

Erlton Community Association General Meeting Minutes

Date: March 11, 2014

Time: 7:00 pm

Location: Talisman Center - Parkview Room

Member Attendees:

Guests:

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Denise Dixey (Parks Committee Chair) calls the meeting to order at 7:00pm. Kirt van der Woude and Natalie Kwadrans (previous President and Vice President of Erlton Community Association (ECA) respectively) are present but having resigned their Board positions prior to the meeting.

Luke Mathews has agreed to capture minutes from this session in the absence of a Secretary (Michael Kwadrans having resigned his Board position prior to the meeting)

The Parks Report is provided to the minute-taker but not discussed in the meeting (Attachment 1 for reference).

MOTION: To continue with the planned agenda (Attachment 2) as sent out with the meeting invitation and to discuss replacement nominations to the Board under item 3, "Other Business"

PROPOSED: Denise Dixey

SECONDED: None

DEBATE:

Natalie Kwadrans questions the legitimacy of the remaining Board members to propose the agenda or continue normal business. The bylaws available to the committee (2009) require a minimum of 5 Board members to constitute a Board. Currently there are only 4.

Bill Fischer suggests that this meeting can be used to receive nominations and vote in new Board members as the first order of business so that the normal meeting agenda can be followed and Standing Committee business can be heard.

Gian-Carlo Carra asks whether Denise Dixey should be replaced as chair as he thinks she is not neutral. After stating that Gian-Carlo Carra has no vote or standing to direct the meeting and some further short exchanges between the two, Denise Dixey announces her resignation from the Board and leaves the meeting.

The ECA members debate:

- Is the standing Board dissolved for lack of 5 members?
- Is a general membership meeting required to nominate and vote in a new Board?
- Was there sufficient notice in the call for replacement Board member nominations (8th March)?

MOTION WITHDRAWN

The remaining ECA members present discuss what agenda to cover in this meeting and who should chair. Many ECA members express a wish to understand why Board members have resigned. Gian-Carlo Carra and John Merriman confirm their understanding that the ECA currently has insufficient remaining Board members to constitute a Board and that there is a lack of clarity around what bylaws apply to govern this situation. The 2009 bylaws currently in use are not the registered version lodged with Alberta Registries.

Pyungha (Peggy) Kim interjects with a request to know why the three Board members resigned so that the ECA can understand how this situation has arisen. Her concern is that the meeting cannot move forward until this is understood and the prior communications to the ECA members leading up to this meeting were not clear on the background for the resignations. She asks if the meeting can hear from the resigning parties to give their reasons.

Luke Mathews expresses his agreement with Peggy that the meeting needs to start with understanding what has happened in the Board meeting(s) to trigger the resignations and notes that this was the main reason for his attendance at the meeting.

Gian-Carlo Carra suggests this is an abnormal 'crisis' situation for the ECA and an impartial meeting chair is needed to facilitate the meeting. A number of ECA members suggest Geoff Granville and he agrees to act as chair (this meeting only) for the purposes of stewarding the meeting and coordinating discussion among the ECA members present. All present are agreed.

The chair facilitates input from a number of ECA members expressing concern and seeking clarification on recent events, with a view to determining the agenda for this meeting. Based on suggestions and concerns from ECA members present, the chair suggests the first agenda item should be a review of recent events leading to the Board resignations, with comment from the resigning Board members.

Gian-Carlo Carra suggests that subsequent agenda items should be the status of ECA bylaws and what the ECA members would like to do next.

MOTION: Defer the pre-prepared agenda to a subsequent meeting and focus on the following three step agenda:

1. Review events leading to recent Board resignations
 - b. Comment from resigning members
 - c. Question and comment from ECA members
2. Status of Bylaws and Implications
3. Next steps

PROPOSED: Geoff Granville

SECONDED: Luke Mathews

VOTE: All in favor

MOTION IS PASSED

1a. Review events leading to recent Board resignations

Explanation from resigning members

Natalie Kwadrans and Kirt Van Der Woude provide their perspective on the issues that led them to resign from the ECA Board. These center on a Board debate on whether a professional code of conduct should be adopted for Board members representing the ECA in both internal and (particularly) external communications. The three resigning Board members were in favor of introducing a professional code of conduct. The other Board members were not.

This issue has been previously debated by the Board and was voted on in a Board meeting last year. At that time the proposal was rejected.

The three resigning Board members felt sufficiently strongly to raise the issue again at the last Board meeting. This was because the underlying issues that had led them to think a code of conduct was needed were still going on. The Board again rejected the proposal in the last meeting.

POST MEETING NOTE: For clarity it is noted that in the most recent Board meeting no motion was proposed or vote held in relation to introduction of a code of conduct.

The three resigning Board members felt that continuing to act in their roles while knowing breaches of typically accepted professional conduct were ongoing would be to condone those actions. They therefore felt compelled to resign.

1b. Review events leading to recent Board resignations

Questions and comment from ECA members

Q: What was the nature of the perceived breaches of professional conduct?

A: E-mails that were not respectful, using an inappropriate tone – particularly in external communication

Q: Is adoption of a code of conduct a Board decision or should it require a general membership vote?

A: Both. A majority of the Board have to support the motion before it can be voted on by the members

Comments from the remaining Board members:

- Conduct requirements are already enshrined in the bylaws and therefore a separate code would be redundant
- Current bylaws allow firing of a Board member for failing to meet conduct expectations
- Requiring a code of conduct would discourage participation in the voluntary Board and standing committee positions
- The remaining Board members, as well as disagreeing in principle, also had the following objections
 - The presented draft code of conduct was too onerous

- The presented draft code of conduct was tabled late without appropriate time for review prior to last meeting

Comment from Kirt Van Der Woude:

- It was not the intent of any of the resigning Board members to push for firing a Board member over perceived unprofessional conduct.
- Their goal was to reprimand and ensure discontinuation of the activity.
- They believe the bylaws are too 'blunt' an instrument for this, with firing being the only mechanism for enforcing standards of behavior.

Shirine Lund asked what mechanisms the ECA have now to make decisions which would have required consideration by the Board? Considering the need for continuity in stewardship, why didn't the resigning members consider other options rather than resignations?

The chair commented that the nature of the democratic process limits the options available. Once a group vote is taken, an individual in the group either has to live with the decision or leave if the decision is not acceptable to them.

Shirine Lund expressed the view that introducing new codes or standards results in too many constraints that will deter voluntary participation, which is fragile at best already.

Gian-Carlo Carra commented that, based on his experience across 14 similar associations, codes of conduct are typically not punitive but can facilitate collaboration by expressing common expectations.

Shirine Lund gave her opinion that the ECA and Board have worked well for many years without the new proposed code of conduct and so the proposed changes are not required.

Peggy Kim proposed that nothing is lost by adopting codes of conduct. It's not binding but sets commonality of expectation for volunteers. The nature of the ECA has changed over time. The nature of and expectations on other similar organizations has also changed over time. For this reason she thinks the ECA should adopt codes of conduct. However, she would have preferred the three resigning Board members to have stayed. She also feels also that there should be more directors (Board members) to ensure that there is more common ground and single-issue disagreements like this aren't as disruptive (can't dissolve the Board).

An ECA member asks if other similar committees have codes of conduct. John Merriman replies that many do and that it is becoming more common for associations to adopt them. An ECA member comments that there can't be anything precluding the ECA from adopting a code of conduct if other associations do it.

Bonnie Fischer reminded the meeting that the proposed draft code of conduct requested for reconsideration at the last Board meeting was only provided 2 days before the meeting and was very prescriptive (requiring more time to review). That was part of the reason that the Board voted against their adoption.

There was some debate between the remaining and resigned Board members regarding whether the rejection of the proposed codes of conduct were from a point of principle or due to

issues with specific terms or the level of detail. The chair suggested this point was not pertinent to the current meeting objectives. Bill Fischer proposed that the meeting return to the agreed agenda and move on from discussion of the Board deliberations on codes of conduct.

Fred Richards asked if the adoption of a code of conduct should have only been discussed within the Board and whether it should be an ECA member decision. Bill Fischer stated that when the issue is re-presented to the Board, they will consider that question and act appropriately.

Peggy Kim expressed the view that this meeting had heard the required background around the recent Board member resignations and that further discussion of the proposal to adopt codes of conduct should be deferred to later ECA meetings once the ECA governance issues (Board and bylaws) have been resolved. Luke Mathews agrees with Peggy Kim.

Bill Fischer proposes that a motion be made that this meeting can be used to receive nominations and vote in new Board members, hence resolving the governance issues in the quickest way and allowing normal business to resume.

The chair interjects that discussion of the issues around adoption of a code of conduct have concluded and the meeting needs to move to agenda item 2 (bylaw status). Bill Fischer is asked to 'park' his motion until later in the meeting. Bill Fischer agrees.

2. Status of Bylaws and Implications

John Merriman provides a briefing on the ECA bylaw status as understood by the City of Calgary.

- He is currently waiting to receive a copy of the officially registered bylaws for the ECA from Alberta Registries, but has verified that the last time the bylaws were submitted to the registry was in 1996.
- The currently observed bylaws for the ECA (a 2009 version) are not registered
- The 2009 bylaws require a Board to consist of a minimum of 5 members.
- Since Board member resignations have left fewer than 5 remaining, technically there currently is no board for the ECA.

It was discussed that the 1996 officially registered bylaws and the current 2009 bylaws are expected to carry similar requirements for what constitutes a Board and how they are to be elected. However, this assumption can't be validated since the 1996 bylaws are currently not available to anyone for review.

Peggy Kim expressed her opinion that the ECA needs to re-structure the Board membership and that this should be done at a special meeting specific to that purpose, because these are not normal circumstances.

Shirine Lund expressed the view that most of the procedure and process rules that are being discussed are overly prescriptive and not matched to the modest operating requirements of the ECA. She thought that 'theory' and process should not bog us down from taking simple decisions in the interests of the ECA and moving on.

Gian-Carlo Carra suggests that there is no Board (per the current 2009 bylaw). The prior bylaw (1996 officially registered version) actually governs what the ECA should do in this circumstance but nobody has those to refer to. Hence, he suggests that a special meeting should be held, once the registered bylaws have been found and referred to.

3. Next steps

The chair invites Bill to introduce his proposed motion for next steps to re-constitute the Board.

MOTION: Bill re-states his prior suggested motion that this meeting can be used to receive nominations and vote in new Board members. He proposes that we elect a new ECA President and Secretary in this meeting.

PROPOSED: Bill Fischer

SECONDED: Sally Predika

DEBATE:

Kristine Leckie states that she does not think there is enough information available to make this decision now. She came to the meeting to hear the issues and would not be in a position to volunteer for a Board position or vote for elected Board members in this meeting.

Jackie Hunter questioned whether the ECA can follow the nomination / election process as normal business when there isn't an ECA President or Secretary to govern the process. Gian-Carlo Carra commented that it is for the ECA membership to decide whether they need to resolve the correct governance first or whether they are comfortable voting in a Board (or interim Board) to then work through outstanding issues (such as the appropriate bylaws).

Luke Mathews expresses his agreement with Kristine Leckie's point. The issues and process problems were not understood before coming to the meeting and so it is too early to make Board member elections. He also suggests that the ECA Board is unlikely to have sufficient urgent business that would preclude taking the time to go work through this properly.

The ECA members discuss whether the ECA deals with significant issues requiring short term decision making or approvals and what the implications might be for not having a functional Board in the short term. Also considered is that the next Annual General Meeting (AGM) would be in November and whether interim positions can be considered to bridge the gap from now to then.

An ECA member points out that there have been Board members leave before and the positions have been filled at normally scheduled monthly general meetings without the need for a special process (back then there were no Board meetings).

Peggy Kim states that she is against the motion because this is not a normal situation for electing a Board member and because the ECA is not clear on the process to be used or whether there is a current Board. It's too short notice for nomination and election in this meeting.

The ECA members discuss what the association can continue to do while the Board and bylaw issues are resolved and while there is not a standing Board. It is concluded that the standing committees can still operate on behalf of the members for ongoing or new business. Lindsay Luhnau added a comment that any City of Calgary development issues requiring decision or response from the ECA would have a minimum 3 week response period allowed.

Natalie Kwadrans proposes a counter-motion that with 4 resignations of Board members there is not a 5 person Board from the remaining members. Also, officially registered bylaws are currently not understood by the community association. Her counter motion is that the 1996 registered bylaws be obtained and circulated and then a special general meeting should be called to elect a new Board. The proper bylaws should then be adopted as the first order of business.

Gian-Carlo Carra interjects to clarify the commonly accepted practice for managing deliberation of motions proposed for a vote. The process does not allow a counter-motion except by way of informing the meeting that the debater intends to introduce a subsequent motion should the motion under debate be defeated. A motion can be modified after debate and prior to voting. A new (or counter) motion can only be heard after the current motion has been voted on.

Natalie Kwadrans agrees to defer her proposed motion until after Bill Fischer's current motion has been considered and voted on.

Lorna Jamison suggests an amendment to the motion which may allow voting in a new President and Secretary to still take place in this meeting. The motion should include acknowledgement that a special general meeting is required to properly vote in replacement Board members. Nominations and elections of replacement President and Secretary in this meeting should be interim, until the special general meeting can be held to elect full time Board members.

AMENDMENT: Bill and Sally retract the original motion and propose an amended version as follows: The ECA is to elect an interim President and Secretary in this meeting to act as Board members until a special general meeting can elect a permanent Board.

VOTE: For: 6 Against: 11

MOTION DEFEATED

The chair now offers Nathalie Kwadrans the opportunity to propose her motion.

MOTION: With 4 resignations of Board members there is not a 5 person Board from the remaining members. Also, officially registered bylaws are currently not understood by the community association. It is therefore proposed that the 1996 registered bylaws be obtained and circulated. Then a special general meeting should be called to elect a new Board. The proper bylaws should then be adopted as the first order of business.

PROPOSED: Natalie Kwadrans

SECONDED: Danielle Kraus

DEBATE:

Bonnie Fischer points out that the 2009 bylaws are not official only because they have not been registered with Alberta Registries. They were still previously approved in a vote by the ECA. Filing irregularities of past should not affect current process. The ECA should just register the 2009 bylaws now and use them in their current form.

Sally Predika notes that the timing for this issue to emerge is unfortunate – now the ECA need to fit in a special general meeting prior to the next AGM in November.

Danielle Kraus points out that the motion should also clarify how many Board positions should be voted for in the special general meeting, particularly as Denise Dixey has also resigned. Natalie Kwadrans offers that perhaps the motion should state that the Board is dissolved and the special meeting will elect a new Board.

Bonnie Fischer suggests to the chair that the meeting is ‘butting heads’ and making this more difficult than it needs to be. The chair responds that it is necessary to follow a process in the interests of all ECA members.

Kirt Van Der Woude comments that the communication for the special general meeting needs to be clear in requesting nominations for the

Board positions. John Merriman volunteers to help Shirine with wording for the communication to ECA members.

General discussion reaches consensus that the registered bylaws would guide whether the special general meeting should be held to vote for all Board positions or just replacement of resigned positions. That will not be known until the registered bylaws are obtained, but there is no reason why existing Board members could not be re-elected in this process (with a general view that re-election would be likely given the memberships appreciation for the work done by all members of the Board).

AMENDMENT: Based on the debate on this motion, Natalie Kwadrans proposes a modified motion to remove the point on adoption of bylaws and a further modification to allow the number of Board members requiring election to be defined by the registered bylaws. The motion now reads: With 4 resignations of Board members there is not a 5 person Board from the remaining members. Also, officially registered bylaws are currently not understood by the community association. It is therefore proposed that the 1996 registered bylaws be obtained and circulated. A special general meeting should then be called to elect as many Board members as required by the official registered bylaws.

VOTE: For: 12 Against: 6

MOTION IS PASSED

The chair allows Heesung Kim to propose a motion.

MOTION: Propose the ECA adopt a code of conduct. Proposed since clarification of this point may affect the number of nominations for the open Board positions.

PROPOSED : Heesung Kim

SECONDED: None

MOTION WITHDRAWN

The Chair stewards closing discussion on logistics for the special general meeting.

- John Merriman will e-mail a copy of the registered bylaws to the non-resigned Board members within a few days, which will then be distributed to all ECA members.
- Shirine will then send out the special general meeting invitation to the entire membership.
- John Merriman is to assist with ensuring the meeting invitation is correctly worded to elicit nominations and ensure that elections can be held in the meeting.
- The meeting invitation should also be hand delivered to each house in the community, which will be organized by Lindsay Luhnau.
- John Merriman is to book the meeting room once the date is set.
- Kirt Van Der Woude to assist John Merriman with contact details for room bookings if necessary

Meeting Adjourned

**Attachment 1
Parks Report**

→ for minutes

Erlton Community Association

Parks Report

Meeting: March 11, 2014

RIVER CLEAN UP

- Our registration with the City was accepted on Feb 20, they will confirm our location 'in the coming weeks'
- Group leader orientation is Apr 17, I will be attending
- Permit to use Park for registration and BBQ has been applied for
- I have contacted CBMCA and RRCA to see if they have interest in joining with us this year. I have heard from Brendan Baines (CBMCA) and said he would like to join. No reply from RRCA as yet.
- Talisman Energy is again wanting to sponsor us, Julie Johnson, Fund Development Officer with Talisman Centre is again taking a very active role in organizing
- Shirine Lund will again be helping with this event
- We will need more volunteers to put up posters and for the day of the event
- Our first meeting will be this Thursday
- Anyone else wanting to get involved in the planning process please contact me

**Attachment 2
Planned Agenda (as sent with meeting invitation)**

**ERLTON COMMUNITY ASSOCIATION
2014 March Community Meeting Agenda
March 11th, 2014**

1. Review and Acceptance of 2014 February Monthly Meeting Minutes

2. Report from Standing Committees

2.1 Membership

Shirine Lund, Membership Committee Chair

2.2 Development

Report from Bill Fischer, Planning & Development Committee Chair

2.2.1 Update on Active Developments

- Plans for a new semi-detached (duplex) at 2329 Erlton PI SW will be available for discussion and review.
- Discussion about the City's new policy of refusing to circulate the bylaw and policy review for new developments, and their new policy of denying Councillors the ability to comment on development permits in their wards, and thus represent their constituents.

2.2.1 Regrets from Jeremy Yawney, Traffic Subcommittee Chair

2.3 Parks & Recreation

Report from Denise Dixey, Parks & Recreation Committee Chair

2.3.1 Report on River Clean Up

2.4 Post - Flood Action Committee

Report from Geoff Granville, Post - Flood Action Committee Chair

2.4.1 Update on Flood Issues/Answer Queries

2.4.2 Outreach Update

Report from Trish Herreria, Outreach Lead

- Alberta Health Services (AHS) is offering flood victims free utilization of YMCA
- Recipient of DRP are still waiting resolution

Attachment 2
Planned Agenda (as sent with meeting invitation)

Erlton Community Association

2014 March Community Meeting Agenda

3. Other Business

4. Guest Speakers

4.1 Ward 9 Update

Alderman Gian-Carlo Carra or representative

4.2 City of Calgary Recreation Coordinator Update

John Merriman –

4.3 Other Guests

Constable Staples

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