**University Endowment Lands Community Advisory Council (“UEL CAC”)**
**2021 Annual General Meeting Agenda**

**Date:**                                                 **Wednesday, March 3, 2021**
**Time:**                                                         **7:00 pm**
**Location:**                                                   **Virtual Meeting via Teams**

**CAC Directors present:**

Rolf Brulhart, Area D
Patricia Silva, Area D
Vanessa Young, Area A
Moony Qi, Area A

**1.0 Call to Order**
**A quorum being present, the meeting of the Community Advisory**Council was convened at 7:11 pm. Vanessa Young volunteered to act as the secretary of the meeting to record down the minutes and Moony Qi chaired the meeting.

**2.0 Election of Executive**
2.1  Resignations of PastCouncil Directors: Margaret Stuart, Claire Huxtable, Mojan Nozari, and Judi Glick, in December, 2020 is acknowledged. New Directors for Area D; Rolf Brulhart and Patricia Silva welcomed to the meeting.
2.2  Motion by Vanessa Young - *Moved, Seconded, Carried*
That Moony Qi be appointed President and Chair of the CAC.

2.3  Motion by Moony Qi - *Moved, Seconded, Carried*

That Rolf Brulhart be appointed Vice-Chair, Patricia Silva be appointed Treasurer, and Vanessa Young be appointed Secretary.

3.0 **Designating of Signing Officers**

Motion by Moony Qi **-***Moved, Seconded, Carried*
*That the following directors;*Patricia Silva, Vanessa Young, and Moony Qi be appointed signing officers

4.0 **Proposed Bylaw Changes - by Special Resolution**
Discussion regarding and attachment for proposed by-law changes1

Motion by Moony Qi*- Moved, Seconded, Carried unanimously*
*Be therefore resolved that as a special resolution of the CAC*the proposed bylaw amendments, as presented in writing, be changed as written.

5.0 **Special Resolution Regarding Stipend**

Discussion regarding and attachment for proposed by-law changes2

Motion by Moony Qi **-***Moved, Seconded, Carried unanimously*
*Be it therefore resolved*as a special resolution of the Members of the CAC that a monthly stipend of $250.00 dollars be paid to each Director with an additional monthly stipend of $50.00 to be paid to the Chair, adjusted annually at the rate of the consumer price index as set out by the Inflation Calculator – Bank of Canada, with the approval of our governing bodies.

6.0 **Review of the Financial Statements and Account Balance**
**The bank statements from January 2020** – March 1, 2021 were reviewed.  The fiscal year's statements are to be send to Peter Wu at the end of the month so that the auditor's report can be completed for the year.  Mr. Wu to contact the UEL Manager.  The bank manager needs to be sent the budget. The bank balance as of February 5, 2021 was $7,851.01.  Ms. Young and Ms. Qi confirmed that there were some outstanding expenses which had been paid out of pocket and needed to be reimbursed.  Amongst these items was the CAC Liability Insurance, in the amount of $3,225.00, which was not reflected in the bank balance.

7.0 **Meeting times** **and Dates**
Meeting time change to 18:30 was proposed by Moony, seconded by Patricia carried unanimously.

Dates to be confirmed at the next meeting.  Special Meetings of the CACagreed to be held generally monthly.  Committee Directors favored a Web based format on going, in addition to any in person meetings.

8.0 **Adjournment**

The meeting is adjourned at 9:20 pm.

Special Resolution No. 2021- 1

**The Members of the University Endowment Lands Community Advisory Council (“UEL CAC”) have passed by Special Resolution the following University Endowment Lands Community Advisory Council bylaw amendments on March 3, 2021of the UEL CAC.**

Motion by Moony Qi - *Moved, Seconded, Carried Unanimously*

*Be therefore resolved that as a special resolution of the Members of the CAC*the proposed bylaw amendments, as presented in writing, be changed as written:

*Addition of Section 1.1 (dd):*

“Community Charter” refers to the Community Charter [SBC 2003] CHAPTER 26, as amended from time to time.

*Section 1.6 shall be amended:*
The Council shall be Carried on without purpose of gain for its’ Directors profits and any profits or other accretions to the Council shall be used in promoting its purposed save for the stipend referred to in Section 6.7 (2).

*Section 2.2 (4) shall be amended:*

4) Every Resident Elector has the rights to:
a) stand for election to become a Member representing the Neighbourhood in which the Elector resides or owns property, and
b) vote in each Council Election.

*Addition of Section 3.3:*
The board may make an audio or video recording of its’ regular monthly CAC special meetings open to electors and preserve them for at least three (3) years with the exception of reasonable requests to be decided by the Board’s discretion by Special Resolution.

*Amendment of Section 6.7 (1):*
A Director will be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Council.

*Amendment of Section 6.7 (2):*
That a monthly stipend be paid to each Director with an additional monthly stipend paid to the Chair adjusted annually at the rate of the consumer price index as set out by the Inflation Calculator – Bank of Canada, with the approval of our governing bodies.

*Amendment of Section 7.5 to reflect the following:*
A resolution in writing, signed by all the directors, is as valid and effective as if regularly passed at a Directors’ meeting.

*Addition of Section 7.8:*
If a society has fewer voting Directors than the quorum provides for in the bylaws, the quorum for the transaction of business is all of the voting Directors.

*Addition of Part 12:*
*Be it resolved that a new***Part 12 - Duty to Identify and Deal with Conflicts of Interest** be added to the CAC Bylaw stating the following:

**Part 12 - Duty to Identify and Deal with Conflicts of Interest**

**12.1**

(1) A director must comply with all of the Sections and provisions in the British Columbia Community Charter as they apply to Conflicts of Interest.

(2) Disclosure of conflict This section applies to Council Directors in relation to

(a) Council meetings,

(b)Council committee meetings, and (c)meetings of any other UEL of government body as it relates to CAC, ADP or Community business.

(3) If a Council Director attending a meeting considers that he or she is not entitled to participate in the discussion of a matter, or to vote on a question in respect of a matter, because the Director has

(a) a direct or indirect pecuniary interest in the matter, or

(b) another interest in the matter that constitutes a conflict of interest, the Director must declare this and state in general terms the reason why the Director considers this to be the case.

(4) After making a declaration under subsection 12.1 (2), the Council Director must abstain from all Council votes, discussions and involvement in the matter
(5) As an exception to subsection 12.1 (3), if a Council Director has made a declaration under subsection 12.1 (2) and, after receiving legal advice on the issue, determines that he or she was wrong respecting his or her entitlement to participate in respect of the matter, the Director may (a) return to the meeting or attend another meeting of the same body,(b) withdraw the declaration by stating in general terms the basis on which the Director has determined that he or she is entitled to participate, and (c) after this, participate and vote in relation to the matter.
(6) For certainty, a Council Director who makes a statement under subsection 12.1 (4) remains subject to section 12.2 [*restrictions on participation if in conflict]*.

(7) When a declaration under subsection (12.1 (2)) or a statement under subsection (12.1(4)) is made:

(a) the person recording the minutes of the meeting must record

(i) the Director's declaration or statement,

(ii)the reasons given for it, and

(iii)the time of the Director's departure from the meeting room and, if applicable, of the Director's return, and

(b)unless a statement is made under subsection (12.1 (4)), the person presiding at that meeting or any following meeting in respect of the matter must ensure that the Director is not present at any part of the meeting during which the matter is under consideration.

**12.2**Restrictions on participation if in conflict:
(1) This section applies if a Council Director has a direct or indirect pecuniary interest in a matter, whether or not the Director has made a declaration under section 12.1(2) The Council Director must not

(a) remain or attend at any part of a meeting referred to in section 12.1 (1) during which the matter is under consideration,

(b) participate in any discussion of the matter at such a meeting,

(c) vote on a question in respect of the matter at such a meeting, or

(d) attempt in any way, whether before, during or after such a meeting, to influence the voting on any question in respect of the matter.

(3) A person who contravenes this section is disqualified from holding office as described in section

**12.8** **[disqualification for contravening conflict rules]** unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12.3** **Restrictions on inside influence:**
(1) A Council Director must not use his or her office to attempt to influence in any way a decision, recommendation or other action to be made or taken

(a) at a meeting referred to in section 12.1 (1) *[disclosure of conflict]*,

(b) by an officer or an employee of the UEL Office, or

(c) by a delegate under a delegation under Council authority; the ADP,

if the Director has a direct or indirect pecuniary interest in the matter to which the decision, recommendation or other action relates.

(2) A person who contravenes this section is disqualified from holding office [*disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12.4**Restrictions on outside influence:

(1) In addition to the restriction under section 12.3, a Council Director must not use his or her office to attempt to influence in any way a decision, recommendation or action to be made or taken by any other person or body, if the Director has a direct or indirect pecuniary interest in the matter to which the decision, recommendation or other action relates.

(2) A person who contravenes this section is disqualified from holding office *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12.5**Exceptions from conflict restrictions:

(1) Sections 12.1 to 12.3 do not apply if one or more of the following circumstances applies:
(a)the pecuniary interest of the Council Director is a pecuniary interest in common with electors of the UEL generally;

(b) in the case of a matter that relates to a local service, the pecuniary interest of the Council Director is in common with other persons who are or would be liable for the local service tax;
(c) the matter relates to remuneration, expenses or benefits payable to one or more Council Directors in relation to their duties as Council Directors;
(d) the pecuniary interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Directors in relation to the matter;
(e) the pecuniary interest is of a nature prescribed by regulation.

(2)  Despite sections 12.1 to 12.4, if a Council Director
(a)has a legal right to be heard in respect of a matter or to make representations to Council, and
(b)is restricted by one or more of those sections from exercising that right in relation to the matter,

the Council Director may by special resolution be allowed to appoint another person as a representative to exercise the Director's right on his or her behalf.

**12.6** **Restrictions on accepting gifts:**

(1) A Council Director must not, directly or indirectly, accept a fee, gift or personal benefit that is connected with the Director's performance of the duties of office greater than $250.00 in total annually.

(2) Subsection (1) does not apply to(a)a gift or personal benefit that is received as an incident of the protocol or social obligations that normally accompany the responsibilities of office,
(b)compensation authorized by law, or
(c)a lawful contribution made to a Director who is a candidate for election to a local government.
(3) A person who contravenes this section is disqualified from holding office as described in section 108.1 *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12.7** Disclosure of gifts:

(1) This section applies if
(a)a Council Director receives a gift or personal benefit referred to in section 12.6 (2) (a) that exceeds $250 in value, or
(b)the total value of such gifts and benefits, received directly or indirectly from one source in any 12-month period, exceeds $250.

(2) In the circumstances described in subsection (1), the Council Director must notify the Directors, as soon as reasonably practicable, a disclosure statement indicating
(a)the nature of the gift or benefit,
(b)its source, including, if it is from a corporation, the full names and addresses of at least 2 individuals who are directors of the corporation,
(c)when it was received, and
(d)the circumstances under which it was given and accepted.

(3)A person who contravenes this section is disqualified from holding office as described in section 12.9 (1) *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12. 8**Disclosure of contracts with Council Directors and former Council Directors:

(1) If the UEL enters into a contract in which
(a)a Council Director, or
(b)a person who was a Council Director at any time during the previous 6 months, has a direct or indirect pecuniary interest, this must be reported as soon as reasonably practicable at a Council meeting that is open to the public.
(2) In addition to the obligation under section 12.1 *[disclosure of conflict]*, a Council Director or former Council Director must advise the corporate officer, as soon as reasonably practicable, of any contracts that must be reported under subsection (1) in relation to that person.

(3) A person who contravenes subsection (2) is disqualified from holding office as described in section 12. 10 [*disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12. 9**Restrictions on use of insider information:
(1)A Council Director or former Council Director must not disclose or use information or a record that
(a)was obtained in the performance of the Director's office, and

(b)is not available to the general public.
(2)A person who contravenes this section is disqualified from holding office as described in section 12.10.1 *[disqualification for contravening conflict rules]* unless the contravention was done inadvertently or because of an error in judgment made in good faith.

**12.10**Disqualification from office for contravening conflict rules:

(1) A person disqualified from holding office under this Division is disqualified from holding office on either
(a) the CAC
(b) on the ADP
until the next general local election.

**12.11**

(1) If a Council Director or former Council Director has
(a)contravened this Division, and
(b)realized financial gain in relation to that contravention,

the UEL office, Provincial Government or an elector may be able to apply to the Court for an order under this section.

*Addition of Section 13:*
*Be it resolved that a new***Section 13 – Term Limits***be added to the CAC Bylaws stating the following:*

**Section** **13 - Term Limits**
**13.1**  Subject to bylaw 13.2, a director shall not be eligible for election as a Director for more than two (2) consecutive terms.  Upon application, the Directors may by special resolution permit an elected director to seek re-election for one further term.

**13.2**  A partial term as a director served by a Director who has been elected or appointed to fill a vacancy which arose mid-term, shall not be counted as a term for the purposes of bylaw 13.1

*Addition of Part 14:*
*Be it resolved that a new***14- Oath of Office***be added to the CAC Bylaws stating the following:*

**14 – Oath of Office**

**14.1**  Director must swear the Oath of Office, within 45 days after the date of taking office.

**14.2**  If a UEL CAC Director referred to in subsection does not make the required oath or solemn affirmation of office within the time limit established by that subsection, the person is disqualified from being a Director of the CAC until the next election.

**14.3**  The Council has, by bylaw, established the oath or solemn affirmation of office for the purposes of this section as follows;

*I, .....[name of person elected or appointed]....., do [swear] [solemnly affirm] that: I am qualified to hold the office of Director for the UEL Area \_\_\_ to which I have been [elected] [appointed]; I have not, by myself or any other person, knowingly contravened the any regulations or Acts respecting vote buying or intimidation in relation to my election to the office; [not applicable to persons who have been appointed].  I will faithfully perform the duties of my office, and will not allow any private interest to influence my conduct in public matters; as required by the Community Charter of British Columbia, I will disclose any direct or indirect pecuniary interest I have in a matter and will not participate in the discussion of the matter and will not vote in respect of the matter.*

**14.4**  The oath or solemn affirmation of office must be made before a justice of the peace, or commissioner for taking affidavits for British Columbia, the corporate officer or the chief election officer.

**14.5**  The Council Director, the person must produce the completed oath or affirmation, or a certificate of it, to the corporate officer within 45 days of taking office and will be reimbursed for all costs to enact this Oath.

Special Resolution 2021 –2

**The following Motion was passed by Special Resolution on the March 3rd 2021 at the Annual General Meeting of the CAC.  Moved, Seconded, Carried Unanimously**

***Be it therefore resolved by* a special resolution of the Members of the UEL CAC that:**

A monthly stipend of $250.00 dollars be paid to each Director with an additional monthly stipend of $50.00 to be paid to the Chair, adjusted annually at the rate of the consumer price index as set out by the Inflation Calculator – Bank of Canada, with the approval of our governing bodies.