

Guelph/Wellington Seniors Association

AGENDA

Meeting:	GWSA Special Members Meeting
Date:	Monday, May 13, 2019
Time:	1:00 pm
Place:	Gymnasium, Evergreen Seniors Community Centre
Chair:	Dylan McMahon (Manager, Legislative Services - City of Guelph), Kerry Detlor (GWSA Directors)

1	Call to Order: Dylan McMahon called meeting to order at 1:00pm. Introduced himself. Turned over to Adam for Statement of the Board.
2	Statement from Current Board: Adam describes how last month was challenging. Positive outlook on last month's events: GWSA members have interest in the future/commitment of the future of the board. Encourage members to continue to be active in the board. Acknowledgement of three remaining board members: Kerry, Athar, and Jean. Thank you for your support and those of the Save CSS committee. Acknowledge events as an opportunity to move forward as a board.
3	Adoption of Agenda Make sure everyone is comfortable with asking questions throughout. Understanding that this vote is for interim board members.
4	<p>Election of Interim Board of Directors.</p> <ul style="list-style-type: none"> • Ann Grant • Rebecca Fiedler • Ken Fugler • Roger Stevens • Mike Woof <p>Nominations from the floor:</p> <ul style="list-style-type: none"> • Ross Knechtel- Accepted <p>Moved by Lionel and Judith. All in favour.</p>
5	<p><u>Items for GWSA Membership Decision</u></p> <p>a. Proxy Voting Motion</p> <ol style="list-style-type: none"> I. No proxies will be accepted in the 2019 AGM II. The Board shall draft a proxy process and submit it for membership approval at a meeting well before the 2020 AGM. III. The Board is permitted to determine that proxy voting should not be allowed and therefore no additional proxy process is needed. IV. The Board should set the proxy process as a matter of consistent policy, so that the same policy applies to all AGMs. If the Board establishes a different policy for Special Meetings, which are called on much shorter notice, that policy should apply to all Special Meetings. V. The Board is instructed that the attached proxy form is acceptable to the membership. It need not be resubmitted for reapproval. However, if the Board prefers a different form, it shall include that form in its submission to the members on the general proxy process.

- VI. The proxy process developed by the Board shall be consistent with the following requirements:
- An independent organization (the “proxy verifier”) must be appointed to verify the identity of each person who grants a proxy, the eligibility of that person to vote, the intent of that person to grant the proxy, and the scope of the proxy. Any proxy that is not verified cannot be used in the meeting for which it was intended.
 - The Board is permitted to treat the City of Guelph as an independent organization.
 - The proxy verifier shall advise the Board, well in advance of the election, how much time it will need before the meeting to verify the proxies. Well in advance of the election, the Board will publish that requirement and a deadline for receiving proxies that is consistent with that requirement. No proxy form received after the deadline will be accepted.

b. Term Limits

Motion: This motion reaffirms the GWSA’s commitment to a term limit of six consecutive years for a Director followed by a minimum of two years out of the Director role before the individual is again eligible to serve as a Director. For purposes of calculating term limits, an individual appointed to fill a Director vacancy shall be deemed to have served one year if the period between their appointment and the next Annual General Meeting is six months or greater and shall not be deemed to have served during that year if the period is less than six months. The following examples should be included: (The omission of these examples will be addressed in the Governance Committee report at the June AGM).

Requests from Membership

a) CSS Programming

- The GWSA Membership asks our new Board, those elected today and those who will be elected at the AGM and any vacancies filled by appointment will be far more supportive of CSS. We want to let the new Board work out the details to unwind this problem and report their status to the General Membership at the next Annual General Meeting.

b) Transparency and Governance

- The GWSA Membership asks that matters of organizational policy should be decided by the membership. Meetings of the Board, the Board’s Executive Committee, and the Membership should generally be open and they should go in camera only for good cause under special circumstances. Agendas should be published in advance and minutes (draft and final) should be published promptly. Governance documents, including agendas and minutes, should be published on our website. Bylaws should be revised to conform to the new ONCA requirements. We move that the first wave of improvements to the Bylaws and Policies & Procedures shall be submitted to Membership for approval in time for a membership meeting not later than January 15, 2020 and a second wave shall be submitted for approval at the 2020 AGM

New/acting GWSA board is fully committed to follow through on both requests from Membership.

Becky (amendment)- Friendly amendment to motion to add to it that the board immediately begins to operate into these policies and procedures and incorporate them into the bylaws. All in favour.

7	<p>Other Business – Discussion from the floor</p> <ol style="list-style-type: none"> 1. “Name”-I recommend that new board governance committee: Adam to follow up re: governance committee member. 2. Beth- Would like to know of background information/strengths of interim board members. Kerry suggest: will do profiles for each member. 3. Cem- No approved proxy form. Are proxy votes allowed for AGM? Dylan recommends they not be allowed. Adam makes motion that no proxy votes accepted in 2019 AGM. Re-evaluate in 2020. 4. Terry Keleher- I suggest proxy vote to include online voting. Some seniors don't have ability to come in to vote. Adam amends motion to say that we will not accept proxy votes for 2019 AGM and investigate usage of online voting for proxy vote under certain circumstances. 5. Jean Hilborn- Online proxy voting- can vote online as opposed to in person? Adam: will investigate. 6. Adam: All in favor of no proxy voting for 2019 AGM- All in favour. 7. Charles Lewis- Identified himself as a member of the current Governance committee. Asked whether Term Limits in 5B was change in bylaws for term length. Dylan suggests interim board investigate bylaws and discuss prior to AGM. 8. Becky- Invited those with interest in joining committees complete the Committee Volunteer form available at the sign-in tables. If you have active interest to join committees, you could give the board ideas/get involved in decision making. 9. Inger- CSS is the most important thing that we have within GWSA. Helpful for community as a whole. 10. Motion to adjourn meeting at 1:37pm. All in favour
8	Next Meeting – June 25 th GWSA AGM

June 20, 2019