Maple 116 - 2055 Purcell Way
North Vancouver, BC V7J 3H5
Reception: (604) 984-4969
Website: www.csu.bc.ca

Capilano Students' Union

Governance Committee • Minutes

Tuesday, October 7, 2025 • 12–1pm • CSU Boardroom (Maple 116)

Attendees

Tushar Sachdeva	Arts and Sciences Representative
Sofia Hughes	Senator
Sanchit Kwatra	Student At-Large
Parinaz Judge	Student At-Large
Loveleen Sekhon	Student At-Large

Guests

Chris Girodat	Executive Director
Mayank Maini	Office Coordinator (minute-taker)

Excused Absences

Karan Deep Nain (Chair)	Accessibility Justice Coordinator
Navneet Kaur Rai	Education, Health & Human Development Representative

Unexcused Absences

Divyansh Saini	Queer Student Liaisons
Bhoomi Mittal	Student At-Large

The meeting was called to order at 12:07 PM by Tushar.

1. Introduction

1.1. **Land Appreciation**
The temporary chair provided a land acknowledgement.

1.2. **Roll Call / Check-In** [name, title, pronouns, access check]
Committee members and guests made introductions.

2. Adoption of the Agenda

MOTION (GOV-20251007-01) - Sofia
BE IT RESOLVED THAT the agenda be approved as presented
CARRIED

3. Consent Agenda

MOTION (GOV-20251007-02) - Sofia
BE IT RESOLVED THAT the items on the consent agenda be approved:

- **a) Requests to be excused**
  - i) Navneet Kaur Rai, EHHD representative (employment)
  - ii) Karan Deep Nain, accessibility justice (medical)

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a) **Approval of Minutes** (September 19, 2025)
b) **Other Motions**

CARRIED

4. Presentations
There were no presentations.

5. Unfinished Business
There was no unfinished business.

6. Decision Items

6.1. Ethics, Conduct, and Conflict of Interest Officer (Chris)

MOTION (GOV-20251007-03) - Sofia
BE IT RESOLVED THAT the Governance Committee recommend that the Board of Directors refer to the members a special resolution to amend the bylaws by adding a new Bylaw X after Bylaw IX as follows:

BYLAW X – ETHICS, CONDUCT, AND CONFLICT OF INTEREST OFFICER

1. An Ethics, Conduct, and Conflict of Interest Officer must be appointed by three-quarters resolution of the Board of Directors for a three-year term, and then until a successor is appointed. A person who has been a member, director, or employee of the Capilano Students' Union in the previous twelve (12) months is not eligible to serve as the Ethics, Conduct, and Conflict of Interest Officer.

2. Where the office of the Ethics, Conduct, and Conflict of Interest Officer is vacant, the Elections Administrator may exercise any of the powers or duties of the Ethics, Conduct, and Conflict of Interest Officer. If there is neither an Ethics, Conduct, and Conflict of Interest Officer, nor an Elections Administrator, then the Executive Director may appoint an interim Ethics, Conduct, and Conflict of Interest Officer, who may exercise any of the office's powers and duties as though they had been appointed by the Board of Directors, until the Board of Directors has made an appointment themselves.

3. The Ethics, Conduct, and Conflict of Interest Officer shall have the authority to investigate allegations that a director has violated bylaws or policies relating to ethics, conduct, and conflicts of interest, and to recommend sanctions to the Board of Directors or impose, themselves, sanctions in accordance with this bylaw.

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4. <u>Where the Ethics, Conduct, and Conflict of Interest Officer determines that a director has engaged in intentional, repeated, or egregious ethical violations, misconduct, or unreported or unmanaged conflicts of interest, the Ethics, Conduct, and Conflict of Interest Officer may impose any sanctions consistent with these bylaws that they determine appropriate, including but not limited to:</u>
    a. <u>an official warning;</u>
    b. <u>a requirement to undertake specific training;</u>
    c. <u>an order to do something or refrain from doing something;</u>
    d. <u>a suspension, with or without pay, from office; and/or</u>
    e. <u>removal from office.</u>

5. <u>The Ethics, Conduct, and Conflict of Interest Officer may be removed from office for just cause by a three-quarters resolution of the Board of Directors.</u>

- The Executive Director gave an overview of the proposed bylaw changes regarding the Ethics, Conduct, and Conflict of Interest Officer. The governance committee had previously instructed staff to explore appointing an external officer, independent of the executive, to handle ethics and conduct matters. The recommendation presented was to remove the requirement for board approval of the officer's measures and to clarify that the officer would not report directly to the board. The proposal also includes adding a new bylaw section to formally establish the grant the authority to enforce decisions to the existing Ethics, Conduct, and Conflict of Interest Officer position.

- In response to questions, the Executive Director clarified that the position already exists in the bylaws but remains vacant and that the individual must not have been a student or employee of the CSU within the past year. When asked about the rationale for the update, the Executive Director noted that this is a proactive measure in light of accountability concerns across the student society sector, as many unions are facing deficits and accountability challenges. The position will not be a staff role. The Executive Director further clarified that the funding for this role would be covered by the existing legal budget, with no separate allocation required. The officer would have discretion to impose sanctions directly or refer matters to the board, including removal from office if warranted. There is currently no specific

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cost estimate, as the position is already defined under the existing bylaws.

CARRIED

7. Discussion Items

7.1. Board Ethics & Conduct Policy (BD-01) & Procedure (BD-01.1) Review (Chris)

- The Executive Director explained that the board had recently undertaken a review of the board ethics and conduct policy and complaint procedure. One of the proposed bylaw amendments related to the ethics, conduct, and conflict of interest officer, which had already been discussed, while the second focused on revising the complaint procedure. Previously, the president served as the decision-maker in complaints, and if the president was a party to the complaint, the vice-presidents were assigned that role. The new approach would remove executives from the decision-making process entirely to ensure independence, and staff will draft a new procedure to reflect this. The Executive Director highlighted challenges with some past directors acting as though there were no consequences for misconduct and explained that it had been difficult to remove a director from office under the current structure. The new proposal introduces provisions clarifying that directors are only indemnified if they act honestly and in the best interests of the CSU, and that the organization would be authorized to recover damages in cases involving dishonesty or fraud. No draft language is yet finalized, and feedback or amendments are welcome.
- In response to questions, the Executive Director confirmed that the bylaw change regarding the officer will go to the board for approval on October 10, and if passed, it will proceed to the Annual General Meeting. Even if the motion is rejected, the policy review will continue, as the officer position already exists. The Executive Director clarified that students will be able to reach the officer through staff and that the role will function on an ad hoc basis with no minimum hours or meeting attendance requirements.

7.2. Membership Consultation on Executive Pay & Timekeeping Practices (Chris)

- The Executive Director shared the plan to review executive pay and timekeeping practices, noting that staff will canvass other student

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societies by October 17 to understand compensation models and hour tracking, launch a student survey on October 20 to gather member perspectives, invite written submissions and schedule open meetings of the Governance Committee in consultation with the chair for members to share comments and perspectives.

8. **Information Items**
   There were no information items.

9. **Confidential Session**
   There was no confidential session.

10. **Next Meeting**

    10.1. Tuesday, November 4, 2025, 12–1pm

11. **Adjournment**

The meeting was adjourned at 12:47 PM by Tushar.