



**MINUTES OF A MEETING
OF THE ASSOCIATION OF VANCOUVER ISLAND
AND COASTAL COMMUNITIES EXECUTIVE
HELD FRIDAY, MARCH 9, 2018
BY TELECONFERENCE**

IN ATTENDANCE:

Director Mary Marcotte, Cowichan Valley RD, President
Director Edwin Grieve, Comox Valley RD, First Vice President
Councillor Carl Jensen, Central Saanich, Second Vice President
Director Penny Cote, Alberni-Clayoquot RD, Director at Large
Director Ian Morrison, Cowichan Valley RD, Director at Large
Councillor Colin Plant, Saanich, Director at Large
Director Ian Winn, Sunshine Coast RD, EA Representative (by phone)
Councillor Barbara Price, Comox, Past President (by phone)

STAFF ATTENDANCE:

Gary Maclsaac, Executive Director, UBCM
Liz Cookson, Executive Coordinator

President Marcotte was delayed, and 1st Vice President Grieve called the meeting to order at 8:35 am.

MINUTES

On motion by 2nd Vice President Jensen, seconded by Past President Price,
That the minutes of the January 5, 2018 meeting be adopted was

CARRIED

RESOLUTIONS

2018 Resolutions

Gary Maclsaac reviewed the 2018 Resolutions Report on the 35 resolutions received by the February 14, 2018 deadline. He explained the categorization of resolutions where Part 2 – Section A included resolutions that feature new issues, and Part 2 – Section B included resolutions that support existing UBCM policy (previously considered and endorsed resolutions, or resolutions in keeping with the UBCM policy, including previously approved policy papers or documents). Resolutions in Section C refer to other, similar resolutions that will be considered for debate, and are provided for reference. He noted that the resolutions recommendations and comments are written from the perspective of the AVICC Resolutions Committee, and presented for review and approval of the AVICC Executive.

Mr. Maclsaac asked the Executive Committee members if there were any queries, and asked them to advise of any resolutions that they would like to specifically discuss. With respect to R8 from the City of Victoria on Climate Accountability for Fossil Fuel Companies, the Executive Committee gave direction to staff to request a copy of the letter the City had sent out to the 20 largest fossil fuel companies.

The Executive Committee discussed R13 from the Sunshine Coast RD titled Re-evaluation of Resolutions by the Province, and did not propose any changes to the proposed comments or recommendation.

Director Plant noted the new payroll tax replacing MSP premiums as an emergent issue. Mr. Maclsaac advised that the Executive Committee may wish to submit an Executive Resolution to give an opportunity for members to discuss the issue, and seeking policy direction from the AVICC members.

On motion by Director Plant, seconded by 2nd Vice President Jensen,
That the AVICC Executive Committee resolve to send a letter to the UBCM President requesting UBCM immediately engage in discussions with the Province on the new payroll tax and its impact on local governments; and further that

That the AVICC Executive Committee put forward a resolution at the 2018 Convention seeking direction from the membership with a public policy statement regarding the new payroll tax was CARRIED

President Marcotte and Director Morrison joined the teleconference.

Liz Cookson reviewed the procedures for dealing with the resolutions in Section “B” referred to as “the block”. As noted, resolutions in the block reflect existing UBCM policy and are not discussed separately, so sponsors of those resolutions do not have an opportunity to speak to their resolution. Removing an individual resolution would require a ¾ approval by the membership, and then subsequent passing of the resolution would require a simple majority. A single member can request a resolution be removed from the block, and if seconded, the membership will vote on whether or not to remove it. AVICC wishes to follow a similar process to UBCM in addressing resolutions in the block, and will monitor the changes proposed for the upcoming UBCM Convention.

Liz Cookson advised that Late Resolutions will be sent to the Executive for review at the April 12th meeting, and will be available for members to collect as they register for the Convention.

On motion by Director Winn, seconded by 1st Vice President Grieve,
That the report on the 2018 Resolutions be approved for distribution within the Annual Report and Resolutions book and in the Supplementary Materials Package distributed to delegates during the onsite registration process was CARRIED

President Marcotte thanked Gary MacIsaac for the assistance of the UBCM. Mr. MacIsaac left the teleconference.

Constitution and Bylaws Amendments for Presentation at the AGM

Liz Cookson outlined the process that had been followed in the review of AVICC’s Constitution, Bylaws and Executive Policies. Of note was the work of the Bylaw Review Sub-committee consisting of President Marcotte, Past President Price, 2nd Vice President Jensen and Director Morrison.

Liz Cookson advised that she had met with the solicitor after the January 5, 2018 Executive Meeting to advise of the resolution passed regarding term length. She had also discussed the process for introducing the bylaws at the Convention. The solicitor advised that the full text of the amended constitution and proposed bylaws must be distributed 30 days in advance of the AGM. She also advised that the bylaws must be adopted as distributed, and no amendments can be made at the AGM. If 2/3 of the members do not approve the bylaws as presented, the existing bylaws will remain in place.

However, there are amendments that need to be made to the constitution and existing bylaws to comply with the new Societies Act. Those amendments are:

- Whether or not the society wishes to designate as member or non member based for funding,
- Whether or not the society wants to have a higher percentage for special resolutions than the 2/3 under the Societies Act (referring to special resolutions that amend bylaws or expel member

- and not to policy resolutions), and
- Removing the section about Directors not receiving remuneration.

The Sub-committee met on February 24th to discuss the additional information received about the process for presenting the bylaws and discussed how to approach the presentation. After further feedback from the Solicitor, the Sub-committee supported the following approach:

- SR 1 is presented first – a special resolution to amend the Constitution to define the society as member-funded and make provision for dissolution.
- SR 2 – a special resolution that repeals the existing bylaws, and replaces them with the proposed bylaws. Again, this has to be passed by 2/3 as distributed ahead of time.
- SR3 – a special resolution that covers the remuneration to directors is presented only if SR 2 is not successful. This is required for compliance with the new Societies Act.
- ER1 – an Executive Resolution from the AVICC Executive seeking direction from the members on term length for table officer positions that would continue to sit within the Executive Policies.

Any changes made to the bylaws at the 2018 AGM will not be in effect until filed with the Registrar of Companies, so changes would not be in effect until the 2019 AGM.

On motion by Director Morrison, seconded by 2nd Vice President Jensen,
That the Executive Committee approve the proposed new bylaws as attached to this report for presentation at the AVICC AGM; and

That the Executive Committee confirm the Bylaws Sub-committee's recommended process for presenting the bylaws to the membership at the AGM as follows:

- SR 1 – a special resolution to amend the Constitution to define the society as member-funded and make provision for dissolution.
- SR 2 – a special resolution to repeal the existing bylaws, and replace them with the proposed bylaws distributed prior to the Convention.
- SR3 – a special resolution that covers the remuneration to directors to be presented only if SR 2 is not successful.

That the Executive Committee put forward a resolution seeking direction on term length for Table Officers at the Convention; and

That the term length for Table Officers continue to be included in the Executive Policies rather than in the AVICC bylaws was CARRIED

Director Morrison asked for clarification around when the AGM proper concludes, and if the special resolutions should be addressed within the AGM. Executive Committee gave direction to staff to contact the solicitors with this enquiry.

Director Cote asked which member of the Executive Committee should present the resolution to the membership. The Executive Committee determined that 2nd Vice President Jensen as a member of the Bylaws Review Sub-committee would present the proposed bylaws and amended constitution.

Resolutions from the AVICC Executive

Liz Cookson referred to report 2(c) that outlined the two resolutions put forward by the AVICC Executive in 2017, and a resolution on Open Government at Area Associations that had been referred to the AVICC Executive by the members.

1st Vice President Grieve provided a summary on the work of the **Special Committee on Solid Waste**, and noted that there was a meeting scheduled for March 16th to discuss priorities and future work. Based on the outcome of that meeting there may be a desire to bring forward another resolution on the AVICC Special Committee on Solid Waste. He noted that the Ministry of Environment has not made any staff available to support the work of the Special Committee.

Director Morrison spoke to the outcome of the 2017 resolution on **Social Procurement**. He noted that there had been confusion from AVICC local governments that had been approached by the ad hoc group for funding. The ad hoc group will remove references in the funding requests to being an AVICC working group and references to an AVICC Steering Committee in its materials. The group will also provide a comfort letter clarifying that it is separate to the AVICC and that it will operate as an independent group out of the City of Victoria. He advised that the group may be requesting financial support from the AVICC either through the Executive Committee or at the Convention.

1st Vice President Grieve noted that AVICC's role had been as an incubator for the group and that it was not AVICC's role to fund the ongoing operation. He noted that AVICC had already provided the ad hoc group with support through two workshops at AVICC Conventions. 2nd Vice President Jensen confirmed that he was happy to see AVICC step out of the process. President Marcotte thanked Director Morrison for all his work as the liaison to the ad hoc group.

Liz Cookson reviewed the background on the resolution on **Open Government at Area Associations**. This resolution originally went to the 2016 UBCM as a late resolution and was not admitted for debate. It came to the 2017 AVICC Convention where, after considerable debate, it was not endorsed by the members but was instead referred to the AVICC Executive.

The Executive discussed the resolution at its October meeting, and determined that, as an association governed by the Societies Act, the AVICC operates for the benefit of its members, and not for the general public. The Community Charter and Local Government Act do not apply to an association such as the AVICC. Only AVICC members have the privilege of the floor to address other members, and the public does not have the opportunity to comment or give input on the proceedings.

Staff had provided estimates of the cost of livestreaming sessions at the Victoria Conference Centre of \$10,000 for 2 days with 2 hours of feed per day. The cost would vary depending on the location of the AGM, and some locations may not have adequate internet capability to support livestreaming. The Executive determined that livestreaming through Facebook live or similar did not match the professional approach of the association. Staff had been asked to discuss with Shaw if they would be willing to continue recording the opening session, keynote and closing speakers for later broadcast. Shaw has not provided a response at this time. Other sponsors have not expressed any interest in sponsoring livestreaming.

On motion by 2nd Vice President Jensen, seconded by Director Plant,
That the President's Report include information to members on the Executive Committee's decision not to live stream the AGM and Convention was CARRIED

FINANCIAL AND ADMINISTRATION

DELEGATION – 2017 Audit – Liette Bates-Eamer, Partner, KPMG

Ms. Liette Bates-Eamer, Partner from KPMG joined the teleconference to review the 2017 Audited Financial Statements and present the Audit Findings Report. She advised that KPMG was again able to provide a clean, unqualified opinion. Ms. Bates-Eamer noted the pre-paid payables were higher than last year due to the timing of UBCM contract adjustments. She also pointed out the handling of the funds collected from regional districts for the Special Committee on Solid Waste sit on the balance sheet until payments are made for initiatives, and the funds are recognized as revenue.

On motion by Director Morrison, seconded by 2nd Vice President Jensen,
That the KPMG Audit Findings Report be received and the Draft Financial Statements of the Association of Vancouver Island and Coastal Communities, Year Ended December 31, 2017 as provided by KPMG be approved;

That President Marcotte and Past President Price sign on behalf of the Board, and

That the financial statements be brought forward to the membership at the Annual General Meeting was CARRIED

Audit Options

The Executive reviewed the information from KPMG outlining the differences between a Review Engagement and an Audit with a span from no assurance to limited assurance to reasonable assurance. In response to a question from Director Winn, Liz Cookson advised that there is no requirement for AVICC to have an audit.

The Executive had no further questions for Ms. Bates-Eamer. President Marcotte thanked Ms. Bates-Eamer for her report, and she left the teleconference.

Director Plant suggested getting quotes from other auditors within the AVICC region. Liz Cookson advised that she could do this, but not before the AVICC Convention. She also advised that KPMG is an AVICC sponsor, and a UBCM sponsor, as well as the auditors for UBCM.

On motion by Director Plant, seconded by 1st Vice President Grieve,
That the resolution presented to the members at the AGM on auditors be amended from:

“That the Executive be authorized to appoint auditors for the year commencing January 1, 2017”
to:

“That the Executive be authorized to consider alternatives to a full audit for the year commencing January 1, 2018” was CARRIED

CONVENTION

Convention Update

Liz Cookson spoke to her report updating the Executive Committee on several aspects of the Convention and seeking direction on a few points. She advised that the Leader of the Opposition was not available to address the delegates, and had requested another member of the Liberal Caucus present. The Executive confirmed the invitation to address the delegates was for the party leader and not transferable. Similarly, they confirmed that invitations to Provincial Ministers are not transferable to Provincial staff.

The Executive discussed the requests for additional sponsors and trade show exhibitors. Liz Cookson advised that the Executive’s policies were to approve sponsors each year, but there is no precedent for the Executive approving trade show exhibitors. The Executive reiterate their desire to provide opportunities for communication at the trade show, and not restrict who participates.

Councillor Plant left the meeting, noting he was in support of Kinder Morgan as a trade show exhibitor.

On motion by 2nd Vice President Jensen, seconded by Director Morrison,
That Kinder Morgan be approved as an exhibitor in the trade show was CARRIED

On motion by 2nd Vice President Jensen, seconded by Director Morrison,
That the BC Seafood Association be approved as a sponsor for the 2018 Convention was CARRIED

On motion by Past President Price, seconded by Director Winn,
That the new CEO of BC Ferries be offered an opportunity to address the delegates was CARRIED

On motion by Past President Price, seconded by Director Morrison,
That community groups be allowed a discounted registration fee at the trade show was CARRIED

On motion by Director Morrison, seconded by Past President Price,
That the request from West Coast Environmental Law for a discounted fee to \$500 CARRIED

CORRESPONDENCE

On motion by Past President Price, seconded by 1st Vice President Grieve,
That the correspondence be received was CARRIED

ADJOURNMENT

At approximately 10:50 am, on motion by Director Winn, seconded by Past President Price,
That the meeting be adjourned was CARRIED

Director Mary Marcotte
President

Liz Cookson
Executive Coordinator