



**Coast Foundation Society (1974)
Annual General Meeting
September 29, 2011, 4:30 – 6:00 p.m.
Coast Mental Health Resource Centre
1225 Seymour Street, Vancouver, BC**

Approved Special Resolutions

Special Resolution #1

Purpose:

- To amend the director nomination & appointment process and develop one integrated method of identifying, nominating and appointing directors to the Board.
- To improve the amount and quality of participation of “persons with lived experience” as Board members.

Background:

Since Coast’s early days, provision has been made in the by-laws for a minimum number of “client directors” to participate on the Board of Directors. Originally 2 directors, then 4 and in the past 10 years, 6 of an 18 person Board of directors are “clients” of the organization elected from specific constituencies (e.g. Clubhouse, Apartment Housing).

The Board acknowledges that client directors – those persons with lived mental health experience and who are also using Coast’s services – have provided important contributions to the workings of the Board and the success of the society.

The Nomination/election process for these client directors has had its difficulties. For example:

- Clients have been nominated and elected for a constituency without knowing the responsibilities of the role of director or being able to fully participate in the work of the Board.
- Clients have felt undue pressure due to their role as “representatives of a constituency”, sometimes leading to a decline in their health or resignations from the Board.

- Some Board roles have not been filled, often one or more of the client positions are vacant, reducing the “voice” at the Board table.

The Board wanted to address these types of concerns, but recognizes that the importance of the client voice at the Board table is a very important issue. Therefore it was decided to start the process at the 2010 Annual General Meeting by introducing a Notice of Motion with a couple of possible approaches. Since the discussion at the AGM, the Board has taken several opportunities to discuss the approach, specifically at the Open Spaces session at the Mental Health Resource Centre, the Planning & Partnership Committee and through several discussions at the Governance Committee culminating in a session at the June Board retreat.

Through this discussion, the option that rose to the top was an integrated nomination process that did not discriminate between at large or client directors, but looked to find directors who can contribute to the future development of Coast Foundation Society.

To this end, the recommended Special resolution and concomitant Board policy achieves three goals:

- a) An integrated nomination and appointment process
- b) A policy requirement to direct the Board to achieve 33% participation on the Board of “persons with lived experience”
- c) A one-tier director role – elimination of the At Large and Client Director and simply replaced with “Director”
 - a. This also eliminates any explicit director constituencies – e.g. Just because a director may receive service through Housing – does not make them a representative of that constituency with any special responsibilities – their duty is to Coast, its’ mission and constitution.

The Special Resolution does two things:

- Adds “persons with lived experience” criteria to the nomination qualifications
- Eliminates the Client director quota and constituency

Be it resolved as a special resolution that:

Article 10 be amended to read:

(10) Nomination Process

- a) Annually the Board of Directors shall name a Nomination Committee consisting of three or more Members one of whom shall be the Secretary, who shall serve as Chair of the Committee. Should the Secretary be unable to so serve, the Board shall appoint another Director to serve in his/her stead. The Nomination Committee shall oversee the process of soliciting qualified individuals to serve as directors.
- b) A call for nominations to the Board will be sent out by the Nomination Committee of the Society to the membership no less than 60 days prior to an Annual General Meeting.
- c) Nominations for the Board must be signed by two members in good standing and be received at Coast no later than 21 days prior to an Annual General Meeting.
- d) Qualifications for directors can include lived experience.**
- e) The Nomination Committee shall prepare a slate of qualified nominees for appointment at the Annual General Meeting

And

That Article 30 (6) be rescinded.

Current Language:

(10) Nomination Process

- a) Annually the Board of Directors shall name a Nomination Committee consisting of three or more Members one of whom shall be the Secretary, who shall serve as Chair of the Committee. Should the Secretary be unable to so serve, the Board shall appoint another Director to serve in his/her stead. The Nomination Committee shall oversee the process of soliciting qualified individuals to serve as at-large or client directors.
- b) A call for nominations to the Board will be sent out by the Nomination Committee of the Society to the membership no less than 60 days prior to an Annual General Meeting.
- c) Nominations for the Board must be signed by two members in good standing and be received at Coast no later than 21 days prior to an Annual General Meeting.

- d) The Nomination Committee shall prepare a slate of qualified nominees for appointment at the Annual General Meeting

Article 30 (6)

(6) Client members may be elected as Directors subject to the following:

- (a) no more than six client members shall be Directors simultaneously**
- (b) no fewer than one client member shall serve as Directors from each of the following areas of service;**

Coast Mental Health Resource Centre,
Coast Clubhouse, PACT & Social Enterprises,
Coast Apartment Housing programs.
Coast Community Homes and Cottages

Special Resolution #2 - Borrowing

Borrowing

In order to facilitate the normal mortgaging of Coast's properties (including those which Coast owns and those it purchases) and consistent with the bylaws of the society, the following is proposed as a special resolution. This resolution is presented at each AGM to empower the Board to grant mortgages, including extensions and renewals, for its many properties (including those which Coast owns and those it purchases).

Be it resolved as a special resolution that:

The Society hereby confers a general power on the Board of Directors to borrow money and issue debentures, mortgages or other securities for a period of one year.

Relevant excerpts from Bylaws

56. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debentures, mortgages or any other type of security.
57. The Society shall not issue a debenture unless the issuance of the debenture is authorized by a special resolution, which may confer a general power on the directors to issue debentures for a period not exceeding one year from the date the resolution is passed.
58. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting following its passage.