges available to the aforementioned individuals, to which the vote pertains.

Motion

Board of Directors Meeting # 10
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Item 10.11.5.

Amend Policy Appendix A, Section 4.0: Confidentiality

WHEREAS the Policy & Bylaw Review Committee has reviewed Policy Appendix A, Section 4.0 and recommends various amendments;

MOTION: That CSA Policy Appendix A, **Section 4.0: Confidentiality and Conflict of Interest Agreement**, be renamed as **Section 4.0: Confidentiality**;

RESOLVED that CSA Policy Appendix A, Section 4.0 be amended as presented.

Moved:

Seconded:

Appendix A – Internal CSA Policy
PROPOSED Section 4.0 Confidentiality

Item 10.11.5.

- 4.1. Confidentiality is a fundamental responsibility for a CSA Director, Executive Officer, and/or staff member. As such, they must act honestly and put the best interests of the CSA ahead of their own interests. It also means that they must avoid or acknowledge conflicts of interest.
- 4.2. Directors, Executive, and staff members have limits on how they share information and with whom they may share it. Maintaining confidentiality also means that they must maintain the confidentiality of any person or sensitive information that they acquire during their service to the Board and CSA.
- 4.3. A breach of confidentiality may happen for a variety of reasons including but not limited to:
 - Disclosure of confidential information;
 - Disclosure of personal information, and
 - Conflicts of interest.
- 4.4. During their work, Directors, Executive, and staff members may have access to financial, personal or sensitive information about the CSA membership, staff and other Board members. In keeping with their duties, Board members shall not disclose information that they have received as a result of their position on the Board and shall not make improper use, either directly or indirectly, of any confidential information received.
- 4.5. Directors, Executive, and staff members have a large network of constituents, associates and other individuals to which they may have loyalty. While this is positive, it may cause a conflict of interest if a Director, Executive Officer, and/or staff member shares information that they have gained as part of their position or employment.
- 4.6. Directors, Executive, and/or staff members may suffer consequences if a breach of confidentiality occurs, whether it happens unknowingly or not. Consequences may vary depending on the circumstances and level of severity of the breach, as outlined in Bylaw 1, Section 10: Confidentiality.
- 4.7. All Directors and Executive shall sign a *Confidentiality and Conflict of Interest Agreement* upon ratification by the Board of Directors. The *Confidentiality and Conflict of Interest Agreement* may be changed only by the Executive on an annual basis, in the winter semester.
- 4.8. Signing the *Confidentiality and Conflict of Interest Agreement* is a condition of ratification for Directors and Executive of the CSA. Signed agreements shall be kept on file by the Policy & Transition Manager and shall expire each year on April 30.
- 4.9. It is the responsibility of the Policy & Transition Manager to ensure that all Directors and Executive sign the agreement.

CSA Board – February 5, 2020

Policy & Bylaw Review Committee
January 23, 2020

CENTRAL STUDENT ASSOCIATION

APPENDIX A – INTERNAL CSA POLICY *[Current Policy]*

4. Confidentiality and Conflict of Interest Agreement *[Former Section 3]*

- 4.1. All staff, Executive, and Directors shall sign a *Confidentiality and Conflict of Interest Agreement* upon ratification by the Board of Directors. The *Confidentiality and Conflict of Interest Agreement* may only be changed by the Executive on an annual basis, in the winter semester.
- 4.2. Signing the *Confidentiality and Conflict of Interest Agreement* is a condition of both employment for staff, and ratification for Directors and Executive of the CSA. Signed agreements shall be kept on file by the ~~Human Resources & Operations Manager~~ [President] and shall expire each year on April 30.
- 4.3. It is the responsibility of the ~~Human Resources & Operations Manager~~ to ensure that all staff and Executive sign the agreement. It is the responsibility of the Policy & Transition Manager to ensure that all Board members sign the agreement.
 - 4.3.1. If a matter arises where confidentiality has been breached by a staff, Director, or Executive who has not signed the agreement, the above responsible Executive member may be held financially liable for any losses the CSA may occur as a result of the breach in confidentiality. Ensuring the signing of agreements will waive such responsibility.