



Falaise Community Association
Growing a stronger community together

Minutes of the Directors' Meeting

Where: Zoom meeting, hosted by Bob.

When: Wednesday, 9-Sep-20, 7:00 p.m. to 9:00 p.m.

Attendees: Cynthia Hawsworth, Sandrine Lio, Bob Lucy, Mac Nanton, Carl Ross, Stew Vinnels , Gary Weeks

Absent: Stuart Macpherson, with apologies

Guest: Alan Taylor, resident on Falaise Cr.

Agenda:

1. Review and adopt minutes
2. Review and adopt financial report
3. Review action items
4. Alan Taylor's concerns about Bob being in conflict of interest, the Board not following our by-laws and what to do about these issues
5. Meeting with Mayor Haynes – okay to send Stew as our only rep?
6. AGM – Mac's concern that a virtual AGM is not workable
 1. If AGM will be virtual, testing of various Zoom capabilities
7. Newsletter – what still needs to be done and who will do it
8. Noise wall chronology
9. Other business

1. Minutes

Carl mentioned that Bob and Stuart had proposed minor changes. These have been incorporated. No further changes were proposed. Stew moved, Mac seconded, that the minutes be accepted. All in favour.

2. Financial statement

Sandrine circulated the monthly financial statement. Mac mentioned that four more residents have paid their membership fees, so we now have a total of 194 members. Bob moved, Carl seconded, that the financial statement be accepted. All in favour.

3. Review of action items

Circulate draft of newsletter items

Done.

Send email regarding cancellation of summer picnic



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Done.

Work with Stew to set up meeting with the Mayor

Underway. Stew will contact the Mayor on 10-Sep.

Subscribe to Zoom

Done.

Work on a newsletter draft

Carl has the newsletter started. We will aim for completion by 14-Oct.

Arrange a tour of the Mountain Rd. lot

Stuart made the arrangements and the tour happened on 22-Aug.

Check if Broadmead Lodge is interested in the SKAM presentation

Broadmead was interested, but with COVID restrictions, could not manage it. They recommended Nigel House who were very grateful for the performance.

Get information on crematoriums

Gary pointed out that there are complaints in the Falaise community dating back to 2007. He said that there is a move away from cremation to dissolution. We still need information as to how other communities are dealing with the emissions.

4. Alan Taylor's concerns

Alan Taylor sent an email to the FCA Executive regarding conflicts of interest. In particular, he claims that Bob Lucy did not properly recuse himself from discussions of Lot 855 and the FCA should not have invited Fair Vote Canada to make a presentation in 2018, just before the B.C. referendum on electoral reform.

Cynthia led discussion of this agenda item because Bob was explicitly named in Alan's email. Cynthia pointed out that we had all read the email and asked Alan for general comments and how we might move forward.

Initially Alan said he would leave it up to the Directors how to deal with the situation and determine how to prevent similar problems in the future. When pressed, he asked if there was some recourse mentioned in the constitution. Bob indicated that there were procedures for removing directors. Cynthia asked if that was appropriate given the nature of the violations.



Carl pointed out that our minutes of 28-Mar-18 state “Bob will try and abstain from official FCA business on this topic”. Thus, it was known to all directors that Bob would not be involved in formulating our position on Lot 855. It is true that Bob did not leave the room when Lot 855 was being discussed.

With regard to Fair Vote Canada, they were presenting the perspective on how proportional representation could work. Perhaps directors were naïve and did not properly judge their credentials. However, both Broadmead and Royal Oak community associations joined with us in hosting the event and no one raised concerns that we were not presenting a balanced view.

Bob proposed that, at the first meeting after the AGM, we should review relevant issues regarding the constitution so as to better avoid problems in the future.

Stew wondered if these concerns meant we could not invite councillors to our social events. Gary indicated that the key point was to maintain balance.

Alan stated that he does appreciate the work of the FCA but feels it is his duty to raise issues.

5. Meeting with the Mayor

The latest email to Bob from Saanich staff indicated that they need six staff members at the meeting and thus COVID rules prevent them from moving ahead. Stew will contact the Mayor directly to encourage him to have a reasonable meeting as soon as possible. Stew would like to have Bob and Mac in attendance.

6. AGM

Bob has subscribed to Zoom so that we can test it for the AGM. Mac is concerned that some people will not be able to connect and that it is not a good medium for a presentation. On the other hand, Bob pointed out that many, including himself, would be concerned about attending an in-person meeting.

Gary made a motion that we use Zoom to host our AGM. Stew seconded the motion and all were in favour.

Bob pointed out that we need a to-do list. Items include: 1) better microphone for Bob; 2) tests for joining the meeting; 3) test voting methods; 4) test chat abilities; 5) prove that attendees are indeed members; 6) carry out a test with all those who register; 7) create tutorial.

Bob will carry out tests with several directors.

Carl will prepare the tutorial.

Bob will arrange a presentation on insects. Stew pointed out that it should not be too long.



7. Newsletter

Carl reported that a draft is underway. Cynthia likes the idea of short updates and Bob has provided input. We will aim to have the newsletter completed by our next meeting on 14-Oct.

8. Noise wall chronology

Stuart and Mac have prepared a detailed chronology on the development of the Pat Bay Highway and efforts to establish a noise wall. They have received feedback from several individuals and hope to have a polished version soon.

9. Other business

Gary pointed out that Saanich Council is having a public hearing on garden suites next Tuesday. Cynthia stated that we must allow for infill if we are going to preserve nearby agricultural land. Stew proposed that Gary monitor the situation and we can discuss the implications at our next meeting.

Next meeting

October 14th 2020, via Zoom.

Summary of action items:

Bob:

- Run Zoom tests with Directors.
- Arrange speaker for the AGM.

Stew:

- Contact the Mayor regarding a meeting on the noise wall.

Carl:

- Work on a newsletter draft.
- Prepare Zoom tutorial.

Stuart and Mac:

- Complete the noise wall chronology.

Gary:

- Monitor developments regarding garden suites.



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Gary and Stuart:

- Get information about how crematoriums are affecting residents in other B.C. communities.

Attachment

Email from Alan Taylor regarding conflict of interest

From: **Alan Taylor** <artaylor@shaw.ca>

Date: Tue, Sep 8, 2020 at 3:07 PM

Subject: FCA Constitution & Bylaws and Societies Act

To: Carl Ross <carlkross@gmail.com>, Stuart Macpherson <stuartmac@telus.net>, Sandrine Lio <sandrines@telus.net>, Stew Vinnels <SVinnels@telus.net>, Mac Nanton <mnanton@telus.net>, Gary Weeks <gwwlog@shaw.ca>, Cynthia Hawksworth <cynthiahawksworth@gmail.com>, Bob Lucy <boblucy@shaw.ca>

FCA Directors:

RE: 855 Falaise Redevelopment

https://www.bclaws.ca/civix/document/id/complete/statreg/15018_01#section56

The FCA President's continued involvement in this matter violates the rules on conflict of interest contained in both the FCA's own constitution and bylaws and under #56 of the the Societies Act, which FCA falls under. Evidence of the President's continued improper involvement is contained in his note below. The President should not have sent the email on July 9th outlining his direction to FCA Directors due to his conflict of interest. Further, as contained in the note below, the President received an arborist's report verbally on the impact of the road widening on the Gary Oak tree close to the road in his point #2 below. This is far from recusing one's self.

Equally concerning are the Directors who did not stop this conflict. Both the FCA's own Constitution and Bylaws, and the Societies Act, state explicitly what the responsibilities of Directors are. Here is a snippet of the language from the FCA Constitution and Bylaws:

11. A Director who is in a conflict of interest must:

- a. promptly and fully disclose the conflict to the directors;
- b. leave the room during any discussion or vote at a board meeting on the conflict matter;
- c. refrain from any action intended to influence the discussion or vote; and
- d. abstain from voting on the conflict matter.



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This is the second time (that I am aware of) that the FCA have violated their own bylaws. I expressed my disappointment to the FCA President that the FCA allowed Fair Vote Canada to present at a FCA sponsored event. FCA bylaws are explicit in not allowing partisan political events to be hosted by the FCA, yet the Directors at that time did not stop this breach.

From the FCA Constitution and bylaws:

2. The Association shall be non-partisan in all its policies, processes and activities.

Good governance requires those who choose to serve to understand their responsibilities. I am not confident that the FCA Directors have a clear understanding of those responsibilities, based on the evidence in the email below and the allowing of partisan political activity under the FCA name.

Respectfully,

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