



AGENDA

A. CALL TO ORDER

B. APPROVAL OF AGENDA

1. **Motion:** That the Board approve the July 6, 2020 Special Meeting Agenda as circulated.

C. APPROVAL OF MINUTES

None.

D. DELEGATIONS

None.

E. EXTERNAL REPORTS & PRESENTATIONS

None.

F. REPORTS

None.

G. UNFINISHED BUSINESS

None.

H. NEW BUSINESS

1. Proposed UNA Bylaws – Stipend Correction and Addition to Version A Bylaws

Recommendation

That the Board approve a correction to the 2020 stipend for resident directors other than the Chair shown in both versions of the proposed UNA Bylaws conditionally approved for a vote by UNA members, namely, replace the amount of \$6,195 by \$6,271.

2. Vote on UNA Constitution

Recommendation

That the Board modify the conditional approvals given at its March 17, 2020 and June 16, 2020 meetings for a vote on proposed UNA Bylaws combined with a proposed UNA Constitution to limit the approvals to a vote on just the proposed Bylaws.

I. ADJOURNMENT



July 6, 2020

Date: June 28, 2020
From: Bill Holmes
Terry Mullen
Re: Proposed UNA Bylaws – Stipend Correction and Addition to Version A Bylaws

Recommendation

That the Board approve a correction to the 2020 stipend for resident directors other than the Chair shown in both versions of the proposed UNA Bylaws conditionally approved for a vote by UNA members, namely, replace the amount of \$6,195 by \$6,271.

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 is subject to the condition precedent that UBC unconditionally agree to enter into the proposed Neighbours' Agreement 2020.

At its June 16, 2020 meeting, the Board approved for a vote by UNA members an alternative version of the UNA Bylaws (the **Version B Bylaws**), such vote to be held only if the version A Bylaws cannot be voted on.

Section 6.12 of the Version A Bylaws and section 7.11 of the Version B Bylaws provide that the annual amount of the stipend for 2020 for a resident director other than the Chair is \$6,195.

Discussion

The current Bylaws provide for an annual stipend of \$5,500 for resident directors other than the Chair and \$8,250 for the Chair, with the stipends to be adjusted each year for inflation. The Chair's stipend is 50% larger than the stipend payable to other directors and the inflation adjustments will maintain this relationship.

The Version A and Version B Bylaws contain a stipend of \$6,195 for directors other than the Chair and \$9,406 for the Chair. The Chair's stipend is 51.8% larger than the stipend for other directors. Thus, an error must have been made in calculating one or more inflation adjustments. On review of this matter by staff, it was determined that the stipend for directors other than the Chair should be \$6,271.

Addition to Version A Bylaws – For Information

Pursuant to the authority delegated to it by the Board at the March 17, 2020 Board meeting, the UNA Bylaw Working Group – Phase 2 has added the following provision to the Version A Bylaws:

2.7 A member may not be disciplined or expelled.

This provision is necessary because section 70(2) of the Societies Act states: "Unless the bylaws provide otherwise, a member of a society may be disciplined or expelled by special resolution."



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Section 2.6 of the current Bylaws allows a member to be expelled for being in breach of the Bylaws or acting contrary to the UNA's purposes. Expulsion requires a special resolution of members passed at a general meeting. One of the changes made in Version A is to delete this provision. Furthermore, a decision was made not to add a provision allowing for the disciplining of a member.

The deletion of section 2.6 and the decision not to add a discipline provision would be ineffective if section 70(2) of the Societies Act were not overridden. The omission to do so in Version A was an oversight.

The Version B Bylaws include the proposed provision.



July 6, 2020

Date: June 28, 2020
From: Bill Holmes
Terry Mullen
Re: Vote on UNA Constitution

Recommendation

That the Board modify the conditional approvals given at its March 17, 2020 and June 16, 2020 meetings for a vote on proposed UNA Bylaws combined with a proposed UNA Constitution to limit the approvals to a vote on just the proposed Bylaws.

Background

At its March 17, 2020 meeting, the Board conditionally approved, for a vote by UNA members, the UNA Bylaws proposed by the UNA Bylaw Working Group – Phase 2 (the **Version A Bylaws**) together with a proposed UNA Constitution (the **First Amended Constitution**). The proposed Constitution, which was carried forward from previous reform work, is substantially the same as the current Constitution. The only material change is the inclusion of references to Designated Buildings in the UNA's purposes.

At its June 16, 2020 meeting, the Board approved, for a vote by UNA members, an alternative version of the UNA Bylaws (the **Version B Bylaws**) together with the First Amended Constitution, such vote to be held only if the Version A Bylaws cannot be voted on.

Each of the approved votes is a single vote on both the particular version of the Bylaws and the First Amended Constitution.

Also at its June 16, 2020 meeting, the Board approved, for a vote by UNA members, the UNA Constitution proposed by the UNA Constitution Working Group (the **Second Amended Constitution**). This vote is to be held immediately following the vote on Version A or B of the UNA Bylaws and the First Amended Constitution, whether or not such vote is successful. The starting point for the Second Amended Constitution was the First Amended Constitution. The Second Amended Constitution revises several of the purposes in the First Amended Constitution and adds new purposes.

Discussion

Having votes on both the First Amended Constitution and the Second Amended Constitution complicates the communications material for the Special General Meeting. The material would have to explain each of the two versions of the proposed Constitution. This is likely to be confusing for some UNA members. Thus, we are recommending that a vote be held only on the Second Amended Constitution.

When the First Amended Constitution was prepared, it was not anticipated that there would be a more extensive revision of the Constitution. For convenience, the minor amendments to the Constitution were packaged together with the proposed Bylaws and consideration was not given to having a separate vote on the First Amended Constitution.



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UNA BOARD SPECIAL MEETING

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In the First Amended Constitution, references have been added to “Designated Buildings” in two of the UNA’s purposes. Given the very general nature of the purposes, it is not apparent that the addition of these references makes a substantive difference to the purposes. Thus, there is no compelling reason for the addition of these references to be voted on separately from the additional changes in the Second Amended Constitution, several of which are of greater importance.