

Minutes of the November 2021 Special General Meeting
Thursday, November 18, 2021
Virtual Meeting, Hosted online using Zoom Meeting

Date: Thursday, November 18, 2021

Format: Virtual meeting, hosted online using Zoom Meeting

Agenda:

- Call to Order, Land Acknowledgement, Introductions & Virtual Instructions
- Adoption of SGM Meeting Rules of Order
- Message from the SBIA Board
- Proposed Member Resolution
- Adjournment

Present:

- 26 registered voters and 16 registered voters through proxies, representing 77 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 SGM 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: 10:05am

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 contact information for tech support and explained that everyone was in listen-only mode and members had the option to unmute their microphones during designated questions periods. She also mentioned that members had the choice to appear on video.

Emma Carscadden explained that the Strathcona BIA (SBIA) is governed by the Societies Act and under the Act we are required to convene our membership for an SGM if a meeting is requested by at least 10% of voting members.

16 individuals representing 21 society members in good standing have signed onto a requisition calling for an SGM to consider hiring an accounting company to review SBIA accounting records and board of director minutes to determine that the SBIA is in compliance with the Income Tax Act, City of Vancouver bylaws, and the SBIA constitution.

Emma then introduced the board of directors, special guests, technical support for the meeting, SBIA Lawyer, City of Vancouver Representatives, SBIA Director Executive Vincent Kwan, the meeting Scrutineer, and SBIA staff.

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

Emma mentioned to members that they received a copy of the SGM 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. A link to the meeting rules of order was uploaded into the chat. She also verbally read each rule during the meeting.

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

Member Discussed Included:

- A request by Elijah Fast that all motions during the meeting be voted on by poll.
- A member asked a question not related to the motion, requesting clarification on how much time the board needed to respond to questions from the last AGM and this SGM and what a reasonable amount of time would be? Response: It depends on the complexity of the question, a month or two after a meeting would be reasonable.
- Pam Ryan, noted that there was a question pertaining to voting. The question was answered and technical support provided.

Motion: A motion by Jason Gilron (Seconded by Anu Kainth) to accept the 2021 SGM meeting rules. Motion carried.

Message from the Board

The SBIA Board of Directors provided their analysis and perspective on the member proposal including the position of the SBIA and that the organization was in compliance with the points raised in the member proposal. The board also highlighted the financial and time impacts to the organization to host two SGMs in one calendar year, conduct the annual audit, and respond to member inquiries relating to these points.

In principle, should this motion pass, the board was not opposed to doing the audit and were confident in the results. However, they felt the expense and time dedicated would be detrimental to the organization and to members and they recommended that members vote to oppose the proposed motion.

The Board closed by saying that the SBIA must continue to engage so that all members can understand and appreciate the work being done on their behalf, and why the work is important for the whole community and in the coming year, the SBIA plans to host a series of educational engagements that centre around the work of Business Improvement Associations and non-profit organizations - their philosophy, governance systems, best practices, and their role and relationship within the overall local economic ecosystem. The SBIA has to make sure we are focused and are working in a collaborative way to ensure that we are putting our precious resources towards the priorities and programs that deliver benefits to SBIA members.

Proposed Member Resolution

The Board of Directors reviewed the proposed member resolution and recommended that members do not support the proposal. The cost of the special audit requested will far exceed the annual cost of the SBIA yearly financial audit and would have significant additional impacts on the organization's ability to continue running robust programming and services this year.

Member Discussion Included:

- A member asked the individuals who requisitioned the meeting to look at other ways of engaging with the SBIA, potentially they could join the board. The member noted that it takes time, money, and effort to hold these meetings and that they thought the cost of this proposal could exceed \$100,000. The member encouraged them to get involved and look at proactive solutions rather than holding SGMs.
- A member expressed concern that the individuals who requisitioned the meeting were being put at fault for the financial and time costs associated with the meeting when their goal was to get answers from the board that they felt hadn't been answered. Response: The board commented that they have answered the questions being asked here today and separately in emails that have been sent to the board over the last couple of years.
Member Response: The member commented that the board committed to getting answers to them in a reasonable time and they felt that the board wasn't communicating and that they shouldn't be held at fault for this meeting.

- A member mentioned that members south of East Hastings had filed a petition to be removed from the BIA and that group had voted against the 2020 and 2021 budget and that there was no back and forth between that group of members and the board to find a middle ground and address the concerns raised. The member mentioned that this group of members didn't want to be part of the SBIA and felt that their issues at the meeting today have not been properly addressed. The member noted that the board had reached out to schedule a meeting. Response: The board recognized that there is a group of members that have a philosophical difference with the SBIA and how the SBIA operates and that the board have reached out, communicated, and answered a lot of questions to try and resolve some of those differences and that outreach has been challenged by the way this group has engaged with the SBIA through regulatory and legal processes. The board mentioned that they will continue to try and engage with this group of members.
- A member highlighted that their name was on the member proposal and that they were one of the founding members of the SBIA and believed in the importance of the BIA but they had concerns about issues, not being updated, and that the SBIA didn't have all of the details of their concerns. The member commented that they were concerned a full audit hadn't been done and weren't sure what the board considered an audit. Response: Our audits are conducted using Canadian Accounting Standards. The board asked the member to follow-up separately as to why they feel the audits are not appropriately conducted. The board had every confidence that they are appropriately conducted.
- A member suggested a potential amendment to the motion and put forward the idea that two individuals could represent the group that requisitioned the meeting and two individuals from the board could strike a committee to discuss and outline the issues and then report back to the board and at the annual general meeting on the issues. The member recommend that the group who requisition the meeting submit a letter and outline what their issues are, that would be put towards the committee and that committee will then review and come up with recommendations to the board and present at the next annual general meeting so that everyone is able to be heard and that we are able to decide which way to go forward as a democracy rather than having another special general meeting. Response: The board commented that it was an excellent suggestion and that the committee could be struck without amending the motion.
- A member expressed that the group that requisitioned the meeting weren't asking for an audit as described by the board but were asking for an audit to determine if the SBIA is in compliance with the Income Tax Act.
- A member commented that from their standpoint in the absence of any miscarriage of duties they have to trust things are being handled properly. The City of Vancouver oversees the BIA, the SBIA hires a CPA to do their audit, which is different from what is being asked in the proposal. There will always be dissent, the dissent has to be acknowledged, it has to be responded to, and those that dissent have to acknowledge that the majority carries the day. The member thanked the SBIA and everyone involved.

Pam Ryan then explained that the Lumi platform would now open and members were invited to vote on the member proposal.

Motion: A motion by Ali Pirbhai (Seconded by Bill Diamond) that:

The directors of the SBIA retain on behalf of SBIA members either Deloitte LLP, KPMG LL, PwC or Ernst & Young to conduct an audit of the SBIA accounting records and board of director meeting minutes for the years 2019, 2020, and 2021 to provide an opinion whether the SBIA:

1. Is tax exempt provided by paragraph 149(1)(l) of the Canada Income Tax Act
2. Is in full compliance with City of Vancouver by-laws 11757 and 11758
3. Is in full compliance with the SBIA Constitution
4. Is reimbursing non-profit societies the share of the BIA levy paid

This motion was not carried.

With input from the SBIA lawyer, the chair of the meeting and members agreed that the member proposal would be voted on as is and that the minutes would reflect a recommendation that the group who requisitioned the meeting to send a document with a list of their issues, that the board strike a committee comprised of the board, members, and members from the requisition group to discuss the issues in the list and report back to the board and to the members at the AGM. The intent of the recommendation is give everyone a chance to be heard, identify what the issues are, try to address them, and report back to the AGM.

Following the motion a member requested that a follow-up communication be sent updating the members and there was another request to report back sooner than the 2022 AGM. The board agreed to look at a quicker timeline and that they will report back in a future communication to members.

Meeting Adjournment

Motion: A motion by Bill Diamond to adjourn the November 2021 Special General Meeting.

Meeting Adjournment: 11:14am