

SHORA GENERAL MEETING MINUTES

Tuesday, July 21, 2020; 7:00 p.m.

Virtual Meeting via the Zoom

1. Call to Order : Time 7:15
2. Confirmation of Quorum Count: 14 online and 4 proxies
3. Adoption of Agenda. Moved: Hugh Monroe 2nd: Ed Beketa Motion Carried
4. Old Business from May AGM
- 4.1. Special Resolution #1 – Housekeeping Updates to Bylaws

EXPLANATION: The current bylaws are inaccurate in how they define the area that is “Sunshine Heights”. Specifically, the bylaws refer to a non-existent description of the area in the Constitution and contain an outdated map of SHORA’s geographical area in the Bylaw’s Appendix. This amendment will modify the bylaws to reference the reader to the map in the Appendix to define the area of “Sunshine Heights”, and will provide a new map for the Appendix that matches the currently accepted limits of the “Sunshine Heights Area”.

Proposed wording changes (highlighted part of the sentence is the part being changed):

From:

Part 2 - Membership

Membership in the Society shall be open upon application and payment of the membership fee, but the Board of Directors of the Society shall have the sole and absolute discretion as to the acceptance or rejection of any application. Further, with the exception of Honorary members, membership will be limited only to the owners or tenants of the area described in the constitution.

To:

Part 2 - Membership

Membership in the Society shall be open upon application and payment of the membership fee, but the Board of Directors of the Society shall have the sole and absolute discretion as to the acceptance or rejection of any application. Further, with the exception of Honorary members, membership will be limited to owners or tenants of properties located within the area described in Appendix A.

Special Resolution #1 continued from Page 1

Delete this map in Appendix AAnd replace with this map:

Appendix A **2020-05-26 SHORA Annual General Meeting Bylaw Amendment Special Resolutions**

Moved: Peter Borgmann 2nd Ron Leclerc Motion Carried

- 4.2. Special Resolution #2 – Addition of Directors Indemnification Clause to Bylaws

Directors’ Indemnification

EXPLANATION: Directors’ Indemnification is when an organization formally protects the members of its Board of Directors from liability for errors.

The BC Societies Act addresses Directors’ Indemnification in three different circumstances (this is a highly condensed summary – see relevant sections of the Societies Act for actual wording):

Section 64 (2) A Society MUST pay the expenses actually and reasonably incurred by a director(s) provided he/they was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he/they ought to have done.

Section 65 (1) A society MUST NOT indemnify or pay the expenses of a director(s) if he/they did not act honestly and in good faith with a view to the best interests of the society OR he/they did not have reasonable grounds for believing that his/their conduct was lawful.

Section 64 (1) A society MAY indemnify a director(s) against all penalties to which director(s) is or may be liable in respect of an legal proceeding AND/OR pay the expenses actually and reasonably incurred by the director(s) in respect of the legal proceeding.

This resolution removes the uncertainty of Section 64(1) and, by bylaw, would require SHORA to indemnify a director(s) from liability for errors made while acting reasonably and in good faith.

Proposed Wording Changes You are voting on the addition of the following clause to the bylaws:

Part 17 - Indemnification

a) Subject to the provisions of the British Columbia *Societies Act*, the Directors shall cause the Society to indemnify a Director or former Director of the Society against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, her or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of his, her or their being or having been a Director of the Society or former Director of the Society, including any action brought by the Society

Moved: Peter Borgmann 2nd: Dave King Motion Carried

4.3. Distribution of Keys to the marina docks

BOARD's Decision

- Before I get on to the Board's decision, there's a bigger picture issue I have to address first
- The current policy on keys was established by a previous board in May 2017, and reaffirmed by the current board in April 2020. These decisions were challenged at the May AGM.
- This raises the question of what the role of the board is versus the membership as whole.
- We on the board feel the role of board is to make decisions, as best we can, on behalf the membership.
- There may be times when the board first seeks input from the membership (such as with the issue of security cameras brought forward at the AGM). But ultimately, the board has the responsibility – and liability – associated with the day-to-day business decisions of the association.
- If the membership decides it wants to overturn those decisions (which is always the membership's right), besides overturning the decision the membership is also delivering a vote of non-confidence in the board. It is, in effect, saying "Board, we don't trust your ability to make decisions on our behalf".
- Should this happen, a number of us on the board feel that it is then incumbent upon the board members to resign because:
 - Firstly, the board doesn't have the confidence of the membership
 - Secondly, a board whose decisions are overturned can no longer act as board – it becomes a 'lame-duck' board and there is no point in staying on in such a position
- To sum up ... if the membership as a whole feels it is the right thing to do to formally overturn a board decision, we would encourage you do so. We would just ask you to be aware in advance that formally overturning a board decision is also vote of non-confidence, and at least some of the board members will resign as they will feel not be able to do their jobs as board members.
- We felt it was only fair to the let the membership know in advance how we feel about this before we enter into discussion over the contentious issue of key distribution (and not bring it up after the fact).

BOARD's Decision on Key Allocation:

- This is a highly polarized topic, with different members firmly entrenched in opposing sides. It is impossible to render a perfect decision that will make everyone happy.
- We have reviewed the arguments on different sides, as well as the various suggestions for compromise, and have decided to uphold the earlier board decisions on this matter and restrict the distribution of keys to Board members and members with vessels on the docks.
- We now turn the matter over to you. If you feel the board has made the wrong decision, we would encourage you to vote to overturn it.

		Survey Responses Received				
		Maximum Possible Responses (53 members; 3 non-members)	Keys should be restricted to people with vessels at the dock	Keys should be available to all members	Other**	Total Responses Received
Non-Boat owners						
	Members	17	6	4	1	11
Renters of boat slip or canoe kayak spot on dock*						
	Members & non-members	33	14		1	15
Renters of canoe/kayak spot at shed*						
	Members & non-members	6	1	1		2
TOTAL		56	21	5	2	28
	*People with <i>both</i> boat slips AND canoes/kayaks are only counted once (as slip renters) to avoid double counting					
	**"Other" refers to responses that weren't clearly committed either way.					
	***Board Directors are automatically entitled to a key during their tenure.					

Arguments submitted in favour of restricting keys to vessel owners and board members:

Safety & Security:

- Watercraft owners have substantial investments in the boats and associated gear (often tens of thousands) of dollars, and their rental fees provide over 90% of SHORA's income (the rest is split between membership fees and off-dock canoe/kayak storage). Based on the financial investment, it is reasonable for boat owners to want access to their assets to be restricted to those who actually need access.
- Some suggested it's not even fair to give non-vessel owners an equal say in the matter because of the imbalance in their financial investments (simple membership only costs \$10).

- The more keys that are out there, the easier it becomes for keys to end up in the wrong hands, the gate to be left unlocked, etc.
- The docks are not for general recreation. They are not safe for swimming in the proximity of boats, and fishing ought not be allowed as it leads to lost lines entangling props and can contribute to a mess. If the purpose of the docks is for boat storage, then there is no real loss of benefit to non-watercraft owners due to being denied a key.

Other Arguments submitted for restricting keys to vessel owners and board members:

- **Restricting key distribution is consistent with other security practices.** We have other outbuildings that house tools and supplies, and we do not widely distribute keys for these buildings, nor widely loan out the tools therein – the principle of limited key management is maintained for practical reasons.
- **Restricting keys is not exclusionary.** The practice of restricting keys is not actually exclusionary members...any member who chooses to rent moorage/storage space on the dock will have access to the docks.
- **Insurance considerations.** If someone were to be injured for whatever reason, who's insurance would be charged?
- **COVID 19.** In light of COVID-19 restricting access to persons with a 'need' to access reduces the amount of physical contact on commonly touched surfaces.

Arguments submitted in favour of making keys available to all members who request a key:

Non-Exclusivity & Past Contributions:

- SHORA is a community association wherein all members are equal and therefore all members should have equal access to the assets.
- There are members who have spent many years working on the marina, and for SHORA generally, to make it what it is today. How is that they were trusted to do that, but now are not trusted with access just because they no longer have a boat?
- There are members that contributed many years of effort, now no longer boat owners, but who could still be counted on to lend a hand in an emergency or other time-sensitive matters. Key access for these people would make that possible.

Safety & Security:

- There is no record of theft occurring from non-boat owners; theft results from water side access at night.
- The ladders were installed for safety and for the occasional swimmer who would rather use the ladder than the muddy beach.
- Swimming should be OK providing safety rules are adhered to (e.g. children in life jackets, specific swimming area where boats will not pose a danger). Perhaps a trial period of one year should apply and then review.

Other Arguments submitted in favour of making keys available to all members who request a key:

- One member wanted access to the fish cleaning station and the ability to wash salt water off gear.

- It was suggested it would be nice to have a place to load/unload boat that is not stored at the dock (i.e. very short term use)

Compromise Suggestions Submitted:

Keys not distributed but available on request for non-boat owners:

- Some people suggested a few variations of making keys available on request: sign up for limited access (e.g. for a specific day), or by requesting access through a Board Director.

Keys for founders or past Board Directors:

- A number of people suggested that SHORA founders or past board directors be allowed a key, if desired, for past service and possible assistance on the docks.
- On the other side of the coin, it was suggested that creating special groups for key access may create other conflict and complexity (e.g. how do you decide who's entitled to key access?)

Separate locks for upper road gate and dock gate

- A number of people suggested having a separate lock for the upper road, so that non-boat owners can drive down to the parking lot after hours (or if the gate is otherwise locked) without having access to the docks
- On the other side, some people suggested it would be unwise to distribute keys to the upper gate as it would make managing closure of the gate harder, and there have been issues with late night partying on the SHORA lease lands.

Split SHORA into two entities:

- A suggestion was made to split SHORA into two entities, each with their own board: A SHORA community association with a \$10 membership, and a separate marina entity where membership would be contingent boat ownership/rental

ORIGINAL QUESTION:

The question that was originally emailed to all members, and non-members renting a spot at the marina, regarding this matter was:

Hi all,

At the AGM the topic of who should have keys to the SHORA marina docks was raised.

Current policy, established by the board in May 2017, and reaffirmed by the board in April 2020, is that for safety and security reasons access to the docks should be restricted to persons who have vessels on/at the docks and to board members.

At the AGM some members expressed the opinion that all members should have access to the docks and, after discussion, we promised to solicit your opinions.

Decision is consistent with previous Board agreement - May 2017 and reaffirmed April 2020. Boat owners and kayak owners located on the dock and active Board Directors are only members to have keys to the access gates. A motion and vote

was not held as the survey already indicated the preference and previous decisions were not changed.

5. New Business 5.1. Traffic mirror on road down to marina Option to establish this left to any volunteers who might be willing to take it on. No one at this time stepped up.

6. Motion to adjourn: Dave King: 2nd Peter Borgmann
Time: 7:45 pm