



## AGENDA

### A. CALL TO ORDER

### B. APPROVAL OF AGENDA

1. **Motion:** That the Board approve the January 19, 2021 Agenda as circulated.

### C. APPROVAL OF MINUTES

1. **Motion:** That the Board approve the December 15, 2020 Minutes as circulated. 1
2. **Motion:** That the Board approve the January 5, 2021 Special Meeting Minutes as circulated. 5

### D. DELEGATIONS

### E. EXTERNAL REPORTS & PRESENTATIONS

1. Electoral Area A Report – Electoral Area A Director, Jen McCutcheon (Read: [Electoral Area Newsletter](#)) – Verbal Update
2. Campus and Community Planning Report – Senior Policy Planner, Celene Fung – Provided on Table

### F. REPORTS

1. Management Report – Chief Administrative Officer – For Information 8
2. Third Quarter Workplan Update – Chief Administrative Officer – For Information 14

### G. UNFINISHED BUSINESS

1. Board Procedural Rules Working Group – Director Holmes 23  
**Recommendation:**  
THAT the Board cancel its approval in principle of the Board Procedures Policy and approve the proposed Board Rules of Procedure included with this report, effective when the UNA Bylaws approved at the September 30, 2020 Special General Meeting take effect.

### H. NEW BUSINESS

1. Community Engagement Advisory Committee Terms of Reference 63



**Recommendations:**

THAT the Board approve the amendments to the Terms of Reference for the Community Engagement Advisory Committee marked on the blacklined version of the Terms of Reference included with this report.

THAT the Board extend the deadline for submitting applications for membership on the Community Engagement Advisory Committee to February 1, 2021.

2. Auditor Proposal Report – Finance Manager 76

**Recommendation:**

THAT a motion approving Johnsen Archer LLP as the UNA's Auditor be placed on the agenda for the next annual general meeting.

**I. ADJOURNMENT**

**Recommendation:**

That the Board adjourn into a Closed Session to discuss dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the Association with them or its relationship with its stakeholders.



## MINUTES

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### PRESENT:

Richard Watson – Chair  
Bill Holmes  
Carole Jolly  
Terry Mullen

Murray McCutcheon  
Jane Kang  
James Heth  
Kalith Nanayakkara

### STAFF:

Sundance Topham – Chief Administrative Officer  
Andrew Clements – Recreation Manager  
Wegland Sit – Operations Manager  
Glenda Ollero – Communications Manager  
Athena Koon – Finance Manager  
Marta Mikolajczyk – Administrative Assistant

### REGRETS:

None

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### A. CALL TO ORDER

The University Neighbourhoods Association (UNA) Board meeting was called to order at 5:31 p.m.

The Board Chair acknowledged that the meeting was held online, but regularly meets on the unceded traditional territory of the Musqueam people.

### B. APPROVAL OF AGENDA

**Motion:** That the Board approve the December 15, 2020 Meeting Agenda as circulated.  
**Carried.**

### C. APPROVAL OF MINUTES

**Motion:** That the Board approve the November 17, 2020 Minutes, as circulated. **Carried.**

### D. DELEGATIONS

None

### E. EXTERNAL REPORTS AND PRESENTATIONS

#### 1. Electoral Area A Report

Electoral Area A Director, Jen McCutcheon referred Directors to the report provided at the meeting. It was noted that the report will be distributed in UNA's Friday, December 18<sup>th</sup>, 2020 e-newsletter.

#### 2. Campus and Community Planning Report



Celene Fung referred Directors to the report provided at the meeting. No questions or comments were offered.

## F. REPORTS

### 1. Management Report

The CAO and management team provided brief verbal summaries of their respective reports. Highlights included budget and Joint Financial Task Force preparations, records management update, Well-Being Task Force initiative to support employees, BC Hydro Fast Charging Stations in Wesbrook, as well as Community Engagement Advisory Committee (CEAC) recruitment.

The report was received for information.

### 2. Finance Committee Update

#### a. Terms of Reference

Director Holmes provided an overview of the recommended changes to the Terms of Reference.

The Chair moved the following:

**Motion:**

THAT the Board approve the Terms of Reference for the Finance & Audit Committee approved by the Committee at its December 3, 2020 meeting.

**Carried.**

#### b. Signing Authority

The Finance manager provided an overview of the changes recommended at the December 3, 2020 Finance Committee meeting.

Director Holmes moved the following:

**Motion:**

THAT, notwithstanding the inconsistency with Directors and Executive Directors' Spending Policy #05-5, the Board approve the signing authorities, with special instructions, as set out in the attached RBC Master Client Agreement documents.

**Carried.**

### 3. Board Procedural Rules Working Group

Director Holmes briefed the board on the process and resulting changes reflected in Draft Version 3 of the Board Rules of Procedure. The board discussed different options with respect to reviewing and approving the proposed draft.

Director Holmes moved the following:

**Motion:**

That the Chief Administrative Officer be directed to convene, as soon as reasonably practicable, a special meeting of the Board to discuss the proposed Board Rules of Procedure included with this report.



**Carried.**

## **G. UNFINISHED BUSINESS**

None

## **H. NEW BUSINESS**

### **1. Committee Appointments**

The Chair stated that following the approval of the Community Engagement Advisory Committee Terms of Reference on November 17, 2020, he wished to propose an appointment for the Chair of the committee.

The Chair moved the following:

#### **Motion:**

THAT the Board appoint Director Jane Kang as the Chair of the Community Engagement Advisory Committee.

**Carried.** (*Director Kang abstained*)

The Chair noted that in the interim of the new bylaws being put in place, he wished to recommend the following appointment to the Finance and Audit Committee:

#### **Motion:**

THAT the Board appoint James Heth as a member of the Finance and Audit Committee.

**Carried.**

### **2. Community Engagement Advisory Committee Update**

The Communications Manager briefed the board on the recruitment progress for the Community Engagement Advisory Committee, and the rationale for extending the application deadline. The board discussed potential means of increasing recruitment awareness among members.

The Chair moved the following:

#### **Motion:**

THAT the UNA Board of Directors extend the deadline for submitting applications for the UNA Community Engagement Advisory Committee to January 15, 2021.

**Carried.**

### **3. 2021 UNA Board Meeting Schedule Report**

The CAO presented the 2021 board meeting schedule for board approval.

The Chair moved the following:

#### **Motion:**

THAT the Board approve the 2021 UNA Board Meeting Schedule as attached and direct staff to post the meeting schedule on the UNA website.

**Carried.**



**I. ADJOURNMENT**

The Chair moved the following:

**Motion:**

THAT the Board adjourn into a Closed Session to discuss dealings with other entities or persons where disclosure of the information being discussed may compromise the relationship of the Association with them or its relationship with its stakeholders; and matters related to legal advice and proceedings.

**Carried.**

The meeting adjourned at 6:58 p.m.

*The Board moved to a Closed Session.*



## MINUTES

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### PRESENT:

Richard Watson – Chair  
Bill Holmes  
Carole Jolly  
Terry Mullen

Murray McCutcheon  
Jane Kang  
James Heth  
Kalith Nanayakkara

### STAFF:

Sundance Topham – Chief Administrative Officer  
Andrew Clements – Recreation Manager  
Wegland Sit – Operations Manager  
Glenda Ollero – Communications Manager  
Athena Koon – Finance Manager  
Marta Mikolajczyk – Administrative Assistant

### REGRETS:

None

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## A. CALL TO ORDER

The University Neighbourhoods Association (UNA) Special Board meeting was called to order at 10:04 a.m.

The Board Chair acknowledged that the meeting was held online, but regularly meets on the unceded traditional territory of the Musqueam people.

## B. APPROVAL OF AGENDA

The Chair went over the informal agenda order distributed to the board via email on January 4, 2021:

- Introduction and purpose of the meeting: to review and discuss the proposed Board Rules of Procedure - Chair
- Brief overview - Director Holmes (10 minutes if necessary)
- Committee of the whole - open discussion - moderated by Chair
- Return to meeting to consider proposed motion(s) at stated hour 10:50 a.m.
- Adjournment

**Motion:** That the Board approve the January 5, 2021 Meeting Agendas as circulated.  
**Carried.**

## C. APPROVAL OF MINUTES

None.

## D. DELEGATIONS



None

**E. EXTERNAL REPORTS AND PRESENTATIONS**

None.

**F. REPORTS**

1. Board Rules of Procedure

Director Holmes stated that the proposed Board Rules of Procedure, once approved, should be considered a living document.

Director McCutcheon moved the following:

**Motion:**

THAT the Board move into Committee of the Whole.

**Carried.**

The board held a general discussion on the proposed Board Rules of Procedure.

An extension of stated hour to 11:20 a.m. was proposed by the Chair and agreed upon by all board members.

A non-binding vote to remove the word “special” (as related to board meetings) from the Board Rules of Procedure was discussed and confirmed by majority of board members.

Director Holmes moved the following:

**Motion:**

THAT the Board adjourn the Committee of the Whole.

**Carried.**

Director Holmes moved the recommendation included in the Agenda:

**Motion:**

THAT the Board approve the proposed Board Rules of Procedure included with this agenda, to take effect when the UNA Bylaws approved at the September 30, 2020 Special General Meeting take effect.

Director Holmes proceeded to move the following:

**Motion:**

THAT the Board postpone further consideration of the main motion until the next regular meeting.

**Carried.**

**G. UNFINISHED BUSINESS**

None





UNIVERSITY  
NEIGHBOURHOODS  
ASSOCIATION

**UNA BOARD OF DIRECTORS**

**Special Meeting**

Tuesday, January 5, 2021

Video Conference Meeting

**H. NEW BUSINESS**

None.

**I. ADJOURNMENT**

The meeting adjourned at 11:27 a.m.



**Report Date:** January 8<sup>th</sup>, 2021  
**Meeting Date:** January 19<sup>th</sup>, 2021  
**From:** Sundance Topham, Chief Administrative Officer  
**Subject:** January Management Update

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### **Background**

The January 2021 Management Update is presented for information.

### **Decision Requested**

For information

### **Discussion**

#### **CHIEF ADMINISTRATIVE OFFICER**

In December and early January a considerable amount of time was spent moving forward the budgeting process, preparing information for the Joint Financial Task Force (JFTF), as well as working on Human Resources items.

I was also able to enjoy a relaxing Christmas break with my family.

Some of the key areas that I worked on over the past month include the following:

#### ***Board Relations***

- Attending Board and Committee meetings and supporting Board initiatives, including preparatory work for the Joint Financial Task Force.

#### ***COVID-19 Support***

- Provided support on COVID-related policies and procedures – including examining and providing input on the operational changes required as a result of the ongoing Provincial Health Order for the Vancouver region.

#### ***Operations***

- Preparatory work for an infrastructure assessment of UNA above-ground infrastructure (including recreation and cultural facilities).
- Provided support on sub-license agreements – including finalizing the Bean Around the World contract and preparing for a new Campus Resident agreement.



***Finance***

- Extensive budgeting work.
- Participation in the Joint Financial Task Force with UBC – including providing input on the creation of the Five-Year Budget Model and preliminary work on the Athletics Fee investigation and Reserve Policy contribution review.

***Risk Management***

- Preparations for the transfer of insurance responsibilities to the UNA – including providing support for the Neighbours Agreement Negotiating Committee.

***Programs and Services***

- Preliminary Records Management work.

***Human Resources***

- Job Description, Compensation Strategy and Salary Band Review.
- UNA Performance Template finalization.

***Community Relations***

- Responded to a resident questions and concerns about Christmas lighting at the Old Barn Community Centre.

**RECREATION**

***Provincial Health Order***

On January 7<sup>th</sup>, 2021, the current PHO order, which was implemented on November 7<sup>th</sup>, 2020, was extended until February 5<sup>th</sup>, 2021. The present restrictions limit adult participation in social programs and sporting activities. An updated COVID-19 Safety Plan is required in order to operate physical activities of low intensity. The new low intensity physical activity guidelines increased the previously 2metres of physical distancing requirement to 3metres.

The UNA Recreation Department has re-evaluated its room capacities to accommodate the increase of space needed to run our fitness centre and low intensity physical activity programs. An updated COVID-19 Safety Plan has been posted to our website and includes further updates such as; updated flexible refund policy for sickness and a full list of winter programs designated as low and high physical intensity (all of the high intensity programs have been canceled).



### ***Winter Programs***

Winter programs began January 11<sup>th</sup>. Presently, we have enrolled 338 participants in approximately 150 programs (98 virtual participants) and have 28 people on waitlists, due to limited capacity. 11 programs were cancelled due to low enrollment and several registration-required drop-in racquet sport offerings have been suspended until February 5<sup>th</sup>. Programs will run until end of March 2021. Planning for Spring Summer programs will begin in mid-February.

### ***Events***

This December we re-imagined the magic of Santa by adapting our traditional photos with Santa and ornament decorating event to take place on zoom. We offered three, 30 minute sessions for parents and tots (ages 0-5) and three, one hour sessions for children (5+) and their families. Each session was opened by our front desk staff, Karen who led participants through carols, stories and crafts (with the 5+ groups). We then surprised the groups with a visit from Santa! He went around the zoom room talking with each child and then opened the floor to questions. These events were a huge success with 46 children and their families joining us to celebrate the holidays.

In addition, a 'Letters to Santa Mailbox' was set up in the front door atrium at the Wesbrook Community Centre and we received over 60 letters from kids in the neighbourhood. The Front Desk and Programming team made sure that these letters were delivered to the North Pole on time so that Santa could plan appropriately.

## **FINANCE**

### **Highlights of major activities:**

- Continue working with JFTF
- Finalizing the budgeting process
- Calculation of CEWS

### **Details:**

#### ***Continue working with Joint Financial Task Force (JFTF):***

Outcome of the December 16<sup>th</sup> meeting was positive, and we were able to get direction from UBC for our 2021/22 funding. There will be ongoing work with the JFTF to strategically review the UNA financial model and various funding support from the UBC. A planning meeting has been scheduled in January to map out how to work out the details for the future.



***Finalizing the Budgeting process:***

With the confirmation from the JFTF, we have finalized a budget ready to bring forward to the Board for review and approval. UNA has also requested an extension of budget submission date to the UBC to allow sufficient time to complete the budgeting process. Once approved, the extended deadline to submit the final budget to UBC will be March 31<sup>st</sup>, 2021.

***Calculation of CEWS:***

As a Canadian employer who has seen a drop in revenue due to the COVID-19 pandemic, the UNA is eligible for the Canada Emergency Wage Subsidy (CEWS) to cover a part of employee wages, retroactive to March 15, 2020.

The UNA has already successfully applied to the program for periods one to three and for periods four to nine, calculation was completed in December and staff will be submitting the application in January.

**OPERATIONS**

***East Mall/Eagles Drive Pedestrian Crossing Upgrade Project***

The goal of this project is to enhance the safety and pedestrian’s experience while using this cross walk, especially for residents and families that frequently travel between Hawthorn/Wesbrook/Hampton area.

New crosswalk design will:

1. Shorten crossing distance
2. Include a new pedestrian activated crosswalk
3. Include new traffic calming features (e.g. speed bumps on East Mall)
4. New signage

**Location:** East Mall near Eagles Drive Intersection

**Date:** January 11, 2021

**Duration:** 3 weeks (Work is weather dependent)

**Impact:** Temporary on-street parking restrictions adjacent to the work area and temporary full road closures (East Mall) as work is underway.

***COVID 19 Safety Plan – December PHO Order***

Following the guidance of the PHO Order, the UNA has put effective measures in place to reduce the risk of infection to protect the health of our staffs, center users and community members.



Low intensity physical activities spaces (for example the Dance Studio and Wesbrook Fitness Center) have been updated with new floor markings, equipment arrangement and updated room capacity in order to meet the new PHO social distancing recommendation.

The UNA will continue to monitor PPE supplies, reassess engineering controls, and re-evaluate the current safety plan as they are part of WorkSafe BC requirements.

### ***Sustainability Coordinator Position and Transition Arrangement***

The UNA Sustainability Coordinator, Emily Lomax departed the UNA in December for a new position. I am appreciative for all the hard work that Emily has done for us over the past almost three years, and she will be greatly missed. I would personally like to wish her the best of success in all future endeavors.

The hiring process was been initiated in mid-December we are expecting a new hire will be joining us before mid-February 2020. During the transition period, we do not expect to see any impact to the UNA Green Depot operations, UNA community garden renewal process and UNA parking operations.

## **COMMUNICATIONS**

### ***Annual Report 2019-2020 Distribution***

The Annual Report 2019-2020 that was finalized after a previous Board meeting has been distributed to UNA members and through the community newsletter last January 8, 2021. The Annual Report is typically distributed at the Annual General Meeting, but was release in advance to keep members updated while we wait to finalize a date for the AGM.

### ***CEAC Recruitment Update***

Additional promotion for the call for members of the Community Engagement Advisory Committee was implemented, including social media ads, additional advertisements through the Campus Resident and a message to Strata chairs asking to help distribute the advertisement to residents. As of January 11, we have received eight applications.

### ***Staff Zoom Christmas Party***

Organized by the Staff Social Events Committee, UNA staff came together for our annual Christmas party through Zoom. The party was themed “Pub Trivia Night” and we regretfully report that the UNA staff’s knowledge in Canadian prime ministers is severely lacking as nobody, under time pressure, could name who the prime minister was before Stephen Harper. We promise to study our history better.



***Other Work***

Communications continues our work on the UNA Welcome Package, updates to the UNA website, finalizing the roll-out of our new customer support platform and supporting Recreation staff with Winter Programs communications and promotions.

**Financial Implications**

None

**Operational Implications**

None

**Strategic Objective**

None

**Attachments**

None

**Concurrence**

1. Andrew Clements, Recreation Manager
2. Athena Koon, Finance Manager
3. Glenda Ollero, Communications Manager
4. Wegland Sit, Operations Manager

Respectfully submitted,

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Sundance Topham  
Chief Administrative Officer



**Report Date:** January 5<sup>th</sup>, 2021  
**Meeting Date:** January 19<sup>th</sup>, 2021  
**From:** Sundance Topham, Chief Administrative Officer  
**Subject:** 2020-21 UNA Staff Work Plan – Third Quarter Update

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### **Background**

The 2020-21 UNA Staff Work Plan – Third Quarter Update is presented for information.

### **Decision Requested**

For information

### **Discussion**

The 2020-21 UNA Staff Work Plan was provided to the Board at the July 21<sup>st</sup>, 2020 meeting.

This update is comprised of the work that has taken place since then – and is up-to-date through until the end of December.

Three major items have dominated the staff work plan over this time – the first is COVID and the requisite effect that this had on operations – including the need to change major organizational processes and procedures. The second is the governance-related work (including SGM, AGM planning), and the third is the budgeting and financial processes – including the Joint Financial Task Force work.

### **Financial Implications**

The initiatives contained within the proposed work plan are funded through the 2020-21 approved budget. The ongoing COVID-19 situation is being closely monitored to ensure that any effects on our overall financial situation do not negatively impact our work plan. The Board is being updated regularly on this situation – and any proposed impacts will be highlighted and adjusted as required.

Any items that require an amendment to the budget will come to the Board for approval.

### **Operational Implications**

None





**Strategic Objective**

The 2020-21 UNA Staff Work Plan moves forward all four of the Board's strategic initiatives:

1. UNA Governance
2. Financial Sustainability
3. Operational Capacity
4. Community and Stakeholder Relations

**Attachments**

1. Schedule A – 2020-21 UNA Staff Work Plan – Third Quarter Update.

**Concurrence**

1. Andrew Clements, Recreation Manager
2. Athena Koon, Finance Manager
3. Glenda Ollero, Communications Manager
4. Wegland Sit, Operations Manager

Respectfully submitted,

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Sundance Topham  
Chief Administrative Officer

<p><b>UNA GOVERNANCE</b></p> <p><b>Explore opportunities to evolve governance to meet the changing needs of a growing population and community, including a review of the decision-making mechanisms of the UNA to ensure the organization can respond to community needs.</b></p>		
<p><b>Strategy:</b></p> <p>The decision-making mechanisms of the UNA will be reviewed to ensure they meet the needs of a growing community.</p>	<p><b>Goals:</b></p> <p><b>Review the bylaws and constitution</b></p> <ul style="list-style-type: none"> <li>• Support the Bylaw Review Working Group established by the Board of directors.</li> <li>• Support the Board on any changes to the bylaws and the <i>Neighbours’ Agreement</i>.</li> <li>• With Board support plan and host a 2020 Extraordinary General Meeting (Special General Meeting) to present an updated bylaw and constitution to UNA members.</li> </ul> <p><b>Review the Board’s and director’s roles and responsibilities within the context of the UNA’s municipal-like mandate</b></p> <ul style="list-style-type: none"> <li>• Led by the Board with staff support as needed.</li> </ul>	<p><b>Progress:</b></p> <p><b>Review the bylaws and constitution</b></p> <ul style="list-style-type: none"> <li>• The UNA held a Special General Meeting on Wednesday, September 30th, where a vote was held on the approval of the updated UNA bylaw and constitution. Both the bylaws and constitution were approved by over 90 per cent of the members who voted.</li> <li>• Providing support to the UNA Negotiating Committee with their work on obtaining insurance.</li> </ul> <p><b>Review the Board’s and director’s roles and responsibilities within the context of the UNA’s municipal-like mandate</b></p> <ul style="list-style-type: none"> <li>• Providing support to the UNA Board Procedures Working Group.</li> <li>• Preparing for a 2020 AGM without elections.</li> <li>• Preparing for a Director recruitment process.</li> </ul>

	<p><b>Articulate and clarify the relationship between the UNA, UBC and UBC Properties Trust, and explore opportunities to enhance and strengthen the relationship</b></p> <ul style="list-style-type: none"> <li>Led by the Board with staff support as needed.</li> </ul>	<p><b>Articulate and clarify the relationship between the UNA, UBC and UBC Properties Trust, and explore opportunities to enhance and strengthen the relationship</b></p> <ul style="list-style-type: none"> <li>Supporting the Board through their various committees and working groups (Neighbourhood Liaison Committee, Quarterly Executive Committee, Joint Financial Task Force).</li> </ul>
<p><b>FINANCIAL SUSTAINABILITY</b></p> <p><b>Explore opportunities to address the cost of core services to meet community needs, potential revenue generation, and the alignment of resource allocation with the mandate and identified priorities.</b></p>		
<p><b>Strategy:</b></p> <p>The UNA is financially sustainable over the long term.</p>	<p><b>Goals:</b></p> <p><b>Determine core service levels and costs to maintain those services and align budget allocation to those benchmarks</b></p> <ul style="list-style-type: none"> <li>Create a five-year staffing and office space needs assessment.</li> <li>Participate in the UNA/UBC Joint Financial Task Force.</li> <li>Re-examine the print numbers and distribution of the UNA Program Guide.</li> <li>In conjunction with UBC undertake a condition assessment of UNA infrastructure.</li> </ul>	<p><b>Progress:</b></p> <p><b>Determine core service levels and costs to maintain those services and align budget allocation to those benchmarks</b></p> <ul style="list-style-type: none"> <li>Initial discussions underway for creation of five-year staffing plan. Office space needs assessment may require further discussion in regard to current and Future use of existing community spaces (Wesbrook, Old Barn).</li> <li>Participated in the restart of the UNA/UBC Joint Financial Task Force (JFTF). JFTF currently underway.</li> </ul>

	<p><b>Review the reserves policy in partnership with UBC</b></p> <ul style="list-style-type: none"> <li>• With the Finance Manager and UNA Finance Committee, examine the reserves (both long and short term), with the goal of increased clarity in regard to reserve contribution levels, asset management planning and operational/capital roles and obligations.</li> <li>• Set timelines for review and revision of UNA reserve policies.</li> </ul> <p><b>Continue to explore financial models with the University Neighbourhoods Liaison Committee</b></p> <ul style="list-style-type: none"> <li>• Ongoing with UBC Neighbourhoods Liaison Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Program guide moved online due to COVID and need for flexible scheduling options.</li> <li>• Working with UBC to finalize the scope of work for the condition assessment of UNA infrastructure.</li> </ul> <p><b>Review the reserves policy in partnership with UBC</b></p> <ul style="list-style-type: none"> <li>• To be completed as part of the JFTF.</li> </ul> <p><b>Continue to explore financial models with the University Neighbourhoods Liaison Committee</b></p> <ul style="list-style-type: none"> <li>• Initial conversations to take place as part of the JFTF.</li> <li>• Continue to work with UBC for long term financial sustainability.</li> </ul>
<p><b>OPERATIONAL CAPACITY</b></p> <p><b>Continue the foundational work to streamline processes, build staff skills and ensure there are adequate resources to support the Board and the UNA in meeting its mandate.</b></p>		
<p><b>Strategy:</b></p> <p>The UNA has the administrative resources and processes in place to deliver mandated services and</p>	<p><b>Goals:</b></p> <p><b>Develop a professional development and compensation policy</b></p> <ul style="list-style-type: none"> <li>• Continue work on salary bands and ensure current compensation model is transparent to staff.</li> </ul>	<p><b>Progress:</b></p> <p><b>Develop a professional development and compensation policy</b></p> <ul style="list-style-type: none"> <li>• UNA Job Descriptions have been updated.</li> </ul>

<p>support the work of the Board.</p>	<ul style="list-style-type: none"> <li>• Develop annual employee goal setting, performance metrics, annual performance reviews.</li> <li>• Formalize professional development policy and departmental allotment.</li> <li>• Investigate linkages with existing local government professional organizations (Local Government Management Association, Union of British Columbia Municipalities).</li> </ul> <p><b>Create and implement metrics to measure service delivery</b></p> <ul style="list-style-type: none"> <li>• Explore what metrics we would like to track and what is presently within our capacity to do so.</li> </ul> <p><b>Develop a robust IT platform that supports internal and external information exchange</b></p> <ul style="list-style-type: none"> <li>• Update and initiate migration of UNA filing system to the cloud.</li> <li>• Archive ActiveNet data.</li> <li>• Develop a communication platform in MS SharePoint to support strata chairs and facilitate the exchanging of ideas, sharing of contractor information and collaboration between buildings.</li> <li>• Identify and evaluate options for cloud-based accounting solutions offered by Sage.</li> </ul>	<ul style="list-style-type: none"> <li>• Finalizing updated compensation bands. Updated UNA Compensation Policy to come to the Board in February.</li> <li>• Finalizing updated performance review templates.</li> <li>• Work on formalizing professional development policy continues. To be tasked to new Finance Manager.</li> <li>• Request made to the Local Government Management Association to allow the UNA employees to become members – which required an amendment of their Bylaws. Received confirmation of acceptance.</li> </ul> <p><b>Create and implement metrics to measure service delivery</b></p> <ul style="list-style-type: none"> <li>• No progress to date.</li> </ul> <p><b>Develop a robust IT platform that supports internal and external information exchange</b></p> <ul style="list-style-type: none"> <li>• No progress to date in regard to migration of UNA filing system to the cloud. Awaiting finalization of the Records Management Plan prior to migration.</li> <li>• ActiveNet data has been archived. A custom reporting system was developed to assist future data retrieval for the purpose of performance benchmarking/comparison, customer transaction records, and other administration purposes.</li> </ul>
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	<p><b>Align operations and allocation of resources with strategic priorities</b></p> <ul style="list-style-type: none"> <li>• Create and implement a records management plan.</li> <li>• Begin the creation of a standardized training manual online to ensure efficient training of new staff members.</li> <li>• Continue to develop a business case scenario for the effective delivery of virtual programming.</li> <li>• Initiate a general policy and internal procedure review. Index existing policies and procedures, identify policy gaps and create a list of missing policies and procedures. Initial Board input on Board Policies to be provided through Governance and Human Resources committee.</li> </ul>	<ul style="list-style-type: none"> <li>• In preparation for the communication platform development, strata chairs and property management company information have been recently updated. The Terms and Conditions and training material for the usage of such online communication platforms are in development.</li> <li>• No progress to date in regard to identifying and evaluating options for cloud-based accounting solutions offered by Sage. Awaiting finalization of the Records Management Plan prior to evaluation.</li> </ul> <p><b>Align operations and allocation of resources with strategic priorities</b></p> <ul style="list-style-type: none"> <li>• Records Management Plan contractor has been retained. Currently undertaking preliminary work, with the final plan scheduled to be completed close to the end of the fiscal year.</li> <li>• Training manual project has been re-started.</li> <li>• An initial investigation of current trends for the effective delivery of virtual programming has begun</li> <li>• General policy and internal procedure review underway. Indexing of existing policies completed. Policies being updated or created include a Delegation of Authority Policy, a Compensation Policy and a Purchasing Policy.</li> </ul>
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**COMMUNITY AND STAKEHOLDER RELATIONS**

**Identify and implement initiatives and processes to identify community needs and engage the community in ways that support the UNA’s vision of being “the place people choose to live.”**

<p><b>Strategy:</b> Improve civic engagement to support evidence-based decision making that is aligned with the UNA’s mandate.</p>	<p><b>Goals:</b></p> <p><b>Develop more robust engagement tools to assess community needs</b></p> <ul style="list-style-type: none"> <li>• Launch a newsletter campaign to boost community newsletter distribution list.</li> </ul> <p><b>Create feedback tools for residents and other stakeholders</b></p> <ul style="list-style-type: none"> <li>• Develop modular engagement kits for onsite events.</li> </ul> <p><b>Adapt and implement the Advisory Committee report in phases starting with the Community Engagement and Land Use Advisory Committees</b></p> <ul style="list-style-type: none"> <li>• Review the Fletcher Report on committees and confirm whether the recommendations contained within the report are still valid.</li> <li>• Implement Community Engagement Advisory Committee in conjunction with a review of potential surveys, focus groups and other mechanisms to assess needs, demographics and identify gaps in light of the impacts of COVID-19.</li> </ul>	<p><b>Progress:</b></p> <p><b>Develop more robust engagement tools to assess community needs</b></p> <ul style="list-style-type: none"> <li>• To be reviewed as part of the Community Engagement and Advisory Committee work.</li> </ul> <p><b>Create feedback tools for residents and other stakeholders</b></p> <ul style="list-style-type: none"> <li>• Removed from work plan due to COVID implications.</li> </ul> <p><b>Adapt and implement the Advisory Committee report in phases starting with the Community Engagement and Land Use Advisory Committees</b></p> <ul style="list-style-type: none"> <li>• No progress in regard to reviewing the Fletcher Report on committees and confirming whether the recommendations contained within the report are still valid.</li> <li>• Community Engagement Advisory Committee restart underway, with updated Terms of Reference and solicitation of committee members.</li> </ul>
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	<ul style="list-style-type: none"> <li>• Create Land Use Advisory Committee.</li> </ul> <p><b>Reinforce the relationship between the UNA and the UBC academic community.</b></p> <ul style="list-style-type: none"> <li>• Led by the UNA Board of Directors.</li> </ul>	<ul style="list-style-type: none"> <li>• No progress in regard to creating Land Use Advisory Committee.</li> </ul> <p><b>Reinforce the relationship between the UNA and the UBC academic community.</b></p> <ul style="list-style-type: none"> <li>• Support the Board as needed.</li> </ul>
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**Date:** January 10, 2021  
**From:** Director Holmes  
**Re:** Board Rules of Procedure

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**Recommendation**

That the Board cancel its approval in principle of the Board Procedures Policy and approve the proposed Board Rules of Procedure included with this report, effective when the UNA Bylaws approved at the September 30, 2020 Special General Meeting take effect.

**Background**

The proposed Board Rules of Procedure (the **Rules**) were included in the agenda package for the Board's December 15, 2020 meeting. The Board decided to defer consideration of the proposed Rules to a special Board meeting to be held on January 5, 2021. In a Committee of the Whole session at that meeting, various aspects of the proposed Rules were discussed and Directors requested a few amendments to the proposed Rules.

**Revised Proposed Rules of Procedure**

Attached to this report is a revised version of the proposed Rules, reflecting the amendments that were informally agreed to at the January 5, 2021 Board meeting. In addition, a few minor non-substantive changes have been made to Part 15 of the Rules (Committees). Also attached to this report is a blacklined version of the proposed Rules, showing the changes that were made.



# BOARD RULES OF PROCEDURE

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### INTRODUCTION

#### Definitions

1.1 In these rules of procedure:

“Board” means the UNA Board of Directors;

“Bylaws” means the bylaws of the UNA as amended or replaced from time to time;

“CAO” means the Chief Administrative Officer of the UNA except that, at any time there is no CAO, “CAO” means the individual or individuals fulfilling the responsibilities of the CAO position;

“Chair” means the Chair of the Board;

“Director” means a UNA director;

“Point of Order” means a point or query concerning procedure;

“Presiding Director” has the meaning given in section 5.1;

“Rules” means these rules of procedure;

“*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any legislation that replaces that Act;

“UBC” means The University of British Columbia;

“UNA” means the University Neighbourhoods Association.

#### References to bylaws and to sections and parts

1.2 A reference to a Bylaw followed by a number is to that numbered provision in the Bylaws.

1.3 A reference in square brackets to a numbered Bylaw is to a provision in the Bylaws that requires, in whole or in part, the section of the Rules in which the reference is included.

1.4 Except as otherwise stated, a reference to a section or Part is to that section or Part of the Rules.

#### Applicable rules of procedure for Board meetings

1.5 Proceedings of all meetings of the Board are governed by the Rules and, to the extent not inconsistent with the Rules, by the most recent edition of Robert’s Rules of Order, with such modifications as are necessary in the circumstances.

- 1.6 If any rule is inconsistent with the requirements of the *Societies Act*, the requirements of that Act prevail.

### Delegation by CAO

- 1.7 The CAO may delegate to other UNA employees any of the responsibilities and functions assigned to him or her by the Rules.

### Substitute for Chair

- 1.8 If at any time the Chair is absent or unable to act or the office of Chair is vacant, the powers of the Chair are to be exercised, and the duties carried out, by the Director appointed by the Board for this purpose.

## PART 2 – BOARD MEETINGS

### Location

- 2.1 Board meetings are to take place on the UBC Vancouver campus.

### Inaugural meeting

- 2.2 The CAO must convene an initial meeting of the Board within one month after an election of Directors.
- 2.3 At the initial meeting, the Board must elect a Chair in accordance with the following:
- (a) The call for nominations for the office of Chair is to be conducted by the CAO.
  - (b) If only one candidate is nominated, that candidate is to be declared elected by acclamation.
  - (c) If more than one candidate is nominated, voting is to be conducted by secret ballot.
  - (d) Ballots are to be counted by the CAO, and the candidate with the most votes is to be declared elected.
  - (e) In the event that more than one candidate receives the largest number of votes, the CAO is to determine the procedure for determining which of those candidates is elected. For greater certainty, the procedure may include a runoff election or determination by lot.

### Regular meetings

- 2.4 The Chair must determine the dates, times, and places of the regular Board meetings, which meetings must be held at least 6 times in a calendar year. [*Bylaw 7.1*]

- 2.5 No later than the beginning of a calendar year, the CAO must prepare, in consultation with the Chair, a schedule of the dates, times, and locations of the regular Board meetings for the year and must post the schedule of regular Board meetings on the UNA's website.
- 2.6 A regular Board meeting may
- (a) be cancelled by the Board, except that two consecutive regular Board meetings may not be cancelled; or
  - (b) moved to a different day, time, or place by the Chair, but only if 5 days' notice of the change is provided to the Board.
- 2.7 If a regular Board meeting is cancelled or there is a change to the date, time, or place of the meeting, the CAO must, as soon as reasonably possible, post a notice of the cancellation or change on the UNA's website.

### Special meetings

- 2.8 A special Board meeting must be called by the CAO at the request of any two Directors.
- 2.9 Except where notice of a special meeting is waived by all Directors, the CAO must give notice of the date, time, and place of the special meeting at least 48 hours before the time of the meeting by
- (a) sending a copy of the notice to each Director via email, and
  - (b) posting a copy of the notice on the UNA website.

### Open, closed, and restricted closed sessions

- 2.10 Each Board meeting consists of one or more of an open session, a closed session, and a restricted closed session.
- 2.11 The open session of a Board meeting must be open to the public.
- 2.12 The closed session of a Board meeting may be attended only by the Directors, the CAO, UNA employees invited by the CAO or the Board, and other individuals invited by the Board.
- 2.13 The restricted closed session of a Board meeting may only be attended by the Directors and individuals invited by the Board.
- 2.14 The Board must hold at least 6 meetings in a calendar year that have an open session.

- 2.15 A matter may be considered at a closed session or a restricted closed session of a Board meeting only if the matter is, or relates to, one or more of the following:
- (a) discussions and dealings with other entities or individuals where disclosure of the information being discussed could be harmful to the UNA's interests;
  - (b) employee relations and other human resources matters;
  - (c) a matter which the UNA is required by contract or law to keep confidential;
  - (d) litigation or potential litigation affecting the UNA;
  - (e) the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (f) personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the UNA or another position appointed by the Board;
  - (g) the appointment of an individual to fill a vacancy on the Board;
  - (h) the appointment of individuals other than Directors to, or removal from, a committee, working group, or other body;
  - (i) the approval of minutes for a closed session or restricted closed session of a Board meeting;
  - (j) consideration of whether a matter on the agenda for the session is eligible to be considered in the session;
  - (k) the addition of a matter to the agenda for the session; and
  - (l) consideration of whether particular individuals should be permitted to attend the session.
- 2.16 In the preparation of the agendas for a Board meeting, the Chair is to determine which matters are to be included on the agenda for the closed session and which matters are to be included on the agenda for the restricted closed session. The Chair's determination is subject to being overturned during the closed session or restricted closed session.
- 2.17 If a Board meeting includes an open session and also a closed or restricted closed session, the agenda for the open session is to state
- (a) the fact that the open session will be followed by a closed or restricted closed session, and
  - (b) the basis or bases permitting the consideration of matters in the closed or restricted closed session.
- 2.18 If a Board meeting does not include an open session, the CAO must give notice to the public on the UNA website of the basis or bases permitting the consideration of matters in the meeting.

### Confidentiality

- 2.19 Except as otherwise authorized by the Board,
- (a) discussion and decisions made at a closed session or a restricted closed session of a Board meeting must be kept in confidence; and
  - (b) information considered during a closed session or a restricted closed session of a Board meeting must be kept in confidence, until the information is discussed in an open session of a Board meeting or is released to the public.

### PART 3 – ELECTRONIC PARTICIPATION AND ELECTRONIC MEETINGS

#### Electronic Participation

- 3.1 A Director who is unable to attend a Board meeting in person because of illness, absence from Metro Vancouver, or other circumstances that prevent the Director from attending in person may participate in the meeting by electronic facilities if
- (a) the facilities enable all meeting participants to hear each other; and
  - (b) if there is an open session, the facilities enable the public in attendance at the session to hear the Director.
- 3.2 A Director who intends to participate in a Board meeting electronically must give the CAO notice of this intention at least 24 hours prior to the time of the meeting.
- 3.3 Subject to section 3.4, as soon as reasonably possible after receiving notice from a Director, the CAO must provide the Director with instructions on how to connect to and participate in the meeting.
- 3.4 If more than two Directors intend to participate in a Board meeting electronically, only the first two Directors who notify the CAO of their intention may so participate.

#### Electronic Meeting

- 3.5 A Board meeting may be conducted by electronic facilities if
- (a) the circumstances are such that, in the view of the Chair, it would be impractical or impossible for an in-person meeting to be held or, in the case of a special Board meeting, either
    - (i) the meeting is called with less than 72 hours' notice, or
    - (ii) at least three Directors will not be able to attend in person;
  - (b) the facilities enable all meeting participants to hear, or watch and hear, each other; and



- (c) if there is an open session, the facilities enable the public to hear, or watch and hear, the session.
- 3.6 If a Board meeting that includes an open session is to be conducted by electronic facilities, information on how the public may hear, or watch and hear, the session must be posted on the UNA website.
- 3.7 The notice of a special Board meeting to be conducted by electronic facilities must, if the meeting includes an open session, provide information on how the public may hear, or watch and hear, the session, or how the public may obtain this information.

### PART 4 – AGENDAS AND ORDER OF BUSINESS

#### Preparation and availability of agendas

- 4.1 Separate agendas are to be prepared for the open session, closed session, and restricted closed session of a Board meeting.
- 4.2 The agendas for the open and closed sessions of a regular Board meeting are to be prepared and made available as follows:
  - (a) The CAO, in consultation with the Chair, must prepare agendas for the open and closed sessions, setting out all items for consideration at the sessions.
  - (b) The agendas are to include items proposed by Directors at least 10 days before the meeting.
  - (c) At least 5 days before the meeting, the CAO must provide the agendas to the Directors and make the agenda for the open session available to the public.
- 4.3 Section 4.2 applies with respect to the agendas for the open and closed sessions of a special Board meeting, except that the time by which the agendas are to be provided to Directors and made available to the public is the lesser of 5 days before the meeting and such time as is reasonably practicable having regard to when the decision to hold the meeting is made.
- 4.4 Prior to each Board meeting that includes a restricted closed session,
  - (a) the Director appointed by the Board for this purpose must prepare an agenda for the session; and
  - (b) that Director must provide the agenda to Directors at least two days before the meeting.

### Agenda for open session of a meeting

- 4.5 The agenda for the open session of a Board meeting is to contain the following headings in the order in which they are listed:
- (a) Approval of agenda
  - (b) Approval of minutes
  - (c) Delegations
  - (d) External reports and presentations
  - (e) Reports<sup>1</sup>
  - (f) Unfinished business<sup>2</sup>
  - (g) New business<sup>3</sup>
  - (h) Adjournment

### Agendas for closed and restricted closed sessions of a meeting

- 4.6 The agendas for the closed and restricted closed sessions of a Board meeting are to contain such of the headings listed in section 4.5 as are applicable.

### Addition of agenda items by Directors

- 4.7 At the time the adoption of an agenda is being considered, a Director may propose to place an additional item on the agenda. The item is to be added to the agenda only if approved by the Board.

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<sup>1</sup> "Reports" are UNA reports, such as reports from committees, working groups, Directors, and staff. These may just provide information or may include recommendations for action.

<sup>2</sup> "Unfinished business" consists of

- the item (if any) that was actually in the process of being considered when the last meeting adjourned;
- items that were on the agenda for the last meeting but were not reached before the adjournment of the meeting; and
- items from a prior meeting that, by motion, were postponed.

There will usually not be any unfinished business.

<sup>3</sup> "New business" is any item for discussion or decision that does not belong under reports or unfinished business. It includes items that were previously considered by the Board, unless the item has been referred to a committee or working group.

- 4.8 After an agenda has been adopted, a Director may propose to place an item of an urgent nature on the agenda. The item is to be added to the agenda only if the proposal is approved by the Board.

### Order of business

- 4.9 Business at a session of a Board meeting is to be taken up in the order in which it is listed on the agenda for that session, unless an alternative order is approved by the Board.

### New Directors

- 4.10 For the purposes of this Part, a Director includes, in relation to a Board meeting, any person whose term of office as a UNA director will commence at the beginning of the meeting.

## PART 5 – MEETING CHAIR AND QUORUM

### Meeting chair

- 5.1 The chair of a Board meeting (the “Presiding Director”) is to be determined in accordance with Bylaw 7.6.
- 5.2 For the purposes of determining the chair of a Board meeting that is not conducted electronically, a Director who participates electronically in the meeting is deemed not to be present.

### Quorum

- 5.3 The quorum for a Board meeting is a majority of the Directors at the time of the meeting. [Bylaw 7.5]
- 5.4 The Board must not conduct business at any time at which a quorum is not present.

### Adjourning meeting if no quorum

- 5.5 If there is no quorum present within 15 minutes after the scheduled time for a Board meeting or such longer time as the majority of the Directors present agree,
- (a) the CAO must record the names of the Directors present; and
  - (b) the meeting stands adjourned.

### PART 6 – MOTIONS

#### Making motions

- 6.1 Except as otherwise provided in the Rules, a motion must be made and seconded before being debated or finally put to a vote by the Presiding Director. It is not necessary that the Presiding Director restate the motion.
- 6.2 A Director may make a motion only if the Director is recognized by the Presiding Director.

#### Motions belong to Board

- 6.3 When a motion has been made and seconded, it is in possession of the Board.

#### Permissible motions

- 6.4 Only the following motions may be made when the Board is considering a main motion (i.e., the motion that initiates formal Board consideration of a matter):
- (a) to adjourn;
  - (b) to recess;
  - (c) to call the vote;
  - (d) to postpone;
  - (e) to refer;
  - (f) to amend;
  - (g) to postpone indefinitely.
- 6.5 The order of precedence of the motions listed in section 6.4 is from top (highest) to bottom (lowest). Except for a motion to amend a pending motion, a motion is in order if any motion below it is pending and is out of order if any motion above it is pending. A motion to amend a pending motion may be made to any motion that is amendable.

#### Motion to call the vote

- 6.6 A motion to call the vote is a motion to end debate and vote immediately on the pending motion.
- 6.7 A motion to call the vote is not debatable and requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed.

### Motion to postpone

- 6.8 A motion to postpone a pending main motion must specify when the main motion is to be taken up again, which may be
- (a) during the same Board meeting, in which case the motion must specify when in the order of business, or after which circumstances, the main motion is to be considered further; or
  - (b) in a future Board meeting, in which case the motion must specify which Board meeting or the conditions that must be fulfilled in order for the main motion to be considered further.
- 6.9 A motion to postpone is debatable, but only as to the merits of postponement.

### Motion to refer

- 6.10 A motion to refer can be made only with respect to a main motion as amended by any amendments approved before the motion to refer.
- 6.11 A motion to refer can be made with respect to a matter on the agenda for the meeting before the making of a main motion with respect to the matter.
- 6.12 A motion to refer a matter may be to a committee, working group, or any individual or group of individuals and is to specify when a report is to be made to the Board.
- 6.13 Debate on a motion to refer must be limited to the merits of the referral.

### Motion to amend

- 6.14 A motion to amend must not be made with respect to a motion that is non-amendable.
- 6.15 A motion to amend may take the form of the deletion, addition, or substitution of words. It must be germane to the motion proposed to be amended and may not change the motion into another type of motion or negate the intent of the motion.
- 6.16 A secondary amendment may be moved to a primary amendment. The secondary amendment is not amendable and no further amendments may be moved to the primary amendment until the secondary amendment is disposed of.
- 6.17 A primary amendment must be debated and voted on before the motion that is proposed to be amended.
- 6.18 A secondary amendment must be debated and voted on before the pending primary amendment.

### Motion to postpone indefinitely

- 6.19 A motion to postpone indefinitely is a motion not to make a decision on the pending main motion (i.e., to kill the main motion).
- 6.20 Debate on a motion to postpone indefinitely may go into the merits of the pending main motion.

### Withdrawal of motion

- 6.21 The Director who made a motion may request at any time while the motion is pending that the motion be withdrawn.
- 6.22 A motion is withdrawn if all Directors present at the meeting consent to the request to withdraw.
- 6.23 If any Director objects to the request to withdraw,
- (a) the Presiding Director must put the request to a vote;
  - (b) no debate is allowed; and
  - (c) to succeed, the request requires a majority vote.

### Division of motion

- 6.24 If requested by a Director, where a motion comprises separate parts that can stand alone as separate motions, there is to be a separate vote on each part.

## PART 7 – RECONSIDERATION, RESCISSION, OR AMENDMENT OF A MOTION

### Reconsideration

- 7.1 A Director who voted with the majority for or against a motion (the “original motion”) may make a motion to reconsider the original motion, either at the same open, closed, or restricted closed session of the meeting at which the original motion was voted on or at the next such session.
- 7.2 When a motion to reconsider an original motion is made, the original motion may not be discussed before approval of the motion to reconsider.
- 7.3 A motion may not be reconsidered if it has been acted upon irreversibly.

### Rescission or Amendment

- 7.4 After the Board has approved a motion (the “approved motion”), a Director may make a motion to rescind or amend the approved motion, either at the same open, closed, or restricted closed session of the meeting at which the approved motion was approved or at the next such session.

- 7.5 A motion to rescind or amend an approved motion requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed if
- (a) the motion to rescind or amend is not made at the same meeting at which the approved motion was approved, and
  - (b) advance notice of the intent to make the motion was not given in the agenda for the session of the meeting at which the motion is made.
- 7.6 An approved motion may not be rescinded or amended if it has been acted upon irreversibly.

### PART 8 – DEBATE AND CONDUCT

#### Discussion prior to motion

- 8.1 A matter may be discussed prior to the making of a motion regarding the matter.

#### Debate

- 8.2 A Director may speak to a matter only if recognized by the Presiding Director.
- 8.3 The Presiding Director may speak to any matter.
- 8.4 Subject to sections 8.5 and 8.6, if more than one Director wishes to speak, the Presiding Director is to determine the order in accordance with the order in which each Director indicated an intention to speak.
- 8.5 The Director who moves a motion may speak first to the motion.
- 8.6 Each Director must be given an opportunity to speak before a Director is given a further opportunity to speak.
- 8.7 A Director must not speak at one time for more than 5 minutes, unless the Board gives permission for the Director to speak longer.
- 8.8 A Director may require the motion being debated to be read at any time during the debate, but not so as to interrupt another Director who is speaking.

#### Motion to postpone or refer

- 8.9 If a motion to postpone or refer a main motion is made while there remain Directors who have indicated an intention to speak, the Presiding Director may refuse to accept the seconding of the motion to postpone or refer until those on the speakers list have been heard.

### Conduct

- 8.10 A Director may not interrupt a Director who is speaking except to raise a Point of Order.
- 8.11 Directors must:
- (a) use respectful language;
  - (b) refrain from using rude or offensive gestures or signs or engaging in rude or offensive conduct;
  - (c) refrain from attacking or questioning the motives of other Directors;
  - (d) speak only in connection with the matter being debated; and
  - (e) adhere to the Rules and to rulings of the Presiding Director and decisions of the Board.

### Call to order

- 8.12 A Director who is called to order by the Presiding Director:
- (a) must immediately stop speaking;
  - (b) may explain their position on the Point of Order; and
  - (c) may appeal the Presiding Director's ruling, in which case section 9.2 applies.

### Conflict of Interest

- 8.13 If a Director has a direct or indirect material interest in a matter before the Board, the obligations in section 56 of the *Societies Act* (or in any provision that replaces that section) are applicable.

### Participation of individuals other than Directors

- 8.14 Staff and advisors may speak on a matter only if recognized by the Presiding Director.
- 8.15 Members of the public in attendance at a meeting may speak on a matter if invited to do so by the Presiding Director.

## PART 9 – POINTS OF ORDER

- 9.1 A Director may raise a Point of Order at any time, whereupon the Presiding Director must:
- (a) interrupt the matter currently under consideration;
  - (b) ask the Director to state the substance of and the basis for the Point of Order; and
  - (c) decide the matter and state the reasons for the decision.



- 9.2 A Director who is dissatisfied with a decision of the Presiding Director under section 9.1 may appeal the decision, in which case
- (a) the Director is permitted to state the basis for the appeal;
  - (b) the Presiding Director may make a response;
  - (c) the Presiding Director must then ask whether his or her decision is to be sustained;
  - (d) the question is to be voted on without debate; and
  - (e) the Presiding Director's decision is sustained unless there is a majority vote in the negative.

### PART 10 – VOTING

- 10.1 When debate on a motion is closed, the Presiding Director must put the motion to a vote.
- 10.2 Votes are to be cast by the raising of hands. [*Bylaw 7.7*]
- 10.3 When there is a vote on a motion, no Director may leave the room other than a Director who has declared a conflict of interest.
- 10.4 Unless provided otherwise in the Rules, a motion is decided in the affirmative if a majority of the Directors present, excluding those who abstain from voting, vote in the affirmative. [*Bylaw 7.7*]
- 10.5 In the event of an equality of votes, the Presiding Director has a second vote. [*Bylaw 7.7*]
- 10.6 The Presiding Director must declare the result of a vote by stating that the motion is decided in either the affirmative or the negative.

### PART 11 – REQUEST FOR INFORMATION

- 11.1 Directors have the right to request information about any matter before the Board or related to the UNA's affairs.
- 11.2 A Director's inquiry is to be addressed to the Presiding Director.
- 11.3 Inquiries must not include opinion or argument.
- 11.4 An inquiry that is not asked in connection with debate on a matter may only be raised as an item under new business.
- 11.5 If an inquiry cannot be answered when asked, the CAO must respond, or have someone else respond, at the next regular Board meeting.

### PART 12 – DELEGATIONS

- 12.1 During the open session of a regular Board meeting, an individual or group of individuals (a “Delegation”) may make a presentation to the Board.
- 12.2 The maximum amount of time for hearing from Delegations at a Board meeting is 30 minutes.
- 12.3 Delegations are to be heard in the order in which they notify the CAO of their intention to make a presentation to the Board, unless the Board decides otherwise.
- 12.4 A Delegation’s presentation is limited to 10 minutes.
- 12.5 Directors may ask clarification questions of a Delegation, and hear responses to those questions, for a maximum of 5 minutes.
- 12.6 Any time limit in this Part may be extended with the consent of the Board.

### PART 13 – MINUTES

#### Preparation of minutes

- 13.1 Separate minutes are to be prepared for the open, closed and restricted closed sessions of a Board meeting.
- 13.2 Minutes of an open, closed, or restricted closed session of a Board meeting must contain:
  - (a) the type of session;
  - (b) the date and location of the meeting;
  - (c) the times at which the session began and adjourned;
  - (d) the names of Directors, staff, and invited attendees who attended the session;
  - (e) the name of the Presiding Director;
  - (f) a record of decisions made on all main motions; and
  - (g) the names of any Directors who have declared conflicts of interest and the matter with respect to which each conflict was declared.
- 13.3 The minutes of restricted closed sessions are to be prepared by a Director appointed by the Board for that purpose.

#### Approval, distribution, and retention of minutes

- 13.4 A draft of the minutes of an open, closed, or restricted closed session of a Board meeting must be provided to Directors for approval and included with the agenda for the next session of that type.

- 13.5 Within 14 days of the Board approving the minutes of an open session of a Board meeting, the CAO must post the minutes on the UNA website.
- 13.6 The approved minutes of the closed session of a Board meeting are to be maintained confidentially by the CAO.
- 13.7 The approved minutes of a restricted closed session of a Board meeting are to be distributed to all Directors, who must maintain the confidentiality of the minutes.

### **Inclusion of resolutions approved without meeting**

- 13.8 A resolution approved in accordance with Bylaw 7.9 (resolution approved without meeting) must be included with the minutes of the next open, closed, or restricted closed meeting of the Board, depending on the type of session at which the resolution would otherwise have been presented for approval.

## **PART 14 – UBC AND AMS PARTICIPANTS**

- 14.1 With respect to an individual appointed by UBC who is entitled pursuant to sections 8.1 to 8.5 of the Bylaws to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that
- (a) the individual has no right to make motions;
  - (b) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
  - (c) to the extent that sections 8.1 to 8.5 of the Bylaws are inconsistent with the Rules, those sections prevail.
- 14.2 With respect to an individual appointed by the Alma Mater Society of the University of British Columbia who is entitled pursuant to section 4.6 of the Neighbours' Agreement 2020 to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that
- (a) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
  - (b) to the extent that section 4.6 of the Neighbours' Agreement 2020 is inconsistent with the Rules, that section prevails.

### PART 15 – COMMITTEES

#### Establishment and membership of committees

- 15.1 Subject to any delegation of its power to establish committees, only the Board may establish committees and determine their membership.
- 15.2 Individuals who are not Directors may be members of a committee.
- 15.3 The chair of a committee must be a Director.
- 15.4 A Director who is a member of a committee ceases to be a member upon ceasing to be a Director unless otherwise provided in the appointment of the Director to the committee.

#### Rules of procedure

- 15.5 Board committees are to conduct business in accordance with the Rules, with such modifications as are necessary.
- 15.6 The quorum for a committee meeting is a majority of the committee's members.
- 15.7 A motion made at a committee meeting is not required to be seconded.
- 15.8 In the event of an equality of votes on a motion at a committee meeting,
- (a) the chair of the committee does not have a second vote; and
  - (b) the motion fails.

#### Minutes of meetings

- 15.9 A committee must provide minutes of its meetings to the Board.

#### Attendance of non-member Directors

- 15.10 Directors who are not members of a committee
- (a) may attend meetings of the committee,
  - (b) may participate in discussion only with the approval of a majority of the committee members present, and
  - (c) have no vote.

#### Priority of committee terms of reference

- 15.11 The provisions in this Part are not applicable with respect to a committee to the extent that the provisions conflict with the committee's terms of reference.



# BOARD RULES OF PROCEDURE

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### INTRODUCTION

#### Definitions

1.1 In these rules of procedure:

“Board” means the UNA Board of Directors;

“Bylaws” means the bylaws of the UNA as amended or replaced from time to time;

“CAO” means the Chief Administrative Officer of the UNA except that, at any time there is no CAO, “CAO” means the individual or individuals fulfilling the responsibilities of the CAO position;

“Chair” means the Chair of the Board;

“Director” means a UNA director;

“Point of Order” means a point or query concerning procedure;

“Presiding Director” has the meaning given in section 5.1;

“Rules” means these rules of procedure;

“*Societies Act*” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any legislation that replaces that Act;

“UBC” means The University of British Columbia;

“UNA” means the University Neighbourhoods Association.

#### References to bylaws and to sections and parts

1.2 A reference to a Bylaw followed by a number is to that numbered provision in the Bylaws.

1.3 A reference in square brackets to a numbered Bylaw is to a provision in the Bylaws that requires, in whole or in part, the section of the Rules in which the reference is included.

1.4 Except as otherwise stated, a reference to a section or Part is to that section or Part of the Rules.

#### Applicable rules of procedure for Board meetings

1.5 Proceedings of all meetings of the Board are governed by the Rules and, to the extent not inconsistent with the Rules, by the most recent edition of Robert’s Rules of Order, with such modifications as are necessary in the circumstances.



## BOARD RULES OF PROCEDURE

- 1.6 If any rule is inconsistent with the requirements of the *Societies Act*, the requirements of that Act prevail.

### Delegation by CAO

- 1.7 The CAO may delegate to other UNA employees any of the responsibilities and functions assigned to him or her by the Rules.

### Substitute for Chair

- 1.8 If at any time the Chair is absent or unable to act or the office of Chair is vacant, the powers of the Chair are to be exercised, and the duties carried out, by the Director appointed by the Board for this purpose.

## PART 2 – BOARD MEETINGS

### Location

- 2.1 Board meetings are to take place on the UBC Vancouver campus.

### Inaugural meeting

- 2.2 The CAO must convene an initial meeting of the Board within one month after an election of Directors.
- 2.3 At the initial meeting, the Board must elect a Chair in accordance with the following:
- (a) The call for nominations for the office of Chair is to be conducted by the CAO.
  - (b) If only one candidate is nominated, that candidate is to be declared elected by acclamation.
  - (c) If more than one candidate is nominated, voting is to be conducted by secret ballot.
  - (d) Ballots are to be counted by the CAO, and the candidate with the most votes is to be declared elected.
  - (e) In the event that more than one candidate receives the largest number of most votes, the CAO is to determine the procedure for determining which of those candidates is elected. For greater certainty, the procedure may include a runoff election or determination by lot.

### Regular meetings

- 2.4 The Chair must determine the dates, times, and places of the regular Board meetings, which meetings must be held at least 6 times in a calendar year. [*Bylaw 7.1*]



- 2.5 No later than the beginning of a calendar year, the CAO must prepare, in consultation with the Chair, a schedule of the dates, times, and locations of the regular Board meetings for the year and must post the schedule of regular Board meetings on the UNA's website.
- 2.6 A regular Board meeting may
- (a) be cancelled by the Board, except that two consecutive regular Board meetings may not be cancelled; or
  - (b) moved to a different day, time, or place by the Chair, but only if 5 days' notice of the change is provided to the Board.
- 2.7 If a regular Board meeting is cancelled or there is a change to the date, time, or place of the meeting, the CAO must, as soon as reasonably possible, post a notice of the cancellation or change on the UNA's website.

### Special meetings

- 2.8 A special Board meeting must be called by the CAO at the request of any two Directors.
- 2.9 Except where notice of a special meeting is waived by all Directors, the CAO must give notice of the date, time, and place of the special meeting at least 48 hours before the time of the meeting by
- (a) sending a copy of the notice to each Director via email, and
  - (b) posting a copy of the notice on the UNA website.

### Open, closed, and restricted closed sessions

- 2.10 Each Board meeting consists of one or more of an open session, a closed session, and a restricted closed session.
- 2.11 The open session of a Board meeting must be open to the public.
- 2.12 The closed session of a Board meeting may be attended only by the Directors, the CAO, UNA employees invited by the CAO or the Board, and other individuals invited by the Board.
- 2.13 The restricted closed session of a Board meeting may only be attended by the Directors and individuals invited by the Board.
- 2.14 The Board must hold at least 6 meetings in a calendar year that have an open session.

- 2.15 A matter may be considered at a closed session or a restricted closed session of a Board meeting only if the matter is, or relates to, one or more of the following:
- (a) discussions and dealings with other entities or individuals where disclosure of the information being discussed could be harmful to the UNA's interests;
  - (b) employee relations and other human resources matters;
  - (c) a matter which the UNA is required by contract or law to keep confidential;
  - (d) litigation or potential litigation affecting the UNA;
  - (e) the receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (f) personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the UNA or another position appointed by the Board;
  - (g) the appointment of an individual to fill a vacancy on the Board;
  - (h) the appointment of individuals other than Directors to, or removal from, a committee, working group, or other body;
  - (i) the approval of minutes for a closed session or restricted closed session of a Board meeting;
  - (j) consideration of whether a matter on the agenda for the session is eligible to be considered in the session;
  - (k) the addition of a matter to the agenda for the session; and
  - (l) consideration of whether particular individuals should be permitted to attend the session.
- 2.16 In the preparation of the agendas for a Board meeting, the Chair is to determine which matters are to be included on the agenda for the closed session and which matters are to be included on the agenda for the restricted closed session. The Chair's determination is subject to being overturned during the closed session or restricted closed session.
- 2.17 If a Board meeting includes an open session and also a closed or restricted closed session, the agenda for the open session is to state
- (a) the fact that the open session will be followed by a closed or restricted closed session, and
  - (b) the basis or bases permitting the consideration of matters in the closed or restricted closed session.
- 2.18 If a Board meeting does not include an open session, the CAO must give notice to the public on the UNA website of the basis or bases permitting the consideration of matters in the meeting.

### Confidentiality

- 2.19 Except as otherwise authorized by the Board,
- (a) discussion and decisions made at a closed session or a restricted closed session of a Board meeting must be kept in confidence; and
  - (b) information considered during a closed session or a restricted closed session of a Board meeting must be kept in confidence, until the information is discussed in an open session of a Board meeting or is released to the public.

### PART 3 – ELECTRONIC PARTICIPATION AND ELECTRONIC MEETINGS

#### Electronic Participation

- 3.1 A Director who is unable to attend a Board meeting in person because of illness, absence from Metro Vancouver, or other circumstances that prevent the Director from attending in person may participate in the meeting by electronic facilities if
- (a) the facilities enable all meeting participants to hear each other; and
  - (b) if there is an open session, the facilities enable the public in attendance at the session to hear the Director.
- 3.2 A Director who intends to participate in a Board meeting electronically must give the CAO notice of this intention at least 24 hours prior to the time of the meeting.
- 3.3 Subject to section 3.4, as soon as reasonably possible after receiving notice from a Director, the CAO must provide the Director with instructions on how to connect to and participate in the meeting.
- 3.4 If more than two Directors intend to participate in a Board meeting electronically, only the first two Directors who notify the CAO of their intention may so participate.

#### Electronic Meeting

- 3.5 A ~~special~~ Board meeting may be conducted by electronic facilities if
- (a) the circumstances are such that, in the view of the Chair, it would be impractical or impossible for an in-person meeting to be held or, in the case of a special Board meeting, either
    - (i) the meeting is called with less than 72 hours' notice, or
    - (ii) at least three Directors will not be able to attend in person;
  - (b) the facilities enable all meeting participants to hear, or watch and hear, each other; and

- (c) if there is an open session, the facilities enable the public to hear, or watch and hear, the session.

3.6 If a Board meeting that includes an open session is to be conducted by electronic facilities, information on how the public may hear, or watch and hear, the session must be posted on the UNA website.

~~3.63.7~~ The notice of a special Board meeting to be conducted by electronic facilities~~that includes an open session~~ must, if the meeting includes an open session, provide information on how the public may hear, or watch and hear, the session, or how the public may obtain this information.

### PART 4 – AGENDAS AND ORDER OF BUSINESS

#### Preparation and availability of agendas

- 4.1 Separate agendas are to be prepared for the open session, closed session, and restricted closed session of a Board meeting.
- 4.2 The agendas for the open and closed sessions of a regular Board meeting are to be prepared and made available as follows:
- (a) The CAO, in consultation with the Chair, must prepare agendas for the open and closed sessions, setting out all items for consideration at the sessions.
  - (b) The agendas are to include items proposed by Directors at least 10 days before the meeting.
  - (c) At least 5 days before the meeting, the CAO must provide the agendas to the Directors and make the agenda for the open session available to the public.
- 4.3 Section 4.2 applies with respect to the agendas for the open and closed sessions of a special Board meeting, except that the time by which the agendas are to be provided to Directors and made available to the public is the lesser of 5 days before the meeting and such time as is reasonably practicable having regard to when the decision to hold the meeting is made.
- 4.4 Prior to each Board meeting that includes a restricted closed session,
- (a) the Director appointed by the Board for this purpose must prepare an agenda for the session; and
  - (b) that Director must provide the agenda to Directors at least two days before the meeting.



## Agenda for open session of a meeting

- 4.5 The agenda for the open session of a Board meeting is to contain the following headings in the order in which they are listed:
- (a) Approval of agenda
  - (b) Approval of minutes
  - (c) Delegations
  - (d) External reports and presentations
  - (e) Reports<sup>1</sup>
  - (f) Unfinished business<sup>2</sup>
  - (g) New business<sup>3</sup>
  - (h) Adjournment

## Agendas for closed and restricted closed sessions of a meeting

- 4.6 The agendas for the closed and restricted closed sessions of a Board meeting are to contain such of the headings listed in section 4.5 as are applicable.

## Addition of agenda items by Directors

- 4.7 At the time the adoption of an agenda is being considered, a Director may propose to place an additional item on the agenda. The item is to be added to the agenda only if approved by the Board.

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<sup>1</sup> “Reports” are UNA reports, such as reports from committees, working groups, Directors, and staff. These may just provide information or may include recommendations for action.

<sup>2</sup> “Unfinished business” consists of

- the item (if any) that was actually in the process of being considered when the last meeting adjourned;
- items that were on the agenda for the last meeting but were not reached before the adjournment of the meeting; and
- items from a prior meeting that, by motion, were postponed.

There will usually not be any unfinished business.

<sup>3</sup> “New business” is any item for discussion or decision that does not belong under reports or unfinished business. It includes items that were previously considered by the Board, unless the item has been referred to a committee or working group.

- 4.8 After an agenda has been adopted, a Director may propose to place an item of an urgent nature on the agenda. The item is to be added to the agenda only if the proposal is approved by the Board.

### Order of business

- 4.9 Business at a session of a Board meeting is to be taken up in the order in which it is listed on the agenda for that session, unless an alternative order is approved by the Board.

### New Directors

- 4.10 For the purposes of this Part, a Director includes, in relation to a Board meeting, any person whose term of office as a UNA director will commence at the beginning of the meeting.

## PART 5 – MEETING CHAIR AND QUORUM

### Meeting chair

- 5.1 The chair of a Board meeting (the “Presiding Director”) is to be determined in accordance with Bylaw 7.6.
- 5.2 For the purposes of determining the chair of a Board meeting that is not conducted electronically, a Director who participates electronically in the meeting is deemed not to be present.

### Quorum

- 5.3 The quorum for a Board meeting is a majority of the Directors at the time of the meeting. [Bylaw 7.5]
- 5.4 The Board must not conduct business at any time at which a quorum is not present.

### Adjourning meeting if no quorum

- 5.5 If there is no quorum present within 15 minutes after the scheduled time for a Board meeting or such longer time as the majority of the Directors present agree,
- (a) the CAO must record the names of the Directors present; and
  - (b) the meeting stands adjourned.

### PART 6 – MOTIONS

#### Making motions

- 6.1 Except as otherwise provided in the Rules, a motion must be made and seconded before being debated or finally put to a vote by the Presiding Director. It is not necessary that the Presiding Director restate the motion.
- 6.2 A Director may make a motion only if the Director is recognized by the Presiding Director.

#### Motions belong to Board

- 6.3 When a motion has been made and seconded, it is in possession of the Board.

#### Permissible motions

- 6.4 Only the following motions may be made when the Board is considering a main motion (i.e., the motion that initiates formal Board consideration of a matter):
- (a) to adjourn;
  - (b) to recess;
  - (c) to call the vote;
  - (d) to postpone;
  - (e) to refer;
  - (f) to amend;
  - (g) to postpone indefinitely.
- 6.5 The order of precedence of the motions listed in section 6.4 is from top (highest) to bottom (lowest). Except for a motion to amend a pending motion, a motion is in order if any motion below it is pending and is out of order if any motion above it is pending. A motion to amend a pending motion may be made to any motion that is amendable.

#### Motion to call the vote

- 6.6 A motion to call the vote is a motion to end debate and vote immediately on the pending motion.
- 6.7 A motion to call the vote is not debatable and requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed.

### Motion to postpone

- 6.8 A motion to postpone a pending main motion must specify when the main motion is to be taken up again, which may be
- (a) during the same Board meeting, in which case the motion must specify when in the order of business, or after which circumstances, the main motion is to be considered further; or
  - (b) in a future Board meeting, in which case the motion must specify which Board meeting or the conditions that must be fulfilled in order for the main motion to be considered further.
- 6.9 A motion to postpone is debatable, but only as to the merits of postponement.

### Motion to refer

- 6.10 A motion to refer can be made only with respect to a main motion as amended by any amendments approved before the motion to refer.
- 6.11 A motion to refer can be made with respect to a matter on the agenda for the meeting before the making of a main motion with respect to the matter.
- 6.12 A motion to refer a matter may be to a committee, working group, or any individual or group of individuals and is to specify when a report is to be made to the Board.
- 6.13 Debate on a motion to refer must be limited to the merits of the referral.

### Motion to amend

- 6.14 A motion to amend must not be made with respect to a motion that is non-amendable.
- 6.15 A motion to amend may take the form of the deletion, addition, or substitution of words. It must be germane to the motion proposed to be amended and may not change the motion into another type of motion or negate the intent of the motion.
- 6.16 A secondary amendment may be moved to a primary amendment. The secondary amendment is not amendable and no further amendments may be moved to the primary amendment until the secondary amendment is disposed of.
- 6.17 A primary amendment must be debated and voted on before the motion that is proposed to be amended.
- 6.18 A secondary amendment must be debated and voted on before the pending primary amendment.





**Motion to postpone indefinitely**

- 6.19 A motion to postpone indefinitely is a motion not to make a decision on the pending main motion (i.e., to kill the main motion).
- 6.20 Debate on a motion to postpone indefinitely may go into the merits of the pending main motion.

**Withdrawal of motion**

- 6.21 The Director who made a motion may request at any time while the motion is pending that the motion be withdrawn.
- 6.22 A motion is withdrawn if all Directors present at the meeting consent to the request to withdraw.
- 6.23 If any Director objects to the request to withdraw,
  - (a) the Presiding Director must put the request to a vote;
  - (b) no debate is allowed; and
  - (c) to succeed, the request requires a majority vote.

**Division of motion**

- 6.24 If requested by a Director, where a motion comprises separate parts that can stand alone as separate motions, there is to be a separate vote on each part.

**PART 7 – RECONSIDERATION, RESCISSION, OR AMENDMENT OF A MOTION**

**Reconsideration**

- 7.1 A Director who voted with the majority for or against a motion (the “original motion”) may make a motion to reconsider the original motion, either at the same open, closed, or restricted closed session of the meeting at which the original motion was voted on or at the next such session.
- 7.2 When a motion to reconsider an original motion is made, the original motion may not be discussed before approval of the motion to reconsider.

~~7.3 — A motion may not be reconsidered more than once.~~

~~7.4~~7.3A motion may not be reconsidered if it has been acted upon irreversibly.



## Rescission or Amendment

~~7.5~~7.4 After the Board has approved a motion (the “approved motion”), a Director may make a motion to rescind or amend the approved motion, either at the same open, closed, or restricted closed session of the meeting at which the approved motion was approved or at the next such session.

~~7.6~~7.5 A motion to rescind or amend an approved motion requires at least two-thirds of the votes cast to be in favour of the motion in order to succeed if

- (a) the motion to rescind or amend is not made at the same meeting at which the approved motion was approved, and
- (b) advance notice of the intent to make the motion was not given in the agenda for the session of the meeting at which the motion is made.

~~7.7~~7.6 An approved motion may not be rescinded or amended if it has been acted upon irreversibly.

## PART 8 – DEBATE AND CONDUCT

### Discussion prior to motion

8.1 A matter may be discussed prior to the making of a motion regarding the matter.

### Debate

8.2 A Director may speak to a matter only if recognized by the Presiding Director.

8.3 The Presiding Director may speak to any matter.

8.4 Subject to sections 8.5 and 8.6, if more than one Director wishes to speak, the Presiding Director is to determine the order in accordance with the order in which each Director indicated an intention to speak.

8.5 The Director who moves a motion may speak first to the motion.

8.6 Each Director must be given an opportunity to speak before a Director is given a further opportunity to speak.

8.7 A Director must not speak at one time for more than 5 minutes, unless the Board gives permission for the Director to speak longer.

8.8 A Director may require the motion being debated to be read at any time during the debate, but not so as to interrupt another Director who is speaking.

### Motion to postpone or refer

- 8.9 If a motion to postpone or refer a main motion is made while there remain Directors who have indicated an intention to speak, the Presiding Director may refuse to accept the seconding of the motion to postpone or refer until those on the speakers list have been heard.

### Conduct

- 8.10 A Director may not interrupt a Director who is speaking except to raise a Point of Order.
- 8.11 Directors must:
- (a) use respectful language;
  - (b) refrain from using rude or offensive gestures or signs or engaging in rude or offensive conduct;
  - (c) refrain from attacking or questioning the motives of other Directors;
  - (d) speak only in connection with the matter being debated; and
  - (e) adhere to the Rules and to rulings of the Presiding Director and decisions of the Board.

### Call to order

- 8.12 A Director who is called to order by the Presiding Director:
- (a) must immediately stop speaking;
  - (b) may explain their position on the Point of Order; and
  - (c) may appeal the Presiding Director's ruling, in which case section 9.2 applies.

### Conflict of Interest

- 8.13 If a Director has a direct or indirect material interest in a matter before the Board, the obligations in section 56 of the *Societies Act* (or in any provision that replaces that section) are applicable.

### Participation of individuals other than Directors

- 8.14 Staff and advisors may speak on a matter only if recognized by the Presiding Director.
- 8.15 Members of the public in attendance at a meeting may speak on a matter if invited to do so by the Presiding Director.

### PART 9 – POINTS OF ORDER

- 9.1 A Director may raise a Point of Order at any time, whereupon the Presiding Director must:
- (a) interrupt the matter currently under consideration;
  - (b) ask the Director to state the substance of and the basis for the Point of Order; and
  - (c) decide the matter and state the reasons for the decision.
- 9.2 A Director who is dissatisfied with a decision of the Presiding Director under section 9.1 may appeal the decision, in which case
- (a) the Director is permitted to state the basis for the appeal;
  - (b) the Presiding Director may make a response;
  - (c) the Presiding Director must then ask whether his or her decision is to be sustained;
  - (d) the question is to be voted on without debate; and
  - (e) the Presiding Director's decision is sustained unless there is a majority vote in the negative.

### PART 10 – VOTING

- 10.1 When debate on a motion is closed, the Presiding Director must put the motion to a vote.
- 10.2 Votes are to be cast by the raising of hands. [*Bylaw 7.7*]
- 10.3 When there is a vote on a motion, no Director may leave the room other than a Director who has declared a conflict of interest.
- 10.4 Unless provided otherwise in the Rules, a motion is decided in the affirmative if a majority of the Directors present, excluding those who abstain from voting, vote in the affirmative. [*Bylaw 7.7*]
- 10.5 In the event of an equality of votes, the Presiding Director has a second vote. [*Bylaw 7.7*]
- 10.6 The Presiding Director must declare the result of a vote by stating that the motion is decided in either the affirmative or the negative.

### PART 11 – REQUEST FOR INFORMATION

- 11.1 Directors have the right to request information about any matter before the Board or related to the UNA's affairs.
- 11.2 A Director's inquiry is to be addressed to the Presiding Director.

- 11.3 Inquiries must not include opinion or argument.
- 11.4 An inquiry that is not asked in connection with debate on a matter may only be raised as an item under new business.
- 11.5 If an inquiry cannot be answered when asked, the CAO must respond, or have someone else respond, at the next regular Board meeting.

### PART 12 – DELEGATIONS

- 12.1 During the open session of a regular Board meeting, an individual or group of individuals (a “Delegation”) may make a presentation to the Board.
- 12.2 The maximum amount of time for hearing from Delegations at a Board meeting is 30 minutes.
- 12.3 Delegations are to be heard in the order in which they notify the CAO of their intention to make a presentation to the Board, unless the Board decides otherwise.
- 12.4 A Delegation’s presentation is limited to 10 minutes.
- 12.5 Directors may ask clarification questions of a Delegation, and hear responses to those questions, for a maximum of 5 minutes.
- 12.6 Any time limit in this Part may be extended with the consent of the Board.

### PART 13 – MINUTES

#### Preparation of minutes

- 13.1 Separate minutes are to be prepared for the open, closed and restricted closed sessions of a Board meeting.
- 13.2 Minutes of an open, closed, or restricted closed session of a Board meeting must contain:
  - (a) the type of session;
  - (b) the date and location of the meeting;
  - (c) the times at which the session began and adjourned;
  - (d) the names of Directors, staff, and invited attendees who attended the session;
  - (e) the name of the Presiding Director;
  - (f) a record of decisions made on all main motions; and

- (g) the names of any Directors who have declared conflicts of interest and the matter with respect to which each conflict was declared.

13.3 The minutes of restricted closed sessions are to be prepared by a Director appointed by the Board for that purpose.

### **Approval, distribution, and retention of minutes**

13.4 A draft of the minutes of an open, closed, or restricted closed session of a Board meeting must be provided to Directors for approval and included with the agenda for the next session of that type.

13.5 Within 14 days of the Board approving the minutes of an open session of a Board meeting, the CAO must post the minutes on the UNA website.

13.6 The approved minutes of the closed session of a Board meeting are to be maintained confidentially by the CAO.

13.7 The approved minutes of a restricted closed session of a Board meeting are to be distributed to all Directors, who must maintain the confidentiality of the minutes.

### **Inclusion of resolutions approved without meeting**

13.8 A resolution approved in accordance with Bylaw 7.9 (resolution approved without meeting) must be included with the minutes of the next open, closed, or restricted closed meeting of the Board, depending on the type of session at which the resolution would otherwise have been presented for approval.

## **PART 14 – UBC AND AMS PARTICIPANTS**

14.1 With respect to an individual appointed by UBC who is entitled pursuant to sections 8.1 to 8.5 of the Bylaws to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that

- (a) the individual has no right to make motions;
- (b) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
- (c) to the extent that sections 8.1 to 8.5 of the Bylaws are inconsistent with the Rules, those sections prevail.

- 14.2 With respect to an individual appointed by the Alma Mater Society of the University of British Columbia who is entitled pursuant to section 4.6 of the Neighbours' Agreement 2020 to attend and participate in Board meetings, the Rules apply as if the individual were a Director, except that
- (a) the individual has no right to vote on any matter, including for greater certainty any procedural matter; and
  - (b) to the extent that section 4.6 of the Neighbours' Agreement 2020 is inconsistent with the Rules, that section prevails.

### PART 15 – COMMITTEES

#### Establishment and membership of committees

- 15.1 Subject to any delegation of its power to establish committees, only the Board may establish committees and determine their membership.
- 15.2 Individuals who are not Directors may be members of a committee.
- 15.3 The chair of ~~each~~ committee must be a Director.
- 15.4 A Director who is a member of a committee ceases to be a member upon ceasing to be a Director unless otherwise provided in the appointment of the Director to the committee.

#### Rules of procedure

- 15.5 Board committees are to conduct business in accordance with the Rules, with such modifications as are necessary.
- 15.6 The quorum for a committee meeting is a majority of the committee's members.
- 15.7 A motion made at a committee meeting is not required to be seconded.
- 15.8 In the event of an equality of votes on a motion at a committee meeting,
- (a) the chair of the committee does not have a second vote; and
  - (b) the motion fails.

#### Minutes of meetings

- 15.9 ~~A~~The committee must provide minutes of its meetings to the Board.



## BOARD RULES OF PROCEDURE

### Attendance of non-member Directors

#### 15.10 Directors who are not members of a committee

- (a) may attend meetings of the committee ~~meetings~~,
- (b) may participate in discussion only with the approval of a majority of the committee members present, and
- (c) have no vote.

### Priority of committee terms of reference

15.11 The provisions in this Part are not applicable with respect to a committee to the extent that the provisions conflict with the committee's terms of reference.





**Date:** January 10, 2021  
**From:** Director Kang  
**Re:** Community Engagement Advisory Committee  
Terms of Reference

---

**Recommendation**

That the Board approve the amendments to the Terms of Reference for the Community Engagement Advisory Committee marked on the blacklined version of the Terms of Reference included with this report.

**Background**

The Terms of Reference (the “TOR”) for the Community Engagement Advisory Committee (the “CEAC”) were approved by the Board at its November 17, 2020 meeting. At the Board’s December 15, 2020 meeting, I was appointed Chair of the CEAC.

After further review of the Terms of Reference, I would like to propose that certain substantive amendments be made.

**Proposed Substantive Amendments**

The substantive amendments I am proposing are the following:

*Resident Members*

Section 3.1 of the current TOR provides for the CEAC to include up to four resident members. I am proposing that this number be increased to eight. This will enable broader community representation on the CEAC, particularly having regard to the fact that each member may be plugged into a different network of residents. Also, the larger number should make it easier to achieve a quorum for each meeting.

*Duration of Chair’s Term*

Under section 4.1, the CEAC Chair is to be appointed for a one-year term. I believe that, in order for the Chair to be an effective leader, the term should be two years. While a Chair appointed for a one-year term could be reappointed for one or more additional one-year terms, it is preferable for the Chair to have the certainty of a longer term.

*Directors as Voting Members*

Under section 6.6, Director members of the CEAC do not have a vote. In my view, as fully engaged members of the CEAC, they should be entitled to vote.

*Work Programs and Budgets (Section 7.6)*

Section 7.6 reads as follows:

If the Committee is requested to undertake a study which involves budget requirements, it will be asked to submit a project work program and budget estimate for approval by the board.



This is too narrow, in that it only applies if the CEAC is *asked* to undertake a *study*. I am proposing that the CEAC be able to request funding for projects or other activities that it initiates, subject to Board approval of the project or activity.

### **Other Proposed Amendments**

I have been assisted in preparing the proposed amendments to the TOR by Director Holmes. In the course of reviewing the TOR he has noted a number of other amendments that it is desirable be made. These amendments, which are also included in the attached blacklined version of the TOR, are either non-substantive or would make minor substantive changes.

The following is a partial listing of the amendments proposed by Director Holmes:

- Make all references to the UNA Board and to the CEAC consistent.
- Eliminate the inconsistent capitalization and non-capitalization of words. For example, “mandate” and “member” are sometimes capitalized and sometimes not, for no apparent reason.
- Replace “University Neighbourhoods residents” and “UNA residents” with “residents”, which is the term mostly used throughout the current TOR. Section 1 of the TOR would be amended to state that references to “residents” are to residents of the University Neighbourhoods.
- Revise section 7.8 (Amendments to the Terms of Reference) so that it refers just to the TOR for the CEAC, not to the TOR for all committees.
- Replace “Board Procedures Policy” with “Board Rules of Procedure”. This assumes that the Board Rules of Procedure will be approved by the Board.
- Fix grammatical errors.

Director Holmes would like me to point out that he has not made all the revisions to the TOR that he would make if he were the drafter of the TOR.

### **Attachments**

Attached to this report are:

- The TOR, as they would read if all the amendments were approved.
- A blacklined version of the current TOR, showing the proposed amendments in Track Changes format.

## 1. Committee Purpose:

To represent community interests in providing advice to the Board of Directors (the “Board”) on matters related to improving the engagement of residents at the community level. (References to residents in these terms of reference are to residents of the University Neighbourhoods.)

The Committee is to assist the Board in identifying and implementing initiatives that will improve the levels and effectiveness of resident participation in community life, with a view towards improving the overall quality of life in the University Neighbourhoods.

## 2. Committee Mandate:

The Committee’s mandate is:

### 2.1. To provide the Board with advice and assistance on matters relating to:

- Mechanisms to improve community engagement in the University Neighbourhoods, with a view to improving participation in addressing neighbourhood issues; and
- Encouraging residents with the appropriate skills to get involved in community advisory committees and working groups.

### 2.2. To work with the Board and staff to advise and assist with:

- The recruitment and organization of residents with the appropriate expertise who are interested in participating in community advisory committees and working groups to address specific challenges facing the Board;
- Finding ways to improve community engagement between the Board and residents;
- Finding ways to encourage and improve the levels of resident participation in community life; and
- The delivery of specific programs, including assistance with organizing working groups of volunteers who are interested in participating in the delivery of programs to University Neighbourhoods.

## 3. Committee Composition and Skill Requirements:

### 3.1. Composition and Size:

- The Committee will be comprised of up to eight resident members. In selecting residents as members, priority will be given to residents who have experience and qualifications related to one or more of the “Skill Requirements” outlined below.
- The Committee will also include up to two Board Directors, one of whom shall be appointed as Chair. A staff liaison person and a recording secretary will be appointed to act as staff support.



- The Committee may invite staff from UBC to participate in the meetings on an as required basis.
- This is a volunteer committee that will serve without compensation.

### 3.2 Skill Requirements:

The UNA is seeking residents with interests specific to community development, engagement and consultation, including:

- Recruiting and organizing residents with appropriate experience who are interested in participating in UNA community advisory committees and working groups.
- Designing and delivering inclusive community engagement and consultation programs.
- Promoting sustainable decisions by recognizing the needs and interests of all community members, including decision makers.
- Finding ways to improving residents' level of engagement and involvement in community life.
- Working with boards and administrations in improving their effectiveness in dealing with community engagement and consultation processes.

## 4. **Chair and Vice-Chair:**

### 4.1. Chair:

- The Chair will be a member of the Board. The Chair's primary duties are to provide direction to and assist the Committee in achieving its mandate, set the agendas, chair the meetings, and ensure that the Board is kept in touch with what the Committee is working on.
- The Chair will be appointed by the Board for a two-year term, except that an individual appointed as Chair ceases to be Chair if the individual ceases to be a Director.

### 4.2. Vice-Chair

The Vice-Chair will be elected annually by the Committee from the Committee membership.

## 5. **Length of Term and Timing of Appointments:**

### 5.1. Timing and Length of Term:

The appointment of resident members to the Committee will be made on an annual basis at a time to be set by the Board.

Appointments of resident members are for two-year terms. It is likely that there will be some attrition of Committee members before expiry of their terms, but the annual appointment process should allow for timely replacement of vacancies.



Appointments of Directors are for a two-year term, except that membership on the Committee ceases upon ceasing to be a Director.

## **6. Meeting Procedures:**

### **6.1. Meeting Location:**

Meeting locations are determined by the Chair and Chief Administrative Officer, and will typically be within the University Neighbourhoods, at a Community Centre.

### **6.2. Meeting Schedule:**

Meetings will be regularly scheduled as determined by the Committee.

### **6.3. Chair and Vice-Chair:**

- The Chair will set the agenda in consultation with the Committee members, conduct the meetings, and ensure that the minutes are recorded and reported to the Board.
- In the Chair's absence from a meeting, the Vice-Chair will conduct the meeting, and liaise with the Chair to ensure the minutes are provided to the Board.

### **6.4. Agendas and Minutes:**

The Chair will set the agenda, with input from the Committee members, and ensure that the minutes are recorded. The minutes will reflect the subjects discussed; key points raised by the members; all resolutions made by the Committee for referral to the Board, with a brief rationale for the recommendation; and a record of the vote (see 6.6).

### **6.5. Rules of Procedure:**

The Committee will generally conduct its business in accordance with the Board Rules of Procedure.

At the same time, the Committee should offer a comfortable forum for residents to participate, share their input and opinions with the Committee, and provide advice to the Board. Where possible, a consensus should be sought.

Committee members are expected to participate in a respectful, constructive manner with their fellow members, and in a manner that permits all of the members to voice their comments.

### **6.6. Voting:**

All Committee members are entitled to vote.

Resolutions are to be voted upon by a show of hands.

The minutes of Committee meetings are to provide a record of the number of votes (not the names of individuals) for and against each motion. It is helpful to the Board to have a sense of the range of views on a Committee.

**6.7. Quorum:**

Quorum will be achieved when a majority of the Committee members are in attendance. If quorum is not achieved within 30 minutes of the anticipated start of the meeting, it will be deferred to the next regularly scheduled time, unless the Chair calls a special meeting.

**7. Committee Operations:**

**7.1. Advice to the Board:**

- The fundamental role of the Committee is to provide advice to the Board on matters contained within its mandate, or that the Board has referred to the Committee.
- The Committee may bring to the Board's attention emerging issues or concerns it has identified that are within its mandate and seek the Board's approval to review and recommend action on those issues and concerns.
- The Committee does not make decisions on behalf of the Board; it does decide on the advice it will recommend to the Board.
- A key role of the Chair is to ensure that the Committee's advice is taken forward to the Board, and to report back to the Committee on any action taken by the Board on the Committee's recommendations.
- The Chair will rely on the recording secretary assigned to the Committee to prepare the minutes for each meeting. After the Committee approves the minutes for a meeting, staff will submit the minutes for inclusion on the agenda of the first Board meeting following the approval of the minutes.
- Any motions that need to go to the Board before the approval of the minutes for a meeting shall be placed on the agenda of the first Board meeting following the Committee meeting.

**7.2. Staff Support:**

**7.2.1. Administrative:**

A recording secretary will be assigned to the Committee for purposes of assisting the Chair with agendas and to attend the Committee meetings to record the meeting minutes.

**7.2.2. Staff Liaison and Professional / Technical Support:**

- A staff member will be assigned to the Committee to act as a liaison between the Committee and staff and to provide technical support.
- Staff will be available to the Committee to provide advice and information regarding their respective Departments. However, the Committee must not delegate work assignments to the staff. Any work assigned to staff in support of studies or activities must be approved by the Board.

If the Committee does not feel the work is sufficient to warrant a request to the Board, the request should be raised with the Chief Administrative Officer.



**7.3. Appointment and Removal of Committee Members:**

Committee members are appointed by the Board and may be removed at the discretion of the Board.

**7.4. Community Consultation and Engagement:**

The Committee should take the opportunity to hear from residents who wish to speak to it on specific issues. However, the Committee should not become involved in community consultation exercises, town hall meetings, “public hearings”, or similar activities, without the specific authorization of the Board.

The Committee represents an opportunity to help make the community aware of what the Board is working on, and what the issues are in the community. The UNA will seek ways of assisting in this “outward communication”, such as through updates on Committee work on the UNA website and in the UNA newsletter, or through other options that may be identified by the Committee.

**7.5. Meetings Open to the Public and Closed:**

Committee meetings will be open to the public, and the Committee will abide by the same requirements for open meetings as the Board, as set out in the Board Rules of Procedure.

Committee meetings should not generally need to go into closed session and should only do so at the direction of the Chair. Closed meetings are reserved for those matters set out in the Board Rules of Procedure.

**7.6. Money for Committee Activities:**

If the Committee wishes to undertake a project or other activity for which it requires funding, it must request Board approval. The request should include a detailed description of the project or activity and an estimate of the amount of money required. The requirement to seek Board approval does not apply to minor proposed expenditures, which are instead subject to the approval of the Chief Administrative Officer.

**7.7. Orientation and Training:**

The UNA, through the staff liaison, will provide an orientation program for newly appointed Committee members. The orientation will include such matters as an explanation and clarification of the Committee’s mandate and requirements, such as those outlined in these terms of reference; a review of the context of the UNA and how it works with UBC; and a review of the role and mandate of the Board.

**7.8. Amendments to the Terms of Reference:**

The Board will undertake a periodic review of these terms of reference and may amend the terms of reference as part of that review or at other times as appropriate. Committee member input will be sought in connection with any proposed amendments to the terms of reference.

In addition, the Board is open to receiving suggestions for improving these terms of reference from Committee members on an ongoing basis.

## 1. Committee Purpose:

To represent community interests in providing advice to the Board of Directors (the “Board”) on matters related to improving the engagement of ~~University Neighbourhoods~~-residents at the community level. (References to residents in these terms of reference are to residents of the University Neighbourhoods.)

The Committee is to assist the Board in identifying and implementing initiatives that will improve the levels and effectiveness of resident participation in community life, with a view towards improving the overall quality of life in the University Neighbourhoods.

## 2. Committee Mandate:

The Committee’s mandate is:

2.1. To provide the Board ~~of Directors~~ with advice and assistance on matters relating to:

- Mechanisms to improve community engagement in the University Neighbourhoods, with a view to improving participation in addressing neighbourhood issues; and,
- Encouraging residents ~~of the University Neighbourhoods~~ with the appropriate skills to get involved in ~~C~~community ~~A~~advisory ~~C~~committees and ~~W~~working ~~G~~groups.

2.2. To work with the Board and staff to advise and assist with:

- The recruitment and organization of residents with the appropriate expertise who are interested in participating in ~~C~~community ~~A~~advisory ~~C~~committees and ~~W~~working ~~G~~groups to address specific challenges facing the ~~UNA~~-Board;
- Finding ways to improve community engagement between the Board and ~~University Neighbourhoods~~-residents;
- Finding ways to encourage and improve the levels of resident participation in community life; and,
- The delivery of specific programs, including assistance with organizing ~~W~~working ~~G~~groups of volunteers who are interested in participating in the delivery of programs to University Neighbourhoods.

## 3. Committee Composition and Skills Requirements:

3.1. Composition and Size:

- The Committee will be comprised of ~~up to eight~~~~four~~ ~~R~~resident ~~M~~members. In selecting residents as members, Ppriority will be given to ~~Resident Members~~residents who have experience and qualifications related to one or more of the “Skill Requirements” outlined below.





- The Committee will also include up to two Board Directors, one of whom shall be appointed as Chair. A staff liaison person and a recording secretary will be appointed to act as staff support.
- The Committee may invite staff from UBC to participate in the meetings on an as required basis.
- This is a volunteer ~~C~~committee that will serve without compensation.

**3.2 Skill Requirements:**

The UNA is seeking residents with interests specific to community development, engagement and consultation, including:

- Recruiting and organizing ~~UNA~~residents with appropriate experience who are interested in participating in UNA community advisory committees and working groups.
- Designing and delivering inclusive community engagement and consultation programs.
- Promoting sustainable decisions by recognizing the needs and interests of all community members, including decision makers.
- Finding ways to improving ~~UNA~~residents' level of engagement and involvement in community life.
- Working with boards and administrations in improving their effectiveness in dealing with community engagement and consultation processes.

**4. Chair and Vice-Chair:**

**4.1. Chair:**

- The Chair will be a member of the Board ~~of Directors~~. The Chair's primary duties are to provide direction to and assist the Committee in achieving its ~~M~~mandate, set the agendas, chair the meetings, and ensure that the Board is kept in touch with what the Committee is working on.
- The Chair will be appointed by the Board ~~annually~~ for a ~~one~~two-year term, except that an individual appointed as Chair ceases to be Chair if the individual ceases to be a Director, which may be decreased or extended at the discretion of the Board.

**4.2. Vice-Chair**

The Vice-Chair will be elected annually by the Committee from the Committee membership ~~and may vote~~.

- ~~The Vice-Chair will be elected annually, and their terms may be extended at the discretion of the Committee.~~

**5. Length of Term and Timing of Appointments:**

**5.1. Timing and Length of Term:**

~~5.1.1.—The appointment of Rresident Mmembers to the Community Engagement Advisory Committee will be made on an annual basis at a consistent, pre-determined time to be set by the Board. Given that Committee positions need to be advertised, and members selected by the Board, it is more efficient for both the Board and for those individuals interested in joining a Committee if the application timeframes are predictable.~~

Appointments of Rresident Mmembers are for two-year terms. It is likely that there will be some attrition of Committee members before expiry of their terms, but the annual appointment process should allow for timely replacement of vacancies.

~~Appointment of Board Directors to the Community Engagement Advisory Committee will be made on an annual basis. Appointments of Board Directors are for a onetwo-year term, except that membership on the Committee ceases upon ceasing to be a Director, which may be decreased or extended at the discretion of the Board.~~

**6. Meeting Procedures:**

**6.1. Meeting Location:**

Meeting locations are determined by the Chair and Chief Administrative Officer, ~~andbut~~ will typically be held within the University Neighbourhoods, at a Community Centre.

**6.2. Meeting Schedule:**

~~6.2.1.—~~Meetings will be regularly scheduled as determined by the Committee.

**6.3. Chair and Vice-Chair:**

- The Chair will set the agenda in consultation with the Committee members, conduct the meetings, and ensure that the minutes are recorded and reported to the Board.
- In the Chair’s absence from a meeting, the Vice-Chair will conduct the meeting, and liaise with the Chair to ensure the minutes are ~~reported~~ provided to the Board.

**6.4. Agendas and Minutes:**

The Chair will set the agenda, with input from the Committee members, and ensure that the minutes are recorded. The minutes will reflect the subjects discussed; key points raised by the Mmembers; all resolutions made by the Committee for referral to the Board, with a brief rationale for the recommendation; and a record of the vote (see 6.6).

**6.5. Rules of Procedure:**

The Committee will generally conduct its business in accordance with the “Board Rules of Procedures Policy” ~~used by the UNA Board of Directors, and in accordance with the UNA Bylaws.~~

At the same time, the Committee should offer a comfortable forum for University Neighbourhoods residents to participate, share their input and opinions with the Committee, and provide advice to the Board. Where possible, a consensus should be sought.

~~In all cases,~~ Committee members are expected to participate in a respectful, constructive manner with their fellow members ~~of the Committee,~~ and in a manner that permits all of the members to voice their comments.

#### 6.6. Voting:

All Committee members are entitled to vote.

Resolutions are to be voted upon by a show of hands.

The minutes of Committee meetings are to provide a record of the number of votes (not the names of individuals) for and against each any proposed motions. It is helpful to the Board to have a sense of the range of views on a Committee.

~~The Chair and other Board Director shall not have a vote, and in the case of an equality of votes, the resolution will be deemed to have lost on a tie vote and will be reported as such in the minutes of the meeting~~

#### 6.7. Quorum:

Quorum will be achieved when a majority of the ~~voting members on the~~ Committee members are in attendance. If quorum is not achieved within 30 minutes of the anticipated start of the meeting, it will be deferred to the next regularly scheduled time, unless the Chair calls a special meeting.

## 7. **Committee Operations:**

### 7.1. Advice to the Board:

- The fundamental role of the ~~Advisory~~ Committee is to provide advice to the Board ~~of Directors~~ on matters contained within its Mandate, or that the Board has referred to the Committee.
- The Committee may bring to the Board's attention emerging issues or concerns it has identified that are within its Mandate and seek the Board's approval to review and recommend action on those issues and concerns.
- The Committee does not make decisions on behalf of the ~~UNA~~ Board; it does decide on the advice it will~~they are prepared to~~ recommend to the Board.
- A key role of the Chair is to ensure that the Committee's advice is taken forward to the Board, and to report back to the Committee on any action taken by the Board on its~~the~~ Committee's recommendations.
- The Chair will rely on the recording secretary assigned to the Committee to prepare the minutes for each meeting; ~~upon~~ After finalization the Committee of approves the Mminutes for a meeting, at the next Committee meeting staff will submit~~then put~~ the finalized minutes for inclusion on the agenda of the first~~next, upcoming~~ Board meeting following the approval of the minutes. ~~for discussion.~~



- Any motions that need to go to the Board ~~before, and cannot wait until~~ the ~~approval/finalization~~ of the ~~Mm~~inutes, ~~for a meeting~~ shall be placed on the agenda of the ~~first next, upcoming~~ Board meeting ~~following the Committee meeting~~.

7.2. Staff Support:

7.2.1. Administrative:

A recording secretary will be assigned to the Committee for purposes of assisting the Chair with agendas and to attend the Committee meetings to record the meeting minutes.

7.2.2. Staff Liaison and Professional / Technical Support:

- A staff member will be assigned to the Committee to act as a liaison between the Committee and ~~Administration staff~~ and ~~to~~ provide technical support.
- Staff will be available to the Committee to provide advice and information ~~regarding~~for their respective Departments. However, the Committee must not delegate work assignments to the staff. Any work assigned to staff in support of studies or activities must be approved by the Board.

If the Committee does not feel the work is sufficient to warrant a request to the Board, the request should be raised with the Chief Administrative Officer.

7.3. Appointment and Removal of Committee Members:

Committee ~~Mm~~embers are appointed by the ~~UNA Board of Directors~~ and may be removed at the discretion of the Board.

7.4. Community Consultation and Engagement:

The Committee should take the opportunity to hear from residents who wish to speak to it on ~~a~~ specific issues. However, ~~Community Advisory~~the Committees should not become involved in community consultation exercises, town hall meetings, “public hearings”, or similar activities, without the specific authorization of the Board.

The Committee represents an opportunity to help make the community aware of what the Board is working on, and what the issues are in the community. The UNA will seek ways of assisting in this “outward communication”, such as through updates on Committee work on the UNA website and in the UNA newsletter, or through other options that may be identified by the ~~Community Engagement~~ Committee.

7.5. Meetings Open to the Public and Closed:

Committee meetings will be open to the public, and the Committee will abide by the same requirements for open meetings as the ~~UNA Board of Directors~~, as set out in the “Board Rules of Procedures ~~Policy~~”.

Committee meetings should not generally need to go into closed session and should only do so at the direction of the Chair. Closed meetings are reserved for those matters set out in the Board Rules of Procedure ~~s Policy~~.

7.6. Money for Committee Activities~~Work Programs and Budgets:~~



If the Committee wishes to undertake a project or other activity for which it requires funding, it must request Board approval. The request should include a detailed description of the project or activity and an estimate of the amount of money required. The requirement to seek Board approval does not apply to minor proposed expenditures, which are instead subject to the approval of the Chief Administrative Officer. ~~is requested to undertake a study which involves budget requirements, it will be asked to submit a project work program and budget estimate for approval by the board.~~

**7.7. Orientation and Training:**

The UNA, through the staff liaison, will provide an orientation program for newly appointed Committee members. The orientation will include such matters as an explanation and clarification of the Committee’s mandate and requirements, such as those outlined in the these terms of reference; a review of the context of the UNA and how it works with UBC; and a review of the role and mandate of the Board. ~~of Directors.~~

**7.8. Amendments to the Terms of Reference:**

The Board will undertake a periodic review of the se terms of reference ~~of its committees~~ and may adjust/amend the terms of reference ~~of a committee~~ as part of that review or at other times as appropriate. Committee ~~M~~member input will be sought in connection with any proposed amendments to the terms of reference at that time.

In addition, the Board is open to receiving suggestions ~~for~~ improving these terms of reference ~~of committees~~ from Committee members on an ongoing basis.



**Report Date:** January 8<sup>th</sup>, 2021  
**Meeting Date:** January 19<sup>th</sup>, 2021  
**From:** Athena Koon, Finance Manager  
**Subject:** Appointing an Auditor for the next AGM

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## Background

The UNA is required by the Neighbours Agreement 2015 (and Neighbours Agreement 2020), UNA Bylaws and the BC Societies Act to appoint an auditor. This report recommends that the Board put forward the firm of Johnsen Archer LLP on the upcoming AGM agenda as the UNA's Auditor.

## Recommendation:

THAT a motion approving Johnsen Archer LLP as the UNA's Auditor be placed on the agenda for the next annual general meeting.

## Discussion

As required by the Neighbours Agreement the UNA has to appoint an auditor to report at each annual general meeting (AGM) and to conduct an annual fiscal audit. Details of the Agreement are as follow:

9.13 *The UNA will retain an auditor to report at each annual general meeting of the Members on the financial statements of the UNA. The auditor's report shall include:*

- (a) *the auditor's opinion whether the financial statements fairly present the financial position of the UNA and its operations for that fiscal year;*
- (b) *any expenditures or commitments of the UNA which appear to be inconsistent with the UNA's purposes as defined by this Agreement;*
- (c) *any significant changes from prior annual reports; and*
- (d) *any opinion contained in the auditor's report which is qualified and the reasons for such qualification.*

*The UNA will provide UBC with copies of the auditor's report.*

Please also note the current UNA Bylaws section 11.1 (section 13.1 of the new Bylaws) stats the following requirement:

11.0 AUDITOR

11.1 *The Association shall have an auditor, who must make an annual report to the members on the financial statements that are to be placed before the Association at the next annual general meeting. The auditor must state in the report whether, in the auditor's opinion, the financial statements presents fairly the financial position of the Association and the results of its operations for the period under review and, must identify expenditures or commitments which appear to be inconsistent with the purposes of the Association or significant changes from prior annual reports. If the opinion contained in the report of the auditor is qualified, the auditor must state the reasons in the report.*

The BC Societies Act, Part 9, Section 111 provides further guidelines and requirements for the appointment of an auditor:

**Appointment of auditor, Section 111**

(1) *A society*

*(a) must have an auditor if the society is required to have an auditor by the society's bylaws or under the regulations, and*

*(b) may have an auditor in any other case.*

(2) *The first auditor, if any, of a society must be appointed by the directors, or by ordinary resolution, to hold office until the close of the annual general meeting following the appointment.*

(3) *Each auditor, if any, subsequent to the first auditor must be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting.*

(4) *If a subsequent auditor is not appointed as required under subsection (3), and the society is required to have an auditor under subsection (1) (a), the auditor in office continues as auditor until a successor is appointed.*

(5) *If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under section 115 [removal of auditor during term], the directors may appoint an auditor to hold office until the close of the next annual general meeting.*

(6) *If, for any reason, a society that is required under subsection (1) (a) to have an auditor does not have an auditor, the court may, on the application of a member of the society or another person whom the court considers to be an appropriate person to make an application under this section,*

*(a) appoint an auditor to hold office until the close of the next annual general meeting, and*

*(b) set the remuneration the society is to pay for the auditor's services.*

Johnsen Archer has been the UNA's auditor for the past decade. They are familiar with the structure of UNA and have been consistent with the work they deliver. With the changes in management for the fiscal year of 2020-21, appointment of a new auditor is not recommended at this time. The reason are as follows:

- Higher audit cost: A new auditor will need to spend the time understanding the structure of the company and review the notes and history of the book, resulting



in higher costs of billable hours. With the current pandemic situation, we should try to keep the cost low.

- Changes in management: Since the Chief Administrative Officer (CAO) and the Finance Manager are both new to the organization this year, their time should be spent on further reviewing and engaging with the current operational environment instead of taking the time to accommodate the inquiries of a new auditor.
- Timing: Based on the Societies Act mentioned above, Johnsen Archer LLP will be our auditor until our AGM, in which a date has of yet not been set or determined. Our CRA reporting deadline is normally no later than six months after the end of its fiscal period (should be no later than end of September). The timeline will be tight in trying to appoint a new auditor, schedule all the field work, and complete the audit to finalize all the reporting requirements.

For the above-mentioned reasons, I recommend appointing Johnsen Archer LLP as UNA's auditor.

Please see attached Johnsen Archer LLP's proposal for the years ending March 31, 2021 and 2022 for your consideration.

### **Financial Implications**

An amount has been placed in the 2021-22 budget for the Auditor. The proposal falls within this budget.

### **Operational Implications**

None

### **Strategic Objective**

None

### **Attachments**

1. Johnsen Archer Proposal 2020-2021

### **Concurrence**

None





UNIVERSITY  
NEIGHBOURHOODS  
ASSOCIATION

**UNA BOARD MEETING  
OPEN SESSION**

Respectfully submitted,

A handwritten signature in black ink that reads 'Athena Koon'. The signature is fluid and cursive, written over a horizontal line.

Athena Koon  
Finance Manager

A handwritten signature in blue ink that reads 'Sundance Topham'. The signature is fluid and cursive, written over a horizontal line.

Sundance Topham  
Chief Administrative Officer

# UNIVERSITY NEIGHBOURHOODS ASSOCIATION

## *Engagement Proposal*

*For the years ending March 31, 2021 and 2022*

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## **1. JOHNSEN ARCHER LLP**

### **A. Firm Profile**

Johnsen Archer LLP is a firm of Chartered Professional Accountants in Surrey, British Columbia. The firm was formed in 1983 and is currently comprised of six partners (operating through Professional Corporations) with a complement of approximately 50 staff.

The firm is a member of Abacus International, one of the largest associations of independent accounting firms in the world. This association provides representation in most major centres across North America and throughout the world.

Johnsen Archer LLP continues to experience strong growth as a result of providing clients with a unique brand of professional expertise coupled with an awareness of their business needs. Our high level of commitment to service has resulted in a significant degree of client satisfaction as evidenced by our high client retention rate and by the number of referrals received from current clients. Over a period of thirty-seven years, our firm has grown from a small proprietorship to a full service medium-sized accounting firm. Our growth results from the commitment of our partners to the success of our clients and to the high calibre of staff that Johnsen Archer LLP has attracted over the years.

We are extremely proud of our reputation and track record with our clients.

### **B. Services Provided and Experience**

The foundation of our practice is based on assurance, accounting and tax advisory services. Additionally, we provide a variety of related services including business advice, systems analysis, management consulting, litigation support, controllership support and a large variety of special projects as required by clients.

Johnsen Archer LLP considers accessibility of partners and senior staff to be a significant factor in the quality of service that can be provided to a client. As evidenced by our commitment to service and to ensure that our standard is met, we assign a minimum of two senior personnel as contact persons to each client. Rob Matty (Assurance and Accounting Practice Leader) and Kate Norris (Assurance and Accounting Senior Manager) are both already well versed with the activities of the University Neighbourhoods Association. The availability of these key contact people within our firm will ensure that prompt service and timely responses to all issues will be provided throughout the year.

Please visit our website, [www.johnsenarcher.ca](http://www.johnsenarcher.ca), for more information.

## 2. ENGAGEMENT STAFF

The engagement team will be comprised of well-qualified individuals including, at the more senior level, the following:

### **Rob Matty, CPA, CA – Practice Leader, Assurance and Accounting**

Rob is the Practice Leader overseeing personnel for the firm, as well as having overall responsibility for quality control and standards for our firm's accounting and audit practices. Rob has spent his career in public practice working primarily with private companies and not-for-profit organizations of all sizes. Rob also volunteers with the Chartered Professional Accountants of BC.

### **Kate Norris, CPA, CA – Senior Manager, Assurance and Accounting**

Kate started her career with PricewaterhouseCoopers before moving into her current role at Johnsen Archer LLP. She completed her Masters of Professional Accounting at the University of Saskatchewan and obtained her CA in 2011. Kate specializes in audits ranging from small to large enterprises, including not-for-profit organizations (NPOs). She often presents financial statements and audit reports to clients Finance and Audit Committees. Kate works closely with the audit staff and client to ensure timelines are met and the highest professionalism is maintained throughout the engagement.

### **Field Staff**

Field staff will be selected who are at an appropriate level of training and qualifications for the particular assignment. Continuity is a priority and staff members will remain with engagements as long as possible.

### 3. ENGAGEMENT STRATEGY

The engagement will be divided into three phases, with the specific timing to be determined by discussion with management.

#### A. Planning

Our firm's goal in providing services to our clients is to be pro-active and to take initiative. In that regard, we usually schedule two meetings annually, including a pre year-end meeting, to review and discuss accounting and business issues. Therefore, upon appointment, we will arrange a meeting with management to discuss any special requests or specific management concerns surrounding the engagement. We would also plan the timing of the year end engagement, address when the audited financial statements are required, when the accounting department would be ready for us to begin the year-end work and to set out the information we will require in order to complete our work in a timely and efficient manner. As part of the planning process, we will ensure that all members of the engagement team possess a strong understanding of the unique aspects of the association.

It is our experience that significant effort in the planning stage generally ensures an effective and efficient engagement.

#### B. Execution

The work will commence at a mutually agreed upon time. The manager in charge of the engagement will meet with you and review the information and working papers provided to us to audit the financial statements. The majority of the work will be performed in your office, notwithstanding COVID-19 restrictions, thus maximizing the efficiency of the engagement. Any questions which need to be addressed by the accounting department will be done via telephone, e-mail or in a manner preferred by you.

A substantive approach will be adopted for the audit of the financial statements at year-end. In addition, we would perform other testing such as the confirmation of certain accounts, analytical review and vouching selected samples of significant items.

#### C. Finalization

The audit report will be discussed with the finance or audit committee prior to finalization. Our normal practice is to attend a meeting to review the audit of the financial statements and discuss any issues that have arisen as part of that process. We feel that this communication is an important part of the engagement.

#### 4. PROPOSED FEES

As a general rule, our field staff are billed out at an hourly rate that averages \$90 to \$190 per chargeable hour. More senior staff, such as our accounting and assurance managers, are billed at rates of \$200 to \$330 per hour, and practice leaders are billed at \$400 to \$500 per hour. Disbursements and HST/GST are in addition to any chargeable time spent on client work.

The following is a schedule of estimated fees for audit and support staff and out-of-pocket expenses, exclusive of HST/GST:

<b>Financial Statement Audit</b>		
<b>Fiscal Year Ended</b>	<b>Professional Fees</b>	<b>Expenses</b>
March 31, 2021	\$15,500	\$160
March 31, 2022	\$15,800	\$160

**The above fees are based on the following assumptions:**

- Management and relevant staff will be available as necessary throughout the audit process
- We will receive all requested information in a timely manner
- No material weaknesses or other deficiencies in internal control over the financial reporting process that have a significant effect on our audit approach will be identified
- There will be no changes in deadlines or reporting requirements
- Significant unanticipated accounting and auditing issues requiring our attention will be discussed with management and billed separately
- Any changes to the scope of the audit or inclusion of additional work shall be agreed to in writing by the auditor and the Association as to remuneration, before any such work is commenced