

Minutes of the 2020 Annual General Meeting
Thursday, September 24, 2020
Virtual Meeting, Hosted online using GoToWebinar

Date: Thursday, September 24, 2020

Format: Virtual meeting, hosted online using GoToWebinar

Agenda:

- Call to Order, Welcome, Introductions & Virtual Instructions
- Adoption of 2020 AGM Meeting Rules
- Adoption of 2019 AGM Minutes
- President's Report: A Year in Review & A Look Ahead
- Report of the Auditor
- Adoption of the Auditor's Report & other 2019/2020 Financial Considerations
- Appointment of Auditor for Ensuing Year
- Adoption of the 2021/2022 budget
- Election of Directors
- Special Member's Proposal #1
- Special Member's Proposal #2
- Other business as properly arises before the meeting or any adjournment thereof

Present:

- 59 registered voters and 34 registered voters through proxies, representing 138 properties and businesses.

Commencement of the Meeting

As SBIA bylaws require at least 15 voting members in attendance to conduct a meeting, Emma Carscadden, SBIA President and Chair of the meeting welcomed everyone to the meeting and announced there was quorum in place for the AGM and that it was properly constituted for the transaction of business.

The meeting was recorded and minutes transcribed by Sam Hamilton, Manager of Member Services & Operations.

Meeting called to order: 10:02am

Emma acknowledged that here in Strathcona we are convening on the unceded territory of the Musqueam, Squamish and Tsleil-Waututh Nations.

It was explained to members that due to COVID-19 the meeting was being held by virtual means. Special guests were introduced including technical support for the meeting, Pam Ryan, the SBIA Board of Directors, SBIA Auditor, SBIA Lawyer, Special Guests, Meeting Scrutineer, SBIA Executive Director, and SBIA staff.

Pam Ryan (Technical Support) explained to members the features of the platform including: how they can engage with the platform, ask questions, unmute themselves, how to vote, and how to contact technical support during the meeting.

Emma mentioned to members that they received a copy of the AGM package through Canada Post or email and that it was sent prior to the meeting and that all materials can be found on the SBIA website. She also took the time to explain how voting worked including proxies, authorized representatives, how many votes could be used by each member, and that staff have recorded the number of votes held by each attending member and that they only need to raise their virtual hand once.

Meeting Rules of Order

Emma Carscadden called the members' attention to the meeting rules of order which could be downloaded in the handouts tab of the platform. She also verbally read each rule during the meeting.

Emma asked if there were any questions regarding the meeting rules of order. There were no questions about the meeting rules but there were a number of questions regarding technical support. These questions were answered and members received support regarding their technical issues.

Motion: A motion by Director Jason Gilron and seconded by Director Anu Kainth to accept the meeting rules of order. Those in favour were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. Motion carried.

Minutes of the Last Annual General Meeting

Board Secretary Kathy Tuulos noted that the last Annual General Meeting of the Association was held on September 26, 2019 and that copies of the minutes were available on the SBIA website and were cited in the AGM package that was sent to all members.

She also noted that under Roberts Rules of Order a motion to approve the minutes is not required unless there is a debate about any corrections. There were no corrections and the minutes were approved.

Pam Ryan noted that there were a few member questions. The questions were unrelated to the agenda item and pertained to the SBIA rebrand, meeting procedure, and technical

support. These questions were answered by the chair and technical support was provided. Staff committed to a follow up communication regarding brand questions.

Board Report

Emma Carscadden presented the board report. Highlights included:

- Challenges that all our members and the area face due to COVID-19
- Advocacy efforts to support members through COVID-19
- Increasing our safety patrol from 8 hours per day to 24 hour, 7 days a week coverage for the months of April-September
- Partnered with all BIAs in Vancouver to launch the Open With Care Campaign
- Launched a COVID-19 grant program to support members with the costs of reopening
- Ongoing advocacy on homelessness, Strathcona Park encampment, and safety challenges
- Property tax advocacy including the shift of 2% of commercial taxes to residents over three years
- The launch of the new Strathcona district placebrand
- New street banners
- New SBIA member website
- Further investment into the SBIA core programming

Emma closed by saying that we will continue to advocate, support, and make every dollar count so members thrive in a strong local district economy.

Report of the Auditor, Consideration of the 2019-2020 Financial Report

Board Treasurer Anu Kainth stated that the 2019-2020 audit was conducted by Tompkins Wozny, Miller, and Company. The audited financials were mailed and emailed to members as part of the AGM Package, and were available for download on the SBIA website and uploaded as a PDF copy as a document in the webinar control panel.

She then introduced SBIA auditor, Eric Allas, partner at Tompkins Wozny, Miller, and Company. Erik reported that the SBIA had a clean audit and that in their opinion the financial statements present fairly in all material aspects and reflects the financial position of the association as of March 31, 2020.

Motion: A motion by Director Monica Reyes and seconded by Director Kathy Tuulos to receive the 2019-2020 Audited Financials Statements as presented. Those in favour were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. Motion carried.

Appointment of Auditor for Ensuing Year

Motion: A motion by Member Elijah Fast and seconded by Director Tammy Tsang to appoint Tompkins, Wozny, Miller, & Company as auditors for the ensuing fiscal year. Those in favour

were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. Motion carried.

Adoption of 2021-2022 Budget

The Board of Directors gave an introduction to the 2021/2022 Budget. Including a comparison between this year's proposed budget and the budget approved by members at the last AGM. Highlights included:

- Building a budget one year out requires the board to make multiple considerations. First and foremost the needs of the members, the strategic plan, cost of running the organization year over year, and retained earnings
- Just as budget planning was starting the COVID-19 pandemic was emerging and the impact was starting to show as businesses were required to shut their doors or alter operations
- Significant cuts, changes, and reprioritizations were made to respond to the challenges members face
- 34% reduction in the SBIA levy
- A total budget of \$1,067,900, comprising a BIA levy of \$691,240, a surplus carried forward of \$374,160, and investment income of \$2,500
- The Board is taking a multiple year approach to the surplus working to keep the levy lower as we continue to work with a budget that meets service and programming needs for the members
- The SBIA keeps a contingency in the case of unforeseen circumstances and if the cost of our programming services rise per the Board's surplus and contingency policy
- 3% reduction in the SBIA budget overall
- 93% decrease in Good Governance
- 5% increase in Local Economic Development. This is the part of the budget that includes community safety, placemaking, beautification, and the promotion of members. The increase will be used to support core services and the programs that support all members. The cost of services, such as graffiti removal, street cleaning, private property debris pick-up, and security are all facing increases.
- 13% decrease in Community Relations
- 10% cut to operating costs
- 2% cut to payroll

Emma asked if there were any questions regarding the 2021/2022 budget as presented.

Member Discussion included:

- Clarification on the difference between the reduction in the levy and the overall budget. Response: The Levy has been reduced by 34% by using retained earnings from the previous year and the overall budget has decreased by 3%
- Clarification on why the cost of graffiti removal has increased. Response: Strathcona has seen a significant increase in graffiti over the past year including graffiti that is more difficult or impossible to paint over and high level graffiti

- Clarification about the board operating reserve policy and why it is needed. Response: The organization has an internal requirement of a minimum of 25% of the budget or 3 months of operating costs to be kept in reserve per a board policy. This has been confirmed with the SBIA auditor and accountant as best practise for not-for-profit-organizations. The surplus would be used in the event of a fiscal emergency, economic event or downturn in the outside world. The surplus encompasses all of our expenses including the contracts for safety, graffiti removal services, and staff.
- Clarification on the safety and security budget and program. Response: Almost the entire SBIA safety and security budget is allocated to a contract with Paladin Security to patrol the entire district. The patrol is based in a vehicle and conducts foot patrols. Due to COVID-19 this program was extended to 24 hour coverage. It has since gone down to 16 hours a day. The program responds to calls and proactive check-ins.
- Clarification on the payroll budget, what the 2% reduction is based on, and if staff will be getting raises. Response: The budget to budget comparison shows a 2% reduction. The 2% reduction is not based on the actuals from 2019/2020 which was \$204,033 but the budget itself. When the board reviewed the actuals and then considered what would be required they landed on \$245,000. The board is committed to supporting the three staff members with compensation that is appropriate for the roles they are providing and the service they are providing to the members while still managing your dollars appropriately.
- Concern was raised that the budget comparison was based on budget to budget comparison and not budget to actuals. Response: Staff and board will take this note into consideration for the coming year.
- A request from a member to see the board operating reserve policy. Response: Details regarding the policy will be shared in a follow up communication.
- A comment from a member that reducing community services will degrade rents and increase vacancy in the area. It is very important for the BIA to have some capital so it can continue to support our community.

Motion: A motion by Director Peter Joe and seconded by Member Wes Everaars to approve the 2021/2022 budget as presented in the AGM materials. Those in favour were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. Motion carried.

Election of Directors

In 2019/2020, the Board consisted of both tenants and owner/operators in accordance with our bylaws. Geographically, there is representation from the Railtown area, the Downtown Eastside Oppenheimer District, the industrial areas both north and south of Hastings, and East Hastings.

As required by the bylaws the SBIA put out a call for nominations this past summer. All nominations were for incumbent directors. There were no nominations for non-incumbent directors.

The individuals nominated in accordance with the election guidelines were:

- Emma Carscadden - 715 East Hastings
- David Greaves - Mission Possible
- Anu Kainth - 485 Railway & 395 Alexander
- Jason Gilron - Pacific Restaurant Supply
- Monica Reyes - Monica Reyes Gallery
- Tammy Tsang - My Loud Speaker Marketing

Per our bylaws, as few as 8 and as many as 12 directors can serve on the Strathcona BIA board of directors. The SBIA received 6 nominations - all of whom have been members in good standing for at least 6 months prior to the close of nominations and all who were nominated by members in good standing. We are pleased to announce all 6 nominees have been elected by acclamation.

Special Member Proposal 1

As a non-profit society, the Strathcona BIA is accountable to the Society's Act. This gives members of the society the opportunity to put forward proposals at the AGM.

When it came to reviewing this proposal, the board applied the following principles:

- Every dollar counts
- That they practice responsible fiscal stewardship of the organization, just as would apply to their own businesses and properties
- The application of the same business acumen and discipline when making financial decisions for the SBIA in service to its members that they would make for their own businesses
- To do right by members and ensure the BIA fulfills its mandated role

Through hard work by the Board of Directors, we were able to reduce the BIA levy by 34%. They did this by carrying over a surplus created through strong fiscal management. Not only does this represent \$374,160 that members do not have to pay for the coming year, it aligns with sound fiscal practice and internal SBIA policy that directs we maintain an operating reserve fund at a minimum ratio of 25% or 3 months of the annual expense budget.

To this end, the Strathcona BIA Board of Directors did not recommend approving the member proposal.

Motion: A motion by Member Ali Pirbhai and seconded by Member David Russell that the March 31, 2020 BIA Fund end of year balance be used as revenue for the 2021/2022 so that the “BIA Levy” on the Strathcona 2021/2022 budget can be reduced by the amount of the BIA Fund March 31, 2020 end of year balance. Those in favour were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. This motion was not carried.

Special Member Proposal 2

The Board of Directors did not support the second member proposal and reported that they are not in fact allowed to provide the information requested.

As this proposal is currently drafted, it would breach the SBIA’s obligations under the Personal Information Protection Act (PIPA). The SBIA can’t disclose this information on a payee basis where it pertains to an individual.

With respect to directors and employees, there is specific information that must be disclosed in the financials under the Societies Act, which is done in the audited financials each year. Any further information would also be a breach of PIPA.

Not only does the Board of Directors not support this motion, as it is currently worded, they would be hard pressed to find a way to meet its conditions due to a potential breach of privacy.

Emma asked if there were any questions regarding special member proposal 2.

Member Discussion included:

- A comment that if the motion is not legal, how can members vote on a motion that is going to go contrary to the law. Response: The SBIA is required by the Societies Act to table special member proposals that meet the appropriate conditions and that the board has given you their perspective on it.
- A comment that City Hall discloses employee wages. Response: The SBIA is not a public institution. The salary information we are required to disclose under the Societies Act is in the audited financials.

Motion: A motion by Member Ali Pirbhai and seconded by Member David Light that the Strathcona BIA publish on their website www.strathconabia.com with a link from the home page, payments made for all and any purposes to staff, directors and members and any

companies that Strathcona BIA staff, directors or members are affiliated with. Payments should be totalled by payee and purpose of payment. Those in favour were asked to raise their virtual hand. Those not in favour were asked to raise their virtual hand. Vote was tabulated. This motion was not carried.

Meeting Adjournment

Motion: A motion by Director Tammy Tsang to adjourn the 2020 SBIA Annual General Meeting. Motion carried.

Meeting Adjournment: 12:35pm