



## **AGENDA**

### **A. CALL TO ORDER**

### **B. APPROVAL OF AGENDA**

1. **Motion:** That the Board approve the June 16, 2020 Agenda as circulated.

### **C. APPROVAL OF MINUTES**

1. **Motion:** That the Board approve the May 19, 2020 Minutes as circulated.

### **D. DELEGATIONS**

None.

### **E. EXTERNAL REPORTS & PRESENTATIONS**

1. RCMP Report - Verbal Update – Sergeant Chuck Lan
2. Electoral Area A Report - Verbal Update – Electoral Area A Director, Jen McCutcheon (Read: [Electoral Area A Newsletter](#))
3. Campus and Community Planning Report - For Information - Senior Policy Planner, Celene Fung

### **F. REPORTS**

1. Covid-19 Report
2. 4th Quarter Strategic Plan Update
3. Unaudited Q4/Year End Financial Results
4. Report from Board Procedural Rules Working Group – Verbal Update – Director Holmes
5. Report from the UNA Constitution Working Group

#### **Recommendation**

That the Board approve for a vote by UNA members the UNA Constitution attached to the report dated June 9th, 2020 with the subject “UNA Constitution”, such vote to be held immediately following a vote on either Version A or B of the UNA Bylaws and whether or not such vote is successful.



**G. UNFINISHED BUSINESS**

None.

**H. NEW BUSINESS**

1. Version B of the Proposed UNA Constitution and Bylaws

**Recommendation**

That the Board approve for a vote by UNA members the UNA Constitution and Bylaws attached to the briefing note dated June 3, 2020 with the subject "UNA Bylaws – Version B", such vote to be held only if the version of the UNA Constitution and Bylaws approved at the Board's March 17, 2020 meeting for a vote by UNA members cannot be voted on because the UBC Board of Governors

- (a) does not approve the proposed Neighbours' Agreement 2020, or
- (b) does not approve the proposed Neighbours' Agreement 2020 in sufficient time (as determined by the Board) for the preparation of material for a Special General Meeting to be held on a date determined by the Board.

2. Racial Bias Training – Verbal Update – Director Jolly

**I. ADJOURNMENT**

**Recommendation:**

That the Board adjourn into a Closed Session to discuss matters for which disclosure could be harmful to the interests of the Association.



## MINUTES

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**PRESENT:**

Richard Watson – Chair  
Tor Album  
Bill Holmes  
Carole Jolly

Jane Kang  
Murray McCutcheon  
Terry Mullen  
Kalith Nanayakkara

**STAFF:**

Morgan Chung – Finance Manager  
Andrew Clements – Interim Co- Executive Director  
Glenda Ollero – Communications Manager  
Wegland Sit – Interim Co- Executive Director

**GUEST:**

Sundance Topham

**RECORDING SECRETARY:**

Jessi Connaughton – Raincoast Ventures Ltd.

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**A. CALL TO ORDER**

The University Neighbourhoods Association (UNA) Board meeting was called to order at 5:32 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**

A community member from Wesbrook was invited to speak about community safety, under Item E – Delegations.

**Motion:**

That the Board approve the May 19, 2020 Agenda, as amended.

**Carried**

**C. APPROVAL OF MINUTES**

The Board reviewed the April 21, 2020 Meeting Minutes, and provided no comments or amendments.

**Motion:**

That the Board approve the Minutes of the April 21, 2020 Meeting, as presented.

**Carried**



## **D. EXTERNAL REPORTS AND PRESENTATIONS**

### **1. TRIUMF Report 2019**

Jon Bagger, Director, TRIUMF, commented on the importance of keeping open lines of communication with UNA's neighbourhoods and provided a brief background on the operations of the medical isotope production facility.

Joe Mildenberger, Acting Chief Safety Officer, TRIUMF, reviewed a presentation that highlighted the measurements of background radiation, how TRIUMF produces radiation, and the measures and models in place to ensure radiation safety within the facility and in the surrounding neighbourhoods.

During discussion, it was noted that, in the event of an earthquake, power to the facility's accelerator would be cut and would immediately prevent the escape of radiation from the facility. Board members were encouraged to visit the facility for a tour when the COVID-19 pandemic restrictions are lifted.

### **2. Electoral Area A Report**

The agenda varied to consider this item during the Open Discussions portion of the meeting.

### **3. Campus And Community Planning Report**

The Board received the Campus and Community Planning Report included in the meeting's agenda package for information and did not offer any questions or comments.

## **E. DELEGATIONS**

### **1. Community Safety**

In the absence of the individual who requested to speak on community safety in Wesbrook, it was agreed that Director Kang would speak to this issue in the Open Discussion portion of the meeting.

## **F. REPORTS**

### **1. COVID-19 Update**

Interim Co-Executive Director Clements noted an error in the COVID-19 Operational Update report included in the meeting's agenda package, where the date under the "Background" section should read March 17, 2020, instead of March 1, 2020.

The Board was advised that UNA applied for and received the Temporary Wage Subsidy, and the application for Period 1 of the Canada Emergency Wage Subsidy (CEWS) looks promising. It was noted that UNA is a not-for-profit organization, and is therefore at an advantage for eligibility for CEWS over other municipalities and government organizations.

UNA opened Nobel Field, and is working on plans to open UNA field, after receiving notification from Vancouver Coastal Health that the reopening of some outdoor recreating spaces was permitted. The Recreation Team is exploring options for



digital programming, and has reached out to seniors in the community to provide some digital literacy support. UNA permanent part time staff have been pivoted to the UNA Ambassador Program, with the goal of reminding residents that UNA is still active, working and available to answer questions despite community centres being closed.

*Director McCutcheon joined the meeting at 6:00 p.m.*

## **2. Governance And Human Resources Committee (G&HR) Update**

### **a. Chief Administrative Officer (CAO) Recruitment**

The Board Chair introduced Sundance Topham as the new UNA CAO, who will assume the position as of June 1, 2020. The Communications Outline for the announcement of this position was included in the meeting's agenda package.

Mr. Topham expressed his appreciation for the opportunity, and his enthusiasm for working with the UNA in the near future.

## **3. Finance Committee Update**

Director Album referenced the Finance Committee report included in the meeting's agenda package, and noted that successful applications to the federal wage subsidy programs, as well as the subsequent measures taken by UNA have resulted in an almost negligible projected shortfall or deficit due to the COVID-19 pandemic.

The Board was advised that the federal government has noted a possibility of extending the CEWS program, in which case UNA will apply for the period beyond June 6, 2020.

## **4. Report From The UNA Constitution Working Group**

Director Mullen informed that the UNA Constitution Working Group's three objectives included: to align the Constitution's purposes with the requirements of the Neighbour's Agreement; to improve the syntax of the Constitution; and to include additional important purposes to align with the work that UNA is undertaking. The Board was referred to the "Proposed UNA Constitution" report included in the meeting's agenda package for further detail.

Board Directors discussed the following:

- The sequence of providing the proposed Constitution report to the community and to UBC, and whether it should be presented to UBC prior to the community
- Clause 1 speaks to formalizing the connection between residents and the academy, and consideration should be put towards whether UNA can commit to facilitating access to UBC programs
- The rationale behind specifying land use and development under purpose G.



**Motion:**

That the Board:

- (a) approve for consultation the report dated May 11, 2020, titled "Proposed UNA Constitution";
- (b) direct staff to include a link to the report in the next two UNA newsletter emails and invite comments from residents by June 5, 2020; and
- (c) authorize the UNA Constitution Working Group to provide a copy of the report to UBC with a request for confirmation by June 5, 2020 that the proposed UNA Constitution complies with section 3.1 of the Neighbours' Agreement 2015.

**Carried**

*(Director Jolly abstained)*

**G. UNFINISHED BUSINESS**

There was no discussion under this Agenda Item.

**H. NEW BUSINESS**

**1. Restart Plan**

Interim Co-Executive Director Clements referenced the "Re-opening Plan" report included in the meeting's agenda package, and advised of the risk mitigation framework for summer programming, the assessed risk level of such programs, and the plan to run programs at 30% capacity over the summer months.

Administrative and programming staff will have the option to work in the office a few days each week, while ensuring proper social distancing and enhanced cleaning protocols. It is recognized that recreation programs are unlikely to return to full capacity for some time, but that there are opportunities to provide some essential services and low risk programs.

Discussion ensued on the following:

- A decision will be made on the re-opening of the Wesbrook Community Field in the coming week
- The risk mitigation framework allowed for the determination of running low risk programs, and was based on best practices from other municipalities
  - Low risk programs make up approximately 30% of the total programs normally run by UNA
- Registration for summer programs will be June 1, 2020, and the programs will begin in July 2020
- An announcement for UNA summer programming will be made after a provincial announcement is made, and once British Columbia's Recreation and Parks Association (BCRPA) guidelines are released
- UNA is actively investigating options for online delivery of programs
- UNA and UBC should be coordinating and sharing information with regards to start up plans for summer programming
- Staff has been working closely with BCRPA for guidance on field re-opening for sport organizations



- UNA is taking a cautious approach to the re-opening of playgrounds, and will wait for other municipalities to re-open their playgrounds before a decision is made.

The Board Chair invited directors to discuss the recommendation that the Board approve the recommended approach to returning to a modified level of service delivery and staffing at UNA community centres and offices.

During discussion, it was noted that UNA staff have worked with municipalities and other experts in order to make the best decisions regarding summer programming. Further information around the rationale for programs that are being offered could be requested from the Co-Executive Directors, with the understanding that staff are working with provincial guidelines and regulations, and are doing their best to move ahead in the face of the continually evolving situation.

**Motion:**

That the Board approve:

The recommended approach to returning to a modified level of service delivery and staffing at our community centres and offices, with an understanding that these recommendations may change as more information is received from the appropriate governing bodies.

**Carried**

**I. OPEN DISCUSSION**

**1. Resident Safety Issues**

Director Kang advised that concerns had been raised with respect to safety of community members with the increased heavy truck traffic along 16<sup>th</sup> Avenue due to ongoing construction projects.

Director Kang will send the email from the concerned community member with respect to safety of residents and construction traffic to the UNA Board. This email can be brought to UBC's Transportation and Engineering department, for clarification around the safety provisions currently in place.

*The agenda varied to consider Item D.2, Electoral Area A Report, at this time.*

**D. EXTERNAL REPORTS AND PRESENTATIONS**

**2. Electoral Area A Report**

Jen McCutcheon informed that a Townhall Meeting has been scheduled for June 3, 2020 and that suggestions for discussion topics are welcomed. The Board is supportive of the request for the Electoral Area A newsletter to be circulated through strata chairs, and can be operationalized quite easily through prepared distribution lists.

*The order of the agenda resumed.*



**2. Agenda Format**

Director Holes advised that he has been working with Marta Mikolajczyk on a new format for UNA Board meeting agendas, and includes the removal of Old Business, and the addition of Open Discussion items. Any comments on the new format may be brought forward to Director Holmes.

**J. ADJOURNMENT**

The meeting adjourned at approximately 7:02 p.m.

*The Board moved to Closed Session.*

DRAFT





# THE UNIVERSITY OF BRITISH COLUMBIA

## Campus + Community Planning

### Memorandum

**From:** Campus and Community Planning  
**Date:** June 9, 2020  
**Subject:** Monthly Update from Campus and Community Planning

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### UBC Response to COVID-19

Within British Columbia, Provincial Health Officer Dr. Bonnie Henry, the BC Centre for Disease Control, and the Ministry of Health and Vancouver Coastal Health are leading the coordinated response to COVID-19. For COVID-19 related UBC updates see <https://covid19.ubc.ca/>

### Upcoming Film & Events Notification

UBC continues to plan and adapt its operations in response to COVID-19. As UBC begins to restart and some buildings slowly reopen for staff to return to campus, events and programming may change. Updates will be provided as new information becomes available.

#### June

- June 17 - **Graduation** (virtual) <https://graduation.ubc.ca/event/live-webcast/>

#### July

- July 1 - **Canada Day** University closed
- July to August - **Athletics Summer Camps** (TBD) <https://camps.ubc.ca/summer-camps/>
- July to August - **Geering Up Summer Camps** (TBD) various interior and exterior locations <https://geeringup.apsc.ubc.ca/camps/vancouver/>

### Community Development

#### Joint Community Support During COVID

Community Programming Staff from Campus and Community Planning are working closely with UNA staff to strategize and deliver initiatives to support UBC community members during COVID-19.

Highlights include:

- Training Seniors on how to use Zoom as part of Health Seniors, Resilient Community initiative.
- Collaborating with community members in interviews to discuss their experience in coping with COVID-19 for the June issue of the Campus Resident.
- Supporting a virtual session for 40 community members on May 20th with UBC Professor Marina Milner-Bolotin about parenting and schooling children during COVID-19.

## **Anti-bike Theft Registration with Project 529**

There has been a steady growth of community members taking up cycling during COVID-19. To help keep bikes safe, Community Programming Staff is providing support for anti-bike theft registration with Project 529. This includes setting up a new online landing page for virtual registrations and planning for safe in-person registration. In-person procedures will comply with provincial health COVID-19 guidelines. <https://planning.ubc.ca/transportation/cycling/anti-bike-theft-registration-529-garage>

## **Community of Caring Grants**

The Community of Caring Grants have funded 12 projects to date. These grants have an additional funding cycle and will be offered until the end of July with the possibility of extension. The grant offers up to \$500 to support small community building projects that foster social connectedness during this time of physical distancing. For more information see: <https://utown.ubc.ca/caringcommunity>

## **Kids Fit @ Home Challenge**

The online version of the popular Kids Fit program, delivered in partnership with the UBC Kinesiology Active program has launched with great success. The 60 spots offered in this free program are fully subscribed. Kids Fit @ Home Challenge will be running until June 22 and features themes such as gymnastics, dance, and sports, and more – all adapted for kids to be active indoors. Participants will track their accomplishments in order to receive a special prize at the end of the challenge.

## **Chef Challenge**

Community Programming Staff is planning to forge ahead with some of summer's favourite events. Plans are in the works for the Chef Challenge to be delivered online. Three of our favourite campus food outlets will provide online cooking instructions and community members can vote on the best dish online. More details to come!

## **Engagement and Consultation**

### **UBC Climate Emergency Community Engagement**

In December 2019, the UBC Board of Governors unanimously endorsed a [Declaration on the Climate Emergency](#). The declaration includes the commitment to establish a Climate Emergency Task Force, a community engagement process, and an acceleration of climate actions across both the UBC Vancouver and Okanagan campuses.

The climate emergency community engagement process was launched in late February. In March, over 3,200 people from the UBC community took part in various activities, to learn, engage and discuss bold actions around the climate crisis. UBC is hosting virtual community dialogues until June 25. The process encourages a diversity of people to participate and share their perspectives to help shape the university's response to the climate emergency. These online events are free, open to all. To register for a virtual dialogue and learn more about the UBC's response to the climate emergency see <https://climateemergency.ubc.ca>.

Over the summer months, the Climate Emergency Task Force will be developing recommendations based on community input, along with staff and expert advisory support. These recommendations will be presented to the Board of Governors in November 2020.

## **Development Permit Handbook Amendment**

In April 2020, the UBC Board of Governors approved an amendment to the [Wesbrook Place Neighbourhood Plan](https://planning.ubc.ca/wesbrookplace) to support the university's priority to advance the delivery of faculty-staff housing. More information about the Plan amendment process is available at <http://planning.ubc.ca/wesbrookplace>

With the recently approved changes made to the Wesbrook Neighbourhood Plan, a consequential amendment to the Development Handbook to align the two documents was approved by the Board of Governors in June 2020. Visit <https://planning.ubc.ca/development-handbook-amendment> for more information.

## **Stadium Neighbourhood Plan**

No new updates on this project since last month's report.

## **New Recreation Centre**

In accordance with UBC's Capital Projects Policy, a Board 1 approval for a New Recreation Centre was passed by the Board of Governors. The new facility will provide a state-of-the-art fitness centre, three gymnasiums, an indoor track, and many other amenities. A full consultation summary is available at <https://planning.ubc.ca/new-recreation-centre-and-student-union-boulevard-upgrades>

## **Rehabilitation Phase 2 Wesbrook Mall Upgrades**

The first phase of the Wesbrook Mall improvements was completed in 2019. The second phase of construction between Thunderbird Boulevard and University Boulevard is currently underway. Improvements will focus on the bus, pedestrian, and cyclist environment to provide users with a more positive experience along the corridor and promote sustainable travel modes. The existing travel lanes will be fully rebuilt to create two travel lanes for general vehicle traffic and two travel lanes for buses. In addition, dedicated bike facilities will be built and lighting along the corridor will be improved. At Agronomy Road, the channelized right turn lanes on the west side of the intersection will be removed, which will significantly improve the safety for pedestrians and cyclists at that intersection. For more details on the construction schedule visit <https://planning.ubc.ca/wesbrook-mall-upgrades-phase-2>. The improvements to the Wesbrook Mall corridor are being done in collaboration with the University Endowment Lands, the University Neighbourhoods Association, TransLink, and Metro Vancouver.

## **UBC's Residential Environmental Assessment Program (REAP)**

As part of the Green Building Action Plan, UBC's Residential Environmental Assessment Program (REAP) is currently going through an update process which will more closely align credits to the university's focus on climate action, good health and wellbeing, sustainable community, and responsible production. The updated REAP will also encourage more progressive designs that create buildings and landscapes that will continue to support the development of sustainable communities at UBC. The next version of REAP is scheduled to be released in late 2020.

## **Development Project Updates**

For more information on development projects please visit:

<https://planning.ubc.ca/planning-development/projects-and-consultations>

### **DP20013T Berwick Memorial Centre – Temporary Storage Container**

On May 12, 2020, a development permit was issued for a storage container to be placed on the west driveway of the Berwick Memorial Centre at 2765 Osoyoos Crescent for use during renovations until September 30, 2020.

### **DP17016-6T Residences at Nobel Park – Temporary Sales Office**

On May 28, 2020, a development permit for the Residences at Nobel Park at 3483 Ross Drive was amended to allow a temporary sales office in unit 20 and a display home in unit 12 of the townhouses. The temporary permit expires on June 1, 2021.

### **DP16013-7 Focal Building – CRU 3 Patio**

On May 28, 2020, a development permit for the Focal Building at 6111 University Boulevard was amended to allow a patio with a pick-up window for commercial retail unit 3 (Sesame).

### **SLP20025 BC Research Lot 7 & 8 Tree Removals**

On May 28, 2020, a streets and landscape permit was issued for the removal of 5 additional trees from BCR Lot 8 and 10 trees from BCR Lot 7 in preparation for the construction of a 6-storey staff and faculty housing building (DP19027 BCR8 Evolve). 5 trees were designated to be transplanted after removal. In accordance with federal Migratory Bird legislation, the affected area was recently surveyed for bird nesting activity by a Qualified Environmental Professional (QEP). No nesting activity was identified. UBC has a replacement policy for tree removals and will determine the quantities and locations of replacement trees on campus.

### **DP20015 St Mark's College – Renovation**

On June 2, 2020, a development permit was issued for the addition of privacy glass, mechanical louvres, a rooftop condensing unit, and ducting related to renovations of St Mark's College at 5935 Iona Drive.

### **SLP18016-1 BC Hydro Charging Station – Additional Fast Charging Station**

On June 3, 2020, a streets and landscape permit for the BC Hydro Electric Vehicle Charging station on the 3300 block of Webber Lane was amended to include an additional DC Fast Charging Kiosk. Work is expected to commence at the beginning of July.



**COVID-19 Standing Update.**

**FINANCE**

The UNA community centres and main office closed on March 17, 2020. All programs and bookings related to this period have been cancelled and refunded. Effective May 1, 27 part time employees were laid off due to the shortage of work.

Major revenue impacts have been seen in the cancellation of Spring programming, and closure of fitness facilities. No parking pass revenue for 2020-21 has been received, as the centres closed before the renewal period started. 2019-20 annual parking passes will continue to be valid until the community centres re-open and 2020-21 passes can be purchased by residents.

Bean Around the World's lease renewal was in negotiation pre-COVID shutdowns. UNA Operations is working with BATW to determine the length of rent deferral and access to federal commercial rent assistance programs

During this time, UNA has implemented various cost management strategies across the community centres, main office, and common area cost centres.

**Government Funding**

As a not-for-profit organization, the UNA is eligible for federal assistance. Access to the following funding has allowed the organization to retain all permanent part time and full time employees, to continue work on strategic initiatives with reduced financial losses.

*Temporary Wage Subsidy (TWS)*

- Funding cap of \$25,000 per organization
- Funding limit reached as of May 31, 2020

*Canada Emergency Wage Subsidy (CEWS)*

- 75% of payroll less TWS (capped at \$847/employee per week)
- Extended to August 29, 2020
- Period 1: March 15, 2020 – April 11, 2020 (*Received \$67,000*)
- Period 2: April 12, 2020 – May 9, 2020 (*Received \$63,000*)
- Period 3: May 10, 2020 – June 6, 2020 (*est. \$44,000*)
- Subsidy paid directly to the UNA's bank

**RECREATION**

BC Guidelines for Restarting Operations was released by the Province on May 21<sup>st</sup>, 2020. The guidelines developed by the British Columbia Recreation and Parks Association (BCRPA) present a thorough discussion of the necessary provincial regulations, planning and delivery mechanisms needed to safely reintroduce recreational programming to our community. The document can be viewed in its entirety here; <https://www.bcrpa.bc.ca/media/242766/bcrpa-restarting-guidelines-final.pdf>.



The Recreation Manager continues to attend weekly BCRPA conversations with senior recreation leaders around the province regarding best practice and trends associated with the restarting of recreation operations.

The development of a WorkSafe BC COVID-19 Safety Plan is actively on going with a completion deadline by end of June. The safety plan will outline the processes and policies that the UNA will undertake to deliver safe and effective programming to our patrons. The plan will be posted at our centres as well as on the website once completed.

The recreation team is proceeding with Phase 2 planning and delivery of light summer programming as approved by the UNA BOD at the May 2020 meeting. Programming will consist of two weekly summer camps being run by our Canada Summer Jobs students, one external contractor camp for two weeks in July at the OBCC, weekly outdoor fitness classes and private music lessons. Registration for these programs opens June 15<sup>th</sup>.

The delivery of online virtual programs continues to be successful and have seen valuable uptake amongst our senior's population. In May, the UNA offered three digital learning sessions and provided one-on-one computer support sessions. Planning is in the works to deliver more social and recreational virtual programs for seniors as part of the Healthy Seniors, Resilient Communities project. Funding for this project came from Employment and Social Development Canada.

As we progress as a Province into Phase 3 of the re-opening plan, the recreation team has begun to think about the safe delivery of fall programming. Much consideration is being taken to assess operational needs such as staffing, the modified re-opening of our fitness centres, and the delivery of further low to medium risk programming. We will be providing more information in the coming months.

## **OPERATIONS**

### **Playgrounds and Fields Reopening – COVID 19**

The UNA re-opened all neighbourhood playgrounds on Friday morning, May 29. Please note that the UNA will not be sanitizing playground equipment on a regular basis, so please use with caution. Additionally, the UNA Field was opened and in a joint effort with UBC the Skatepark was also opened.

We encourage users to comply with public health orders and guidelines on safety and physical distancing. We ask everyone to observe the reminders on the UNA signs and to use the outdoor facilities responsibly by:

- Maintaining a 2-metre distance between yourself and others who are not in your household,
- Washing or sanitizing your hands frequently,
- Disinfecting personal equipment before and after use,
- Refraining from sharing equipment,
- Staying home if you feel sick



### **Landscaping Service Level Reduction – COVID 19**

The UNA have reduced landscaping service level to better manage our financial picture during this challenging time. Reduction comes mainly from soft landscaping maintenance. The UNA Operations Department will closely monitor the situation and provides adjustment when necessary.

### **UNA Parking Permit Renewal and Application Update – COVID 19**

The UNA Parking Office is currently doing a feasibility study on of the following items: The resuming of parking permit renewal/applications and; developing a new parking application procedure that will be able to meet the safety requirement outlined by the COVID 19 Safety Plan.

The UNA Parking Office will announce a new renewal timeline when available. Announcement will be made in our website, weekly e-newsletter and email to the current parking permit/ visitor pass permit holders email account.

### **Facility Cleaning, Supplies Procurement – COVID 19**

The UNA Operations department is working closely with the custodial contractor in preparation for a staged-reopening approach of the community center. New measures included increase high touch point cleaning, increase disinfection of shared space and other new cleaning procedures in response to COVID 19.

The UNA Operation department is also working closely with cleaning equipment distributor to procure appropriate level of PPE, disinfection and sanitization supplies for staff use. As part of engineering controls Plexi Glass Barriers will also be installed in all front desk areas.

### **Canada Emergency Commercial Rent Assistance Program (CECRA)**

The Operations department is working together with the UNA Finance department to explore the application Canada Emergency Commercial Rent Assistance Program (CECRA) for our commercial tenant in the Old Barn Community Centre.

## **COMMUNICATIONS**

The Communications team launched the new UNA website on May 15. The website has been slightly modified to accommodate the closure and service cancellations that are currently in place. The website was launched in tandem with PerfectMind and this combination makes it easier for clients to sign up for programs online while we prepare for limited re-opening. More refinements will happen in the following months as we complete the post-launch review. If you encounter a broken link or missing information please let us know at [support@myuna.ca](mailto:support@myuna.ca).

Communications did an audit of signage needs is working on creating them for the Wesbrook Community Centre re-opening – this includes posters for safety protocols, physical distancing markers and other barriers.





UNIVERSITY  
NEIGHBOURHOODS  
ASSOCIATION

## **BOARD OF DIRECTORS MEETING**

Date June 16<sup>th</sup>, 2020.

### **MANAGEMENT REPORT**

Communications created and designed signage for the re-opening of playgrounds and splash pad that contains information about how to use the facilities safely and the risks of using them. Similar to outdoor fields, the UNA is not able to enforce penalties around those who might violate the closures, however, working with UBC Campus and Community Planning, we are able to monitor the closed sites and give reminders to people who are still using them.

The communications department has reviewed the WorkSafeBC COVID-19 safety plan and have made recommendations based on the department's needs.

We continue to support the UNA ambassador program through weekly briefings and communications requests. We are focusing on promoting the newly launched website and encouraging people to sign up for the newsletter.

We continue to work on promoting programs and initiatives in collaboration with Recreation Department including new online events, workshops and online seniors programs.

Communications has taken advantage of the low foot traffic at the closed Old Barn Community Centre to install the new redesigned historical display at the John Young room. The board is invited to a small launch event will be scheduled once physical distancing measures are further relaxed.

Communications continues to send newsletter and website updates regarding COVID-19-related service changes.





### **Quarter 4 Strategic Work Plan Update**

Quarter 4 of the 2019-2020 strategic workplan marks the completion of the first year of the UNA three-year strategic plan. Despite the departure of an Executive Director, in June 2019 and the interim appointment of two CO-ED's, the organization was able to accomplish many of its operational goals. Highlight achievements include the development and delivery of an upgraded IT infrastructure including, implementing Microsoft Teams, connecting the UNA BOD through a SharePoint and One Note platform; creating clearer feedback tools for residents and the processes on how feedback is reviewed; the most recent launch of a new website in tandem with our new PerfectMind operating system; and by working with Clear HR our external human resources consultant, a salary band project was completed that compares our current job descriptions to market value rates of similar job descriptions across the not for profit and public sectors. The salary band project will be used to present an updated compensation policy regarding staff annual increases. Challenges included work plan goals related to further evolving the UNA's governance due to a vacancy in the organizations CAO position, the development of a Community Advisory Committee on Community Engagement due to lack of BOD capacity, and the overall disruption of the COVID-19 pandemic which has pushed several work plan goals into a proposed 2020-2021 work plan, to be presented at a later date. The updated strategic work plan sheet is attached separately. Further Q4 departmental highlights are discussed below.

### **FINANCE**

A separate report highlighting Q4 financials is included in the June 2020, BOD package.

### **RECREATION**

The UNA held the 2020 Lunar New Year Celebration at Wesbrook Community Centre on Saturday, January 25 amid some residents' concern about the transmission of COVID-19 from international travel. Before the event, the staff had reached out to Vancouver Coastal Health and had been advised that it was safe to continue with the event. The event went ahead as planned. The total attendance dropped from the previous years to about 400-500 people. The Lunar New Year Working Group secured the funding of \$5500 from five sponsors and engaged over 40 Chinese and Korean residents in organizing the event.

The Recreation Department ran 172 programs in the Winter 2020 season (January- April). In March 2020, the UNA received \$14,125 from Employment and Social Development Canada (ESDC) to support the seniors' Your Passport to Well-being Project (Phase II). In April, the project was re-configured to assist seniors in response to the COVID-19 pandemic and was re-named the Healthy Seniors, Resilient Community project.

The department applied and successfully secured funding from Canada Summer Jobs to support our 2020 Summer Adventures Camp programs and started the hiring process for three



summer camp leader positions. In May we received notice that we had been awarded \$13,962 for three positions.

Due to COVID-19 in mid March the department cancelled spring break camps, spring programs, and existing winter programs. The department created a program risk-assessment to help identify low, medium, and high-risk programs. The department began to explore options for virtual programming; including supporting instructors and partners who have switched their programs online.

Significant work was done by the PerfectMind configuration team to prepare and develop the necessary tools and processes for the successful implementation of the new operating system. PerfectMind will replace Activenet as the UNA's program registration system.

Overall, in Quarter 4 of 2020, both revenue and participation were down as compared to Q4 of 2019. Much of the reason for this can be attributed to the cancellation of all programs including Spring Break Camps and temporary suspension of fitness memberships as of March 17<sup>th</sup>, 2020 due to COVID-19.

## **OPERATIONS**

### **PerfectMind Membership Data Migration**

As part of the UNA website and UNA Membership System update, the UNA IT Department is accountable for the preparation, extraction, verification, and fine tuning of the UNA membership and registration data for the PerfectMind migration. Data migration project is ongoing and expected to be completed before the end of June 2020.

## **COMMUNICATIONS**

### **COVID-19 Planning**

Communications helped create and roll out the UNA pandemic response – more information on that is detailed in the previous COVID-19 reports submitted.

### **Website Project Update**

The new UNA website project continued to make progress with redesign and the integration of PerfectMind. Internal page planning was completed. Website copy has been updated and finalized. We finalized the API integration for more robust search functions. Dummy content from PerfectMind has been tested to populate on the UNA test site. Delivery is on track for May 2020.

We also engaged the help of CREW, a marketing agency who has experience working with UBC, to help us create marketing photos and videos for the website – the aerial photography was slated to take place in late March, however, due to COVID-19, it was moved to a later date.

### **PerfectMind Training**



Communications is working with the PerfectMind Launch Team to create training modules for front desk staff and other UNA staff. Training will include an orientation to the new tools. Delivery of training was postponed due to COVID-19.

#### **UBC Properties Trust Tenants Meeting**

Communications attended the quarterly UBC PT tenant's meeting where the new marketing strategy for the welcome centre was presented. The welcome centre is being repurposed to serve more than just Wesbrook Place. It will include a three-dimensional miniature model of UBC and the surrounding neighbourhoods. Communications also spoke to the group about advertising opportunities in our publications. Several new tenants were in attendance who have restaurant opening slated in the month of March.

#### **UBC Bookstore Partnership**

A partnership with UBC Bookstore is being explored to see if the UNA has the capacity to carry some Thunderbirds merchandise at the Wesbrook Community Centre. We are hoping to help UBC increase resident engagement in college sports and in turn this helps the UNA create team spirit and a stronger feeling of community spirit.

#### **Climate Change Cool Kit**

The Communications Department was engaged to help a Sustainability project for the launch of a "Coolkit" that is a DIY toolkit for climate change education. The kit was finalized and was to be launched in the community on Earth Day, however that was cancelled due to COVID-19.

#### **Other Projects as Usual**

The Communications Department continued its day-to-day, week-to-week and month-to-months tasks. This includes event promotions, program promotions and creation of online and traditional communications collateral.

Strategic Direction		Task	Q1 Update (April, May, June.)	Q2 Update (July, August, September.)	Q3 Update (October, November, December)	Q4 Update (January, February, March)	Staff Lead/s	Notes
UNA Governance	Review the bylaws and constitution	Support the Bylaw Review Working Group established by the Board of directors	Ongoing.	Liason Committee met with UBC BOG and continue to work through AMS issue. UBC BOG submission of amended by laws delayed until Feb 2020.	At the October BOD meeting The UNA Negotiating Committee and UNA Working Group AMS were established. At the November meeting UNA Bylaw Review Working Group 2018-Phase 2 was established. Work is Ongoing	Ongoing	CAO	Staff appointments are listed as, "as needed" for the newly formed (October 2019) UNA Negotiating Committee and UNA Working Group. TOR for each committee can be found in the January 2020, UNA BOD meeting minutes
UNA Governance	Review the bylaws and constitution	Support the Board on the bylaws and the Neighbours' Agreement.2015 project with	Ongoing.	Ongoing.	Ongoing	On going	CAO	
UNA Governance	Review the bylaws and constitution	Create and implement a community consultation plan for bylaw recommendations.	Ongoing.	Ongoing.	Ongoing	Presently waiting for UBC BOG approval of UNA Neighbours Agreement.	CAO/Communications Manager	
UNA Governance	Review the bylaws and constitution	Explore UNA bylaws related to water management, noise, sidewalk snow removal operations, parking operations, smoking in public and park space.	Ongoing	Ongoing. Meeting with UBC in Q2.	Ongoing	Ongoing	Operations Manager	
UNA Governance	Review the Board's and director's roles and responsibilities within the context of the UNA's municipal-like mandate		BOD met with Watson August 13th. Ongoing	To be initiated further by new ED.	To be initiated further by new leadership position.	Will revisit with appointment of new CAO	CAO	Led by the Board with staff support as needed.
UNA Governance	Articulate and clarify the relationship between the UNA, UBC and UBC Properties Trust, and explore opportunities to enhance and strengthen the relationship		Ongoing.	Ongoing.	On hold	Will revisit with appointment of new CAO	CAO	Led by the Board with staff support as needed.
Financial Sustainability	Determine core service levels and costs to maintain those services and align budget allocation to those benchmarks	Use the Neilson Report as a guideline for implementing business case scenarios to determine an appropriate level of success for all current and future programming at both community centres. Hold program offerings at 2018 levels.	Ongoing.	Programming staff made significant head way in terms of assessment and evaluation of programs developing a Programming Assessment Matrix which scores current and proposed program offerings. Programmers continue to evaluate and determine adjustments accordingly from season to season.	Recreation department continues to evaluate using the tools that were developed early in this fiscal. Q3 involved working with legal to renegotiate 12 instructor contracts to change their designation from employees to contractors.	Due to COVID-19 staff were able to quickly pivot their work plans and actively began the exploration of virtual program delivery. Uptake has been very positive and suggests that virtual programming is a viable means of connecting participants in social and educational experiences. .	Recreation Manager	See attached report in September BOD meeting package.
Financial Sustainability	Determine core service levels and costs to maintain those services and align budget allocation to those benchmarks	Use Neilson Report templates to develop benchmarks for evaluating programs.	Ongoing.	Ongoing	Revenue and expenditures maintain consistent with 2018-2019 totals as recommended in the Neilson Report.	Revenues in Q4 decreased from the previous year. Reasons include the threat of COVID-19 as of mid January and 3 snow days in February in which we issued refunds. March 17th centres were closed indefinitely.	Recreation Manager	See attached report in September BOD meeting package.
Financial Sustainability	Determine core service levels and costs to maintain those services and align budget allocation to those benchmarks	Identify programs that have been traditionally underperforming and make necessary adjustments by Fall 2019.	Ongoing. -See attached report in September BOD meeting package. Drop In Yoga Model was eliminated for start of fiscal 2019/2020.	Ongoing	Ongoing	Work will continue to identify full cost recovery mechanisms for delivering both physical and virtual programs.	Recreation Manager	
Financial Sustainability	Review the reserves policy in partnership with UBC	With the Finance Manager and UNA Finance Committee, examine the reserves (both long and short term).	Ongoing. - Finance Committee has reviewed the existing reserve policies and balances of the reserves.	Ongoing. Neighbours Agreement changes will ultimately affect management of the reserve policies. On hold until NA is approved.	On hold until NA is approved.	On hold until NA is approved.	Finance Manager	
Financial Sustainability	Review the reserves policy in partnership with UBC	Review any existing documentation regarding reserves, terms of reference, Neighbours' Agreement, amendments since incorporation.	Ongoing. - Finance Committee has completed an initial review of existing documentation	On hold until NA is approved.	On hold until NA is approved.	On hold until NA is approved.	Finance Manager	
Financial Sustainability	Review the reserves policy in partnership with UBC	Set timelines for future review and revision of terms of reference and reserve policies.	Ongoing. - further review and revision will be impacted by potential changes in the Neighbours Agreement	On hold until NA is approved.	On hold until NA is approved.	On hold until NA is approved.	Finance Manager	
Financial Sustainability	Continue to explore financial models with the University Neighbourhoods Liaison Committee		Ongoing.	Ongoing.	Ongoing	Ongoing	CAO	Ongoing with UBC Neighbourhoods Liaison Committee
Operational Capacity	Develop a professional development and compensation policy	Implement HR consultant's recommendation on updating job descriptions, creating professional development policy and developing compensation policy based on a market review.	HR Consultant has suggested a Q4 delivery of this project.	Ongoing.	Discussions with Clear HR have landed on pursuing the completion of the compensation review project. Two compensation data surveys were purchased through Boland and Western Compensation and Benefits and are currently being reviewed by Clear HR for delivery in Q4 delivery. Professional development is currently assessed on a case by case basis and will be further reviewed in 2020-2021.	Salary report delivered to GHR Committee. Updated compensation policy regarding staff annual increases to be developed and delivered to BOD for consideration.	CAO	
Operational Capacity	Develop a professional development and compensation policy	Explore management training options and continue to invest and enhance staff training on customer service, IT and first aid.	HR Consultant has suggested a Q4 delivery of this project.	Ongoing.	First Aid Training was led December 7th for all front desk, programmers and fitness centre staff. Updating our patron code of conduct and initiating a 'respect in the work place training' has been identified. Staff will work for a Q4 delivery of this project.	Proposed Respect in the Workforce Training for Front Desk Staff and Programming Staff. Management, and BOD was delivered. Deferred until later due to COVID-19. Professional development policy continues to be explored.	CAO	
Operational Capacity	Create and implement metrics to measure service delivery	Connected to community engagement goals, survey residents to gain feedback on satisfaction with services.	Ongoing.	Ongoing.	Ongoing. Connect this task to Community Advisory Committee on Community Engagement once established.	On hold until BOD capacity is appropriate to develop Community Advisory Committee on Community Engagement.	CAO	

Operational Capacity	Create and implement metrics to measure service delivery	Improve data gathering and build foundation for improved metrics.	Ongoing	Ongoing.	Ongoing. Connect this task to Community Advisory Committee on Community Engagement once established.	On hold until BOD capacity is appropriate to develop Community Advisory Committee on Community Engagement.	CAO	
Operational Capacity	Create and implement metrics to measure service delivery	Analyze overall service delivery and service quality starting with identified landscaping contractors.	Ongoing.	Ongoing	Ongoing	On going	Operations Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Migrate to Microsoft 365.	Done	Done. Developing backend to accept external users in MS Teams collaboration.	Completed	Completed	Operations Manager/CAO	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Implement and integrate PerfectMind with the UNA website. Learn and master PerfectMind communications tool and make it as user-friendly and brand-relevant as possible.	Ongoing - PerfectMind is on schedule for a November 18th GO LIVE date.	Perfectmind launch delayed until February 19th, 2020 due to competing priorities and development of new website.	Ongoing. Configuration team has expressed challenges. Decision was made in early Q4 to delay the Go Live date until May 13th, 2020.	Preparations continued to deliver project on time. Website and PerfectMind were launched jointly in mid-May 2020. Backend data migration expected to be completed before the end of June.	Recreation/Operation/Communications Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Redesign and upgrade the website.	Contracted web design firm, Kimbo Design, to help with the redesign and upgrade. Started wire-framing, engaging PerfectMind (for their API) and created a list of priorities for the new website.	Ongoing. Moving towards final stages of design phase. Expected to launch in tandem with PerfectMind. Estimated delivery February 2020.	Estimated completion has been pushed to May 2020 to launch in tandem with PerfectMind. Given the additional time, we've added to the original scope of the project by adding a few more features that we wanted to tackle after the launch.	Project on track for on time delivery. Website and PerfectMind were launched jointly in mid-May 2020.	Communications Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Identify and evaluate options for cloud-based accounting solutions offered by Sage.	Ongoing.	Ongoing.	Ongoing	Ongoing	Finance Manager/Operations Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Develop a MS Sharepoint extranet for the UNA Board of Directors.	Ongoing.	Ongoing. Planned implementation in Q3.	Ongoing. Developing a Board document sharing platform.	Delivered and completed in Q4.	Operations Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Update internal communication platforms and tools, and develop an MS SharePoint to host an intranet site for staff.	Microsoft Teams and One Drive have been implemented and is being used by staff.	Ongoing and moved to 2020.	Due to the scope of the project, it has moved to a 2020 - 2021 Work Plan.	Moved to a 2020 - 2021 Work Plan.	Operations Manager	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	Update enterprise documentation procedures and filing infrastructure.	Ongoing.	Ongoing. Interview with Diligents a board documentation management system.	Ongoing. UNA Board SharePoint and OneNote infrastructure is expecting a Q4 Delivery.	UNA BOD Sharepoint completed in Q4. Internal file and instructure review has moved to 2020-2021 Work Plan.	Operations Manager/CAO	
Operational Capacity	Develop a robust IT platform that supports internal and external information exchange	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.	Ongoing.	Ongoing, and in preparation for training session for strata chairs and property managers to utilize this system..	Ongoing. Expecting delivery in Q4.	Strata chair information sharing platform postponed to Q1 2020 delivery.	Operations Manager/CAO	
Operational Capacity	Align operations and allocation of resources with strategic priorities	Review and enhance departmental budgeting processes.	Ongoing. Recreation department instituted budgetary tools to enhance assessment and evaluation criteria of program offerings in order to assist in the goal of full cost recovery.	Departmental budgets were due at end of september in order to put a draft 2020-2021 budget ready for end of Q3.	Departmental budgets were included in the draft 2020-21 budget and reviewed by the Finance Committee in Q3.	Ongoing. Budget to actuals are being evaluated to identify areas for further improvement	Finance Manager	
Operational Capacity	Align operations and allocation of resources with strategic priorities	Partner with UBC PT to review landscaping around the UNA, categorize and prioritize area in a table format for operation and management purpose.	Ongoing.	Ongoing. Planned meeting in Q3.	Ongoing.	Ongoing. Review internal process flow. Develop a draft landscape priority mapping for all neighbourhood in response to COVID 19. Reviewing service delivery level in response to revenue decline.	Operations Manager	
Community and Stakeholder Relations	Develop more robust engagement tools to assess community needs	Examine surveys, focus groups and other mechanisms to assess needs, demographics and identify gaps.	Contracted company TWI Surveys to help with creating the community survey. Examined previous surveys to see what information has been helpful to collect in the past.	Narrowed down some of the general topics of the survey that we want to inquire with residents about.	Deferred to Q4.	Deferred due to pandemic. Will review to integrate into 2020-2021 workplan once we are back to normal operations.	Communications Manager	
Community and Stakeholder Relations	Create feedback tools for residents and other stakeholders	Develop a feedback form system at the UNA community centres.	Completed. Created a new comment card system at both community centres.	Completed.	Completed in Q3.	Completed in Q3.	Communications Manager	
Community and Stakeholder Relations	Create feedback tools for residents and other stakeholders	Establish processes on how feedback is reviewed/processed.	Completed. Communications tracks, reviews and redirects all comments to appropriate department/staff lead.	Completed.	Completed in Q3.	Completed in Q3.	Communications Manager	
Community and Stakeholder Relations	Create feedback tools for residents and other stakeholders	Work with communications department to review operations department communications toolkit.	Q3 or Q4	Q3 or Q4.	Deferred to Q4.	Deferred to 2020-2021 Work Plan	Communications Manager/ Operations Manager	
Community and Stakeholder Relations	Adapt and implement the Advisory Committee report in phases starting with the Community Engagement Advisory Committee	Work with the Chair of the committee to develop membership criteria and set the committee up.	On hold. New BoD lead to be assigned by BoD. Work to resume once new committee chair is appointed.	January 2020 establishment. Awaiting decision from Board of Directors.	Deferred. Awaiting decision from Board of Directors.	Deferred due to limited BOD capacity. GHR to explore in the future.	Communications Manager	
Community and Stakeholder Relations	Adapt and implement the Advisory Committee report in phases starting with the Community Engagement Advisory Committee	Once the committee is established, recommend that we develop community engagement core values to help guide our work (similar to IAP2). Resident survey in the fall of 2019 to inform the preliminary work of the committee.	Communications Manager attended IAP2 Principles and Foundations seminar.	Community Advisory Committee on Community Engagement to be initiated once new BOD of directors is in place. Estimated launch date is Jan 2020.	Deferred. Awaiting decision from Board of Directors.	Deferred due to limited BOD capacity. GHR to explore in the future.	Communications Manager	
Community and Stakeholder Relations	Explore opportunities to enhance the relationship between the UNA and the UBC academic community.	Attend regular meetings at PACCE (President's Advisory Committee on Campus Enhancement).	Ongoing	Met with PACCE and discussed opportunities to connect Emeriti with the UNA. Topics discussed included Speakers series and Emergency Preparedness.	Ongoing. Pursuing correct contact with PAACE for communication through UNA communication channels.	Ongoing.	CAO	Led by the UNA Board of Directors.A27F36A28:136A26:136F36A28:136A24:136F36A28:136A23:136F36A28:136A2A2:136



UNIVERSITY  
NEIGHBOURHOODS  
ASSOCIATION

## UNA BOARD MEETING

June 16, 2020

**Unaudited Q4/Year End Financial Results**

**Date:** June 8, 2020

**From:** Morgan Chung, Finance Manager

**Re:** Unaudited Q4/Year End Financial Results

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### SUMMARY

Overall, the UNA was in good financial health at the end of Quarter 4.

Highlights:

- Surplus of \$70,213 in 2019-20, a significant improvement over 2018-19's \$631,339 deficit
- Neighbours Levy funding received was \$4.7M in 2019-20, a \$1.2M increase from 2018-19 due to changes in the mil rate and increases in resident population
- Playing Field and Park Rentals were \$68K higher than budget and \$75K higher than the prior year due to higher use of park facilities during summer and fall
- Recreation revenues were strong through Q1-Q3, but were impacted January-March 2020 by COVID-19, the closure of community centres and cancellation of all Spring Break camps

### DECISION REQUESTED

For Information



University Neighbourhoods Association (UNA)		2019-20	%	Year to Date: Qtr 4	
Operating Budget 2019-20		ADJUSTED			
		BUDGET	YTD Act/Bud	Actual	Prior Year
1	<b>FUNDING SOURCES</b>				
2	Neighbours Levy (Service Levy & GMSL)	4,710,785	100%	4,710,785	3,511,572
3					
4	<b>Contributions to Reserves (Outgoing Funds)</b>				
5	Infrastructure Replacement Fund	(113,059)	100%	(113,059)	(55,553)
6	Capital Replacement Fund	(56,529)	100%	(56,529)	(27,777)
7	Rate Stabilization Fund	-		-	-
8	Contingency Reserve Fund	(47,108)	100%	(47,108)	-
9	UNA/VSB Playing Field Replacement Reserve	(60,000)	100%	(60,000)	(60,000)
10	Community Access Supplemental Reserve	-		-	-
11	<b>Total Contributions to Reserves</b>	<b>(276,696)</b>	100%	<b>(276,696)</b>	<b>(143,330)</b>
12					
13	<b>Transfers from Reserves (Incoming Funds)</b>				
14	Contingency Reserve	80,002	100%	80,002	500,000
15	<b>Total Transfers from Reserves</b>	80,002	100%	80,002	500,000
16	<b>Grants &amp; Other Funding</b>				
17	UBC Community Services Grant	500,000	100%	500,000	-
18	<b>Total Grants &amp; Other Funding</b>	500,000	100%	500,000	-
19	<b>Deductions</b>				
20	<b>Engineering &amp; Operations Services</b>				
21	Water & Sewage	441,631	100%	441,631	394,800
22	Fire Services Fee	1,188,674	100%	1,188,674	1,118,784
23	<b>Total Engineering &amp; Operations Services</b>	1,630,305	100%	1,630,305	1,513,584
24	<b>Recreation &amp; Culture Services</b>				
25	Athletics Access Fee	353,309	100%	353,309	173,604
26					
27	<b>General Operation Services</b>				
28	GST (unrecoverable: Neighbours Levy less UBC Costs & Contrib)	46,703	100%	46,703	35,987
29					
30	<b>Total Neighbours Levy &amp; Reserves Available</b>	<b>2,983,774</b>	100%	<b>2,983,774</b>	<b>2,145,067</b>
31	<b>REVENUE</b>				
32	Neighbours Levy Received	2,983,774	100%	2,983,774	2,145,067
33	<b>Recreation &amp; Culture</b>				
34	Wesbrook Community Centre	342,426	79%	271,725	311,601
35	Old Barn Community Centre	120,617	90%	108,586	121,366
36	Programming	664,803	86%	573,458	638,918
37	Playing Fields & Park Rentals	93,503	172%	161,101	86,576
39	<b>Total Recreation &amp; Culture</b>	<b>1,221,349</b>	91%	<b>1,114,870</b>	<b>1,158,461</b>
40	<b>Other Revenue</b>				
41	Parking	147,940	80%	118,739	109,093
42	Miscellaneous	27,143	208%	56,503	36,151
43	<b>Total Other Revenue</b>	<b>175,083</b>	100%	<b>175,241</b>	<b>145,244</b>
44	<b>Grants &amp; Other Funding</b>				
45	External Grants & Miscellaneous	38,312	353%	135,165	62,266
46					
47	<b>TOTAL FUNDING SOURCES &amp; REVENUE</b>	<b>4,418,518</b>	100%	<b>4,409,050</b>	<b>3,511,037</b>



University Neighbourhoods Association (UNA)		2019-20		Year to Date: Qtr 4	
Operating Budget 2019-20		ADJUSTED	%	Actual	Prior Year
		BUDGET	YTD Act/Bud		
1	<b>EXPENDITURES</b>				
2	<b>Engineering &amp; Operations Services</b>				
3	Parking & Emergency Management	123,000	92%	112,995	98,758
4	Common Area Maintenance Fees				
5	Landscaping	257,744	103%	266,017	277,094
6	Road, Gutter and Sidewalk Maintenance	22,050	88%	19,414	15,536
7	Streetlights	52,332	65%	34,161	45,625
8	UBCPT Management Fees	63,000	127%	80,000	82,961
9	Electricity	102,375	62%	63,068	68,375
10	Other Common Area Maintenance Costs	59,924	112%	67,328	69,508
11	Common Area Maintenance 1	-		(15,922)	
12	<b>Total Engineering &amp; Operations Services</b>	<b>680,425</b>	<b>92%</b>	<b>627,061</b>	<b>657,858</b>
13	<b>Recreation &amp; Culture Services</b>				
14	Wesbrook Community Centre	314,158	177%	557,342	318,951
15	Old Barn Community Centre	160,072	110%	176,189	167,649
16	Recreation Salaries & Benefits	856,381	105%	900,020	735,205
17	Programming	350,000	136%	477,374	526,060
18	Fields	17,360	87%	15,183	14,230
19	Community Access	118,700	102%	120,935	117,955
20	Community Support	26,600	94%	24,985	35,763
22	<b>Total Recreation &amp; Culture Services</b>	<b>1,843,271</b>	<b>123%</b>	<b>2,272,027</b>	<b>1,915,813</b>
23	<b>General Operation Services</b>				
24	Administration Salaries & Benefits	929,996	95%	880,105	760,786
25	Sustainability	18,500	78%	14,356	18,524
26	General Operating Services	189,500	134%	253,193	347,708
27	Professional Fees	141,000	72%	101,293	237,016
28	Communications	240,000	52%	125,672	138,505
29	Public Engagement	84,000	78%	65,131	66,166
30	<b>Total General Operation Services</b>	<b>1,602,996</b>	<b>90%</b>	<b>1,439,750</b>	<b>1,568,705</b>
31					
32	Contingency (2% on Engineering & Ops and Recreation & Culture)	101,171	0%	-	-
33	<b>TOTAL EXPENDITURES</b>	<b>4,227,864</b>	<b>103%</b>	<b>4,338,837</b>	<b>4,142,376</b>
34					
35	<b>BALANCE SURPLUS (OR DEFICIT)</b>	<b>190,654</b>		<b>70,213</b>	<b>(631,339)</b>





These supplementary notes are provided to assist as background information for the 2019-20 Quarter 4 Financial Statements.

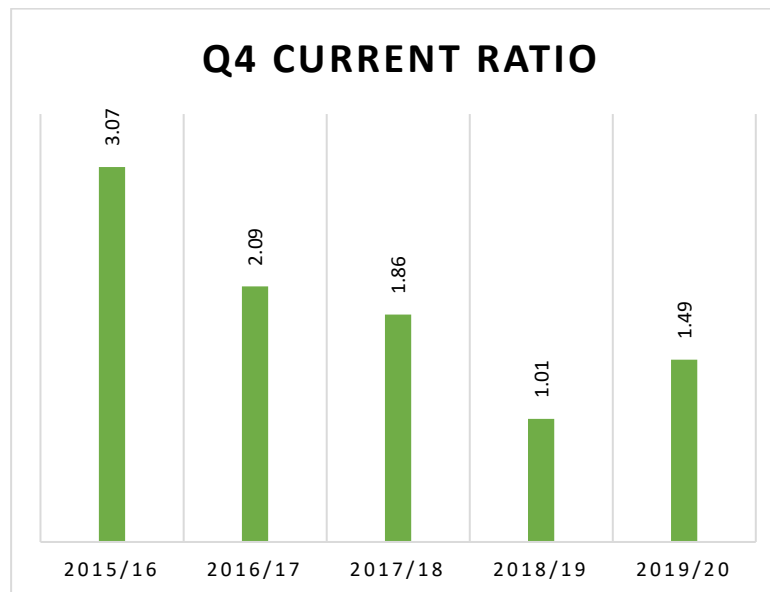
## **Q4 METRICS:**

### Liquidity

This ratio measures the extent to which UNA has enough cash to pay bills as they are due. The preferred range is 1.00 and above. At the end of Q4, the UNA's current ratio was 1.49, which is considered a healthy ratio.

The overall year over year current ratio decreases are due to the withdrawal and use of GIC investments to fund operations. As the UNA budgets for a balanced budget, the UNA plans for the exact annual cash needs of the organization. This typically results in limited excess cash on hand at the end of each quarter.

The current ratio was high in 2015/16 due to the surplus in those years. At this point, the Neighbours Levy was significantly higher than the UNA's expenses, leading to a larger amount of cash on hand. In subsequent years, the Neighbours Levy was lower, but the neighbourhood population continued to grow, leading to the year to year declines.





### Budget to Actual Expenses

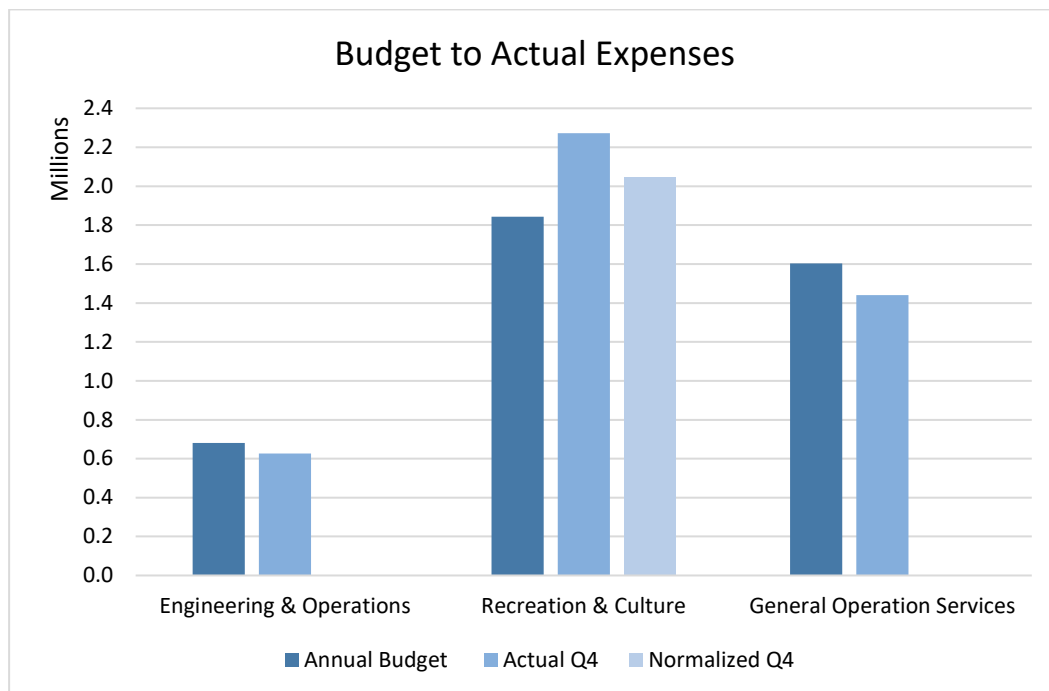
Total Engineering & Operations and General Operating Services expenditures were under budget expectations for Q4, at 92% and 90%, respectively. Part of this decrease was the closure of the Main Office and Wesbrook Community Centre, and partial closure of the Old Barn Community Centre due to COVID-19. During this time, all departments pursued various cost management measures that led to reduced expenditures.

Recreation and Culture expenses were 123% of budget in Q4. During Q2, the UNA Finance and Operations underwent a massive effort to create a comprehensive list of assets currently held and owned by the UNA. This allowed UNA to identify assets, including outdated software and equipment no longer owned by the UNA, to be removed from the UNA's balance sheet, and recalculate amortization for the remaining assets. As a result of the asset clean-up efforts, there was a \$220K impact Wesbrook, and a \$4K impact to Old Barn operating expenses.

These expenses were accounting adjustments with no cash impact, reviewed and approved by the UNA Finance Committee.

The Recreation & Culture expenses are reduced to 111% of budget when normalizing for, or removing, the asset adjustment expense. Similarly, without the adjustment, Wesbrook Community Centre expenses decrease from 177% to 107% of budget.

Please see the graph below for the Budget, Actual Q4, and Normalized Q4 comparison.

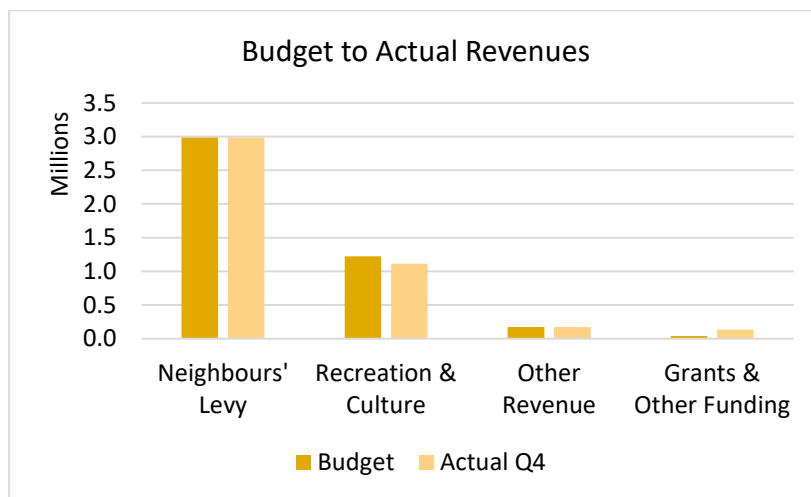




### Budget to Actual Revenues

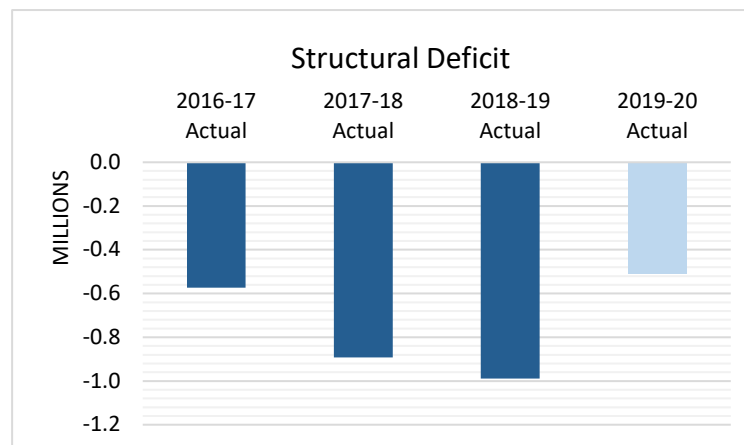
The overall revenues for Q4 are in line with budget expectations. Community Centre and Programming revenues were lower than expected, at 91%, due to lower program attendance through the Winter program season and lower use of indoor community facilities, primarily due to COVID-19.

These decreases were offset by higher Playing Field & Park Rental Revenue, due to increased community field use, and increased Grants and Other Funding, including Campus & Community Planning funding for the new Safe and Connected Community Coordinator, and higher than budgeted UTown Youth Programming funding.



### Structural Deficit

The structural deficit is measured by comparing UNA revenues, less Reserve Fund transfers and the UBC Community Service Grant, against total expenses. The structural deficit is driven by the Neighbours Levy and contributed to by the UNA's levels of service. Due to the increase in the Neighbours Levy in 2019-20, the structural deficit decreased from a \$0.9M in 2018-19 to \$510K.



Overall, UNA's financial health is aligned with the budget for Quarter 4.



**Date:** June 9<sup>th</sup>, 2020  
**From:** Terry Mullen  
Bill Holmes  
Murray McCutcheon

**Re:** UNA Constitution

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### **Recommendation**

That the Board approve for a vote by UNA members the UNA Constitution included with this report, such vote to be held immediately following a vote on either Version A or B of the UNA Bylaws and whether or not such vote is successful.

### **Background**

At its April 21<sup>st</sup>, 2020 meeting, the Board approved the Terms of Reference for the UNA Constitution Working Group (Draft – Version 4) and confirmed the composition of the Working Group and the Chair as set out therein.

The Working Group completed its draft of the proposed Constitution on May 11<sup>th</sup>, 2020. At its May 19<sup>th</sup>, 2020 meeting the Board passed a motion to approve for consultation the proposed Constitution, such consultation to involve UNA members and UBC. The consultation with UBC was limited to seeking UBC's confirmation that the proposed Constitution was consistent with section 3.1 of Neighbours' Agreement 2015.

The consultation with UNA members was conducted on-line. It resulted in 47 replies. Nine replies were blank and 17 approved the proposed Constitution. The other 21 responses raised a variety of concerns ranging from matters of syntax to substantive comments in regard to one - and in a few instances, two or three - specific purposes set out in the proposed Constitution. Several comments did not deal with the purposes per se but were criticisms of the UNA itself and several were criticisms of UBC. Attached is an unedited compilation of substantive responses from UNA members.

The response from UBC was to confirm that the purposes set out in the proposed Constitution were consistent with Neighbours' Agreement 2015. Attached is a copy of the email sent to UBC and the reply.

### **Discussion**

The responses from members were so limited in number and the purposes dealt with in the responses so scattered that, after considering the comments, the Working Group made no changes to the proposed Constitution. Similarly, the response from UBC established that the intent of the Working Group to align the Constitution with the requirements of the Neighbours' Agreement 2015 was accomplished.

Accordingly, the Working Group recommends to the Board that it approve the motion set out in the Recommendation.



UNIVERSITY  
NEIGHBOURHOODS  
ASSOCIATION

## **UNA BOARD MEETING**

June 16, 2020

### **Attachments**

1. UNA Constitution
2. Compilation of responses from UNA members
3. Email exchange, WG and UBC

**UNA CONSTITUTION**  
**PROPOSED BY WORKING GROUP**

1. The name of the Society is the UNIVERSITY NEIGHBOURHOODS ASSOCIATION (the "Association").
2. The purposes of the Association are:
  - (a) To promote a university-town community that supports and enhances the academic mission of The University of British Columbia ("UBC");
  - (b) To undertake community-building measures to develop a healthy and vibrant community
  - (c) To provide services for the Local Areas and Designated Buildings (as defined in the Bylaws) similar to the services provided by a municipality;
  - (d) To provide services, amenities and facilities that assist in the development of good neighbourhoods within the Local Areas and Designated Buildings, and that promote health, safety, sustainability, communication, interaction, culture, recreation, comfort, and convenience;
  - (e) To operate and maintain property which is designated, leased, licensed or otherwise conveyed to the Association for the well-being of residents with regard to health, safety, sustainability, communication, culture, recreation, comfort, and convenience;
  - (f) To represent the interests of residents generally, including, for greater certainty, with respect to UBC, the BC Government, Metro Vancouver, Vancouver, and any other public or private entity or any individual;
  - (g) To take positions on matters relating to land use and development on the UBC campus that the UNA considers to be in the best interests of residents of the Local Areas and Designated Buildings and to present those positions to UBC and other entities;
  - (h) At the request of the UBC Board of Governors, to act as an advisory board pursuant to section 34 of the University Act;
  - (i) To foster interaction between residents and the UBC academic community, to assist in enabling such interaction, and to facilitate access by residents to UBC academic programs;
  - (j) To receive funds from UBC, the residents and others, and to use the funds for the Association's purposes; and
  - (k) To promote, in the conduct of business and work of the Association, qualities of good neighbours, including civility, fairness, good faith, respect and understanding, all in the context of being a unique part of the UBC community

**From:** White, Michael <michael.white@ubc.ca>  
**Sent:** June-04-20 1:29 PM  
**To:** Terry Mullen  
**Cc:** Bill Holmes; Murray McCutcheon; Jolly, Carole  
**Subject:** Re: UNA Constitution

Hi Terry,  
I am circling back on your recent request. And just in time!

We have reviewed your specific request, with assistance from our legal counsel. For clarity, we take the term “consistent” to mean that the provision in the Revised Constitution is literally adopted from or similar in meaning to Section 3.1 or other relevant sections of the NA 2015. We assume the phrase “not inconsistent” to mean the Revised Constitution or its specific provisions would be considered a significant departure from the UNA’s current role as described in the NA 2015. Based on that understanding, we consider the Revised Constitution consistent (therefore not inconsistent) from the current UNA constitution or UNA’s current role as set forth in NA 2015.

Let me know if there is anything further needed at this point.

Best,  
Michael

**Michael White, MCIP**  
Associate Vice President  
Campus and Community Planning  
The University of British Columbia  
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**From:** Terry Mullen <[tmullen@telus.net](mailto:tmullen@telus.net)>  
**Date:** Wednesday, May 20, 2020 at 1:28 PM  
**To:** Michael White <[michael.white@ubc.ca](mailto:michael.white@ubc.ca)>  
**Cc:** Bill Holmes <[william.holmes@telus.net](mailto:william.holmes@telus.net)>, Murray McCutcheon <[murrmcc@gmail.com](mailto:murrmcc@gmail.com)>, Carole Jolly <[carole.jolly@ubc.ca](mailto:carole.jolly@ubc.ca)>  
**Subject:** UNA Constitution

Michael:

Recently the UNA undertook a review of its Constitution. The constitution of a society is essentially a compendium of high level statements defining its purposes and thus its jurisdiction.

On April the UNA established a Working Group to propose changes to the Constitution. At its May meeting the UNA Board approved for consultation the proposals of the Working Group. The parties to be consulted were identified as UNA members and UBC.

The impetus for this project included:

1. the recognition that the purposes set out in the Constitution do not reflect all the themes referred to in section 3.1 of Neighbours' Agreement 2015,
2. the need to add purposes to the Constitution to validate certain activities being performed by the UNA, and
3. the desire to improve the syntax of some of the existing purposes and to rationalize the structure of the Constitution.

Attached is the report and background information provided to the Board by the Working Group. I request that at a minimum you review the two-page report and the one-page document identified as Attachment 2. Attachment 2 lists from (a) to (k) the proposed Constitution. Attachments 1, 3 and 4 provide historical context and the rationale for the amendments.

The UNA's specific request is that you compare the purposes described in section 3.1 of the NA 2015 and the purposes in Attachment 2 and confirm that the purposes in the Agreement and the corresponding purposes in the Constitution are consistent. Additionally, the NA requires that the purposes of the UNA "not be inconsistent with" any of the purposes set out in section 3.1. We presume you will comment on both issues ... consistency and the absence of inconsistency.

We are not seeking a comment on the proposed purposes that are bit relevant to the consistency/inconsistency issue. Those matters are within the exclusive jurisdiction of the UNA.

Finally, we request your comments not later than June 5<sup>th</sup>, 2020.

Regards, Terry



## Substantive Responses from UNA members

With regard to the attachment 4 table, purpose 3 ("To take positions on matters relating to land use and development on the UBC campus that the UNA considers to be in the best interests of residents of the Local Areas and Designated Buildings and to present those positions to UBC and other entities"):

I would propose that this purpose should more explicitly require consultation with UNA residents on land use and development matters (separately from Campus and Community Planning). This would allow for UNA to develop nuanced and representative positions that capture UNA resident viewpoints in keeping with the "municipal-like" features that the UNA strives to embody.

Secondly, it should clearly indicate that these positions are to be "independent" (from UBC, Vancouver, etc.). Therefore would propose the following suggested changes.

"To take INDEPENDENT positions on matters relating to land use and development on the UBC campus that the UNA, THROUGH CONSULTATION OF RESIDENTS, IDENTIFIES AS in the best interests of residents of the Local Areas and Designated Buildings and to present those positions to UBC and other entities" >

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The full contents of the Constitution, the Neighbourhoods' Agreement, or any UNA's Bylaws are not available for public review at this time. Attempting to look up any of these original documents on May 22, 2020 (when this e-mail was received) results in "sorry, we can't find the page you were looking for."

During a period of public consultation, these documents should be made available for the general public to compare and contrast any proposed changes for themselves. It is also impossible to verify certain pieces of information. To not have these documents available for comparison is potentially negligent.

The consultation period should be extended by an equivalent amount of time that it takes to make these documents available for public review again.

---

I appreciate being given the ability to comment on these changes. Input to the community is very important to me. While the UEL is not a part of a municipality, the UNA seems to (at least from the perspective of the public), act as out version of one. I think that these changes greatly help with making it clear that the purpose of the UNA is to act in a somewhat similar manner and provide for us many of the benefits of a municipality. My only comment is that the document describing the changes did not make it entirely clear what the 2015 NA was and what the purposes set out within it which we are attempting to incorporate where actually describing. Was it the purpose of the agreement, the UNA, the university, both as a collective? I had to look up the original document to better understand since someone of the purposes

were very clearly targeting us and those which were not included very clearly were not.

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Until the UNA separates itself from the UBC Board of Governors and gets some real power, it is worthless.

---

I have read the documents and, in general support them. In particular I like the concept of providing better linkage between the academic life of UBC and residents through direct attendance in learning and/or coordination with the academic community. One of the great strengths of UNA life is that our governance has not been taken over by activist groups/individuals who promote narrow interest views and consume tax dollars through that interest. I believe this is largely a result of the more businesslike governance we have with the UBC Board of Governors keeping us on track. We need to keep that in mind as the natural pressure to widen the scope of the UNA's activities into non core, "non-municipal like" expenditures comes to bear.

---

Article 2(a): I think the drafters of the proposal misunderstand the word "particularly". In context it doesn't mean "especially" or "most importantly" but rather that the UNA is \*particular to its residents\*, in other words that the primary responsibility of UNA is to the residents, not to UBC.

The proposed change reverses this: the purpose of UNA becomes first and foremost to support UBC's academic mission, with further purposes being subordinate. Make sure this is what you really mean. If you want to discuss alternative wordings I'm happy to do so by email.

---

It seems like the changes would help for a better coordination between UNA and UBC. I would prefer if there is an information session where the residents could hear the pros and cons of the proposed changes.

---

The UNA constitution states that the UNA provides services to promote safety. What are the services provided by UNA to promote safety?

Unless the UNA can actually provide a service to promote safety and can actually cause safety rules to be applied (enforced ? ), the above statement should be removed.

---

Generally, this looks good, but I was very concerned to see the following:

"To foster interaction between residents and the UBC academic community, to assist in enabling such interaction, and to facilitate access by residents to UBC academic programs;"



and "This could include obtaining greater access for residents to university lectures, courses, programs and related activities. It could also include assisting with the development of joint initiatives involving residents and members of the academic community."

It is one thing for the UNA to promote seminars, events, and continuing education courses at UBC - that seems like a good idea, and I have no objection to that. ...but actually helping residents to access courses and programs? I sincerely hope that this doesn't mean coaching residents' children on their applications to UBC?

I wanted to raise this issue, because it seems that there are many people living in this neighbourhood who are not UBC faculty or staff, but who have moved here in the hopes that their children will eventually go to UBC. There is actually a building here called "Prodigy", which I assume is meant to attract these people. These people are wealthy, and they already pay for their children to have every advantage, including private tutors and coaching on university applications.

As a UBC faculty member from a working-class background, it makes me sick to see how many students from obscenely wealthy backgrounds there are in my classes - these students have an unfair advantage over their peers from less privileged backgrounds, and they do not need any more advantages.

---

Generally I found the whole thing quite confusing. You could have used a big chart, and put attachments 1, and 2 in the appendix. The language in the "comments and proposed purposes" of #7 in attachment 3 is particularly unclear and confusing. A semantic note: The terms, "good neighbourhoods", as well as "qualities of good neighbours" are vague, and somehow feel inaccurate. Perhaps it could be replaced with something like "good neighboring relations" or alike.

---

With all due respect, this a joke. UBC like many universities have lost their revenue. Kill capitalism and you kill the Golden Goose. Socialism/communism is a great ideology but like many countries around the world, it has killed Canada and investors have left the country. Money goes where money can make money. UBC has long since relied on money from foreign students (mostly Chinese) who pay more at the expense of Canadian students who can't get in. When UBC was in session just look at the student body. Largely Asian! Locals can't get in. We've been paying to educate foreign students who take their learned skills back to their countries leaving Canadians students without educational advancement and the opportunity to give back to our country. UBC revenue is cratering. In my strong opinion, their policies are backfiring. So good luck to the UNA finding money to fund local activities! The Golden Goose is dead!

---

The constitution should not have the following statement in it "To promote a university-town community that supports and enhances the academic mission of The University of British Columbia ("UBC")". As a community, we should NOT be tied to UBC mission when that is not decided democratically by the community. We should be INDEPENDENT of UBC's mission. Their mission is decided by their board of governors. We as a community should not have our constitution linked to a variable that we do not have any role in determining.

---

Attachment 4 stands out for me.

There is absolutely no respect shown by UBC to Resident Owners. Other than an invitation to attend a meeting to highlight Construction which has already been decided.

Not only do we have Massive Towers & Concrete shoved in our face. The concrete covers all our Malls & walks. Meanwhile roads are not maintained. Grass is not cut. Garbage is strewn throughout.

Management i.e cleaning of streets in my area coincides with massive truck loads of earth being loaded & transported out.

UBC ADMIN & UNA should take a walk along Westbrook, Student Union Blvd, & Walter Gage Rd. Yes, we the Residents of CORUS send you frequent photos & appeals to have a HEALTHY, SAFE, COMFORTABLE, & CLEAN environment.

We are A DISASTER ZONE. The environment not conducive to anyone's health. Sadly, as a Senior, I am stuck here

---

I do not approve separate collection of any additional funds for "UNA" (as suggested in amendment 5(e) and 6(d)). Residents already pay enough of a UNA Levy, with a very small portion of residents benefiting from these monies. UNA directors (voted into office by a small portion of total number of residents) should not be given additional powers to spend these monies however they choose.

---

I agree with the constitutional amendment proposals of the Working Group and would vote for the amendments. My only misgiving is with 2 (a), to enhance the academic mission of UBC. I realize that such a provision is required by the NA, but this apparently anodyne purpose may have devils in its details. What is the academic mission of UBC? Is it stated somewhere? Can it be changed by UBC without consent or notice to UNA? My concern is that in the past UBC has taken a very expansive view of "academic mission", to the extent of saying that it could not accept planning bylaws proposed by City of Vancouver because they would compromise its "academic freedom". So, if the "academic mission" of UBC extends to planning decisions, it may challenge other objectives of these constitutional changes. It will be something to be aware of in the future.

---

The UNA Constitution as proposed by the Working Group is a fine piece of work. It is clear, concise and tidy as

compared to the original UNA Constitution. It is consistent with the BC Societies Act and states the purposes of the UNA Society in an easy-to-read manner. As well, the changes clarify the irregularities in the Neighbours Agreement 2015.

---

The change in purpose termed #5: Is there really a need to change the purpose for greater access for UNA residents to attend lectures, courses and programs at no cost if there is no academic credit give to the UNA resident for those activities?

---

UBC has not given the UNA the power to manage funds deposited in the Neighbours' Fund and is unlikely to do so. -- why?

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any urban masterplanning change shall be subject to public hearing.

---

It is long winded. The purpose is to perform the duties of a municipality. This should encompass good governance and ensuing services.

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**Date:** June 3, 2020  
**From:** Bill Holmes  
Murray McCutcheon  
Terry Mullen  
**Re:** UNA Bylaws – Version B

---

### Recommendation

That the Board approve for a vote by UNA members the UNA Constitution and Bylaws included with this briefing note, such vote to be held only if the version of the UNA Constitution and Bylaws approved at the Board's March 17, 2020 meeting for a vote by UNA members cannot be voted on because the UBC Board of Governors

- (a) does not approve the proposed Neighbours' Agreement 2020, or
- (b) does not approve the proposed Neighbours' Agreement 2020 in sufficient time (as determined by the Board) for the preparation of material for a Special General Meeting to be held on a date determined by the Board.

### Background

At its March 17, 2020 meeting, the Board approved for a vote by UNA members the UNA Bylaws proposed by the UNA Bylaw Working Group – Phase 2 (the **Version A Bylaws**). This approval was subject to the condition precedent that UBC unconditionally agree to enter into the proposed Neighbours' Agreement 2020 (**NA 2020**).

The initial agenda for the June 2, 2020 meeting of the Property Committee of the UBC Board of Governors (the **BOG**) included the following resolution for approval by the committee:

IT IS HEREBY RESOLVED that the Property Committee recommends to the Board of Governors approval of the 2020 *Neighbours' Agreement* between the University Neighbourhoods Association and UBC.

A revised agenda published prior to the committee's meeting did not include this item. Our understanding is that the item was removed from the agenda because Max Holmes, an elected student member of the BOG, is opposed to the Version A Bylaws. He wants the Version A Bylaws to be revised to include one Board position for which an election is held each year. It is relevant to note that there is no connection between this aspect of the UNA Bylaws and NA 2020.

Earlier, the UNA had discussions with the AMS with a view to formalizing the relationship between that entity and the UNA after the elimination of the position on the Board for an AMS-appointed director. Following those discussions, the UNA developed a Memorandum of Agreement that would give the AMS a substantial role vis-à-vis the UNA. At its March 17, 2020 meeting, the Board approved a motion to enter into that agreement, subject to the approval of the Version A Bylaws by UNA members. Some directors voted in favour of the motion as a compromise position even though they are of the view that the proposed Memorandum of Agreement offers too large a role to the AMS. The AMS has stated that it is not willing to enter into the agreement. The AMS wants one of the 3-year positions on the Board to be reserved for a student or, alternatively, one of the Board positions to have a term of only one year.



The expectation appears to be that the UNA will continue discussions with the AMS and will also engage in discussions with Max Holmes, with a view to attempting to find a compromise position.

### **Discussion**

We doubt that a compromise is possible. We are opposed to the inclusion of a one-year position on the Board, and we consider that reserving one Board position for students (or a representative of any other group) to be antithetical to democratic governance for the UNA. While Max Holmes and the AMS continue their opposition to the Plan A Bylaws, it is unlikely that the BOG will vote on proposed NA 2020.

We believe that further discussions will simply delay the process, without a realistic possibility of a solution to the impasse. This would make it impossible to meet the tentative early fall date for a Special General Meeting to approve revised UNA Bylaws. We are not agreeable to postponing the SGM.

Accordingly, we recommend that an alternative version of revised UNA Bylaws (the **Version B Bylaws**) be voted on at the SGM, subject to the condition stated below. The Version B Bylaws are included with this briefing note, along with a blacklined copy showing the changes from Version A. The substantive difference between the versions is that Version B does not eliminate the two UBC-appointed director positions. The current Neighbours' Agreement contractually obligates the UNA to maintain two positions for UBC appointees. It is because of this provision in the Neighbours' Agreement that the agreement needs to be amended in order to proceed with the Version A Bylaws. By retaining the two positions, the UNA avoids the need for the Neighbours' Agreement to be amended and hence the need for BOG approval.

There is a further, minor difference: The Version B Bylaws give UBC the right to appoint ten UNA members whereas the Version A Bylaws permit UBC to appoint only two members. This change is required in order to comply with a provision in the current Neighbours' Agreement.

Our recommendation that the Version B Bylaws be put to a vote of UNA members is a fallback position. If the BOG were to approve the proposed NA 2020 in sufficient time (as determined by the Board) for the preparation of material for an early fall SGM, then the Version A Bylaws would be voted on instead of the Version B Bylaws.

We also recommend that the Board's approval of the Memorandum of Agreement not be extended to apply if it is the Plan B Bylaws that are voted on at the SGM. That Memorandum of Agreement was a concession to the AMS for the purpose of obtaining BOG approval of NA 2020. If the Plan B Bylaws are approved, the UNA may decide to enter into discussions with the AMS to develop a new Memorandum of Agreement. That is a decision for a later date.

### **Attachments**

1. Version B Constitution and Bylaws
2. Version B Constitution and Bylaws marked up to show changes from Version A Constitution and Bylaws

## CONSTITUTION

1. The name of the Society is the UNIVERSITY NEIGHBOURHOODS ASSOCIATION (the “Association”).
2. The purposes of the Association are:
  - (a) To promote a distinctive “university-town” community that will support and enhance The University of British Columbia's (“UBC”) academic mission particularly for the common good of those residents within the Local Areas and Designated Buildings, as defined in the Bylaws;
  - (b) To promote, develop and deliver services, amenities and facilities which better provide for the development of good neighbourhoods within the Local Areas and Designated Buildings, particularly for residents with respect to community health, safety, education, culture, recreation, comfort or convenience;
  - (c) To operate and maintain, or provide for the operation and maintenance, of any properties which may from time to time be designated, leased, licenced or otherwise conveyed to the Association for operation and maintenance as areas serving the general well-being of the residents with regard to community health, safety, education, culture, recreation, comfort or convenience of the residents;
  - (d) To receive funds from UBC, the residents and others, and to use such amounts for the fulfilment of any and all of the purposes set out above in any lawful manner as determined by the board of directors of the Association; and
  - (e) To promote, in the conduct of business and work of the Association, qualities of good neighbours, including civility, fairness, good faith, respect and understanding, all in the context of being a unique part of the UBC community, particularly through work to:
    - (i) establish, advance and perpetuate information management and liaison systems; and
    - (ii) provide timely input with respect to enhancing the quality of life in the public realm of the neighbourhoods,for the ongoing development of a community for living, working and learning in a creative, healthy, safe, enjoyable, and interactive environment.



## **BYLAWS OF UNIVERSITY NEIGHBOURHOODS ASSOCIATION**

### **1.0 INTERPRETATION**

#### **1.1** In these Bylaws, unless the context otherwise requires:

**Association** means the University Neighbourhoods Association.

**Board** means the Directors.

**Business Day** means a day on which the Association's business office is open.

**Chair** means the Chair of the Association.

**Designated Building** means a building whose residents are eligible to become members pursuant to agreement between the Association and UBC, made in accordance with the Neighbours' Agreement 2015 or any successor agreement to the Neighbours' Agreement 2015.

**Director** means a person who is a director of the Association and, for greater certainty, does not include a person elected or appointed as a director until the person's term of office begins.

**Faculty and Staff Housing** means all institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by faculty and/or staff of UBC.

**Land Use Plan** means the land use plan for the Point Grey campus of UBC deemed adopted by the Minister of Community and Rural Development in accordance with the *Municipalities Enabling and Validating Act (No. 3)*, Part 10 – 2010, as amended from time to time.

**Local Areas** means those residential neighbourhood plan areas identified for non-institutional development in Schedule C – Plan Areas, of the Land Use Plan, excluding all Student Housing, but not excluding Faculty and Staff Housing.

**Qualified Recipient** has the meaning given by the *Societies Act*.

**Resident Director** means a person who is a Director other than pursuant to an appointment under Bylaw 6.1

**Resident Member** means a person who is a member pursuant to Bylaw 2.1(a).

**Secretary** means the Secretary of the Association.

**Societies Act** means the *Societies Act* of British Columbia from time to time in force and all amendments to it and any legislation that succeeds the *Societies Act*.

**Student Housing** means institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by students of UBC or UBC's affiliated

theological colleges, including students visiting from other educational institutions.

**Treasurer** means the Treasurer of the Association.

**UBC** means The University of British Columbia.

**UBC Member** means a person who is a member pursuant to Bylaw 2.1(b).

**1.2** For the purpose of these Bylaws, a Resident Member who becomes a Director by acclamation is deemed to have been elected.

**1.3** Except for terms defined in these Bylaws, the definitions in the *Societies Act* apply to these Bylaws.

**1.4** If there is a conflict between a provision of these Bylaws, and the *Societies Act*, the regulations under the *Societies Act*, or any other enactment of British Columbia or Canada, the provision has no effect.

## **2.0 MEMBERSHIP**

**2.1** The members of the Association are the following persons:

- (a) persons who become members in accordance with Bylaw 2.3; and
- (b) up to 10 persons appointed by the President of UBC.

**2.2.** To be eligible to be a member, a person must

- (a) be at least 18 years of age, and
- (b) except for persons who are members pursuant to Bylaw 2.1(b), reside in a Local Area or Designated Building.

**2.3** A person who is eligible to be a member may apply to become a member by application to the Association and becomes a member upon the confirmation of the Association that the person meets the eligibility requirements for membership.

**2.4** A person appointed pursuant to Bylaw 2.1(b) becomes a member on receipt by the Association of written notice from UBC of the appointment.

**2.5** Every member shall uphold the Constitution and comply with these Bylaws.

**2.6** A person ceases to be a member:

- (a) by delivering the person's resignation in writing to the business office of the Association;
- (b) on the person's death;
- (c) on ceasing to be eligible to be a member; or

- (d) in the case of a person who is a member pursuant to Bylaw 2.1(b), on receipt by the Association of written notice from UBC that the person's appointment as a member has terminated or been revoked.

**2.7** A member may not be disciplined or expelled.

### **3.0 MEETINGS OF MEMBERS**

**3.1** Every general meeting shall be held on the day and at the time and place, in accordance with the *Societies Act*, as the Board decides.

**3.2** An annual general meeting shall be held in each calendar year not more than 6 months after the fiscal year end of the Association.

**3.3** The members may requisition a general meeting by delivering to the Association's registered office a requisition signed by not less than 10% of the members and the Board shall, within 21 days, call a general meeting, to be held within 60 days after the date of the Association's receipt of the requisition, to consider the business stated in the requisition.

**3.4** The members may deliver to the Association's business office a notice signed by not less than 1% of the members setting out a matter that the members propose to have considered at an annual general meeting and the Association shall, in accordance with section 81 of the *Societies Act*, include the proposal in the notice of the annual general meeting if the proposal was received by the Association at least 7 days before notice of the annual general meeting is sent.

**3.5** The Association shall, not less than 21 days before it holds a general meeting, give notice of the general meeting to the members in accordance with Bylaw 14. A proxy in the form determined by the Board shall accompany the notice.

**3.6** The notice of a general meeting shall specify:

- (a) the place, the day and the time of the meeting;
- (b) in the case of special business (as defined in Bylaw 4.1), the nature of that business; and
- (c) the text of any special resolution to be considered at the meeting.

**3.7** Every general meeting, other than an annual general meeting, is a special general meeting.

**3.8** The accidental omission to give notice of a general meeting to a member, the accidental omission to include a proxy with a notice, or the non-receipt of a notice of a general meeting by any member does not invalidate proceedings at that general meeting.

### **4.0 PROCEEDINGS AT GENERAL MEETINGS**

**4.1** Special business is:

- (a) all business at a special general meeting except the adoption of rules of order and procedural motions, and
- (b) all business at an annual general meeting, except,
  - (i) the adoption of rules of order and procedural motions;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Directors;
  - (iv) the most recent report of the auditor;
  - (v) the appointment of the auditor; and
  - (vi) the other business that, under these Bylaws, must be transacted at an annual general meeting or business which is introduced in the report of the Directors.

**4.2** No business, other than the election of a chair for the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

**4.3** If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**4.4** A quorum for a general meeting is 10 members who are present in person or by proxy.

**4.5** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

**4.6** Subject to Bylaw 4.7, the Chair shall preside as chair of a general meeting, unless another person is selected by the Board in advance of the meeting.

**4.7** If the person who, pursuant to Bylaw 4.6, is to chair a general meeting is not present within 15 minutes after the time appointed for holding the meeting, any Director present may be appointed by the members present to act as chair. If no Director is present or no Director is willing to act as chair, the members present shall choose a chair.

**4.8** The chair of a general meeting may, or, if so directed by the members at the meeting, must, adjourn a general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**4.9** When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the manner set out under Bylaw 14.2 except that the Association shall not be required to provide 21 days advance notice of the adjourned meeting.

**4.10** Except as provided in Bylaw 4.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**4.11** A resolution proposed at a general meeting must be seconded and the chair of a general meeting may propose a resolution.

**4.12** In case of an equality of votes at a general meeting, the chair shall not have a casting vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

**4.13** A member is entitled to one vote at a general meeting.

**4.14** Voting on ordinary resolutions at a general meeting shall be by show of hands. Voting on special resolutions at a general meeting shall be by ballot provided that at any meeting the members may agree by ordinary resolution to vote by a show of hands on a special resolution. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for a period of 3 months after the general meeting and shall be subject to inspection by a member at the business office of the Association during normal business hours.

**4.15** A member may appoint by proxy a person to act and vote on behalf of the member at a general meeting.

**4.16** A proxy:

- (a) shall be in writing and in the form determined by the Board;
- (b) shall be signed by the member giving it;
- (c) may contain limitations on the exercise of the power conferred by it; and
- (d) is valid only at the general meeting for which it is given and any adjournment of that meeting.

**4.17** A proxyholder:

- (a) must be a member; and
- (b) if not a Director, may be the proxyholder for at most 5 other members who have given a general power of proxy.

**4.18** The original or a copy of a proxy may be deposited at such place as is specified for that purpose in the notice calling the general meeting at any time prior to the commencement of the meeting, or adjourned general meeting, or with the chair of the meeting, the Secretary, or the senior manager of the Association.

**4.19** A vote given in accordance with a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy.

**4.20** A proxy may be revoked only by an instrument in writing:

- (a) executed by the member who gave the proxy; and
- (b) delivered either to the business office of the Association at any time up to and including the last Business Day preceding the day of the general meeting or adjourned general meeting for which the proxy is given, or to the chair of the meeting, the Secretary, or the senior manager of the Association on the day of the meeting, or any adjournment thereof, before any vote in respect of which the proxy is given has taken place.

**4.21** Directors may, but are not obliged to, solicit proxies prior to a general meeting.

**4.22** Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

## **5.0 ELECTION OF RESIDENT DIRECTORS**

**5.1** An election of directors shall be held in 2021 and in every third calendar year thereafter.

**5.2** For a year in which an election is required, the Board shall:

- (a) at least 14 days before the date set by the Board under Bylaw 5.2(b), publish an advance notice of the election in a community, local or other newspaper, and on the Association website, which notice shall include a call for nominations and the deadlines set by the Board under this Bylaw 5.2;
- (b) set the deadline by which nominations must be received by the Association, which shall be at least 15 days before the date set by the Board under Bylaw 5.2(c);
- (c) set the deadline by which the Association must send ballots to members;
- (d) set the deadline by which completed ballots must be received by the Association, which deadline shall be
  - (i) after the Association's annual general meeting for the year,
  - (ii) before December, and
  - (iii) at least 21 days after the date set by the Board under Bylaw 5.2(c).

**5.3** Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association's business office by the deadline for nominations set by the Board under Bylaw 5.2(b).

**5.4** The nomination of a member who is prohibited by Bylaw 7.16 from serving an additional term is invalid.

**5.5** If, at any time after the close of nominations and on or before the date set by the Board under Bylaw 5.2(d), the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as Directors.

**5.6** If Bylaw 5.5 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw 7.17, nominees, other than nominees who are such Directors, are acclaimed as directors and an election shall be held in which the only candidates are the Directors seeking to serve an additional term as permitted by Bylaw 7.17.

**5.7** For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.5 applies – the Association must send, by the date set by the Board under Bylaw 5.2(c), to every person who is a member at least 7 Business Days before that date:

- (a) the name of each nominee who has not been acclaimed as Director;
- (b) a statement provided by the nominee not exceeding 200 words;
- (c) a ballot; and
- (d) instructions for the completion and return of the ballot, including the date set by the Board under Bylaw 5.2(d).

**5.8** Each member eligible to vote in an election is entitled to complete and return one ballot in accordance with the instructions provided by the Association.

**5.9** Ballots shall be secure, secret, and in a form that the Board approves.

**5.10** The persons eligible to vote in an election are those persons who are members 2 Business Days prior to the date set by the Board under Bylaw 5.2(d). Any person becoming a member in the period

- (a) beginning immediately after the day that is 7 Business Days before the date set by the Board under Bylaw 5.2(c), and
- (b) ending at the end of the second Business Day before the date set by the Board under Bylaw 5.2(d)

shall be provided with the materials referred to in Bylaw 5.7 at the time of becoming a member, unless it has been determined that Bylaw 5.5 applies with respect to the election.

**5.11** The Board shall establish all procedures for the conduct of an election that are not provided under these Bylaws.

**5.12** The nominees who are elected as Directors are those who receive the larger number of votes until all positions are filled.

**5.13** If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

**5.14** If the method in Bylaws 5.12 and 5.13 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees with respect to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.12 and 5.13 with respect to the remaining nominees.

**5.15** For the purposes of Bylaw 5.14 (a), if

- (a) 2 or more nominees who reside in the particular Local Area or Designated Building receive the same number of votes,
- (b) the election of all those nominees would result in more than 3 Directors who reside in the particular Local Area or Designated Building, and
- (c) the election of some but not all of those nominees would not have this consequence,

the nominees with respect to whom Bylaw 5.14 (a) applies shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

**5.16** Notwithstanding anything to the contrary, in the event that an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

## **6.0 UBC DIRECTORS**

**6.1** The President of UBC may appoint a UBC Member as a Director. An appointment that contravenes the limit in Bylaw 7.2 is void.



**6.2** A person appointed as a Director pursuant to Bylaw 6.1 commences to hold office on receipt by the Association of written notice from UBC of the appointment.

**6.3** Unless an appointment made under Bylaw 6.1 is for a term specified in the written notice referred to in Bylaw 6.2, the appointment is for an indefinite term.

**6.4** A person appointed as a Director pursuant to Bylaw 6.1 ceases to hold office

- (a) on the expiry of the term, if any, for which the appointment was made;
- (b) on receipt by the Association of written notice from UBC that the person's appointment has been revoked;
- (c) by delivering a resignation in writing to the business office of the Association, which resignation takes effect in accordance with the *Societies Act*;
- (d) on the person's death;
- (e) on ceasing to be a UBC Member;
- (f) on ceasing to be qualified pursuant to the *Societies Act* to be a director of a society; or
- (g) on removal from office pursuant to Bylaw 7.7.

## **7.0 DIRECTORS**

**7.1** The Directors must manage, or supervise the management of, the activities and internal affairs of the Association and may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Association,
- (b) in recognition of its unique relationship with UBC, and the necessity to support and enhance UBC's academic mission, compliance with all agreements made between UBC and the Association; and
- (c) these Bylaws.

**7.2** The number of directors is 8, of whom 6 shall be elected pursuant to Bylaw 5.0 or appointed by the Board pursuant to Bylaw 7.6, and 2 shall be appointed by the President of UBC pursuant to Bylaw 6.0.

**7.3** No person may become a Director if the person is not qualified pursuant to the *Societies Act* to be a director of a society. If a person is not qualified, the election or appointment of the person is void.

**7.4** If, at any time, a Director ceases to be qualified pursuant to the *Societies Act* to be a director of a society, he or she ceases to be a Director.

**7.5** A person elected as a Director holds office for a term that

- (a) commences at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election, and
- (b) ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

**7.6** The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy when there are fewer than 6 Resident Directors. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

**7.7** The members may, by special resolution, remove a Director from office and may, if the Director is a Resident Director, elect a successor at the general meeting at which the Director is removed to complete the term of the Director.

**7.8** Each Director shall uphold and comply with the Constitution and Bylaws.

**7.9** Each Director, when exercising the powers and performing the functions of a Director, shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

**7.10** A stipend shall be paid each year, within 5 Business Days after November 30 of the year, to each person who was a Resident Director at any time in the period beginning December 1 of the preceding year and ending November 30 of the year. The stipend is payable for service during that period.

**7.11** The annual amount of the stipend for 2020 is \$6,195 for service as a director other than the Chair and \$9,406 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

**7.12** The amount of the stipend payable to a person for service as a director other than the Chair for the period in a calendar year for which the stipend is payable shall be determined by prorating the annual amount of the stipend for the year by the ratio of the number of days in the period that the person served as a director other than the Chair to 365. The amount of the stipend payable to a person for service as the Chair shall be determined in a similar manner.

**7.13** A Director shall be reimbursed for all expenses reasonably incurred by the Director while engaged in the affairs of the Association.

**7.14** For any matter that is, or is to be, the subject of consideration by the Board, if that matter could result in the creation of a duty or interest that materially conflicts with a Director's duty or interest as a Director, directly or indirectly, that Director shall fully disclose the interest to the Board, abstain from voting on the matter, leave the meeting when the matter is being discussed or voted on, and refrain from any action intended to influence the discussion or vote.

**7.15** A Director shall account to the Association for any profit made as a consequence of the Association entering into or performing any contract or transaction, unless:

- (a) the Director complies with Bylaw 7.14; or
- (b) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution of the members.

**7.16** Except as permitted by Bylaw 7.17, a member may not serve more than 2 consecutive terms as a Resident Director.

**7.17** If, before giving effect to this Bylaw, there are fewer nominees for an election of directors than positions to be filled, a member who would otherwise be prohibited by Bylaw 7.16 from serving another term may serve another term. For greater certainty, this Bylaw may apply more than once to a Director.

**7.18** A partial term as a director served by a member who has been appointed to fill a vacancy (other than a member appointed after 2020 and within 6 months after the end of an election of directors) shall not be counted as a term for the purposes of Bylaw 7.16.

**7.19** A Director may resign in accordance with the *Societies Act*.

## **8.0 PROCEEDINGS OF DIRECTORS**

**8.1** The Directors shall meet not less than 6 times per calendar year. The Chair shall determine the dates, times and locations of Board meetings.

**8.2** The Directors shall be given reasonable notice of the date, time and location of each Board meeting. For this purpose, "Director" includes any person whose term of office as a director will commence at the beginning of the meeting.

**8.3** The date, time and location of each Board meeting shall be publicized. Members and other residents of the Local Areas and Designated Buildings are entitled to attend all Board meetings which are not closed or *in camera*.

**8.4** Subject to these Bylaws, the Directors may establish the procedure for Board meetings, and may adjourn meetings.

**8.5** The quorum to transact business at a Board meeting is a majority of the Directors at the time of the meeting.

**8.6** Except as otherwise provided in this Bylaw, the Chair shall chair all meetings of the Board. If the Chair is not present within 30 minutes after the time for the start of the meeting, if the Chair has indicated an intended absence from the meeting, or if there is no Chair, the Directors present shall choose a Director who is present to chair the meeting. If the Directors elect a Chair at a Board meeting, the Chair shall thereupon commence to chair the meeting.

**8.7** Questions arising at a Board meeting shall be decided by a majority of votes on a show of hands. In case of an equality of votes, the chair of the meeting shall have a second vote.

**8.8** The chair of a Board meeting may move or propose a resolution.

**8.9** The Directors may approve a resolution without meeting if they consent unanimously, excluding abstentions, in writing.

**8.10** A Director, with the consent of the Chair, may at any time convene a meeting of the Board.

**8.11** The Board may delegate any, but not all, of its powers provided that it continues to supervise the management and affairs of the Association. In making any such delegation the Board shall establish terms of reference which shall include that any committee, delegate, or delegates to which powers are delegated shall regularly report to the Board.

## **9.0 OFFICERS**

**9.1** The officers of the Association consist of a Chair, Secretary, Treasurer and such other officers as the Directors elect from time to time from among themselves. An officer holds his or her office until the earlier of the election of a successor or the time at which the officer ceases to be a Director.

**9.2** The Chair shall undertake such activities in connection with the affairs of the Association as determined by the Board.

**9.3** The Secretary shall, either directly or by delegation:

- (a) issue notices of meetings of the Association and Board,
- (b) keep minutes of all meetings of the Association and Board,
- (c) have custody of all records and documents of the Association,
- (d) have custody of the common seal of the Association, and
- (e) maintain the register of members.

**9.4** The Treasurer shall, either directly or by delegation, oversee the financial affairs of the Association.

## **10.0 MANAGEMENT**

**10.1** The Board may appoint a senior manager of the Association in accordance with section 61 of the *Societies Act*, and such other employees and persons as may be required to manage the business, financial and other affairs of the Association under the direction of the Board.

## **11.0 SEAL**

**11.1** The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

**11.2** The common seal shall be affixed only when authorized by a Board resolution and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chair and the Secretary.

## **12.0 RECORDS AND FINANCES**

**12.1** In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or borrow and secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.

**12.2** No debenture shall be issued without the sanction of a special resolution of the members.

**12.3** The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

**12.4** The Association shall keep proper accounting records in respect of all financial and other transactions, including the following:

- (a) each receipt or disbursement of the Association;
- (b) every asset and liability of the Association; and
- (c) every other transaction affecting the financial position of the Association.

**12.5** The records of the Association that must be available for inspection by the members under the *Societies Act* may be inspected by the members at the business office of the Association.

## **13.0 AUDITOR**

**13.1** The Association shall have an auditor, who shall prepare an annual report to the members on the financial statements that are to be placed before the Association at each annual general meeting. The auditor shall state in the report whether, in the auditor's opinion, the financial statements present fairly the financial position of the Association and the results of its operations for the period under review and, shall 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 shall state the reasons in the report.

**13.2** At each annual general meeting the Association shall appoint an auditor to hold office until the next annual general meeting.

**13.3** An auditor may be removed by ordinary resolution.

**13.4** An auditor shall be promptly informed in writing of appointment or removal.

**13.5** No Director, employee or member of the Association may be auditor.

**13.6** The auditor may attend general meetings.

#### **14.0 NOTICES TO MEMBERS**

**14.1** Unless otherwise specified in these Bylaws, a notice may be given either personally, by mail, or by email to the members at their addresses as noted in the records of the Association or, in the case of notice of a general meeting, in accordance with Bylaw 14.2.

**14.2** Provided the Association has more than 250 members, notice of a general meeting may be given by:

- (a) emailing it to the email address of every member who has provided an email address to the Association; and
- (b) posting it to the Association website throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.

**14.3** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

**14.4** Notice of a general meeting shall be given to:

- (a) every person who is a member on the day the notice is given; and
- (b) the auditor.

#### **15.0 BYLAWS**

**15.1** A member is entitled to receive, without charge, one copy of the current Constitution and Bylaws of the Association.

**15.2** These Bylaws shall not be altered or added to except by special resolution.

**15.3** Notwithstanding anything to the contrary, Bylaws 6.1(b), 16.2, and this Bylaw, shall not be altered or added to except by special resolution where at least one UBC Member is present and no UBC Member opposes the resolution.

## **16.0 DISSOLUTION OF ASSOCIATION**

**16.1** In the event the Local Areas become part of the City of Vancouver or another municipality or become governed by a similar type of local government, the Directors shall put the question of the dissolution of the Association to the members at a special general meeting called for that purpose.

**16.2** If the members authorize dissolution of the Association, or if the Association enters into liquidation proceedings pursuant to the *Societies Act*, the assets remaining after all liabilities have been paid or adequate provision for payment of the liabilities has been made, shall be distributed to the Qualified Recipient that replaces the Association as the provider of municipal-like services. If there is no such Qualified Recipient, then the remaining assets shall be distributed to the Qualified Recipient or Qualified Recipients specified in an ordinary resolution of the members or, if passing an ordinary resolution is not feasible, specified in a Board resolution.

## **17.0 TRANSITION**

**17.1** This Bylaw 17 applies notwithstanding any other provision in these Bylaws.

**17.2** In this Bylaw 17,

**AMS** means the Alma Mater Society of the University of British Columbia Vancouver.

**Application** means the bylaw alteration application in respect of the alterations to the Association's Bylaws authorized by special resolution passed at the first special general meeting held in 2020.

**17.3** A person who is a member of the Association immediately before the filing of the Application:

- (a) if appointed a member by the President of the AMS, ceases to be a member on the filing of the Application;
- (b) if appointed a member by the President of UBC, is deemed to have been appointed pursuant to Bylaw 2.1(b); and
- (c) otherwise, is deemed to have become a member in accordance with Bylaw 2.3.

**17.4** A person who, immediately before the filing of the Application, is a Director because of appointment by the President of the AMS ceases to be a Director on the filing of the Application.

**17.5** A person who, immediately before the filing of the Application, is a Director because of appointment by the President of UBC is deemed to have been appointed pursuant to Bylaw 6.0 for an indefinite term of office.

**17.6** The stipend payable in December 2020 to each Director and former Director shall be for the period beginning November 7, 2019 and ending November 30, 2020.

**17.7** For greater certainty, the term of office of all persons who, immediately after the filing of the Application, continue to be Resident Directors ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election of directors in 2021.



## CONSTITUTION

1. The name of the Society is the UNIVERSITY NEIGHBOURHOODS ASSOCIATION (the “Association”).
2. The purposes of the Association are:
  - (a) To promote a distinctive “university-town” community that will support and enhance The University of British Columbia's (“UBC”) academic mission particularly for the common good of those residents within the Local Areas and Designated Buildings, as defined in the Bylaws;
  - (b) To promote, develop and deliver services, amenities and facilities which better provide for the development of good neighbourhoods within the Local Areas and Designated Buildings, particularly for residents with respect to community health, safety, education, culture, recreation, comfort or convenience;
  - (c) To operate and maintain, or provide for the operation and maintenance, of any properties which may from time to time be designated, leased, licenced or otherwise conveyed to the Association for operation and maintenance as areas serving the general well-being of the residents with regard to community health, safety, education, culture, recreation, comfort or convenience of the residents;
  - (d) To receive funds from UBC, the residents and others, and to use such amounts for the fulfilment of any and all of the purposes set out above in any lawful manner as determined by the board of directors of the Association; and
  - (e) To promote, in the conduct of business and work of the Association, qualities of good neighbours, including civility, fairness, good faith, respect and understanding, all in the context of being a unique part of the UBC community, particularly through work to:
    - (i) establish, advance and perpetuate information management and liaison systems; and
    - (ii) provide timely input with respect to enhancing the quality of life in the public realm of the neighbourhoods,

for the ongoing development of a community for living, working and learning in a creative, healthy, safe, enjoyable, and interactive environment.

## BYLAWS OF UNIVERSITY NEIGHBOURHOODS ASSOCIATION

### 1.0 INTERPRETATION

#### 1.1 In these Bylaws, unless the context otherwise requires:

**Association** means the University Neighbourhoods Association.

**Board** means the Directors.

**Business Day** means a day on which the Association's business office is open.

**Chair** means the Chair of the Association.

**Designated Building** means a building whose residents are eligible to become members pursuant to agreement between the Association and UBC, made in accordance with the Neighbours' Agreement 2015 or any successor agreement to the Neighbours' Agreement 2015.

**Director** means a person who is a director of the Association and, for greater certainty, does not include a person elected or appointed as a director until the person's term of office begins.

**Faculty and Staff Housing** means all institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by faculty and/or staff of UBC.

**Land Use Plan** means the land use plan for the Point Grey campus of UBC deemed adopted by the Minister of Community and Rural Development in accordance with the *Municipalities Enabling and Validating Act (No. 3)*, Part 10 – 2010, as amended from time to time.

**Local Areas** means those residential neighbourhood plan areas identified for non-institutional development in Schedule C – Plan Areas, of the Land Use Plan, excluding all Student Housing, but not excluding Faculty and Staff Housing.

**Qualified Recipient** has the meaning given by the *Societies Act*.

**Resident Director** means a person who is a Director other than pursuant to an appointment under Bylaw 6.1

**Resident Member** means a person who is a member pursuant to Bylaw 2.1(a).

**Secretary** means the Secretary of the Association.

**Societies Act** means the *Societies Act* of British Columbia from time to time in force and all amendments to it and any legislation that succeeds the *Societies Act*.

**Student Housing** means institutional accommodation units, townhouses, apartments and housing used exclusively or primarily by students of UBC or UBC's affiliated

theological colleges, including students visiting from other educational institutions.

**Treasurer** means the Treasurer of the Association.

**UBC** means The University of British Columbia.

**UBC Member** means a person who is a member pursuant to Bylaw 2.1(b).

**1.2** For the purpose of these Bylaws, a Resident Member who becomes a Director by acclamation is deemed to have been elected.

**1.3** Except for terms defined in these Bylaws, the definitions in the *Societies Act* apply to these Bylaws.

**1.4** If there is a conflict between a provision of these Bylaws, and the *Societies Act*, the regulations under the *Societies Act*, or any other enactment of British Columbia or Canada, the provision has no effect.

## **2.0 MEMBERSHIP**

**2.1** The members of the Association are the following persons:

- (a) persons who become members in accordance with Bylaw 2.3; and
- (b) up to 210 persons appointed ~~from time to time~~ by the President of UBC.

**2.2.** To be eligible to be a member, a person must

- (a) be at least 18 years of age, and
- (b) except for persons who are members pursuant to Bylaw 2.1(b), reside in a Local Area or Designated Building.

**2.3** A person who is eligible to be a member may apply to become a member by application to the Association and becomes a member upon the confirmation of the Association that the person meets the eligibility requirements for membership.

**2.4** A person appointed pursuant to Bylaw 2.1(b) becomes a member on receipt by the Association of written notice from UBC of the appointment.

**2.5** Every member shall uphold the Constitution and comply with these Bylaws.

**2.6** A person ceases to be a member:

- (a) by delivering the person's resignation in writing to the business office of the Association;
- (b) on the person's death;
- (c) on ceasing to be eligible to be a member; or

- (d) in the case of a person who is a member pursuant to Bylaw 2.1(b), on receipt by the Association of written notice from UBC that the person's appointment as a member has terminated or been revoked.

**2.7 A member may not be disciplined or expelled.**

**3.0 MEETINGS OF MEMBERS**

**3.1** Every general meeting shall be held on the day and at the time and place, in accordance with the *Societies Act*, as the Board decides.

**3.2** An annual general meeting shall be held in each calendar year not more than 6 months after the fiscal year end of the Association.

**3.3** The members may requisition a general meeting by delivering to the Association's registered office a requisition signed by not less than 10% of the members and the Board shall, within 21 days, call a general meeting, to be held within 60 days after the date of the Association's receipt of the requisition, to consider the business stated in the requisition.

**3.4** The members may deliver to the Association's business office a notice signed by not less than 1% of the members setting out a matter that the members propose to have considered at an annual general meeting and the Association shall, in accordance with section 81 of the *Societies Act*, include the proposal in the notice of the annual general meeting if the proposal was received by the Association at least 7 days before notice of the annual general meeting is sent.

**3.5** The Association shall, not less than 21 days before it holds a general meeting, give notice of the general meeting to the members in accordance with Bylaw 14. A proxy in the form determined by the Board shall accompany the notice.

**3.6** The notice of a general meeting shall specify:

- (a) the place, the day and the time of the meeting;
- (b) in the case of special business (as defined in Bylaw 4.1), the nature of that business; and
- (c) the text of any special resolution to be considered at the meeting.

**3.7** Every general meeting, other than an annual general meeting, is a special general meeting.

**3.8** The accidental omission to give notice of a general meeting to a member, the accidental omission to include a proxy with a notice, or the non-receipt of a notice of a general meeting by any member does not invalidate proceedings at that general meeting.

**4.0 PROCEEDINGS AT GENERAL MEETINGS**

**4.1** Special business is:

- (a) all business at a special general meeting except the adoption of rules of order and procedural motions, and
- (b) all business at an annual general meeting, except,
  - (i) the adoption of rules of order and procedural motions;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Directors;
  - (iv) the most recent report of the auditor;
  - (v) the appointment of the auditor; and
  - (vi) the other business that, under these Bylaws, must be transacted at an annual general meeting or business which is introduced in the report of the Directors.

**4.2** No business, other than the election of a chair for the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

**4.3** If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**4.4** A quorum for a general meeting is 10 members who are present in person or by proxy.

**4.5** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

**4.6** Subject to Bylaw 4.7, the Chair shall preside as chair of a general meeting, unless another person is selected by the Board in advance of the meeting.

**4.7** If the person who, pursuant to Bylaw 4.6, is to chair a general meeting is not present within 15 minutes after the time appointed for holding the meeting, any Director present may be appointed by the members present to act as chair. If no Director is present or no Director is willing to act as chair, the members present shall choose a chair.

**4.8** The chair of a general meeting may, or, if so directed by the members at the meeting, must, adjourn a general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**4.9** When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the manner set out under Bylaw 14.2 except that the Association shall not be required to provide 21 days advance notice of the adjourned meeting.

**4.10** Except as provided in Bylaw 4.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**4.11** A resolution proposed at a general meeting must be seconded and the chair of a general meeting may propose a resolution.

**4.12** In case of an equality of votes at a general meeting, the chair shall not have a casting vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

**4.13** A member is entitled to one vote at a general meeting.

**4.14** Voting on ordinary resolutions at a general meeting shall be by show of hands. Voting on special resolutions at a general meeting shall be by ballot provided that at any meeting the members may agree by ordinary resolution to vote by a show of hands on a special resolution. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for a period of 3 months after the general meeting and shall be subject to inspection by a member at the business office of the Association during normal business hours.

**4.15** A member may appoint by proxy a person to act and vote on behalf of the member at a general meeting.

**4.16** A proxy:

- (a) shall be in writing and in the form determined by the Board;
- (b) shall be signed by the member giving it;
- (c) may contain limitations on the exercise of the power conferred by it; and
- (d) is valid only at the general meeting for which it is given and any adjournment of that meeting.

**4.17** A proxyholder:

- (a) must be a member; and
- (b) if not a Director, may be the proxyholder for at most 5 other members who have given a general power of proxy.

**4.18** The original or a copy of a proxy may be deposited at such place as is specified for that purpose in the notice calling the general meeting at any time prior to the commencement of the meeting, or adjourned general meeting, or with the chair of the meeting, the Secretary, or the senior manager of the Association.

**4.19** A vote given in accordance with a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy.

**4.20** A proxy may be revoked only by an instrument in writing:

- (a) executed by the member who gave the proxy; and
- (b) delivered either to the business office of the Association at any time up to and including the last Business Day preceding the day of the general meeting or adjourned general meeting for which the proxy is given, or to the chair of the meeting, the Secretary, or the senior manager of the Association on the day of the meeting, or any adjournment thereof, before any vote in respect of which the proxy is given has taken place.

**4.21** Directors may, but are not obliged to, solicit proxies prior to a general meeting.

**4.22** Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.

## **5.0 ELECTION OF RESIDENT DIRECTORS**

**5.1** An election of directors shall be held in 2021 and in every third calendar year thereafter.

**5.2** For a year in which an election is required, the Board shall:

- (a) at least 14 days before the date set by the Board under Bylaw 5.2(b), publish an advance notice of the election in a community, local or other newspaper, and on the Association website, which notice shall include a call for nominations and the deadlines set by the Board under this Bylaw 5.2;
- (b) set the deadline by which nominations must be received by the Association, which shall be at least 15 days before the date set by the Board under Bylaw 5.2(c);
- (c) set the deadline by which the Association must send ballots to members;
- (d) set the deadline by which completed ballots must be received by the Association, which deadline shall be
  - (i) after the Association's annual general meeting for the year,
  - (ii) before December, and
  - (iii) at least 21 days after the date set by the Board under Bylaw 5.2(c).

**5.3** Only Resident Members may be elected as directors. A Resident Member seeking to be elected as a director must be nominated by no fewer than 5 other Resident Members. Nominations must be in writing and delivered to the Association's business office by the deadline for nominations set by the Board under Bylaw 5.2(b).

**5.4** The nomination of a member who is prohibited by Bylaw ~~6.177.16~~ from serving an additional term is invalid.

**5.5** If, at any time after the close of nominations and on or before the date set by the Board under Bylaw 5.2(d), the number of nominees (excluding persons who have ceased to be nominees) is equal to or less than the number of directors to be elected, the nominees are acclaimed as Directors.

**5.6** If Bylaw 5.5 does not apply and any nominee is a Director seeking to serve an additional term as permitted by Bylaw ~~6.187.17~~, nominees, other than nominees who are such Directors, are acclaimed as directors and an election shall be held in which the only candidates are the Directors seeking to serve an additional term as permitted by Bylaw ~~6.187.17~~.

**5.7** For each election – other than an election for which it can be determined in sufficient time that Bylaw 5.5 applies – the Association must send, by the date set by the Board under Bylaw 5.2(c), to every person who is a member at least 7 Business Days before that date:

- (a) the name of each nominee who has not been acclaimed as Director;
- (b) a statement provided by the nominee not exceeding 200 words;
- (c) a ballot; and
- (d) instructions for the completion and return of the ballot, including the date set by the Board under Bylaw 5.2(d).

**5.8** Each member eligible to vote in an election is entitled to complete and return one ballot in accordance with the instructions provided by the Association.

**5.9** Ballots shall be secure, secret, and in a form that the Board approves.

**5.10** The persons eligible to vote in an election are those persons who are members 2 Business Days prior to the date set by the Board under Bylaw 5.2(d). Any person becoming a member in the period

- (a) beginning immediately after the day that is 7 Business Days before the date set by the Board under Bylaw 5.2(c), and
- (b) ending at the end of the second Business Day before the date set by the Board under Bylaw 5.2(d)

shall be provided with the materials referred to in Bylaw 5.7 at the time of becoming a member, unless it has been determined that Bylaw 5.5 applies with respect to the election.

**5.11** The Board shall establish all procedures for the conduct of an election that are not provided under these Bylaws.

**5.12** The nominees who are elected as Directors are those who receive the larger number of votes until all positions are filled.



**5.13** If 2 or more nominees receive the same number of votes and, as a result, their election together with the election of nominees who receive a larger number of votes would result in more elected nominees than positions to be filled, the nominee or nominees to be elected from among the nominees who receive the same number of votes shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

**5.14** If the method in Bylaws 5.12 and 5.13 for determining the elected nominees would or may, before the application of this Bylaw, result in more than 3 Directors who reside in a particular Local Area or Designated Building, the following provisions apply:

- (a) each nominee whose election would result in more than 3 Directors who reside in that Local Area or Designated Building is deemed to have received fewer votes than nominees who do not reside in that Local Area or Designated Building;
- (b) in applying (a), nominees shall be assumed to be elected one after the other, in accordance with the number of votes received (starting with the nominee who received the most votes); and
- (c) if the number of nominees, other than nominees with respect to whom (a) applies, is less than the number of positions to be filled, the remaining positions shall be filled by applying Bylaws 5.12 and 5.13 with respect to the remaining nominees.

**5.15** For the purposes of Bylaw 5.14 (a), if

- (a) 2 or more nominees who reside in the particular Local Area or Designated Building receive the same number of votes,
- (b) the election of all those nominees would result in more than 3 Directors who reside in the particular Local Area or Designated Building, and
- (c) the election of some but not all of those nominees would not have this consequence,

the nominees with respect to whom Bylaw 5.14 (a) applies shall be determined by lot using the method described in section 151(a) to (c) of the Local Government Act (as it read at the time of adoption of these Bylaws), administered by the person responsible for the conduct of the election.

**5.16** Notwithstanding anything to the contrary, in the event that an election cannot take place in accordance with these Bylaws due to circumstances beyond the control of the Association, the Board may make alternative arrangements for the election, with such arrangements to comply as closely as possible to the requirements for elections under these Bylaws.

## **6.0 UBC DIRECTORS**

**6.1** The President of UBC may appoint a UBC Member as a Director. An appointment that contravenes the limit in Bylaw 7.2 is void.

6.2 A person appointed as a Director pursuant to Bylaw 6.1 commences to hold office on receipt by the Association of written notice from UBC of the appointment.

6.3 Unless an appointment made under Bylaw 6.1 is for a term specified in the written notice referred to in Bylaw 6.2, the appointment is for an indefinite term.

6.4 A person appointed as a Director pursuant to Bylaw 6.1 ceases to hold office

- (a) on the expiry of the term, if any, for which the appointment was made;
- (b) on receipt by the Association of written notice from UBC that the person's appointment has been revoked;
- (c) by delivering a resignation in writing to the business office of the Association, which resignation takes effect in accordance with the Societies Act;
- (d) on the person's death;
- (e) on ceasing to be a UBC Member;
- (f) on ceasing to be qualified pursuant to the Societies Act to be a director of a society; or
- (g) on removal from office pursuant to Bylaw 7.7.

## 7.0 DIRECTORS

7.1 The Directors must manage, or supervise the management of, the activities and internal affairs of the Association and may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Association,
- (b) in recognition of its unique relationship with UBC, and the necessity to support and enhance UBC's academic mission, compliance with all agreements made between UBC and the Association; and
- (c) these Bylaws.

67.2 ~~Subject to Bylaw 6.3, the~~ The number of directors is ~~6~~.

6.3 ~~The 8, of whom 6 shall be elected pursuant to Bylaw 5.0 or appointed by the Board may increase pursuant to Bylaw 7.6, and 2 shall be appointed by the number of directors to 7. Once it has set the number President of directors at 7 it may not lower the number. UBC pursuant to Bylaw 6.0.~~

**6.47.3** No person may become a Director if the person is not qualified pursuant to the *Societies Act* to be a director of a society. If a person is not qualified, the election or appointment of the person is void.

**6.57.4** If, at any time, a Director ceases to be qualified pursuant to the *Societies Act* to be a director of a society, he or she ceases to be a Director.

**6.67.5** A person elected as a Director holds office for a term that

- (a) commences at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election, and
- (b) ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

**7.6.7** The Board may, from time to time, appoint a Resident Member as a Director to fill a vacancy when there are fewer than 6 Resident Directors. The term of office of a Resident Member so appointed commences on the day specified by the Board and ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the next election of directors.

**6.87.7** The members may, by special resolution, remove a Director from office and may, if the Director is a Resident Director, elect a successor at the general meeting at which the Director is removed to complete the term of the Director.

**6.97.8** Each Director shall uphold and comply with the Constitution and Bylaws.

**6.107.9** Each Director, when exercising the powers and performing the functions of a Director, shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

**6.117.10** A stipend shall be paid each year, within 5 Business Days after November 30 of the year, to each person who was a Resident Director at any time in the period beginning December 1 of the preceding year and ending November 30 of the year. The stipend is payable for service during that period.

**6.127.11** The annual amount of the stipend for 2020 is \$6,195 for service as a director other than the Chair and \$9,406 for service as the Chair. The annual amount of the stipend for each subsequent year shall be determined by multiplying the annual amount of the stipend for the preceding year by the ratio of the Consumer Price Index for that preceding year to the Consumer Price Index for the year that is two years preceding. For this purpose, the Consumer Price Index for a year is the annual average all-items Consumer Price Index for the year for British Columbia, not seasonally adjusted, as determined by Statistics Canada.

**6.137.12** The amount of the stipend payable to a person for service as a director other than the Chair for the period in a calendar year for which the stipend is payable shall be

determined by prorating the annual amount of the stipend for the year by the ratio of the number of days in the period that the person served as a director other than the Chair to 365. The amount of the stipend payable to a person for service as the Chair shall be determined in a similar manner.

**6.147.13** A Director shall be reimbursed for all expenses reasonably incurred by the Director while engaged in the affairs of the Association.

**6.157.14** For any matter that is, or is to be, the subject of consideration by the Board, if that matter could result in the creation of a duty or interest that materially conflicts with a Director's duty or interest as a Director, directly or indirectly, that Director shall fully disclose the interest to the Board, abstain from voting on the matter, leave the meeting when the matter is being discussed or voted on, and refrain from any action intended to influence the discussion or vote.

**6.167.15** A Director shall account to the Association for any profit made as a consequence of the Association entering into or performing any contract or transaction, unless:

- (a) the Director complies with Bylaw **6.157.14**; or
- (b) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution of the members.

**6.177.16** Except as permitted by Bylaw **6.187.17**, a member may not serve more than 2 consecutive terms as a Resident Director.

**6.187.17** If, before giving effect to this Bylaw, there are fewer nominees for an election of directors than positions to be filled, a member who would otherwise be prohibited by Bylaw **6.177.16** from serving another term may serve another term. For greater certainty, this Bylaw may apply more than once to a Director.

**6.197.18** A partial term as a director served by a member who has been appointed to fill a vacancy (other than a member appointed after 2020 and within 6 months after the end of an election of directors) shall not be counted as a term for the purposes of Bylaw **6.177.16**.

**6.207.19** A Director may resign in accordance with the *Societies Act*.

## **78.0 PROCEEDINGS OF DIRECTORS**

**78.1** The Directors shall meet not less than 6 times per calendar year. The Chair shall determine the dates, times and locations of Board meetings.

**78.2** The Directors shall be given reasonable notice of the date, time and location of each Board meeting. For this purpose, "Director" includes any person whose term of office as a director will commence at the beginning of the meeting.

**78.3** The date, time and location of each Board meeting shall be publicized. Members and other residents of the Local Areas and Designated Buildings are entitled to attend all Board meetings which are not closed or *in camera*.

**78.4** Subject to these Bylaws, the Directors may establish the procedure for Board meetings, and may adjourn meetings.

**78.5** The quorum to transact business at a Board meeting is a majority of the Directors at the time of the meeting.

**78.6** Except as otherwise provided in this Bylaw, the Chair shall chair all meetings of the Board. If the Chair is not present within 30 minutes after the time for the start of the meeting, if the Chair has indicated an intended absence from the meeting, or if there is no Chair, the Directors present shall choose a Director who is present to chair the meeting. If the Directors elect a Chair at a Board meeting, the Chair shall thereupon commence to chair the meeting.

**78.7** Questions arising at a Board meeting shall be decided by a majority of votes on a show of hands. In case of an equality of votes, the chair of the meeting shall have a second vote.

**78.8** The chair of a Board meeting may move or propose a resolution.

**78.9** The Directors may approve a resolution without meeting if they consent unanimously, excluding abstentions, in writing.

**78.10** A Director, with the consent of the Chair, may at any time convene a meeting of the Board.

**78.11** The Board may delegate any, but not all, of its powers provided that it continues to supervise the management and affairs of the Association. In making any such delegation the Board shall establish terms of reference which shall include that any committee, delegate, or delegates to which powers are delegated shall regularly report to the Board.

## ~~8.0 UBC OBSERVERS~~

~~8.1 Subject to Bylaws 8.2 and 8.3, the UBC Members may attend all Board meetings.~~

~~8.2 The Board may, by resolution, exclude the UBC Members from attending the portion of a closed or *in camera* meeting that involves consideration of a matter for which it can reasonably be concluded that UBC may be adverse in interest to the Association, but only if the UBC Members are~~

~~(a) informed in advance that they may be excluded,~~

~~(b) given sufficient information of a general nature to ascertain the rationale for their potential exclusion, and~~

~~(c) given the opportunity to provide any additional information that may be relevant to the Board's decision.~~

~~8.3 Unless permitted by the meeting chair, the UBC Members may not be present for the discussion of a motion to exclude them.~~

~~8.4 If UBC Members are not permitted to be present for the discussion of a motion to exclude them and the motion is adopted, the meeting chair shall inform the UBC Members of the decision and give them a brief summary of the reasons for their exclusion.~~

~~8.5 The UBC Members may participate in discussions at a Board meeting, except as otherwise decided by the meeting chair, acting reasonably.~~

~~8.6 Subject to Bylaw 8.7, the Association shall provide the UBC Members with reasonable notice of all Board meetings and with all documents prepared for Board meetings.~~

~~8.7 Bylaw 8.6 does not apply with respect to documents relating to any matter for which the Chair (or a delegate of the Chair), reasonably believes that UBC will be adverse in interest to the Association and anticipates that a Board resolution excluding the UBC Members will be adopted. If the Board does not exclude the UBC Members from attending when the matter is considered, they shall be given the documents relating to the matter.~~

~~8.8 One UBC Member shall be permitted to attend and participate in meetings of the Association's committee that has responsibility for the formulation of the Association's annual budget. Except as otherwise directed by the Board, the UBC Member is permitted to share all budget-related information and Association financial reports with UBC employees and the Board of Governors of UBC, but only for the purposes of enabling UBC to exercise its rights and comply with its obligations under any agreement between the Association and UBC.~~

## **9.0 OFFICERS**

**9.1** The officers of the Association consist of a Chair, Secretary, Treasurer and such other officers as the Directors elect from time to time from among themselves. An officer holds his or her office until the earlier of the election of a successor or the time at which the officer ceases to be a Director.

**9.2** The Chair shall undertake such activities in connection with the affairs of the Association as determined by the Board.

**9.3** The Secretary shall, either directly or by delegation:

- (a) issue notices of meetings of the Association and Board,
- (b) keep minutes of all meetings of the Association and Board,
- (c) have custody of all records and documents of the Association,
- (d) have custody of the common seal of the Association, and
- (e) maintain the register of members.

**9.4** The Treasurer shall, either directly or by delegation, oversee the financial affairs of the Association.

## **10.0 MANAGEMENT**

**10.1** The Board may appoint a senior manager of the Association in accordance with section 61 of the *Societies Act*, and such other employees and persons as may be required to manage the business, financial and other affairs of the Association under the direction of the Board.

## **11.0 SEAL**

**11.1** The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

**11.2** The common seal shall be affixed only when authorized by a Board resolution and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chair and the Secretary.

## **12.0 RECORDS AND FINANCES**

**12.1** In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or borrow and secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.

**12.2** No debenture shall be issued without the sanction of a special resolution of the members.

**12.3** The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

**12.4** The Association shall keep proper accounting records in respect of all financial and other transactions, including the following:

- (a) each receipt or disbursement of the Association;
- (b) every asset and liability of the Association; and
- (c) every other transaction affecting the financial position of the Association.

**12.5** The records of the Association that must be available for inspection by the members under the *Societies Act* may be inspected by the members at the business office of the Association.

## **13.0 AUDITOR**

**13.1** The Association shall have an auditor, who shall prepare an annual report to the members on the financial statements that are to be placed before the Association at each annual general meeting. The auditor shall state in the report whether, in the auditor's opinion, the financial statements present fairly the financial position of the Association and the results of its operations for the period under review and, shall 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 shall state the reasons in the report.

**13.2** At each annual general meeting the Association shall appoint an auditor to hold office until the next annual general meeting.

**13.3** An auditor may be removed by ordinary resolution.

**13.4** An auditor shall be promptly informed in writing of appointment or removal.

**13.5** No Director, employee or member of the Association may be auditor.

**13.6** The auditor may attend general meetings.

#### **14.0 NOTICES TO MEMBERS**

**14.1** Unless otherwise specified in these Bylaws, a notice may be given either personally, by mail, or by email to the members at their addresses as noted in the records of the Association or, in the case of notice of a general meeting, in accordance with Bylaw 14.2.

**14.2** Provided the Association has more than 250 members, notice of a general meeting may be given by:

- (a) emailing it to the email address of every member who has provided an email address to the Association; and
- (b) posting it to the Association website throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.

**14.3** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

**14.4** Notice of a general meeting shall be given to:

- (a) every person who is a member on the day the notice is given; and
- (b) the auditor.

#### **15.0 BYLAWS**

**15.1** A member is entitled to receive, without charge, one copy of the current Constitution and Bylaws of the Association.

**15.2** These Bylaws shall not be altered or added to except by special resolution.

**15.3** Notwithstanding anything to the contrary, Bylaws 6.1(b), 16.2, and this Bylaw, shall not be altered or added to except by special resolution where at least one UBC Member is present and no UBC Member opposes the resolution.



## 16.0 DISSOLUTION OF ASSOCIATION

**16.1** In the event the Local Areas become part of the City of Vancouver or another municipality or become governed by a similar type of local government, the Directors shall put the question of the dissolution of the Association to the members at a special general meeting called for that purpose.

**16.2** If the members authorize dissolution of the Association, or if the Association enters into liquidation proceedings pursuant to the *Societies Act*, the assets remaining after all liabilities have been paid or adequate provision for payment of the liabilities has been made, shall be distributed to the Qualified Recipient that replaces the Association as the provider of municipal-like services. If there is no such Qualified Recipient, then the remaining assets shall be distributed to the Qualified Recipient or Qualified Recipients specified in an ordinary resolution of the members or, if passing an ordinary resolution is not feasible, specified in a Board resolution.

## 17.0 TRANSITION

**17.1** This Bylaw 17 applies notwithstanding any other provision in these Bylaws.

**17.2** In this Bylaw 17,

**AMS** means the Alma Mater Society of the University of British Columbia Vancouver.

**Application** means the bylaw alteration application in respect of the alterations to the Association's Bylaws authorized by special resolution passed at the first special general meeting held in 2020.

**17.3** A person who is a member of the Association immediately before the filing of the Application:

- (a) if appointed a member by the President of the AMS, ceases to be a member on the filing of the Application;
- (b) if appointed a member by the President of UBC, is deemed to have been appointed pursuant to Bylaw 2.1(b); and
- (c) otherwise, is deemed to have become a member in accordance with Bylaw 2.3.

**17.4** A person who, immediately before the filing of the Application, is a Director because of appointment by the President of the AMS ~~or the President of UBC~~ ceases to be a Director on the filing of the Application ~~and is not entitled to a stipend for any period in which the person was a Director.~~

~~**17.5** A person who, immediately before the filing of the Application, is a Director because of appointment by the President of UBC is deemed to have been appointed pursuant to Bylaw 6.0 for an indefinite term of office.~~

**17.6** The stipend payable in December 2020 to each Director and former Director shall be for the period beginning November 7, 2019 and ending November 30, 2020.

**17.67** For greater certainty, the term of office of all persons who, immediately after the filing of the Application, continue to be Resident Directors ends at the start of the first Board meeting after the date set by the Board under Bylaw 5.2(d) for the election of directors in 2021.