

**Minutes of the 2021 Annual General Meeting
Thursday, September 23, 2021
Virtual Meeting, Hosted online using Zoom Meeting**

Date: Thursday, September 23, 2021

Format: Virtual meeting, hosted online using Zoom Meeting

Agenda:

- Call to Order, Welcome, Introductions & Virtual Instructions
- Adoption of 2021 AGM Meeting Rules
- Adoption of 2020 AGM Minutes
- Adoption of 2021 SGM Minutes
- President's Report: Year in Review & A Look Ahead
- Report of the Auditor
- Adoption of the Auditor's Report & other 2020/2021 Financial Considerations
- Appointment of Auditor for Ensuing Year
- Adoption of the 2022/2023 budget
- Election of Directors
- Adjournment

Present:

- 41 registered voters and 26 registered voters through proxies, representing 113 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 it was properly constituted for the transaction of business.

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

Meeting called to order: 3:03pm

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 the continued uncertainties around COVID-19 the meeting was being held virtually. Emma provided the contact information for tech support and explained that everyone was in listen-only mode and members will have the option to unmute their microphones during designated questions periods. She also mentioned that members had the choice to appear on video.

Special guests were introduced including technical support for the meeting Pam Ryan, the SBIA Board of Directors, Auditor of the SBIA Financial Statements, SBIA Lawyer, City of Vancouver Representatives, Theo Lamb former SBIA Executive Director, Meeting Scrutineer, and SBIA staff.

Pam Ryan (Technical Facilitator) was introduced and 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 21 days 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, and how many votes could be used by each member.

Meeting Rules of Order

Emma Carscadden called the members' attention to the meeting rules of order that were displayed on screen. She also verbally read each rule during the meeting.

Emma asked if there were any questions regarding the meeting rules of order.

Elijah Fast requested that all motions during the meeting be voted on by poll.

Member Discussion Included:

- A member inquired about number 8 of the meeting rules: "a member is allowed to address the Chair twice per agenda item", the member indicated a preference for not limiting the opportunities for people to speak. A proposed amendment was made to take out rule 8 out of the meeting rules. Response: The intention behind the rule was to help respect everyone's time at the meeting.
- There were no further questions on the proposed amendment

Motion: A motion by Joe Chaput and seconded by Charles Wertman to amend the meeting rules of order and remove meeting rule number 8. This motion was not carried.

Pam Ryan, noted that there were a few member questions. The questions were unrelated to the agenda item and pertained to how to vote and how many voting members were in attendance. These questions were answered and technical support was provided.

Motion: A motion by Jason Gilron and seconded by Anu Kainth to accept the 2021 AGM meeting rules. Motion carried.

Minutes of the Last Annual General Meeting & Special General Meeting

Board Secretary Kathy Tuulos noted that the last Annual General Meeting of the Association was held on September 24, 2020 and a Special General Meeting was held on January 28, 2021. 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 to the minutes for the last Annual General Meeting on September 24, 2020 nor for the Special General Meeting on January 28, 2021 and the minutes for both meetings were approved.

Year In Review

Emma Carscadden and the Board of Directors presented the board report. Highlights included:

- The Board and organization's commitment to delivering value to members through programs, services, advocacy, and promotions that help our business community thrive.
- Efforts around COVID-19 Recovery, including launching a COVID-19 Recovery Grant program to support SBIA business and property owners affected by the pandemic.
- Investments in placemaking initiatives in Strathcona, including several new murals in partnership with Vancouver Mural Festival and local property owners.
- Through SBIA Street Cleaning partnerships with Coast Mental Health, United We Can, and Mission Possible, team members picked up over 1000 bags of litter, 2960 needles, and provided 2411 hours of time (an average of 46 hours per week).
- Completed 70 private property debris pick-ups last year and made daily reports to VanConnect for debris in lanes and on public property, saving members over \$10,000 in removal fees.
- Through the SBIA Graffiti Removal program, 7,386 graffiti tags were removed in the district last year. SBIA members received unlimited removals of tags 12 feet and under. The program also helped to remove 4,595 square feet of high level tags.
- SBIA advocacy efforts included securing additional funding from the City of Vancouver for street cleaning in Strathcona, funding and support to clean and remove animal and human waste, and \$35,000 in City funding for additional graffiti removal.
- Continued advocacy for commercial tax reforms and changes to the Provincial property valuation system, including lobbying for legislative change to achieve lower taxation and valuation on existing use, through new tools such as split assessments.
- Shared about the creation of the Temporary Expedited Patio Permit program that allows businesses to apply for a permit to set up a temporary patio.
- Continued advocacy for parks and green spaces so that the community can enjoy them.
- Activated the SBIA new commercial district placebrand and ran ten promotional campaigns and events. Featured 72 unique businesses from diverse sectors across our channels.
- Campaigns included Dine Strathcona to showcase the vibrant SBIA culinary sector, SBIA automotive sector promotion, and Art Walk Strathcona which celebrated the SBIA gallery sector.

- Partnered with other BIA districts to bring Vancouverites a holiday Gift Big Shop Small Campaign, a February Love You City Campaign, and a summer patio campaign.

Emma closed by saying that there are still new challenges ahead, as businesses continue to navigate the road to recovery and the SBIA will continue to meet those challenges head on in service to a thriving district economy and compassionate community.

Report of the Auditor, Consideration of the 2020-2021 Financial Report

Board Treasurer Anu Kainth stated that the 2020-2021 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 are available to download on the SBIA website. They were also uploaded to the chat function in Zoom.

Anu introduced the Auditor, Erik Allas, who is a partner at Tompkins Wozny, Miller, and Company.

The Auditor presented the auditors report to the members. Highlights included:

- The role of the SBIA management is to prepare the financial statements and deploy internal controls as they deem them necessary to ensure the financial statements are free from material misstatement, whether due to fraud or error.
- The role of the board of directors and the treasurer are oversight and direction on the financial reporting process.
- The role of the auditor is to come in after the year has closed and do an independent assessment and provide their auditors report. This includes doing a risk assessment, verifying the disbursements, making sure they are authorized, ensuring valid payroll and operating costs, the completeness of the levy and other revenues and revenue recognition, looking at the cash, making sure it exists, and making sure there is a transparent story of historical financial statements and what took place.
- In their opinion as independent auditors they believe the financial statements present fairly, in all material respects, the financial position of the Association as at March 31, 2021 and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Anu thanked the auditor for the report and asked if there were any questions regarding the 2020-2021 Audited Financials.

Member Discussion Included:

- A question unrelated to the agenda item asking how many voting members were in attendance on the Zoom platform. Response: At the time of the question, there were 39 voting members and a total of 49 people online.
- A member asked the Auditor if the financials are audited for compliance to City of Vancouver bylaws, specifically bylaws 11757 and 11758. Response: The Auditor replied that their role is to make sure the financial statements adhere to generally accepted accounting principles. They

verify the City of Vancouver levy and the City of Vancouver verifies the levy to them independently to ensure the levy revenue is reported appropriately and completely. The auditor verifies that this is a transparent story of the historical financial statements for the year.

- A member asked the Auditor what assurance they have that the SBIA is a non-profit organization under section 149 1L of the Income Tax Act? Response: The Auditor replied that they would defer to legal counsel for advice on that because they are not a tax lawyer, but noted that their thoughts were that the organization is incorporated as a not-for-profit organization. Not-for-profits can be organized and operated for civic improvement, like a BIA and as long as it's not operating for the purposes of a profit for individuals, as far as they know it operates as a not-for-profit organization.

Motion: A motion by Monica Reyes (Kathy Tuulos) to receive the 2020-2021 Audited Financials Statements as presented. Motion carried.

Appointment of Auditor for Ensuing Year

Motion: A motion by David Greaves and seconded by Kathy Tuulos to appoint Tompkins, Wozny, Miller, & Company as auditors for the ensuing fiscal year. Motion carried.

Adoption of 2022-2023 Budget

The Board of Directors gave an introduction to the 2022/2023 Budget. Highlights included:

- Last year members approved applying a significant portion of the surplus to reduce the 2021/2022 levy for members by 34% compared to pre-COVID levels. To continue to assist with COVID-19 recovery, the Board is proposing that \$180,350 from our surplus be applied to the 2022/2023 levy.
- A proposed budget of \$1,110,350 and a BIA Levy of \$927,500, to continue delivering the programs, services, advocacy, and promotions that members expect and rely on.
- 4% increase to the budget overall when compared to the 2021/2022 budget, with all increases geared towards member services and programs.
- 11% decrease to operating expenses compared to the 2021/2022 budget, as staff have further been encouraged to make cuts where possible in light of continued COVID-19 recovery.
- The Board is committed to paying staff appropriately and competitively for their work
- A leaner governance budget due to changes in how we convene and govern as a result of COVID-19.
- Local Economic Development, the budget that supports the safety and sanitation programming, placemaking, beautification, and promotion of the district and our members, would increase 6% compared to the previous year's budget. In particular, the Graffiti Removal budget would increase due to the rising rate of graffiti across Strathcona.
- The Board remains committed to community sponsorships so that other local organizations serving the economic resilience of the district are supported.

- With this budget the SBIA can continue to provide the core services, programs, and advocacy efforts that benefit members, while keeping recovery in mind when it comes to member levy costs.

Emma asked if there were any questions regarding the 2022/2023 budget as presented.

Member Discussion Included:

- A member asked about where advocacy was falling under the budget, underscoring that advocacy around the development happening in the area, especially along East Hastings, should be on the SBIA's radar. Response: Advocacy is spread across all of the budget areas. In many ways the primary role of the Executive Director is doing advocacy. The new ED will be able to pick-up our advocacy on a lot of the development that is going on in the neighbourhood.
- A member asked the directors what assurances do they have that the SBIA is a non-profit organization under 149 1L of the Income Tax Act? Response: We have every assurance that we are a not-for-profit. We are operating under all of the appropriate regulations and statutes as required and the City of Vancouver passes our budget and reviews all of the materials every year so we have no concerns and neither does the City on those items. In regards to the specific statutes of the Income Tax Act, we will have to follow-up specifically offline.
- A member asked what do you plan to do with the reserve that you propose to keep? Response: The reserve fund is emergency funds. Should the organization be forced to dissolve it would help us run out our programming and pay our contractors for the final six months of the organization. It is standard practice for all organizations, not-for-profit and otherwise, to have emergency funds should an emergency come up. We also have the ability to pull money from that fund to put towards programming, operational costs so that it doesn't impact your levy.
- A member asked is any part of the SBIA income available for the benefit of members? Response: None of the directors or volunteers are being paid a salary or stipends. Some of our contractors are members but they provide a service in exchange for these funds. We also have a grant program, as many BIAs do, that provides matching funds for programs, services, and purchases that benefit both their business and organization overall and that is a standard BIA program across the country.
- A member shared a variety of comments including a preference for seeing more detail in the budget line items, a preference for seeing a greater level of detail in meeting minutes, a concern around the amount that was spent to develop the new commercial district placebrand, and concerns around the current size of the BIA reserve. They provided a synopsis of the impact COVID has had on their tenants, the SBIA levy, and experience trying to connect with the Board and Executive Director last year. They indicated their willingness to open a line of communication. Response: The Board appreciated the challenges this member is experiencing and committed to following up with this member on these items.
- A member asked what is happening to the money saved by not paying the Executive Director right now? Response: The Board didn't have the specific amount that is not being paid currently for the vacant Executive Director position.

- A member asked if staff wages are hidden in other budget categories outside of payroll?
Response: The staff payroll is there as one line item, and salaries are not placed in any other budget line items.
- A member asked the Auditor if they file the BIA's annual tax return, and if yes, is the tax return that is filed consistent with other non-for-profit organizations? Has the CRA sent a notice of assessment acknowledging these returns? If yes, then should we not be able to safely assume that the CRA recognizes the BIA as a not-for-profit? Response: The Auditor replied that as part of the audit they do look in general around the rules and regulations of the organization to make sure the financial statements are fairly presented. Since the SBIA is a registered not-for-profit organization the BIA is required to file a corporate tax return T2 and T1044. The T2 is acknowledged.
- Former Executive Director Theo Lamb provided a few comments, including gratitude for the Strathcona BIA having their new brand in place before COVID hit, so that it could be rolled out during a critical time for the membership. Theo encouraged the Board to take up the invitation for communication that was referenced by a member earlier, and noted the tracking of all time spent on communication with members during her time as Executive Director. Theo offered her support to provide further context on any of the decisions that were made when she was still with the organization.
- A member shared comments about wanting to see more detail on BIA financial statements and budgets, including a staff wages breakdown, Statement of Financial Position, and Statement of Cashflow, and stated a preference to hold the budget to what we had last year, especially since businesses are having a tough time right now. Response: We will take these comments about the additional detail to discuss with our treasurer and our new ED when they come in.
- A member shared a comment to thank staff and the security patrol for helping them out, including on things like graffiti tags, needle pick-up, debris pick-up, and providing timely responses. They really appreciate it and they personally think they are getting good value from the SBIA.

Motion: A motion by Peter Joe and seconded by Bill Diamond to approve the 2022/2023 budget as presented in the AGM materials. Motion carried.

Election of Directors

In 2020/2021, 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 Strathcona BIA put out a call for nominations this past summer. Four nominated directors were incumbents and one nomination for a non-incumbent director were received. The individuals who were nominated in accordance with the Election Guidelines were:

- Duncan Wlodarczak, Onni Group
- Elijah Fast, 325 Railway

- Kathy Tuulos, Lowtide Properties
- Peter Joe, Sunrise Soya Foods
- Ronald A. Zisman, 603 Powell

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 five nominations, all of whom have been members in good standing for at least six months prior to the close of nominations, all nominated by members in good standing. It was announced that all five nominees have been elected by acclamation.

Emma thanked staff, partners, special guests at the meeting, as well as all members in attendance.

Meeting Adjournment

Motion: A motion by Elijah Fast to adjourn the 2021 SBIA Annual General Meeting.

Meeting Adjournment: 4:52pm