



AGENDA

A. CALL TO ORDER

B. APPROVAL OF AGENDA

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

C. APPROVAL OF MINUTES

1. **Motion:** That the Board approve the November 17, 2020 Minutes as circulated. 1

D. DELEGATIONS

E. EXTERNAL REPORTS & PRESENTATIONS

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

F. REPORTS

1. Management Report – Chief Administrative Officer – For Information 8
2. Finance Committee Update
- a. Terms of Reference – Director Holmes 17

Recommendation:

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

- b. Signing Authority – Finance Manager 26

Recommendation:

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

3. Board Procedural Rules Working Group – Director Holmes 41



Recommendation

Alternative 1

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

Alternative 2

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

Alternative 3

That the Board postpone further consideration of the proposed Board Rules of Procedure included with this report until its January meeting.

G. UNFINISHED BUSINESS

None

H. NEW BUSINESS

1. Committee Appointments – Chair

Recommendations:

- a. THAT the Board appoint Director Jane Kang as the Chair of the Community Engagement Advisory Committee.
- b. THAT the Board appoint James Heth as a member of the Finance and Audit Committee

2. Community Engagement Advisory Committee Update – Communications Manager 63

Recommendation:

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

3. 2021 UNA Board Meeting Schedule Report - Chief Administrative Officer 65

Recommendation:

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



UNIVERSITY
NEIGHBOURHOODS
ASSOCIATION

UNA BOARD OF DIRECTORS MEETING

Date: December 15, 2020

Time: 5:30 p.m. (via Videoconference)

I. ADJOURNMENT

Recommendation:

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



MINUTES

PRESENT:

Richard Watson – Chair
Bill Holmes
Carole Jolly

Terry Mullen
Murray McCutcheon
Jane Kang

STAFF:

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

REGRETS:

Kalith Nanayakkara
Tor Album

A. CALL TO ORDER

The University Neighbourhoods Association (UNA) Board meeting was called to order at 5:30 p.m.

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

B. APPROVAL OF AGENDA

Motion: That the Board approve the November 17, 2020 Meeting Agenda as circulated.
Carried.

C. APPROVAL OF MINUTES

Motion: That the Board approve the October 20, 2020 Minutes, as circulated. **Carried.**

D. DELEGATIONS

None

E. EXTERNAL REPORTS AND PRESENTATIONS

1. Electoral Area A Report

Electoral Area A Director, Jen McCutcheon provided a brief verbal update highlighting the upcoming Complete Communities Engagement Session featuring presentations on factors contributing to healthy communities and UBC's vision and plans for development of its residential areas.



2. Campus and Community Planning Report

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

F. REPORTS

1. Management Report

The CAO and management team provided brief verbal summaries of their respective reports. Highlights included cancellations of community centre programs in light of new provincial health directives, recruitment process for the Community Engagement Advisory Committee, budget finalization, and Activenet data transfer.

The report was received for information.

2. Governance and Human Resources Committee Update

a. Committees Terms of Reference Update

The board reviewed the 2020 Governance and Human Resource Committee Terms of Reference. Director Holmes proposed the following amendment:

Motion:

THAT the reference to “recruitment” in the fourth bullet of Subsection 2.1 of Section 2 *Committee Mandate*, be deleted.

Carried.

Director Holmes proposed the following:

Motion:

THAT the sentence “The Board may from time-to-time appoint a UBC Member to sit on the committee.” contained in paragraph of Section 3 *Committee Composition* be deleted.

Withdrawn

Director Mullen proposed the following amendment:

Motion:

THAT the sentence “The Board may from time-to-time appoint a UBC Member to sit on the committee.” contained in paragraph of Section 3 *Committee Composition* be changed to “The Committee may from time-to-time invite a UBC Member to meet with the committee.”

Carried. (Director Jolly abstained)

The Chair moved the following:

THAT the Board approve the November 2020 Governance and Human Resource Committee Terms of Reference, as amended.

Carried.

The board proceeded to review the 2020 Community Engagement Advisory Committee Terms of Reference. The Chair moved the following:



Motion:

THAT Board approve the November 2020 Community Engagement Advisory Committee Terms of Reference.

Carried.

b. Delegation Policy

The CAO provided an overview of main objectives for the proposed Delegation of Authority Policy. The Chair moved the following:

Motion:

THAT the Board direct the Chief Administrative Officer to work with Director Holmes and the Governance and Human Resources Committee in the creation of a UNA Delegation of Authority Policy for Board consideration.

Carried.

3. Finance Committee Update

a. Finance and Audit Committee Terms of Reference Update

The CAO briefed the Board on the proposed revisions to the current Terms of Reference. The Chair proposed the following:

Motion:

THAT the Board approve the November 2020 Finance and Audit Committee Terms of Reference.

Director Holmes stated that the changes contained in the proposed Terms of Reference are substantial, specifically with respect to limitations of scope, and proposed the following:

Motion:

That the revised Terms of Reference be referred back to the Finance and Audit Committee for further consideration.

The Chair stated that procedurally a motion to refer would have to be voted on immediately. Director Holmes proposed the following.

Motion:

That the aforementioned motion "That the revised Terms of Reference be referred back to the Finance and Audit Committee for further consideration." be withdrawn.

Carried. (Withdrawn)

The Board proceeded to further discuss the issues of scope and mandate as outlined in the Terms of Reference. Director Holmes re-introduced his original motion:

Motion:

That the revised Terms of Reference be referred back to the Finance and Audit Committee for further consideration.



Carried.

The Chair addressed the matter of the Finance and Audit Committee's Chair vacancy, in light of Director Album's departure, and proposed the following:

Motion:

THAT Director Bill Holmes be appointed to the board standing Finance and Audit Committee as its Chair.

Carried (Director Holmes abstained)

Director Holmes accepted the appointment.

b. Q2 Financial Report

The CAO provided an overview of the report.

The report was received for information.

4. Board Procedural Rules Working Group

Director Holmes stated that the Working Group met in November and is currently working on the second draft of the Board Procedures. He noted a written report will be provided at the December 15, 2020 meeting.

G. UNFINISHED BUSINESS

None

H. NEW BUSINESS

1. Noise/Landscaping Report

The Operations Manager and the Sustainability Coordinator jointly presented a comprehensive report on UNA Landscaping Service and Management.

The Board thanked the respective staff for a highly informative and thorough report.

The Chair moved the following:

Motion:

THAT the Board direct staff to develop a landscaping schedule with UBCPT and all Hawthorn Stratas with the purpose of reducing landscaping service to two days per week in the Hawthorn Area.

Carried.

THAT staff work with UBCPT and Meridian Landscaping to develop a strategy to phase out gas powered leaf blowers and transition to electric powered leaf blowers for all light duty works in the Hawthorn Area.

Carried.

Motion:

THAT the Board direct staff to work with UBCPT and other landscaping contractors and respective strata in all UNA neighbourhoods to develop a landscaping schedule for each



UNA neighbourhood with the purpose of reducing landscaping service to two days per week in all UNA neighbourhoods.

Director Holmes proposed the following amendment:

Motion:

THAT the Board direct staff to work with UBCPT and other landscaping contractors and respective strata within Wesbrook Place to develop a landscaping schedule for Wesbrook Place with the purpose of reducing landscaping service to two days per week in Wesbrook Place.

Carried. *(Director Jolly abstained)*

The Chair proposed that the following recommendations be referred back to the Operations team for further consideration:

Motion:

THAT the following recommendations be referred back to the Operations team for further consideration:

- THAT the Board direct staff to work with UBCPT and subcontractors to develop a strategy to phase out gas powered leaf blowers and transition to electric powered leaf blowers for all light duty works in all UNA Area.
- THAT the Board direct staff to work with UBCPT to incorporate the proposed UNA Landscape Management Plan in an updated UNA UBCPT Service Agreement.

Carried (Director Jolly abstained)

The Chair moved the following:

Motion:

THAT the Board direct staff to work with UBCPT and Meridian Landscaping to develop and implement an electric landscaping equipment pilot project in three Hawthorn Park Spaces to demonstrate and as feasibility study of migration to electric powered landscaping equipment.

Carried. (Director Jolly abstained)

The Chair moved to following:

Motion:

THAT the Board direct staff to work with an external consultant to develop a UNA Landscape Management Plan.

Director Holmes proposed the following amendment:

Motion:

THAT the proposed Motion:

“THAT the Board direct staff to work with an external consultant to develop a UNA Landscape Management Plan.”

be changed to:



“That the Board direct staff to bring a proposal to the board to work with an external consultant to develop a UNA Landscape Management Plan.”

Carried. (Director Jolly abstained)

The Chair proposed the amended motion:

Motion:

That the Board direct staff to bring a proposal to the board to work with an external consultant to develop a UNA Landscape Management Plan.

Carried. (Director Jolly abstained)

2. Temporary Tent Report

The Operations Manager provided an overview of the report, highlighting stipulated costs. The board discussed the cost and location implications and agreed that the initiative warrants further consideration.

The report was received for information.

3. Nobel Park MOU Report

The Recreation Manager outlined the recommendation proposed in the report.

Director Holmes proposed the following amendments:

Motion:

- THAT “Memorandum of Understanding” cited in the proposed recommendation be changed to “Memorandum of Agreement”.
- THAT the wording of the first bullet under “Scope-UBC Varsity Women’s Softball Team Nobel Park Access” be changed to reflect “UBC A&R proposes to invest \$550,000 into the capital upgrade/renovation of Nobel Park, improving the quality of the facility and its revenue-generating potential.

Carried. (Director Jolly abstained)

The Chair moved the following

Motion:

That the UNA BOD approve the attached UNA / UBC Athletics & Recreation Nobel Park and Field Bookings Services Memorandum of Understanding subject to following changes:

- THAT “Memorandum of Understanding” cited in the proposed recommendation be changed to “Memorandum of Agreement”.
- THAT the wording of the first bullet under “Scope-UBC Varsity Women’s Softball Team Nobel Park Access” be changed to reflect “UBC A&R proposes to invest \$550,000 into the capital upgrade/renovation of Nobel Park, improving the quality of the facility and its revenue-generating potential.

Carried.

4. UNA Wesbrook Strata Meeting Minutes



Director Kang asked that her name be corrected, and that meeting method be changed to Zoom.

The Minutes were received for information.

5. UNA 2019-2020 Annual Report

The Communications Manager presented the Annual Report to the Board.

Director Jolly asked that Richard Alexander be added as an acknowledgment in the Chair's Message.

Director Holmes offered two comments for consideration for future annual reports concerning photographs and bios of senior staff, and more user-friendly description of UNA's financial position.

The Chair moved the following:

Motion:

THAT the Board approve the attached 2019-2020 UNA Annual Report for electronic distribution in the lead up to the 2020 AGM.

Carried.

I. ADJOURNMENT

Motion:

That the Board adjourn into a Closed Session to discuss human resources issues and personal information of an individual.

Carried.

The meeting adjourned at 8:29 p.m.

The Board moved to a Closed Session.



Report Date: December 7th, 2020
Meeting Date: December 15th, 2020
From: Sundance Topham, Chief Administrative Officer
Subject: December Management Update

Background

The December 2020 Management Update is presented for information.

Decision Requested

For information

Discussion

CHIEF ADMINISTRATIVE OFFICER

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

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

Board Relations

- Attending Board and Committee meetings and supporting Board initiatives, including preparatory work for the Joint Financial Task Force.
- Updating committee Terms of Reference documents.
- Participated in the Board Procedures Policy working group.

COVID-19 Support

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

Operations

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



Finance

- Onboarding support for the new Finance Manager.
- Extensive budgeting work.
- Participation in the Joint Financial Task Force with UBC – including providing input on the creation of the Five-Year Budget Model.

Risk Management

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

Programs and Services

- Issuance of a contract for the Records Management project.

Human Resources

- Job Description, Compensation Strategy and Salary Band Review.
- Finalized hiring process for the new Finance Manager.

Community Relations

- Attended the Area A Complete Communities virtual panel discussion.
- Responded to a resident questions and concerns about UNA COVID-19 measures.

RECREATION

Provincial Health Order Update

On Saturday November 7th, 2020, Dr. Bonny Henry delivered a new Public Health Order (PHO) that affects group recreational activities at UNA facilities. 30 physical activity programs were suspended on November 8th immediately following order and the UNA continues to adjust its recreation operations to comply. The decision was made to refund participants for these programs, and guidelines for re-starting suspended physical activity programs have still not been released by the PHO. The decision to cancel and refund the suspended programs was sound as all fall programs would have been completed by Friday December 11th, and would not have presented sufficient time for participants to return for make up classes prior to the holidays.

Significant impacts of the most recent PHO order to the UNA recreation offerings include:

- No seasonal activities, including in person indoor and outdoor events.
- High intensity group fitness activities are suspended indefinitely.

- Low intensity group fitness activities are suspended until guidance is developed to allow these activities to resume.
- All indoor and outdoor sports for people 19 years of age and older are suspended.
- All indoor and outdoor sports for people under 19 years of age must return to ViaSports Phase 2 guidance with respect to maintaining physical distance for participants. No games, tournaments or competitions.
- No spectators permitted at youth sports activities.
- Masks are required in all UNA facilities

Fall Program Impact

- Total Programs cancelled 30
- Total Refunds: \$12,548, accounting for 23% of the fall revenue (\$55,045)
- Total Participants affected: 249 enrollments or approximately 200 unique participants

Despite the in-person cancellations we were still able to deliver our virtual programs. One positive note came from one of our senior volunteer teachers;

"I have been busy teaching ESL virtually and enjoying it immensely!! The technology still is 'interesting/challenging'....Thank goodness you assisted me so much when I was just beginning this whole new virtual challenge! I really appreciated your kind, generous, thoughtful help!"

Winter Programs

Registration is set to open for Winter programs on December 14th at 12pm. The recreation team has been awaiting the recommendations from the PHO regarding physical activity programs. As mentioned above the guidance is still forthcoming. It is anticipated that the previously recommended 2m physical distance requirement will expand to 3m of physical distance. The team is reviewing our current COVID-19 Safety Plan and in anticipation of this capacity reduction will adjust our registration numbers accordingly. Presently, we are considering lowering the total number of participants per program, from our most recent seasonal offerings, and populating a waitlist thereafter, with the remainder of the interested participants. This way we will be able to add the waitlist participants providing that the PHO recommendations allow us to do so.

Two high-intensity physical activity programs that we had run this fall will not be offered in winter due to the indefinite suspension of these programs by the PHO.

Well-being Task Force

Through several organic conversations with Front Desk and Programming Staff a topic of wellness support for employees emerged. The Joint Health and Safety Committee achieved consensus to put forth an informal recommendation to strike a Well-being Task Force made up of four worker representatives and one employer representative.

The task force researched and created several low-cost programming elements that could potentially help reduce any negative mental health experiences that staff are experiencing. Items include creating a staff lounge for meals, a chalkboard to express messages of gratitude for one another, quarterly flower arrangements for WCC and participation in the *Notmyselftoday* program.

The *Notmyselftoday* program consists of both physical and digital tools which are focused on providing practical mental health literacy and socialization for the following five topics:

Module 1: Learning the Basics

Module 2: Working with Emotions

Module 3: Addressing Stress

Module 4: Building Culture

Module 5: Talking Openly

To build greater awareness and understanding of mental health among the workforce, each learning module comes with its own physical and virtual components. All UNA employees will have their own *Notmyselftoday* portal where they can access all these materials virtually and confidentially.

The programming elements are expected to begin in January 2021 and will be available to staff for one year. All of the initiatives fall within existing budgets.

FINANCE

Finance Manager Onboarding

The Finance Manager officially started on the 2nd week of November and has been working with the UNA team to gain a better understanding and come up to speed of where the current business and financial picture of UNA is at.



Continue the Budgeting process

Working on the second draft of the 2021-22 budget. Discussions at the Joint Financial Task Force (JFTF) table will have a significant impact on this process.

Start working with JFTF

We have been working with the UBC to finalize our 5-year projection model as well as reviewing potential short and long term UBC financial support for UNA. Another meeting is scheduled for December 16th, and the outcomes of this meeting will provide more details for our ongoing budget process.

Banking Changes

There have been recent changes to authorized signatories at the UNA, therefore our banking Master Client Agreement (MCA) needs to be updated at the Royal Bank. Finance and Audit Committee recommendations have been made for the Board to decide whether certain changes will be enforced to enhance control and to best comply with our existing policy. In other changes the UNA now has overdraft protection up to \$250,000 on our main account with RBC if the organization runs into a cash flow situation.

Recreational programs refund

In order to comply with the health orders announced in November, we have had to cancel and offer refunds for some programs that were already in session. The total refund amount was \$12.5K and all refunds were completed between the last week of November to the 1st week of December.

OPERATIONS

BC Hydro Fast Charging Stations in Wesbrook

The University Neighbourhoods Association, UBC, and UBC Properties Trust are helping to make it easy to charge Electric Vehicles (EV) through their partnership with BC Hydro and the Electric Vehicle Charging Initiative.

The new EV charging stations have two EV chargers, they will deliver up to 80% of charge in 30 minutes of charging. The new fast charging station will effectively double the charging capacity of the existing charging location.

Parking Signage Review – Wesbrook Neighborhood

Operations department is undertaking a parking signage review project around Wesbrook Neighborhood. This project will focus on area along Ross Drive South (North

of Webber Lane Crosswalk), Ross Drive North (near Uhill Highschool), areas that are next to completed construction sites.

Based on consultation with UBC Traffic Engineers, a new “No Parking” zone will be setup along Ross Drive South near Webber Lane Crosswalk to address on-street parking issue. While a new Wesbrook Residential Parking Permit Zone will be setup near Ross Drive North to address future demand.

New 4-way stop project – Wesbrook Mall & Ross Drive

The UNA has received ongoing resident’s safety concern regarding the Wesbrook Mall and Ross Drive intersections. Reports indicate it is particularly challenging for vehicle to turn left or right from Ross Drive on to Wesbrook Mall, due to the sight line is limited parked vehicles on either direction and the relatively high speed of in coming vehicles travelling on Wesbrook Mall.

UNA operations department is working with UBC Traffic Engineer and in the absence of any other feasible alternative to slow down traffic effectively and improve driver’s sight line. A new 4-way stop will be setup in this intersection, project expect to be completed before the end of January 2021.

Dog Waste Recycling – Feasibility Review

Sustainability department is undertaking a feasibility study with a local pet waste recycling company to explore the possibility to setting up dog waste recycling bins (similar to the one found in Pacific Spirit Park) in Hawthorn and Wesbrook Neighborhood. The purpose of this study is to encourage proper waste segregation from regular landfill waste, and as part of an overall strategy to address dog waste issue in public space around UNA neighbourhoods.

COVID 19 Safety Plan - Ongoing

Following the guidance of the BC Centre for Disease Control, the UNA has put effective measures in place to reduce the risk of infection, such as:

- Development of a new Mask Policy in all UNA indoor area
- Enhance daily COVID 19 checklist procedures for staff/instructors/contractors
- Physical distancing wherever feasible including scheduling workers to allow for physical distancing (Elimination)
- Physical barriers and Sanitization Station where feasible, eg. point of service at Front Desks (Engineering controls)
- Maximizing remote working arrangements and controlling occupancy (Administrative Control)

- Face Shields and Respirators where appropriate (Personal Protective Equipment)

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

COMMUNICATIONS

Mandatory Mask Requirement

On November 19, the Provincial Health Officer issued an order for mandatory masks indoors. This coincided with UNA plans to implement a mask requirement for all workers and visitors in all UNA facilities. Communications drafted the policy and it was endorsed by the UNA staff Joint Health and Safety Committee and approved by the Chief Administrative Officer.

Communications team implemented internal and external communication of the new mask policy and audited, updated/replaced signage at the Wesbrook Community Centre and the UNA Main Office.

Community Engagement Advisory Committee Member Recruitment

Recruitment for the Community Engagement Advisory Committee (CEAC) started on November 6 with a deadline of November 30. Applicants are asked to submit a short cover letter and resume in response to an ad based on the CEAC's Terms of Reference and placed online and circulated to the community. The goal is to recruit four members, however, as per the deadline, staff have only received three applications. A report will be going to the Board with a recommendation to extend the deadline to mid-January 2021.

Covers for the 2021 Program Guides

Work on the covers of the 2021 Program Guides for recreation programs was wrapped up. We continue to work with our designer Alicia Carvalho to continue delivering a consistent branded look for the publication. This year, we wanted to focus on the changing seasons from the perspective of staying indoors or close to home.



Holiday Cards

Communications created holiday cards for distribution to partners and stakeholders.



Other Work

- We continue work on the rollout of the new Zendesk customer support management platform, with shared and generic inboxes getting moved into the system in phases. Chat support on the website is now connected and fully functioning. Staff and administrators have undergone basic training on the system.

- We also continue our work in supporting the recreation staff and the front desk team. Particularly, with reviewing and rescheduling publicity of winter programming in light of the new PHO orders and new guidelines for indoor physical activities.
- Work on developing content for the Welcome Package also continues.

Financial Implications

None

Operational Implications

None

Strategic Objective

None

Attachments

None

Concurrence

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

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Sundance Topham', written over a horizontal line.

Sundance Topham
Chief Administrative Officer



Date: November 30, 2020
From: Bill Holmes
Re: Finance & Audit Committee
Terms of Reference

Recommendations

Alternative 1:

That the Committee approve the proposed Terms of Reference for the Finance & Audit Committee dated December 2020 included with this report, as modified by any revisions agreed to by the Committee.

That the Committee recommend to the Board that it approve the Terms of Reference for the Finance & Audit Committee approved by the Committee at its December 3, 2020 meeting.

Alternative 2:

That members of the Committee review the proposed Terms of Reference for the Finance & Audit Committee dated December 2020 included with this report, and provide comments to Bill Holmes before the January 2021 Committee meeting.

That the Committee defer a vote on the proposed Terms of Reference until the Committee's January 2021 meeting.

Background

At its November 17, 2020 meeting, the Board considered proposed revisions to the Committee's Terms of Reference. The Board referred the proposed Terms of Reference back to the Committee for further consideration because the Committee's proposed mandate was too limited.

Revised Terms of Reference

This report describes the more significant changes I have made in further revising the Terms of Reference (TOR). Although the TOR were referred back to the Committee to reconsider the Mandate section, it became apparent to me that other aspects of the TOR also required further attention.

The current TOR and the revised proposed TOR are included with this report. Because of the extensiveness of my revisions, a blacklined copy showing the revisions would not be helpful and so is not included.

The most significant revision has been to rewrite the Mandate section of the TOR. I used the terms of reference for a few other Finance and Audit Committees as guidance. Following the approach in those examples, I have split the mandate into three categories: financial functions, audit functions, and other functions. Since much of the Mandate section is new, I will not single out any of the functions. This section requires close review by Committee members.



Another revision is to include new section 8 regarding the participation of a UBC representative in Committee meetings. This section applies once the new UNA Bylaws take effect.

The following are a few of the other revisions I have made to the version of the TOR that was considered at the November 17, 2020 Board meeting:

- The number of directors that may be appointed to the Committee has been increased to four. The current limit is three. This will provide more flexibility to ensure that the Committee has an adequate number of members to carry out its mandate.
- Section 6 on Reporting contains more detail on the reports that are to be made to the Board.
- New section 9.3 provides that the Committee may have staff provide information and reports, as long as this does not put an undue burden on staff.

Revisions were also made to give a more logical structure to the TOR and to simplify or otherwise improve some of the wording. As examples of the former, I would note the relocation of the statement that the Committee is an advisory committee so that it precedes the description of its mandate, and the relocation of statements regarding the conduct of meetings and the preparation and distribution of minutes of meetings, which were under the heading “Agenda”.



TERMS OF REFERENCE

BOARD STANDING COMMITTEE ON FINANCE & AUDIT

1. Committee Purpose

To oversee the financial health of the UNA and make recommendations to the Board on management of the UNA's finances.

2. Committee Mandate

2.1. The Committee's mandate is to:

- Oversee the annual budget process and recommend approval of the annual budget to the Board;
- Oversee preparation of the monthly financial statements prepared by staff and advise the Executive Director and the Board on any significant variances or other issues;
- Review the annual financial audit of the organization and advise the Executive Director and the Board of any significant issues and recommended solutions;
- Make recommendations to the UNA Board on the use of Reserves;
- Make recommendations to the UNA Board on financial investments;
- Make recommendations to the UNA Board on improvements to financial management policies and practices;
- Review annually UNA's insurance coverage and recommend approval of the insurance program to the Board;
- Review these terms of reference on a regular basis and recommend change to the UNA Board, as appropriate; and
- Accept such other duties as the UNA Board may assign from time to time.

2.2. The Committee is an advisory committee to the Board; it does not have decision making authority.

3. Committee Composition

The Committee will be comprised of the UNA Treasurer and up to three Board members as recommended by the Board Chair to the Board for approval.

4. Chair and Vice Chair

The UNA Treasurer shall be the Chair and the incumbent to the position is automatically appointed as Chair. A Vice-Chair will be selected by the Board from among Directors appointed to the Committee.

5. Length of Term

The Board Chair will review Committee membership on an annual basis and make recommendations for changes to the Board, as appropriate.

6. Reporting

A report from the Committee will be a standing item on the Board Agenda, and the Committee Chair will report to the Board with an update on the Committee's activities.

7. Meeting Procedures:

7.1. Rules of Procedure:

- The Committee will generally conduct its business in accordance with the "Board Procedures Policy" used by the UNA Board of Directors and in accordance with UNA bylaws. In those cases where the Board Procedures Policy does not apply or address an issue, the Committee will rely on Roberts' Rules of Order.
- In the Chair's absence, the Vice Chair will conduct the meeting and liaise with the Chair to ensure the minutes are reported to the Board.
- Meetings will be in closed session.

7.2 Agendas

- The Chair will set the agenda in consultation with the Committee members and the Executive Director, conduct the meetings, and ensure the minutes are recorded and reported to the Board.
- The agenda will be forwarded to Committee members at least three days before the meeting.
- The draft minutes will be forwarded to all members and final minutes incorporating revisions and corrections will be approved by the Committee at the next meeting.

7.3 Meeting Frequency:

The Committee will meet monthly prior to each Board meeting or as agreed. Additional meetings will be scheduled at the call of the Chair.

8. Committee Operations:

8.1. Staff Support:

8.1.1. Administrative:

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

8.1.2. Staff Liaison and Professional / Technical Support:

The UNA Treasurer will act as a liaison between the Committee and the Administration.

9. Community Consultation and Engagement

Unless it is explicitly requested by or approved by the Board, the Committee will not become involved in community consultation exercises, town hall meetings, “public hearings”, or similar activities. However, the Committee should take the opportunity to hear from residents who wish to speak to them on a specific issue.

10. Work Programs and Budgets

If the Committee requires resources such as staff or budget, the budget must be approved in advance by the Board, which will require submission of a work program and budget estimate for the project.

September 2019

TERMS OF REFERENCE

BOARD STANDING COMMITTEE ON FINANCE & AUDIT

1. Committee Purpose

To assist the Board in fulfilling its responsibilities for the financial affairs of the UNA and to make recommendations to the Board regarding The Neighbours' Fund (a UBC fund).

2. Advisory Committee

The Committee is an advisory committee to the Board. It does not have decision-making authority.

3. Committee Mandate

3.1 Financial Functions

- Work with staff to develop the annual budget for submission to the Board for approval;
- Review the quarterly financial statements prepared by staff and advise the Board of any issues, including significant variances from budgeted amounts;
- Review policies regarding the spending authority of Directors and staff;
- Review policies regarding signing authority for banking purposes;
- Make recommendations to the Board regarding the Directors and staff who are to be given signing authority;
- Review the investment policy for the UNA's financial assets;
- Monitor the UNA's investments;
- Review the UNA's financial management policies and practices;
- Make recommendations to the Board following from an above-mentioned review or the monitoring of investments; and
- Make recommendations to the Board regarding The Neighbours' Fund, including, for greater certainty, the amounts to be contributed to, or withdrawn from, the reserves maintained in that fund.

3.2 Audit Functions

- Recommend annually to the Board, for approval by UNA members at the Annual General Meeting, the appointment of a firm of accountants as the UNA's external auditor;

- Review the scope, timetable, and fees for the audit plan and raise any concerns with the Board;
- Meet with the auditor, which meetings may, at the Committee's discretion after consultation with the auditor, take place in whole or in part without the presence of staff;
- Review the audited financial statements and the audit report, and advise the Board of any significant issues; and
- Review any changes in internal controls and procedures that are recommended by the auditor and make recommendations to the Board.

3.3 *Other Functions*

- Review annually the UNA's proposed insurance coverages and recommend approval or changes to the Board;
- Review these terms of reference periodically and, if the Committee determines that changes are desirable, recommend the changes to the Board;
- Review and make recommendations to the Board on other matters identified by the Committee respecting either the financial administration of the UNA or The Neighbours' Fund; and
- Carry out other functions assigned to the Committee by the Board.

4. **Committee Composition**

4.1 *Members*

The Committee consists of up to four Directors appointed by the Board on the recommendation of the Board Chair.

4.2 *Chair and Vice Chair*

The Chair and Vice Chair of the Committee are the persons appointed by the Board to these positions on the recommendation of the Board Chair.

4.3 *Review of Committee Composition*

The Board Chair is to review the composition of the Committee annually and may review the composition at other times. Following the review, the Board Chair may recommend to the Board that a Committee member be replaced, that a vacancy be filled, or that a new person be appointed the Committee Chair or the Committee Vice Chair.

5. **Vice Chair's Role**

The Vice Chair is to assume the responsibilities of the Committee Chair in the absence or inability to act of the Chair.

6. Reporting

The Committee is to report orally or in writing to the Board at each regular Board meeting, which report is to include a description of the substantive matters considered at Committee meetings that were held following the preceding regular Board meeting.

7. Meetings

7.1 Frequency

The Committee is to meet monthly, at least one week before the regular Board meeting in each month, and at such other times as the Chair determines.

7.2 Agenda

- The Committee Chair is to set the agenda for each meeting in consultation with the Chief Administrative Officer.
- The Chief Administrative Officer is to distribute the agenda package for a meeting to Committee members at least three days before the meeting.

7.3 Procedure

- The Committee is to conduct its business in accordance with the *Board Procedures Policy* or any procedural rules that replace that policy.
- The Committee Chair is to chair meetings of the Committee.
- Committee meetings are not open to the public.

7.4 Minutes

- The Chief Administrative Officer is to arrange for minutes to be made of each Committee meeting.
- The Committee Chair is to review a draft of the minutes of a meeting before the minutes are submitted to the Committee for approval.
- Minutes of each Committee meeting are to be included with the agenda of the next regular Board meeting after the minutes have been approved by the Committee.

8. UBC Representative

8.1 Participation in Meetings

After the UNA Bylaws that were approved in the Special General Meeting held on September 30, 2020 take effect, one UBC representative may attend and participate in Committee meetings, in accordance with Bylaw 8.8. For greater certainty, the UBC representative does not have a vote.

8.2 Entitlement to Materials

The UBC representative is entitled to receive notices of meetings, meeting agendas, minutes of meetings, and all other material prepared for the Committee.

9. Committee Operations

9.1 Administrative and Technical Support

The Chief Administrative Officer is to assign staff to provide administrative and technical support to the Committee.

9.2 Liaison with Staff

The Chief Administrative Officer is the principal liaison between the Committee and staff, and may delegate liaison functions to the Finance Manager.

9.3 Directions to Staff

To assist it in carrying out its mandate, the Committee may direct staff to provide information and prepare reports, but only if the direction does not put an undue burden on staff as determined by the Chief Administrative Officer.

10. Projects

If the Committee wishes to undertake a project that requires considerable staff time or the expenditure of money, it may submit details of the project, including proposed expenditures, to the Board with a request for approval.

11. Community Consultation and Engagement

Unless explicitly requested by, or approved by, the Board, the Committee is not to engage in community consultation, town hall meetings, public hearings, or similar activities. However, the Committee may meet with any resident who has requested to meet with the Committee.

December 2020



Report Date: December 7th, 2020
Meeting Date: December 15th, 2020
From: Athena Koon, Finance Manager
Subject: Banking Document – Authorized Signatories

Background

The University Neighbourhoods Association (UNA) has been a client of the Royal Bank of Canada (RBC) banking services since 2015, with the Chief Administrative Officer, all UNA Department managers, along with two members of the Board of Directors being granted signing authority to the UNA banking account.

Recent changes in staffing and Board of Director members at UNA has necessitated the requirement of updating the UNA's authorized signatories.

Recommendation:

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

Discussion

The Master Client Agreement (MCA) applied by RBC since 2015:

Title	Signing Authorities	Withdrawal of funds* Cheques Only	Cash mgt product or service	Borrowing money or obtaining credit	Draws, Drawdowns or Advances
CAO	√	√	√	√	√
Finance Manager	√		√	√	√
Operations Manager	√		√	√	√
Recreation Manager	√		√	√	√
Communication Manager	√		√	√	√
Board Treasurer	√	√	√	√	√
Board Chair	√	√	√	√	√

** Special Instruction for the withdrawal of funds from the accounts:*

Two mandatory signatures on all cheques, with one signature being from the CAO, Board Chair, and/or Treasurer

The existing RBC MCA structure for signing authorities is currently inconsistent with the UNA Directors and Executive Directors' Spending Policy #05-5, which only references the Department Manager and Executive Director (Chief Administrative Officer) in relation to the signing of cheques – while the RBC Master Client Agreement includes the Board Treasurer and Board Chair as signing authorities.

The following items have been addressed in the attached RBC Master Client Agreements:

- The Treasurer position is currently vacant on the UNA Board. The signing authority has been changed from the Treasurer to the Finance and Audit Committee Chair
- Special instructions relating to signing authorities are expanded to address the additional accountability control, requiring two signatures instead of one for all banking related services, including but not limited to withdrawal of funds, account and cash management products and services, borrowing money, and requests for draws, drawdowns and advances:
- Since special instructions relating to the signing requirements have been added, with a minimum of two signing authorities instead of one, the UNA Finance Committee has recommended that the Finance Manager be added as a signing authority along with the CAO, Board Chair, and Finance and Audit Committee Chair.
- The Finance and Audit Committee Chair and Chief Administrative Officer have been designated to confirm the Effect of the signatures – Section C.

When the Finance Committee reviewed the initial version of the Master Client Agreement, it was determined at that time to only have the Chief Administrative Officer sign Section C – Effect. This has been modified as RBC employees told staff that in order to align the Master Client Agreement with the newly added special instructions to include the need for two signatories, Section C needs two signatories. The attached version contains the names of two individuals – the Finance and Audit Committee Chair and the Chief Administrative Officer.

As the current signing authorities' practice is inconsistent with Directors and Executive Directors' Spending Policy #05-5, this policy will need to be redone. This is part of the work that is taking place in regard to a review of delegation of authority.

Financial Implications



None

Operational Implications

None

Strategic Objective

None

Attachments

1. Master Client Agreement – Signature Card
2. Master Client Agreement – Authorization
3. Policy# 05-5

Concurrence

None

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Athena Koon', written over a horizontal line.

Athena Koon
Finance Manager

A handwritten signature in blue ink, appearing to read 'Sundance Topham', written over a horizontal line.

Sundance Topham
Chief Administrative Officer

**Master Client Agreement for Business Clients
Signature Card**

SRF No.: 156744906

Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION

This Signature Card forms part of the Master Client Agreement for Business Clients between Royal Bank and the Customer identified in section C below. The Agreement consists of this Signature Card, the Legal Terms and Conditions, and all other Documents that may become part of this Agreement in accordance with the Legal Terms and Conditions. All capitalized terms not defined in this Signature Card have the meanings given in the Legal Terms and Conditions, and the rules of interpretation prescribed by the Legal Terms and Conditions also apply.

SECTION A - Incumbency Certificate

Each Person identified on this Signature Card has the power and authority to exercise certain rights on behalf of the Customer in connection with the Agreement and all Services, including to incur liabilities, assume obligations, and otherwise conduct business on behalf of the Customer, and to delegate power and authority on behalf of the Customer in accordance with the Agreement.

The Customer confirms, in accordance with the Customer's representations, warranties, covenants, and agreements contained in the Legal Terms and Conditions, all necessary actions have been taken in connection with these authorizations.

The Customer acknowledges, by way of each Person signing below, receipt of the Agreement, and confirms all information provided to Royal Bank, including regarding the Customer's ownership, control, and structure, is true, complete, and accurate in all respects.

This Signature Card constitutes part of the Customer's official corporate or business records.

A.1 - Signing Authorities

Each Person identified in this section is a signing authority for the Customer and is authorized, acting alone, to exercise and delegate all rights, powers, and authorities on behalf of the Customer with respect to all matters and dealings with Royal Bank, including to amend this Signature Card and otherwise legally bind the Customer and provide instructions on behalf of the Customer, except to the extent of any special instructions provided on this Signature Card below.

For authorized individuals:

Name	Title	Signature	Special Instructions
WILLIAM HOLMES	DIRECTOR		YES
ANDREW G CLEMENTS	RECREATION MANAGER		YES
MARIA GLENDA OLLERO	COMMUNICATIONS MANAGER		YES
WAI KOK WEGLAND SIT	OPERATIONS MANAGER		YES
SUNDANCE TOPHAM	CHIEF ADMINISTRATIVE OFFICER		YES

RICHARD WATSON	BOARD CHAIR		YES
ATHENA KOON	FINANCE MANAGER		YES

For authorized corporations and other entities:

SRF (internal use only):	Name	Special Instructions

Special Instructions relating to Signing Authorities

Special instructions should only be provided if the Customer has limited the authority of a Person to act on its behalf. Indicate below if special instructions are provided:

☒ Yes ☐ No

Instructions for the withdrawal of funds from accounts by way of cheque, wire payment instruction, pre-authorized debit authorization, or other order for the payment of money from accounts

TWO SIGNATURES MANDATORY ON ALL CHEQUES WITH ONE SIGNATURE FROM ANY OF RICHARD WATSON, ATHENA KOON, SUNDANCE TOPHAM, AND WILLIAM HOLMES

Agreements for accounts or cash management products or services

TWO SIGNATURES MANDATORY WITH ONE SIGNATURE FROM ANY OF RICHARD WATSON, ATHENA KOON, SUNDANCE TOPHAM, AND WILLIAM HOLMES

Agreements for borrowing money or otherwise obtaining credit, granting security, and/or providing guarantees

TWO SIGNATURES MANDATORY WITH ONE SIGNATURE FROM ANY OF RICHARD WATSON, ATHENA KOON, SUNDANCE TOPHAM, AND WILLIAM HOLMES

Requests for draws, drawdowns, or advances under any agreements relating to borrowing money or otherwise obtaining credit

TWO SIGNATURES MANDATORY WITH ONE SIGNATURE FROM ANY OF RICHARD WATSON, ATHENA KOON, SUNDANCE TOPHAM, AND WILLIAM HOLMES

Note: All changes must be initialed by an authorized individual(s)

A.2 - RBC Commercial Credit Cards - Lead Program Administrator(s)

Does the Customer have an RBC Commercial Credit Card account?

☐ Yes

☒ No

If the Customer has an RBC Commercial Credit Card account, there must be at least one Lead Program Administrator (as defined in the Commercial Card Program Service Materials) identified below.

Each Person identified in this section is a Lead Program Administrator for the Customer in connection with the RBC Commercial Card Program and is authorized, acting alone, to exercise and delegate the rights, powers and authorities on behalf of the Customer, as described in the Commercial Card Program Service Materials.

Name	Signature

SECTION B - Trade name

The Customer is the owner of each trade name below, and has the rights, powers, and authorities necessary to use each trade name below in connection with the Services.

Trade Name (Operating As)

SECTION C - Effect

This Signature Card is effective as of

2	0	2	0	-	1	1	-	2	0
Y	Y	Y	Y		M	M		D	

 and supersedes and replaces any previous version signed by the Customer.

Customer's Legal Name: **UNIVERSITY NEIGHBOURHOODS ASSOCIATION**

Authorized Person's Name: **WILLIAM HOLMES**

Authorized Person's Title: **DIRECTOR**

Authorized Person's Signature:

Customer's Legal Name: **UNIVERSITY NEIGHBOURHOODS ASSOCIATION**

Authorized Person's Name: **SUNDANCE TOPHAM**

Authorized Person's Title: **CHIEF ADMINISTRATIVE OFFICER**

Authorized Person's Signature:

Customer's Legal Name:

Authorized Person's Name:

Authorized Person's Title:

Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

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Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

SECTION D - Amendment

This Signature Card is amended as of

Y

Y

Y

Y

M

M

D

D

 and supersedes and replaces any previous version signed by the Customer.

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:



Master Client Agreement for Business Clients Authorization

SRF No.: 156744906

Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION

This forms part of the Master Client Agreement for Business Clients between Royal Bank and the Customer identified below. The Agreement consists of this form, the Legal Terms and Conditions, and all other Documents that may become part of the Agreement in accordance with the Legal Terms and Conditions. All capitalized terms not defined in this form have the meanings given in the Legal Terms and Conditions, and the rules of interpretation prescribed by the Legal Terms and Conditions also apply to this form.

If more than one Person is signing below, each Person signing below confirms having the power and authority to sign the Agreement on behalf of the Customer and to legally bind the Customer.

If only one Person is signing below, such Person confirms having the power and authority to sign the Agreement on behalf of the Customer and to legally bind the Customer, in either case, acting alone.

By signing below, the Customer is bound by the Agreement as of:

2	0	2	0	-	1	1	-	2	0
Y	Y	Y	Y		M	M		D	D

Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION

Authorized Person's Name: WILLIAM HOLMES

Authorized Person's Title: DIRECTOR

Authorized Person's Signature:

Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION

Authorized Person's Name: ANDREW G CLEMENTS

Authorized Person's Title: RECREATION MANAGER

Authorized Person's Signature:

Please do not write in this area



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Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION
Authorized Person's Name: MARIA GLENDA OLLERO
Authorized Person's Title: COMMUNICATIONS MANAGER
Authorized Person's Signature:

Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION
Authorized Person's Name: WAI KOK WEGLAND SIT
Authorized Person's Title: OPERATIONS MANAGER
Authorized Person's Signature:

Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION
Authorized Person's Name: SUNDANCE TOPHAM
Authorized Person's Title: CHIEF ADMINISTRATIVE OFFICER
Authorized Person's Signature:

Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION
Authorized Person's Name: RICHARD WATSON
Authorized Person's Title: BOARD CHAIR
Authorized Person's Signature:

Please do not write in this area

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Customer's Legal Name: UNIVERSITY NEIGHBOURHOODS ASSOCIATION
Authorized Person's Name: ATHENA KOON
Authorized Person's Title: FINANCE MANAGER
Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

Customer's Legal Name:
Authorized Person's Name:
Authorized Person's Title:
Authorized Person's Signature:

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SUBJECT: DIRECTORS' AND EXECUTIVE DIRECTOR'S SPENDING		
CATEGORY: FINANCE		POLICY #: 05-5

POLICY STATEMENTS

The UNA Board of Directors recognizes that from time to time there may be occasions when a UNA director, including the executive director, may be required to spend UNA monies within approved budget and outside of the approved budget. The protocols below will be followed in these circumstances:

- A. Department Managers have authority without the approval of the Board, authorize a purchase invoice or expense of up to \$10,000.
- B. The Executive Director has authority without the approval of the Chair and / or the Board, authorize a purchase invoice or expense of up to \$30,000.
- C. Any unbudgeted expenditures above \$30,000 should be approved by the Board.
- D. Any budgeted expenditures above \$30,000 require approval by a Board Director.
- E. Once all unbudgeted and budgeted purchase invoice or expense are approved accordingly, all cheques will be signed off with dual signatures by a Department Manager and the Executive Director.



Approval: Ying Zhou _____

ISSUED BY: Board of Directors	APPROVED BY: Board of Directors	DATE: 2018/10/29



Date: December 7, 2020
From: UNA Board Procedural Rules Working Group
Re: Board Rules of Procedure

Recommendation

Alternative 1

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

Alternative 2

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

Alternative 3

That the Board postpone further consideration of the proposed Board Rules of Procedure included with this report until its January meeting.

Background

At its February 13, 2018 meeting, the Board approved *in principle* a “Board Procedures Policy” that sets out procedural rules relating to Board meetings. In a report presented to the Board meeting of April 21, 2020, Director Holmes identified several issues with the procedural rules, and proposed the establishment of a small working group to develop a revised set of procedural rules and also proposed terms of reference for the working group. The Board approved these proposals. The working group members are Directors Holmes and Mullen and former Board Chair Mike Feeley.

Proposed Rules of Procedure

The proposed Board Rules of Procedure (the **Rules**) developed by the working group (Draft Version 3 – December 5, 2020) are included with this report, as is the current Board Procedures Policy (the **Procedures Policy**). Because the revisions to the Procedures Policy are extensive, a blacklined version showing the revisions would not be helpful and so is not included.

The following is a description of the more noteworthy revisions to the Procedures Policy, including new provisions:

- The proposed Rules are considerably more extensive than the Procedures Policy. The goal has been to make the Rules fairly comprehensive.
- One example of this comprehensiveness is that the proposed Rules include a listing of the types of motions that may be made and their order of precedence.



- Rules have been added regarding the inaugural board meeting (i.e., the first meeting after an election of directors).
- The portion of a Board meeting that is limited to directors and invited persons is called a “restricted closed session”.
 - The term currently used is “in camera”, which is confusing because “in camera” is generally an alternative for “closed”.
- The list of matters that may be considered in a closed session or restricted closed session of a Board meeting has been revised, using as a guide the list of matters for which a municipality may or must exclude the public. In particular, the open-ended reference to “matters for which disclosure could be harmful to the interests of the Association” has been narrowed, and “any other business that, by resolution of the Directors, the Board determines should be considered in a closed session of the Board” has been deleted.
- The requirements relating to the calling of a special Board meeting have been revised. The CAO is required to call a special meeting at the request of any two directors. The minimum notice required is 48 hours, unless waived by all directors.
 - The Procedures Policy allows a special meeting to be called by the Board Chair or by another director with the consent of the Board Chair.
 - The Procedures Policy requires that notice be given at least 4 business days before the meeting, unless waived by all directors.
- Up to two directors are permitted to participate electronically in a Board meeting, subject to specified conditions.
- Special meetings may be conducted electronically in certain circumstances.
- The director presiding at a meeting is referred to as the “Presiding Director”.
 - The Procedures Policy is written on the basis that the UNA Chair will chair all Board meetings.
- There is a mechanism for appealing decisions of the Presiding Director on points of order.
 - This is not expressly included in the Procedures Policy, but may be applicable pursuant to the provision stating that meetings are governed by Robert’s Rules.
- A matter may be discussed prior to the making of a motion regarding the matter.
 - This is one of the rules for small boards contained in Robert’s Rules and is the practice now.
- There is no limit on the number of times that a director may speak (another Robert’s Rule for small boards). However, a director may not speak for more than 5 minutes at a time without Board approval, and can only be given a further opportunity to speak after other directors have been given an opportunity to speak.



- Members of the public in attendance at a Board meeting may speak on a matter under debate if invited to do so by the Presiding Director.
- Several changes have been made to the rules regarding delegations. One is that the condition for a delegation to make a presentation to the Board has been deleted. Another change is the addition of a rule stating that delegations are to be heard in the order in which they notify the CAO of their intention to appear (unless the Board decides otherwise). A further change is that a 30-minute time limit for all delegations has been added.
 - The Procedures Policy requires that a delegation seek advance permission from the Executive Director (now the CAO) before the publication of the meeting agenda or else be given permission by the Board to appear.
- A Part dealing with requests by directors for information has been added.
- A Part regarding UBC and AMS participants has been added. This Part repeats certain of the rights that are in the new UNA Bylaws and Neighbours' Agreement 2020.
- A Part on committees has been added. One of the rules in this Part provides that directors who are not members of a committee may attend meetings of the committee, but have no vote and may participate only if the majority of the committee members agree.



BOARD RULES OF PROCEDURE

CONTENTS

INTRODUCTION	3
Definitions.....	3
References to bylaws and to sections and parts	3
Applicable rules of procedure for Board meetings	3
Delegation by CAO	4
Substitute for Chair.....	4
PART 2 – BOARD MEETINGS	4
Location	4
Inaugural meeting.....	4
Regular meetings	4
Special meetings	5
Open, closed, and restricted closed sessions	5
Confidentiality	7
PART 3 – ELECTRONIC PARTICIPATION AND ELECTRONIC MEETINGS.....	7
Electronic Participation.....	7
Electronic Meeting.....	7
PART 4 – AGENDAS AND ORDER OF BUSINESS.....	8
Preparation and availability of agendas	8
Agenda for open session of a meeting	8
Agendas for closed and restricted closed sessions of a meeting	9
Addition of agenda items by Directors	9
Order of business.....	9
New Directors	10
PART 5 – MEETING CHAIR AND QUORUM.....	10
Meeting chair.....	10
Quorum.....	10
Adjourning meeting if no quorum	10
PART 6 – MOTIONS	10
Making motions	10
Motions belong to Board.....	10
Permissible motions	11
Motion to call the vote	11

Motion to postpone.....	11
Motion to refer	11
Motion to amend.....	12
Motion to postpone indefinitely	12
Withdrawal of motion	12
Division of motion.....	13
PART 7 – RECONSIDERATION, RESCISSION, OR AMENDMENT OF A MOTION	13
Reconsideration	13
Rescission or Amendment	13
PART 8 – DEBATE AND CONDUCT	13
Discussion prior to motion	13
Debate	14
Motion to postpone or refer	14
Conduct.....	14
Call to order	15
Conflict of Interest.....	15
Participation of individuals other than Directors	15
PART 9 – POINTS OF ORDER.....	15
PART 10 – VOTING	15
PART 11 – REQUEST FOR INFORMATION.....	16
PART 12 – DELEGATIONS	16
PART 13 – MINUTES.....	17
Preparation of minutes.....	17
Approval, distribution, and retention of minutes	17
Inclusion of resolutions approved without meeting	17
PART 14 – UBC AND AMS PARTICIPANTS	18
PART 15 – COMMITTEES	18
Establishment and membership of committees	18
Rules of procedure.....	18
Minutes of meetings.....	19
Attendance of non-member Directors	19

INTRODUCTION

Definitions

1.1 In these rules of procedure:

“Board” means the UNA Board of Directors;

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

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

“Chair” means the Chair of the Board;

“Director” means a UNA director;

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

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

“Rules” means these rules of procedure;

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

“UBC” means The University of British Columbia;

“UNA” means the University Neighbourhoods Association.

References to bylaws and to sections and parts

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

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

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

Applicable rules of procedure for Board meetings

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

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

Delegation by CAO

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

Substitute for Chair

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

PART 2 – BOARD MEETINGS

Location

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

Inaugural meeting

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

Regular meetings

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

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

Special meetings

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

Open, closed, and restricted closed sessions

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

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

Confidentiality

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

PART 3 – ELECTRONIC PARTICIPATION AND ELECTRONIC MEETINGS

Electronic Participation

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

Electronic Meeting

- 3.5 A special Board meeting may be conducted by electronic facilities if
- (a) either
 - (i) the meeting is called with less than 72 hours' notice, or
 - (ii) at least three Directors will not be able to attend in person;
 - (b) the facilities enable all meeting participants to hear, or watch and hear, each other; and
 - (c) if there is an open session, the facilities enable the public to hear, or watch and hear, the session.

- 3.6 The notice of a special Board meeting that includes an open session must provide information on how the public may hear, or watch and hear, the session, or how the public may obtain this information.

PART 4 – AGENDAS AND ORDER OF BUSINESS

Preparation and availability of agendas

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

Agenda for open session of a meeting

- 4.5 The agenda for the open session of a Board meeting is to contain the following headings in the order in which they are listed:
- (a) Approval of agenda
 - (b) Approval of minutes
 - (c) Delegations
 - (d) External reports and presentations

- (e) Reports¹
- (f) Unfinished business²
- (g) New business³
- (h) Adjournment

Agendas for closed and restricted closed sessions of a meeting

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

Addition of agenda items by Directors

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

Order of business

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

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

² "Unfinished business" consists of

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

There will usually not be any unfinished business.

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

New Directors

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

PART 5 – MEETING CHAIR AND QUORUM

Meeting chair

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

Quorum

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

Adjourning meeting if no quorum

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

PART 6 – MOTIONS

Making motions

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

Motions belong to Board

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

Permissible motions

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

Motion to call the vote

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

Motion to postpone

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

Motion to refer

- 6.10 A motion to refer can be made only with respect to a main motion as amended by any amendments approved before the motion to refer.

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

Motion to amend

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

Motion to postpone indefinitely

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

Withdrawal of motion

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

Division of motion

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

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

Reconsideration

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

Rescission or Amendment

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

PART 8 – DEBATE AND CONDUCT

Discussion prior to motion

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

Debate

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

Motion to postpone or refer

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

Conduct

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

Call to order

8.12 A Director who is called to order by the Presiding Director:

- (a) must immediately stop speaking;
- (b) may explain their position on the Point of Order; and
- (c) may appeal the Presiding Director's ruling, in which case section 9.2 applies.

Conflict of Interest

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

Participation of individuals other than Directors

8.14 Staff and advisors may speak on a matter only if recognized by the Presiding Director.

8.15 Members of the public in attendance at a meeting may speak on a matter if invited to do so by the Presiding Director.

PART 9 – POINTS OF ORDER

9.1 A Director may raise a Point of Order at any time, whereupon the Presiding Director must:

- (a) interrupt the matter currently under consideration;
- (b) ask the Director to state the substance of and the basis for the Point of Order; and
- (c) decide the matter and state the reasons for the decision.

9.2 A Director who is dissatisfied with a decision of the Presiding Director under section 9.1 may appeal the decision, in which case

- (a) the Director is permitted to state the basis for the appeal;
- (b) the Presiding Director may make a response;
- (c) the Presiding Director must then ask whether his or her decision is to be sustained;
- (d) the question is to be voted on without debate; and
- (e) the Presiding Director's decision is sustained unless there is a majority vote in the negative.

PART 10 – VOTING

10.1 When debate on a motion is closed, the Presiding Director must put the motion to a vote.

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

PART 11 – REQUEST FOR INFORMATION

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

PART 12 – DELEGATIONS

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

PART 13 – MINUTES

Preparation of minutes

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

Approval, distribution, and retention of minutes

- 13.4 A draft of the minutes of an open, closed, or restricted closed session of a Board meeting must be provided to Directors for approval and included with the agenda for the next session of that type.
- 13.5 Within 14 days of the Board approving the minutes of an open session of a Board meeting, the CAO must post the minutes on the UNA website.
- 13.6 The approved minutes of the closed session of a Board meeting are to be maintained confidentially by the CAO.
- 13.7 The approved minutes of a restricted closed session of a Board meeting are to be distributed to all Directors, who must maintain the confidentiality of the minutes.

Inclusion of resolutions approved without meeting

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

PART 14 – UBC AND AMS PARTICIPANTS

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

PART 15 – COMMITTEES

Establishment and membership of committees

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

Rules of procedure

- 15.5 Board committees are to conduct business in accordance with the Rules, with such modifications as are necessary.
- 15.6 The quorum for a committee meeting is a majority of the committee's members.
- 15.7 A motion made at a committee meeting is not required to be seconded.

15.8 In the event of an equality of votes on a motion at a committee meeting,

- (a) the chair of the committee does not have a second vote; and
- (b) the motion fails.

Minutes of meetings

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

Attendance of non-member Directors

15.10 Directors who are not members of a committee

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

Priority of committee terms of reference

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



Report Date: December 4, 2020
Meeting Date: December 15, 2020
From: Glenda Ollero, Communications Manager
Subject: Update on Recruitment for the UNA Community Engagement Advisory Committee

Background

The UNA Board of Directors instructed staff to begin recruiting members for the Community Engagement Advisory Committee.

The initial timeline for recruitment was from November 6-30, 2020, however, to date, only three applications have been received.

Decision Requested

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

Discussion

The UNA Community Engagement Advisory Committee is required to have four UNA resident members per its terms of reference. After three weeks of public recruitment (November 6-30), only three applications have been received. Ideally, we'd like to widen this pool of applicants to a number that is more than the minimum required to form the committee, and that we can attract a diverse set of applicants.

If the deadline for application submission is extended, staff can ramp up recruitment during the next few weeks by rolling out a more robust social media campaign, an email campaign and networking with the help of our in-house Volunteer Coordinator.

It would also be helpful if Board members could reach out to their existing UNA networks to encourage participation in the committee.

Financial Implications

Social media ads - \$200-500



Operational Implications

This work will require some involvement of the Communications Team and the Volunteer Coordinator.

Strategic Objective

Community and Stakeholder Relations

Attachments

None

Concurrence

None

Respectfully submitted,

A handwritten signature in black ink, reading 'Glenda Ollero', written over a horizontal line.

Glenda Ollero
Communications Manager

A handwritten signature in blue ink, reading 'Sundance Topham', written over a horizontal line.

Sundance Topham
Chief Administrative Officer



Report Date: December 1st, 2020
Meeting Date: December 15th, 2020
From: Sundance Topham, Chief Administrative Officer
Subject: 2021 UNA Board Meeting Schedule

Background

The 2021 UNA Board Meeting Schedule is attached for Board approval.

Decision Requested

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

Discussion

The UNA Bylaws require the Directors to meet not less than six times per calendar year.

Although the current Procedures Policy does not require a specific schedule of the dates, times, and locations of the regular Board meetings for the year, it is good practice to approve and post a schedule of meetings prior to the beginning of a calendar year.

The attached schedule includes one scheduled meeting per month, for every month except August. The meetings will take place on the third Tuesday of the month, starting at 5:30 pm. Meetings will typically take place at the Wesbrook Community Centre; however, with the restrictions in place due to COVID-19 it is anticipated that meetings will take place online for the foreseeable future.

Financial Implications

None

Operational Implications

None

Strategic Objective

UNA Community and Stakeholder Relations



Attachments

1. Schedule A – 2021 UNA Board Meeting Schedule

Concurrence

None

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Sundance Topham', is written over a horizontal line.

Sundance Topham
Chief Administrative Officer



UNIVERSITY
NEIGHBOURHOODS
ASSOCIATION

2021 Regular Meetings of the UNA Board of Directors

January 19, 2021
Tuesday

February 16, 2021
Tuesday

March 16, 2021
Tuesday

April 20, 2021
Tuesday

May 18, 2021
Tuesday

June 15, 2010
Tuesday

July 20, 2021
Tuesday

August 2021
No meeting

September 21, 2021
Tuesday

October 19, 2021
Tuesday

November 16, 2021
Tuesday

December 21, 2021
Tuesday

Meetings will be held at 5:30 p.m. at the Wesbrook Community Centre, unless otherwise communicated by the UNA.

UNIVERSITY NEIGHBOURHOODS ASSOCIATION

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