



<b>Policy:</b>	2.2.3
<b>Approved By:</b>	Trust Council
<b>Approval Date:</b>	December 5, 1992
<b>Amendment Date(s):</b>	
<b>Policy Holder:</b>	Legislative Services Manager

## TRUST COUNCIL RESOLUTIONS WITHOUT MEETING

### Purpose

Section 13 of the *Islands Trust Act* allows Trust Council to obtain, count votes and pass or fail resolutions on Council issues without the necessity of holding a regular or special meeting.

### A. Definitions

n/a

### B. Policy

#### 1. Legislative Requirements

- 1.1 Approval of a resolution is given where a majority of the members of the Trust Council entitled to vote on the resolution inform the corporate secretary or his/her designate of their approval in person, or by telephone, or by other means of telecommunication. A trustee may vote either "yes", "no", or abstain from voting. An abstention vote is recorded as "yes", but there is also a notation of the name of the trustee who abstained. A trustee may also withdraw from voting if there is a perceived conflict of interest. Only for a Council resolution giving first reading or adopting a bylaw, approval is given where 2/3 of the members of Trust Council entitled to vote on the resolution approve the resolution.
- 1.2 Once the vote has been conducted, the Chair of Trust Council shall declare the vote to have passed or failed in accordance with the results. The vote shall be recorded as a Resolution Without Meeting of Trust Council.

#### 2. Issues Where Voting Is Restricted

- 2.1 The Islands Trust Council cannot vote by Resolution Without Meeting in the following cases:
  - 2.1.1 when giving second or third reading to a bylaw, or
  - 2.1.2 when making a decision on a bylaw referred to it under section 27(3) of the *Islands Trust Act*. This section prescribes that where the Executive Committee returns or refuses to approve a bylaw submitted to it by a Local Trust Committee, the Local Trust Committee may refer the bylaw to Trust Council for approval, and Council cannot make a decision about that bylaw without holding a properly-called and constituted meeting of Trust Council.

## **C. Procedure**

### **1. Designation to Conduct a Resolution Without Meeting Vote**

The Secretary of the Islands Trust may designate Islands Trust staff to conduct voting for Trust Council Resolutions Without Meeting (RWM).

### **2. Background Material**

Any local trustee may, before a Council RWM is conducted, request to receive relevant background information on the issue either by mail, by telephone, or by facsimile.

### **3. Resolution Without Meeting Form (Attachment 1)**

- 3.1 Part 1 of the RWM form shall state the names of the Mover and the Seconder, along with the resolution to be considered.
- 3.2 Part 2 of the RWM form shall show the names of the trustees contacted, the dates and times they were contacted, and their votes.
- 3.3 Part 3 of the RWM form shall show the names of the trustees who could not be contacted.
- 3.4 Part 4 of the RWM form shall show the final vote, and the number of votes "In Favour" and "Opposed" to the motion.
- 3.5 Part 5 of the RWM form shall show the Islands Trust Chair's signature and the date the RWM was declared, passed or failed. The date when the resolution is declared, passed or failed is the date when a majority vote is reached.
- 3.6 If the RWM was conducted by phone, part 6 of the RWM form shall show the signature of the staff person who conducted and recorded the telephone vote.

### **4. How the Resolution Without Meeting Vote is to be Conducted**

- 4.1 Each member of Council is to be contacted by either:
  - 4.1.1 telephone or other means of telecommunication, or
  - 4.1.2 delivery, including by delivery in writing, by facsimile transmission or other means of electronic transmission, or other means by delivery in electronic form.
- 4.2 The following steps shall be followed when a RWM is conducted by a TELEPHONE/FAX/EMAIL VOTE:
  - 4.2.1 Each trustee shall vote by informing the designated staff person conducting the vote ("voting conductor") of their approval or disapproval of the resolution.

- 4.2.2 The voting conductor shall record each trustee's vote on a RWM form and include the dates when the trustees' votes were attained.
- 4.2.3 After the voting conductor has made all reasonable attempts to contact each trustee and, after a majority has been attained, the Chair of the Islands Trust shall be informed of the results, and shall declare the vote to have passed or failed in accordance with those results.
- 4.3 The following steps shall be followed when a RWM is conducted by a DELIVERY VOTE:
  - 4.3.1 The voting conductor shall deliver (see section 4.1.2 of these procedures) the RWM form to each trustee.
  - 4.3.2 Each trustee shall record their vote on a RWM form (Attachment 1) including the date and time of voting.
  - 4.3.3 Each trustee shall sign their name beside their vote.
  - 4.3.4 After a majority has been reached, the Chair of the Islands Trust shall be informed of the results, and shall declare the vote to have passed or failed in accordance with those results.
  - 4.3.5 The Deputy Secretary shall type a RWM Minute (Attachment 2). All RWM forms which were delivered to trustees shall be attached to the RWM Minute, and the Chair shall sign and date that RWM Minute.
- 4.4 The Deputy Secretary shall ensure that the Chair signs and dates the completed RWM form.
- 4.5 The completed RWM form shall be logged and numbered, and placed in the Council Minutes Binder.
- 4.6 Each trustee shall receive a copy of the completed RWM form.
- 4.7 Copies of completed RWM forms, signed by the Chair, shall be forwarded to the Executive Coordinator who ensures that these are to be recorded in the minutes of the next regular Trust Council meeting.

**C. Legislated References**

*Islands Trust Act: Section 13*

**D. Links to Supporting Forms, Documents, Websites, Related Policies and Procedures**

n/a

**Attachments**

- 1. Attachment 1: Resolution Without Meeting Form
- 2. Attachment 2: Resolution Without Meeting Minute

ATTACHMENT 1

ISLANDS TRUST COUNCIL

**RESOLUTION WITHOUT MEETING**

RESOLUTION WITHOUT MEETING NO. \_\_\_\_\_ (Staff to complete)

It was Moved by \_\_\_\_\_ and Seconded by \_\_\_\_\_

THAT

TRUSTEES CONTACTED

DATE CONTACTED

VOTE

TRUSTEES NOT CONTACTED

FINAL VOTE COUNT

\_\_\_\_\_

\_\_\_\_\_ In Favour

\_\_\_\_\_ Opposed

THE CHAIR DECLARED THE ABOVE RESOLUTION (Carried or Defeated), PURSUANT TO SECTION 13 OF THE *ISLANDS TRUST ACT* ON \_\_\_\_\_ (Date) .

\_\_\_\_\_

\_\_\_\_\_

CHAIR'S SIGNATURE

DATE

\_\_\_\_\_

Signature of Recorder

ATTACHMENT 2

**ISLANDS TRUST COUNCIL**

**RESOLUTION WITHOUT MEETING MINUTE**

RESOLUTION WITHOUT MEETING NO. \_\_\_\_\_ (Staff to complete)

The Chair declared that the following Resolution was (Carried or Defeated), pursuant to Section 13 of the *Islands Trust Act* on \_\_\_\_\_ (Date) :

“THAT (Wording of Resolution)

\_\_\_\_\_

CHAIR

\_\_\_\_\_

DATE