

BOARD OF DIRECTORS MEETING January 15th, 2019 AGENDA

Location: Wesbrook Community Centre, Social Room Time: 5pm

1. CALL TO ORDER

2. PRESENTATIONS

- Electoral Area A Justin Leblanc
- UBCPT and UNA relationship Paul Young, Director of Planning and Design

3. AGENDA AND MINUTES

- Approval of January 15^{tth,} 2019 Agenda
- Approval of December 4th, 2018 Minutes

4. MATTERS ARISING FROM MINUTES

5. REPORTS – For Information

• Executive Director's Report – J. Blenkin

6. NEW BUSINESS

None.

7. OLD BUSINESS

Bylaw Working Group update (will be uploaded the week of Jan 14th)

8. FINANCE

· Quarterly financial statements

9. ADJOURNMENT

A closed session and an In Camera meeting will follow.



BOARD OF DIRECTORS MEETING December 4th, 2018 MINUTES

PRESENT:

Terry Mullen - Chair Laura Cottle - Secretary Matthew Delumpa - Treasurer Tor Album Cristina Ilnitchi (via teleconference) Carole Jolly Ying Zhou

REGRETS: Nataliya Jatskevich

STAFF PRESENT:

Johanne Blenkin – Executive Director Beanie Bains – Finance Manager Morgan Chung – new Finance Manager Glenda Ollero - Communications Manager

1. CALL TO ORDER

The meeting was called to order at: 5:00 pm.

2. AGENDA & MINUTES

- Motion to approve the agenda. Carried.
- Motion to approve the November 13th minutes. Carried.

3. MATTERS ARISING FROM MINUTES

None.

4. REPORTS – Received for information unless otherwise noted

Electoral Area A Report – M. Harris

Ying Zhou had questions about the liquor license permitting process for events. The Executive Director will follow up and report back to the Board on this issue, the status of the Community Works Fund, and invite the new Electoral A representative, Justin LeBlanc to come and speak to the UNA Board.

Campus & Community Planning – Celene Fung

There were a number of questions about the U Town review process, feedback will be provided once the process has been completed. There were questions about the Stadium Planning process. Celene will follow up with the Executive Director who will also report after the next Stadium Advisory Committee meeting set for Dec 17th.



BOARD OF DIRECTORS MEETING December 4th, 2018 MINUTES

It was suggested that a discussion of the advisory role of the UNA to UBC on various issues be put on a future agenda. Timing to be determined.

5. NEW BUSINESS

Motion: To hold the UNA Board meetings on the third Tuesday of every month between September and June, inclusive, effective January 15th, 2019. *Carried.*

6. OLD BUSINESS

 Following a discussion about adding a goal of reinforcing the relationship between the UNA and the UBC academic community, the board decided to adopt the plan as presented and adapt it as required.

Motion: To approve the Strategic Plan as presented. Carried.

 Following a discussion of the background of the bylaw amendment process and the draft Terms of Reference of the Bylaw Review Working group, the latter were amended as follows:

Motion: To add the sentence "The Committee also recommended that the process be carried out with transparency and consultation with residents" prior to the last sentence in the paragraph entitled "Background". *Carried.*

Motion: To add Ying Zhou, elected resident director, to the composition of the Working Group. *Carried.*

Motion: To replace the term "Committee" with "Working Group" in the section entitled "Chair". *Carried.*

Motion: To replace the word "may" with "will" and to add "and AMS" after "residents" in the fourth sentence in the paragraph entitled "Procedures". *Carried.*

Motion: To approve the Terms of Reference for the UNA Bylaw Working Group 2018 – Phase 2 as amended. *Carried.*

7. ADJOURNMENT

Motion to adjourn. *Carried*. Meeting adjourned at 6:50 pm.

A closed session and an in Camera meeting followed.



BOARD OF DIRECTORS MEETING January 15th, 2019 EXECUTIVE DIRECTOR'S REPORT

BEFORE AND AFTER SCHOOL CARE

The Old Barn is now licensed for 38 children. Wesbrook Community centre is licensed for 15. Both are operated by the YMCA Kids Club. Neither space is at capacity yet, but it is anticipated they will be by next September.

At the Old Barn, the YMCA Kids Club has moved upstairs, which extends the hours the Living Room area downstairs is open.

IT

We changed IT service providers in December, and experienced some service interruptions as a result. External email for the directors has not been functioning properly although staff emails are working. Our IT platform will move to the Cloud as part of a Microsoft 365 upgrade on January 22nd. This will alleviate many of our IT challenges, as it will replace a server dating back to 2008, and a Microsoft exchange platform dating back to 2011.

I would like to thank everyone for their patience during the service interruptions, and as this transition takes place. The next migration will take place this summer, as we move from Activenet for our programs and parking registration, among other services - to Perfect Mind, a more user friendly platform. Staff and our IT external support are working very hard to minimize disruption during the transition.

STADIUM NEIGHBOURHOOD PLANNING ADVISORY COMMITTEE

This Committee met before Christmas and is scheduled to meet again on January 24th. Detailed information on the process, community consultation, and other reports can be found on the Stadium website. The Community consultation feedback included the petition signed by residents along with online surveys and other feedback. In addition, planning staff have been meeting with a resident group to discuss issues relating to infrastructure. The Chair of the UBC Board of Governors' most recent letter on the planning process can be found on the Stadium website.

FINANCE

I would like to welcome Morgan Chung, CPA, as our new Finance Manager. She started in November. Morgan has been working with the Finance and Audit Committee of the UNA on the budget for 2019/20. Morgan's background at KPMG is an asset to the UNA and her expertise is reflected in the increased information provided in the notes to the quarterly financial statements.



BOARD OF DIRECTORS MEETING January 15th, 2019 **EXECUTIVE DIRECTOR'S REPORT**

STRATEGIC PLANNING – NEXT STEPS

Management staff is working on a concrete plan for 2019/20 to achieve the goals set out in the Strategic Plan. This will involve work with staff and input from the Board to ensure the work plan is complete by the end of March. Where possible initiatives that can be launched in this fiscal year, will be.

UBC RAPID TRANSIT – COMMUNITY COALITION COORDINATING GROUP

I have been asked to sit on this project group to represent the UNA. UBC is facilitating development of a campus community coalition to provide an opportunity for a wide range of community members to support bringing rapid transit to UBC. At this stage, it is a coordinating group with the intention of expanding the coalition as it develops. A project website will be launched soon.

We met on January 9th and will meet again within a few weeks. I am pleased to be part of this important initiative and look forward to ensuring residents have opportunities to engage with the project in a variety of ways. I will continue to report on the activities of the group as it evolves.

If any residents have transit stories or experiences they wish to share please contact me at johanne.blenkin@myuna.ca.

RECREATION

Winter programs have begun and revenue is up from this time last year. We are experiencing more registrants and fewer drop ins. Staff are monitoring this pattern to ensure we have a good mix of registration and drop in options.

The UNA will be participating in the MoveUBC campaign during February. Wesbrook Community Centre will be offering activities to engage residents in physical activity. For more information go to https://move.ubc.ca/.

Community Events Calendar

Please reference the attachment on the following page.



Events Calendar Objectives

- To improve the ability of UBC event providers to reach a wider audience.
- To share information about events happening in the UBC community with residents.
- To streamline and centralize the distribution of information.

Situation

For residents, information on upcoming events has historically been fragmented across multiple channels and has therefor been difficult to navigate. For UBC partners like MOA, the Botanical Gardens, Wesbrook Village, and UBC Athletics, to name a few, communicating upcoming events to residents has been a difficult process involving UNA distribution and non-targeted channels.

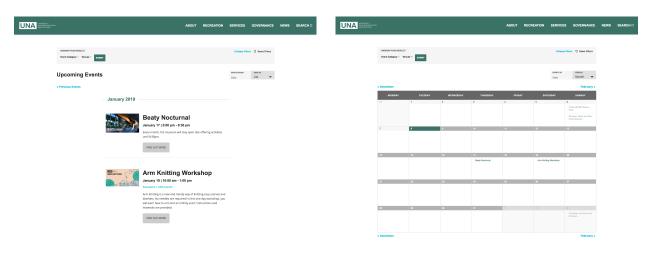
Solution

The UNA has developed an events calendar to become the central hub for upcoming events at UBC that are of interest to residents. The calendar began development in January 2018, utilizing an existing plugin framework that has been customized by external web developers "iContext". This events calendar has been created in a way that allows external UBC partners the ability to directly upload their event information to a shared platform. The goal is to make it easier and more efficient for event providers to communicate with residents, allowing everyone to see at a glance what events are scheduled in a particular month. The calendar will launch with a number of UBC partners on board, and others will be added as they express interest.

Status

The project is currently online and operational. Two training workshops have been conducted for UBC Partners, and content is being added to meet a January 31 soft launch. iContext is providing ongoing support, and feedback from UBC partners will be incorporated into the system when possible through ongoing updates and refinements.

Examples





Bylaw Working Group Update

The Working Group ("WG") met on January 2nd and 9th, 2019. It reviewed the draft bylaws that were put before the 2017 UNA AGM (held in January, 2018) but not passed by the members of the UNA (the "2017 Draft Bylaws"). The WG also considered several bylaw amendments that were not included in the 2017 Draft Bylaws, particularly those relating to the composition of the Board of Directors.

In conjunction with the bylaw amendments proposed in this report, the Neighbours' Agreement will require consequential amendments. That process is part of the mandate of the WG and will be addressed by the WG following the review of this Report by the Board and in accordance with any further directions from the Board.

This report outlines the recommendations of the WG as of the conclusion of its meeting on January 9, 2019.

BOARD COMPOSITION

1. All directors to be UNA members and to be elected by UNA members.

Rationale:

The current bylaws provide for one director to be appointed by the AMS, and two directors to be appointed by UBC. The proposal is to remove all appointed directors.

A fundamental aspect of democracy is absent with a mix of appointed and elected directors. The UNA is tasked by the Neighbours' Agreement with providing municipal-like services to the residents of the University Neighbourhoods. It is an anomaly for an entity with such a mandate not to be governed by the residents for whom the services are provided.

Comment:

The WG recommends that UBC appointed directors transition from their current role as voting directors to "observers" (see UBC Observers section, below) to take effect upon the filing of the operative bylaws. To achieve this, in addition to amendments to the bylaws, it will be necessary to make substantive amendments to the Neighbours' Agreement, a process that requires the agreement of both the UNA and UBC.

The WG further recommends that, with the AMS director ceasing to be a member of the Board, the UNA create a formal channel of communication with the AMS to facilitate the discussion of mutual interests

2. Increase the number of directors to 6 provided that the Board may increase the number to 7 and provided further that, once increased to 7, the Board may not subsequently reduce that number

Rationale:

The current number of directors is 8. With the AMS and UBC representatives no longer being directors, there is a need to increase the number of directors while at the same time recognizing that the total number of directors should be determined in relation to the demands on the Board. The WG decided that a reasonable number is 6 or 7.



BOARD OF DIRECTORS MEETING January 15th, 2019 Bylaw Working Group Update

3. Remove the provision limiting the number of directors from any neighbourhood to 3.

Rationale:

There is no indication that such a limit is needed to deal with differences between neighbourhoods. All directors owe a fiduciary duty to the UNA as a whole and are elected on that basis.

UBC OBSERVERS

- 1. UBC will have the right to appoint two representatives, to be called "observers", to attend Board meetings, including closed and in camera meetings.
- 2. The Board may, by resolution, exclude the observers from attending any portion of a closed or in camera meeting that involves consideration of a matter for which UBC may be adverse in interest to the UNA.

Comment:

Whether a simple majority resolution will suffice for this purpose or whether the resolution must be approved by 2/3 of the directors present at the meeting remains to be determined.

- 3. The UNA will provide the observers with notices of all board meetings and with all documents prepared for board meetings, other than documents relating to any matter for which it can reasonably be anticipated that the observers will not be permitted to be present when the matter is considered.
- 4. The observers will have the right to participate in board discussions, except any discussion for which the meeting chair decides otherwise.

Rationale:

It is recognized that the UBC appointed directors bring essential expertise (currently in planning and finance) to the Board and provide the UNA with the perspective of UBC on issues of mutual importance. The recommendation is to retain access by the Board to that expertise and perspective but to acknowledge that the right to vote is not required to maintain and foster the mutually supportive relationship between the UNA and UBC.

Comment:

UBC is of the view that not having voting directors on the board increases its risk. Therefore, it will require modifications to the Neighbours' Agreement to balance the perceived increased risk. The WG has discussed these modifications with UBC on a preliminary basis. The modifications will include, in particular, safeguards for UBC relating to the UNA budget and UNA expenditures, since UBC has ultimate responsibility for the application of the Neighbourhood Levy.



January 15th, 2019 **Bylaw Working Group Update**

TERM OF OFFICE OF DIRECTORS

Increase the length of a term from 2 years to 3 years and reduce the maximum number of consecutive terms from 3 to 2.

Rationale:

In municipal government, terms are 4 years. A 2-year term is rather short. A 3-year term provides one more year for directors to optimize their effectiveness.

Comment:

To implement the change of term, the WG will draft specific bylaws to deal with a transition period. These transition bylaws will include:

- (a) That directors elected in January, 2018 will have their term extended by one year.
- (b) That directors elected in 2019 will serve a term of 2 years.
- (c) That directors elected for the first time in 2019 and are re-elected in 2021 may run for re-election in 2024 to serve a third term of 3 years.

ADDITIONAL TERM TO FILL VACANCIES

In the event there are too few candidates running for the office of director to fill all the vacancies in any election year, incumbent directors who have served the maximum number of terms may stand for re-election.

Rationale:

The WG is of the view that it is better that an incumbent director serve an additional term in office than that the Board be left to operate with a reduced number of directors.

TIMING OF AGM AND ELECTIONS

- 1. The AGM shall be held within 6 months of the UNA's year end, that is, not later than September 30th, on a date to be determined by the Board.
- 2. Subject to the transitions provisions, elections for all 6 (or 7 see above) directors shall be held every 3 years commencing 2021 and shall be concluded no later than Novembers 30th of the election year.
- 3. The election in an election year shall be held after the AGM in that year and shall be concluded no later than November 30th of that year.
- 4. The terms of the elected directors will begin at the beginning of the first Board meeting following the election.



Bylaw Working Group Update

Rationale:

The Societies Act requires that financial statements presented to an AGM be for a period that ends not more than 6 months prior to the date of the AGM. The year end of the UNA is March 31st. Accordingly, for practical purposes (to avoid the time and expense needed to prepare financial statements in addition to those prepared in connection with the year end), the UNA's AGM should be held no later than September 30th. The summer is not a good time to hold AGMs as many members of the UNA are away.

By separating the AGM and holding elections in either October or November every three years, the process is more cost-effective and gives residents the opportunity to vote for a slate of candidates.

QUORUM FOR BOARD MEETING

The quorum to transact business at a Board meeting shall be a majority of directors then in office.

Rationale:

The current bylaws permit the directors to determine the quorum to transact business at a Board meeting and provide that if they do not do so, the quorum is a majority of the directors then in office. The WG is of the view that the Board should not have any discretion to set the quorum.

MEMBERSHIP IN THE UNA

The WG is of the view that the current requirements for being a member of the UNA – namely that the person be a minimum of 18 years of age and a resident of a University Neighbourhood – are appropriate. However, the WG is also of the view that the UNA has an obligation to more effectively communicate to residents how one becomes a UNA member and the rights that are thereby acquired.

DIRECTOR STIPEND

The WG is of the view that bylaw 6.13 of the 2017 Draft Bylaws is appropriate.

The UNA Finance Manager will be instructed to review the COLA formula to determine whether it can be more specific.



BOARD OF DIRECTORS MEETING January 15th, 2019 Bylaw Working Group Update

SECONDING MOTIONS

- 1. Amend the first clause of s. 4.11 of the 2017 Draft Bylaws to require that a resolution proposed at a general meeting must be seconded.
- 2. In s. 7.5 of the 2017 Draft Bylaws, delete the reference to seconding motions.

EXPULSION OF MEMBERS

Remove bylaw 2.6 of the 2017 Draft Bylaws.

Rationale:

Expulsion of a member would terminate the member's right to vote in UNA elections. That would be harsh and undemocratic.

DISSOLUTION OF UNA

The WG is of the view that bylaw 15.2 of the 2017 Draft Bylaws is appropriate. That bylaw provides for the disposition of the UNA's assets if the UNA ceases to exist.

ELECTION OF DIRECTORS

This WG is of the view that Section 5.0 of the 2017 Draft Bylaws is appropriate.

Respectfully submitted

Terry Mullen, Chair



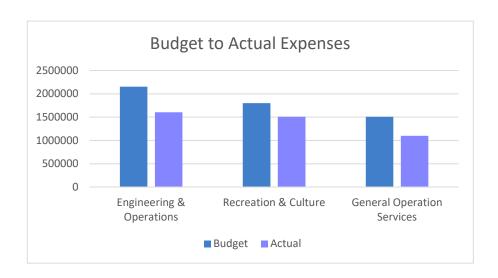
BOARD OF DIRECTORS MEETING

January 15th, 2019

Financial Statements – 2018/19 Quarter 3 **Supplemental Note**

These notes are provided to assist as background information for the 2018-19 Quarter 3 Financial Statements.

The year to date actual income revenues and outgoing expenditures are aligned with quarterly expectations at 75-80%. The below graph illustrates year to date UNA expenditures compared to the total annual budget.



In comparison to last year's third quarter, 2018-19 Quarter 3 has improved by 81%, decreasing the interim operational shortfall by \$341,000 compared to 2017-18 Q3.

The interim operational shortfall UNA is experiencing is within expectations. At year end, UBC and the UNA will determine the amount of the UBC Community Services Grant to allocate to cover the operational shortfall and balance the budget.

Q3 METRICS:

Liquidity - This ratio measures the extent to which UNA has enough cash to pay bills as they are due. The preferred range is 1.00 and above. The ratio has declined from 2015/16 onwards as a result of the declining Neighbours Levy. Between 2012-2015 there were budget surpluses leading to a larger cash balance year to year. Due to the deficits in recent years, more of the reserve balances and GIC investment funds were utilized between 2016/17 and 2018/19, which resulted in the decreased ratio.



Financial Statements – 2018/19 Quarter 3 Supplemental Note



QUARTERLY HIGHLIGHTS:

- Professional Fees UNA engaged external consulting services to complete reports on Community Centre programing. This report supports objectives from the long-term strategic plan for UNA. UBC will be covering 50% of these costs when they are fully billed. Taking the future 50% re-bill into account, UNA has \$28,000 of the professional fees budget remaining for Q4.
- Common Area Maintenance as part of a safety initiative, a 4-way stop was installed on the intersection of Westbrook Mall and Grey Avenue.
- Sustainability the green depot has expanded its services through a partnership with Free Geek to refurbish old electronic parts, and a partnership with the Free Store at UBC to upcycle working electronics.
- Recreation program revenue/costs program registration has increased, leading to 100% of budgeted program revenues to be collected by the end of Q3. Additional revenues are expected to be collected through the Winter Programming Session. As program revenues have increased, associated program costs increased as expected, and are within budget.

Overall, UNA's financial health is aligned with the budget for Quarter 3.



Financial Statements – 2018/19 Quarter 3

University Neighbourhoods Association (UNA)								
Operating Budget 2018-19 Summary								
Sur	nmary				Current N	Month:		
	2018-19	%	Year to Date: Qtr 3		December December			
	BUDGET	YTD Act/Bud	Actual	Prior Year	Actual	Prior Year		
FUNDING SOURCES								
Neighbours Levy (Service Levy & GMSL)	2,314,719	75%	1,736,039	2,122,500	192,893	235,833		
Contributions to Reserves (Outgoing Funds)								
Infrastructure Replacement Fund	(55,553)	75%	(41,665)	(59,458)	(4,629)	(6,606)		
Capital Replacement Fund	(27,777)	75%	(20,833)	(29,729)	(2,315)	(3,303)		
Rate Stabilization Fund	-		-	-	-	-		
Contingency Reserve Fund	-		-	-	-	-		
UNA/VSB Playing Field Replacement Reserve	(60,000)	75%	(45,000)	(45,000)	(5,000)	(5,000)		
Community Access Supplemental Reserve	-		-	-		-		
Total Contributions to Reserves	(143,330)	75%	(107,498)	(134,186)	(11,944)	(14,910)		
Transfers from Reserves (Incoming Funds)								
Infrastructure Replacement Reserve	-			-	-	-		
Capital Replacement Reserve	-			-	-	-		
Rate Stabilization Reserve	-			516,000	-	57,333		
Contingency Reserve	500,000	75%	375,000	-	41,667	-		
UNA/VSB Playing Field Replacement Reserve	-			-	-	-		
Community Access Supplemental Reserve	-			45,000	-	5,000		
Total Transfers from Reserves	500,000	75%	375,000	561,000	41,667	62,333		
Total Neighbours Levy & Reserves Available	2,671,389	75%	2,003,542	2,549,314	222,616	283,257		
REVENUE								
Recreation & Culture								
Wesbrook Community Centre	310,000	78%	242,966	231,511	16,760	23,388		
Old Barn Community Centre	99,831	96%	95,999	101,144	8,330	10,137		
Programming	542,500	100%	542,147	504,316	102,957	90,065		
Playing Fields & Park Rentals	47,840	127%	60,764	42,244	10,038	50		
Total Recreation & Culture	1,000,171	94%	941,876	879,215	138,085	123,641		
Other Revenue								
Parking	147,600	41%	60,577	63,220	337	399		
Miscellaneous	21,000	261%	54,718	94,561	4,689	7,551		
Total Other Revenue	168,600	68%	115,295	157,781	5,026	7,950		
Grants & Other Funding								
UBC Community Services Grant	907,092	75%	680,319	-	75,591	-		
Transfer from 2012-2015 Surplus Reserves	733,419	55%	405,569	-	-	-		
External Grants & Miscellaneous	64,000	77%	49,047	13,633	-	-		
Total Grants & Other Funding	1,704,511	67%	1,134,935	13,633	75,591	-		
TOTAL FUNDING SOURCES & REVENUE	5,544,671	76%	4,195,648	3,599,943	441,318	414,848		



Financial Statements – 2018/19 Quarter 3

	2018-19	%	Year to Date: Qtr 3		Current Month:	
	BUDGET	YTD Act/Bud	Actual	Prior Year	Actual	Prior Year
EXPENDITURES						
Engineering & Operations Services						
Water & Sewage	394,800	75%	296,100	282,000	32,900	31,333
Fire Services Fee	1,118,784	75%	839,088	750,000	93,232	83,333
Parking & Emergency Management	123,000	55%	68,187	73,451	6,560	9,353
Common Area Maintenance Fees						
Landscaping	232,928	92%	214,499	442,424	19,411	35,703
Road, Gutter and Sidewalk Maintenance	21,000	13%	2,828	9,342	1,750	2,764
Streetlights	49,840	61%	30,437	21,687	4,153	8,025
UBCPT Management Fees	60,000	102%	61,294	60,000	5,000	6,667
Electricity	97,500	42%	40,625	48,452	8,125	3,858
Other Common Area Maintenance Costs	57,070	91%	51,788	20,408	4,756	688
Total Engineering & Operations Services	2,154,922	74%	1,604,845	1,707,764	175,887	181,725
Recreation & Culture Services			-	-	-	
Athletics Access Fee	173,604	75%	130,203	185,805	14,467	20,645
Wesbrook Community Centre	277,428	78%	215,921	201,539	24,779	16,626
Old Barn Community Centre	152,522	76%	115,754	125,469	8,326	12,212
Recreation Salaries & Benefits	667,548	84%	558,789	499,790	63,411	58,768
Programming	372,000	98%	364,608	235,267	77,828	47,703
Fields	17,360	65%	11,309	557	200	-
Community Access	114,430	74%	84,820	84,027	9,400	9,233
Community Support	26,900	95%	25,464	11,641	491	170
Total Recreation & Culture Services	1,801,792	84%	1,506,867	1,344,094	198,901	165,357
General Operation Services	, ,				,	,
GST (unrecoverable: Neighbours Levy less UBC Costs & Contrib	18,604	75%	13,953	26,398	1,550	2,933
Administration Salaries & Benefits	791,584	71%	558,554	485,048	68,716	48,382
Sustainability	12,500	116%	14,486	3,977	2,249	119
General Operating Services	161,135	80%	129,109	152,534	13,100	20,821
Professional Fees	228,500	96%	220,383	102,282	16,460	2,770
Communications	230,000	43%	99,667	84,379	7,434	11,695
Public Engagement	66,500	97%	64,828	61,424	430	294
Total General Operation Services	1,508,823	73%	1,100,980	916,041	109,940	87,015
	, , ,			,	,	,
Contingency (2% on Engineering & Ops and Recreation & Cultu	79,134	79%	62,234	53,042	7,496	5,859
TOTAL EXPENDITURES	5,544,671	77%	4,274,927	4,020,941	492,224	439,955
	- ,- : .,- / -	,.	,,,	,,=		,
BALANCE SURPLUS (OR DEFICIT)	0		(79,279)	(420,998)	(50,906)	(25,107)