

AGM By-Law Review

ARTICLE 14: DISCIPLINE OF DIRECTORS AND OFFICERS

14.1 Establishment of Disciplinary Policy

The Board shall establish and maintain a policy setting out disciplinary policies, procedures and measures applicable to Directors and officers of UWSA.

14.2 Disciplinary Process

If a disciplinary matter is raised concerning a Director or officer of UWSA, the following disciplinary process shall be followed:

- (a) a written report of the disciplinary issue shall be made to the Chairperson or, in cases where the disciplinary issues to be reported involve the Chairperson, a report shall be made to the Board;
- (b) the person who is the subject of the report will be provided a copy of such report and afforded a reasonable opportunity to be heard before any disciplinary decision is made, such hearing to be conducted in accordance with any applicable policies;
- (c) in a meeting of the Board, a Director or officer may be disciplined, for cause, on a Special Majority vote of the Directors present, provided that notice of intention to pass such a motion at a meeting of the Board must be given in the agenda as set out in Section 7.3; and



(d) a Director or officer may only be removed from office for disciplinary matters in accordance with Section 6.6, in the case of Directors, or Section 8.8, in the case of officers. Proposed Policy

Policy regarding Discipline of Directors and Officers

OBJECTIVE: To strengthen and ensure the transparency and accountability of Directors and officers of UWSA.

PART I: POLICY STATEMENT

(a) The Terms of Reference for each Executive is set out in the Executives Duties outlined within the UWSA Executive Policy (Sections 6.0-6.5). The operation of the organization is greatly affected by the performance of its Executive. The purpose of this policy is to set out the performance expectations for the Executives, assist in preventing instances of misconduct, and to outline measures to be taken in the event an Executive fails to meet the expectations outlined herein.

(b) Discipline is not intended to be punitive in nature, but rather is intended to correct and improve performance. The UWSA wishes to ensure all members of the Executive and Board perform their duties in compliance with all bylaws, rules, regulations, instructions, procedures, and best practices; and where such performance falls short, reasonable opportunity for performance improvement will generally be available, except where misconduct is so serious that correction and improvement is not feasible or appropriate

PART II: DIRECTOR AND OFFICER RESPONSIBILITY



(a) Each Executive and Director is expected to be aware of and adhere to the following:

(i) Corporate bylaws, codes, policies, and procedures;

(ii) Applicable University bylaws, codes, policies, and procedures;

(iii) Applicable federal, provincial, and municipal legislation and regulations;

(iv) Strict abstention from any type of act that has, or might reasonably be seen to have, an adverse effect on the reputation or the proper functioning of the Corporation; or on the health, safety, or rights of any persons or groups;

(v) Competent portfolio management including expectations set out in the UWSA Executive Policy and job descriptions; and

(vi) Any other guidelines, rules, regulations or policies as set out by the Board or Council. Any such guidelines should be communicated in writing to each Executive by the President, in consultation with the General Manager. Where any material changes are made to any such document applicable to one or more of the Executives, such changes will be communicated to all of the Executives in writing.

(b) In relation to Executive accountability, the President shall be responsible for the following:

(i) Alerting the Chair of the Board of Directors immediately in the event that misconduct, or other serious performance issues have been identified with an Executive.



(ii) Addressing and resolving any barriers that may

prevent Executives completing their work duties as assigned;

(iii) Providing each Executive with adequate training, staff, support, and equipment in order to complete their assigned duties, in conjunction with the Chief Operating Officer and the management team of the Corporation; and

(iv) Notifying the Executive immediately when an issue relating to the Executive's performance has been identified.

(c) In relation to Executive accountability, the other Executives are responsible for the following:

i) Alerting the Chair of the Board of Directors immediately in the event that misconduct, or other serious performance issues have been identified with the President.

(ii) Notifying the President immediately when an issue relating to the President's performance has been identified.

(d) In relation to Director accountability, The other Executives and Directors are responsible for the following:

i) Alerting the Chair of the Board of Directors immediately in the event that misconduct, or other serious performance issues have been identified with a Director.

ii) Notifying the Director immediately when an issue relating to to their performance has been identified.



PART III: DISCIPLINE PROCESS AND PROCEDURE

(a) Initiation of Disciplinary Process:

(i) In the event that Director or officer is believed to have failed to meet their duties and responsibilities, as set out in this document or the UWSA Policies, a disciplinary process may be initiated.

(ii) The disciplinary process shall be initiated upon receipt of a written complaint in relation to a Director or officer's conduct. A written complaint in relation to such conduct should be directed to the Chair of the Board of Directors. The complaint must contain the name of the Director or officer, the name of the complainant, all relevant witnesses and factual particulars of the complaint.

(iii) Upon receipt of a complaint, the Chair shall prepare a written outline of the complaint setting out the particulars of the Director or officer's conduct. The written particulars shall be provided to the Executive or Director for response. The subject of the complaint may obtain their own independent legal advice and their representative may provide a written response on their behalf.

(iv) Following the receipt of a complaint, the Board shall, by a vote requiring a simple majority, determine whether the disciplinary process will be initiated, having regard to the nature and seriousness of the allegation(s) of misconduct, the Director or officer's response and the need for further investigation.

(v) If the Board determines that the disciplinary process shall be initiated, the Board will establish an ad-hoc Discipline Committee in accordance with Article 9 of the UWSA By-Laws to consider the



complaint setting out particulars of the Executive or Director's conduct.

1. A Discipline Committee established by the Board may only investigate the conduct of the Director or officer for which it was formed.

2. The creation of a Discipline Committee by the Board to investigate an Director or officer's conduct does not preclude the creation of another Discipline Committee to investigate the conduct of a separate Director or officer.

(b) Constitution of a Discipline Committee:

(i) The Discipline Committee shall be comprised of:

1. Four (4) members of the Board (who are not the subject of the complaint), voting;

2. The President, ex-officio, voting.

3. General Manager, ex-officio, non-voting.

(ii) In the event that the President is the subject of or a witness in the Discipline Committee's investigation, the Vice-President Finance and Operations or their designate shall assume their position on the Discipline Committee.

(iii) In the event a member of the Discipline Committee has a conflict of interest, they must recuse themselves and the remaining voting members shall name a replacement from Council, the Board, or the Executive Council.



(iv) Quorum of the Discipline Committee shall be three (3) voting members.

(v) The Discipline Committee shall elect from amongst itself a

Chair, who shall not be either the Chair of the Board or the President.

1. In the event that the Vice-President Finance and

Operations has assumed the President's position on the Discipline Committee, they shall not be eligible to be elected as the Chair of the Committee.

PART IV: DISCIPLINE COMMITTEE'S MANDATE

(a) Upon receipt of the particulars of a complaint, the Disciplinary Committee shall:

(i) Initiate an investigation, which may be conducted by a person appointed by the committee, to determine whether the matter warrants any form of discipline if it is determined such an investigation is required.

(ii) Receive and consider the result of any investigation and advise the parties of the outcome of such investigation.

(iii) Determine whether informal or formal action, including discipline, is recommended, as appropriate.

(b) The Discipline Committee shall be permitted to engage an external investigator where required, to conduct a fact-finding



investigation in relation to any alleged misconduct outlined in the particulars of a complaint at any time.

PART V: CONDUCT OF INVESTIGATION

(a) Once a decision has been made to initiate an investigation, the Disciplinary Committee shall promptly notify the Director or officer whose conduct is in question. The Director or officer may be placed on leave pending the investigation.

(b) The Director or officer shall cooperate fully and in good faith as part of any investigation. During any investigation the Director or officer shall have the right to respond to the allegations and may obtain independent legal advice and representation in the conduct of the investigation. However, such representative will not impede the conduct of the investigation, refuse questions or answer on behalf of the Director or officer.

14.6 NOTICE TO MEMBER AND MEMBER'S RIGHT TO HEARING

(a) If, after an investigation, the Discipline Committee concludes that a form of discipline may be warranted, it shall promptly notify the Director or officer in question.

(b) The notice shall be in writing and shall be sent to the person's email address on file with the UWSA. If the Director or officer is on leave at the

time, the notice shall be sent by courier to the last mailing address on file with the Corporation.



(c) The notice shall inform the Director or officer that they may respond to the discipline recommendation by making written submissions, or by asking for oral submissions before the Discipline Committee.

(d) The Director or officer's response to the notice may be received by the Discipline Committee within fifteen (15) days of delivery of notice, subject to any extension requested by the Director or officer and granted by the Committee.

PART VI: ORAL SUBMISSIONS

(a) If the Director or officer or their legal representative elects to respond to the notice by way of written submissions, the Discipline Committee shall render a decision on the basis of the investigation report and other such submissions.

(b) If the Director or officer elects to have a hearing, the Discipline Committee shall hold a hearing of oral submissions as soon as is practical.

(c) The Discipline Committee shall have the power to determine procedures of the hearing of submissions as appropriate. Unless the Discipline Committee determines otherwise, the hearing shall be limited to oral submissions by the Director or officer or their legal representative and any reply by an appointed member of the committee. The parties may make submission on whether misconduct occurred and the nature of any discipline to be taken. The Director or officer, if not represented by counsel, may attend with a support person to assist them.



(d) Should the Discipline Committee find disciplinary action appropriate, the Discipline Committee may then communicate a recommendation to Council that the Director or officer undergo such discipline as it considers just. Such recommendations of discipline may include:

(i) A reprimand; and/or

(ii) A suspension (with or without pay), lasting no longer than 5 days; and/or

(iii) Dismissal for cause.

The Committee shall endeavor to achieve a reasonable measure of consistency in recommending penalties upon analogous facts.

14.8 DISCIPLINARY ACTION AGAINST THE DIRECTOR OR OFFICER

(a) Pursuant to the Bylaws of the Organization, Council shall have the authority to enforce disciplinary action against an Executive or Director, up to and including removal from office, by a two-thirds
(i) Special Majority vote, with or without a recommendation from the discipline committee.

