

Conference Report: Annual General Meeting

The 24th Annual General Meeting (AGM) of the BC Public School Employers' Association (BCPSEA) was held January 25-26, 2018 at the Coast Coal Harbour Hotel, 1180 West Hastings Street, Vancouver, BC.

Thursday, January 25, 2018

The AGM opened Thursday morning at 10:00 am with reports from BCPSEA Public Administrator Michael Marchbank, CEO Renzo Del Negro, as well as greetings from BC School Trustees Association President Gordon Swan and video greetings from Minister of Finance Carol James.

Business Session

Eli Mina, Registered Parliamentarian and board effectiveness consultant, reviewed the Standing Rules of Order for conduct of the business session at AGM. A copy of the Standing Rules was included in attendees' AGM packages.

Finance Issues

The business session opened with the report of the 2016-2017 audited financial statements. Following presentation and the opportunity to ask questions, the members adopted the following motion:

BE IT RESOLVED that KPMG be appointed auditors to the British Columbia Public School Employers' Association for the 2017-2018 fiscal year.

Carried

In accordance with the BCPSEA bylaws, the session then moved into a Representative Council for review of the proposed 2018-2019 BCPSEA budget. Following presentation of the budget, which included an update on the current fiscal year (year ending March 31, 2018), the members adopted the following motion:

BE IT RESOLVED that the membership approve the proposed BCPSEA budget for April 1, 2018 through March 31, 2019 as presented.

Carried

The assembly moved back into the AGM business session to debate Ordinary Resolution O-1 submitted by School District No. 42 (Maple Ridge-Pitt Meadows). An amendment was proposed to the motion, which was adopted. The following motion was then voted on and adopted by the members:

BE IT RESOLVED that the BC Public School Employers' Association members request that the Public Sector Employers' Council Secretariat approve changes to excluded benefit plans so that Boards of Education have the flexibility needed to maintain equity within school district employee groups and between school districts.

Carried

Governance Issues

After a brief refreshment break, the business session continued with consideration of governance issues, specifically Proposed Special Resolution S-1 which, in accordance with the BCPSEA bylaws, was distributed to boards of education on December 21, 2017.

As advised in the notice to boards, the special resolution was presented as a package of amendments to the bylaws in their entirety and addressed two specific issues:

- Amendments required to bring the BCPSEA bylaws into compliance with the new *Societies Act*, which came into effect on November 28, 2016. In the two years following that date, every pre-existing society — which includes BCPSEA — is required to transition to the new Act. Societies have two years, until November 28, 2018, to file their Transition Application.

The necessary amendments were identified by BCPSEA legal counsel. The proposed amendments to the bylaws set out these required changes — as well as housekeeping changes — in the content distributed to boards highlighted in gray.

- The second set of amendments addressed the governance changes requested by the Minister of Finance arising from the Public Sector Employers' Council Governance Consultation Process initiated by the Minister of Finance on September 5, 2017. The amendments to the bylaws as set out in the content distributed to boards highlighted in yellow were drafted to give effect to the Minister's request.

The Minister's letter and the PSEC Secretariat Report on Employers' Association Governance Consultations, setting out the context for the requested amendments, were distributed to boards in December and were also included in attendees' AGM package.

Discussion of S-1 opened with a presentation by BCPSEA legal counsel Dierk Ullrich of Fasken on the required *Societies Act* amendments with an opportunity to ask questions.

Robert Pauliszyn, Executive Director, Public Sector Bargaining and Compensation of the Public Sector Employers' Council (PSEC) Secretariat, and Christina Zacharuk, President and CEO of the PSEC Secretariat, provided a presentation on the amendments arising from the PSEC Secretariat Employers' Association Governance Consultation Process.

Following discussion and debate on the amendments to give effect to the request by the Minister of Finance, the members proceeded to vote — by weighted ballot as required by the BCPSEA bylaws — on the Special Resolution:

BE IT RESOLVED THAT the BCPSEA Bylaws be amended pursuant to the attached revisions as follows:

1. to incorporate the amendments required to be in compliance with the *Societies Act*
2. to incorporate the amendments to give effect to the request by the Minister of Finance arising from the Public Sector Employers' Council Governance Consultation Process.

Carried

The resolution was adopted by the members.

Given the adoption of Special Resolution S-1, after a break for lunch, the business session continued with nominations from the floor for trustee Directors to the BCPSEA Board of Directors.

The AGM adjourned for the day.

Friday, January 26, 2018

Elections

The business session opened with speeches by nominated candidates. Elections were held in three of the seven regions as set out in the amended bylaws (trustees in four of the regions were elected by acclamation). Voting was conducted by weighted ballot in accordance with the bylaw requirements. While ballots were being counted, those trustees who had been elected by acclamation during the nominations process Thursday afternoon had the opportunity to provide their remarks to the AGM attendees.

The following trustees were elected to the Board of Directors:

Kootenay Boundary Region

Rebecca Huscroft, School District No. 8 (Kootenay Lake)

Northern Interior Region

Jaret Thompson, School District No. 60 (Peace River North)

Metro Region

Terry Allen, School District No. 36 (Surrey)

Fraser Valley Region

Shirley Wilson, School District No. 34 (Abbotsford)

acclaimed

Northwest Region

Terri-Lynne Huddleston, School District No. 52 (Prince Rupert)
acclaimed

Thompson Okanagan Region

Alan Chell, School District No. 19 (Revelstoke)
acclaimed

Vancouver Island/Coastal Region

Eve Flynn, School District No. 69 (Qualicum)
acclaimed

Acknowledgement and thanks was expressed to members of the BC Association of School Business Officials who acted as scrutineers for voting at the AGM.

A motion to destroy all ballots was adopted by the members.

Preparation for Bargaining 2019

The AGM program continued with an interactive session on Bargaining Preparation 2019, consistent with the consultation process BCPSEA commenced in the spring of 2017 to explore school districts' bargaining priorities to ensure that bargaining goals and outcomes align with board of education efforts to optimize both student learning and employee engagement.

Following a presentation by Janet Stewart and Graeme Norton of BCPSEA staff, attendees engaged in discussion and provided written feedback on a series of questions.

BCPSEA staff are reviewing the feedback provided and will proceed to revise as necessary our (currently draft) report on the first phase of the bargaining 2019 employer consultation process. We are committed to distribute the report to all districts within two weeks of the AGM, and anticipate distribution by the end of next week.

Closing and Adjournment

A special thank you was expressed to Michael Marchbank for his contributions to BCPSEA and the K-12 public education sector in his role as BCPSEA Public Administrator.

A closing thank you was provided to all delegates for their engagement and participation in the AGM events, and appreciation expressed for the members' support of the ongoing work of BCPSEA.

The meeting then adjourned.

Next Steps: Bylaw Amendments and Board of Directors

The process is now underway to formally bring into effect the amendments to the bylaws pursuant to Special Resolution S-1 adopted by the BCPSEA members.

Based on discussions with the Public Sector Employers' Council Secretariat, the next steps are as follows (not necessarily in the precise order as set out):

1. The Minister responsible for the *Public Sector Employers Act* (Minister of Finance) will formally approve the amended bylaws pursuant to the motion adopted by the BCPSEA members at AGM 24.
2. The bylaw amendments will be filed with the Corporate Registry under the *Societies Act*.
3. The Minister will appoint four government members to the Board of Directors.
4. The appointment of the BCPSEA Public Administrator will be formally rescinded.
5. The first Board of Directors meeting will be scheduled.
6. At that meeting, in accordance with the BCPSEA bylaws:
 - the Directors will nominate one of the current Directors to serve as Chair, or an individual to be appointed as an additional Director and Chair
 - the Directors will elect from the nominees the individual to serve as Chair and the Minister must confirm the election or,
 - the Minister will appoint one of the current Directors as Chair, or
 - the Minister will appoint an individual as an additional Director and Chair.
 - The confirmation or appointment of the Chair shall be effective on notice from the Minister being received by the Association.
 - The Board will also elect a Vice-Chair from among the Directors.

BCPSEA will keep boards of education informed of this process.