



December 13, 2021

MEMO TO : Park Board Commissioners

FROM : Kelly Oehlschlager, Director, Vancouver Parks and Recreation Foundation

SUBJECT : **Vancouver Parks & Recreation Foundation - Special Consent Resolution to Appoint Donnie Rosa as Director to Replace Malcolm Bromley Vacancy**

Dear Commissioners,

The purpose of this memo is to follow-up on the Board Presentation held on September 27, 2021 (the "September Meeting"). Please accept this memo as a memorandum to all of you in your capacity as the Honorary Members of the Vancouver Parks and Recreation Foundation (the "VPRF"). As mentioned in the September Meeting, staff are recommending that you appoint a new member to the VPRF's Board of Directors.

In accordance with the VPRF's Bylaws, the Honorary Members of the VPRF are all of you as Commissioners of the Vancouver Board of Parks and Recreation.

1. VPRF Honorary Members – Summary Terms of Reference

By way of a reminder, in accordance with the VPRF's Bylaws, there are two categories of Members of the Society.

- Firstly, Ordinary Members who are the current Board of Directors which consists of the individuals who hold the roles of the General Manager, Vancouver Board of Parks and Recreation, Director of Legal Services, and Solicitor, Legal Services.
- Secondly, the Honorary Members which consist of Park Board Commissioners.

The Honorary Members are entitled to vote with respect to:

- i. proposed changes or amendments to the constitution or Bylaws of the Society;
- ii. the acceptance, appointment or removal of Ordinary Members; and
- iii. the acceptance, appointment or removal of Directors of the Society.

The purpose of this Board Memo is to follow-up on the September Meeting by presenting to you a special consent resolution to appoint Donnie Rosa, General Manager, Vancouver Board of Parks and Recreation, as an Ordinary Member of the Society and to join the VPRF Board of Directors. As mentioned at the September Meeting, this is following the retirement of Malcolm Bromley from the role of General Manager and Chair of the VPRF Board.

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2. VPRF Honorary Members Special Resolution

Attached as Appendix A to this memo is the Special Consent Resolution to appoint Donnie Rosa.

Normally, at a meeting of the Honorary Members, a Special Resolution requires a vote in favour of at least 2/3's of the Honorary Members present at this meeting.

However, as mentioned at the September Meeting, if all of the Honorary Members sign the attached Special Consent Resolution, then the requirements to give notice of a meeting, conduct a meeting, and obtain a 2/3's vote is deemed to have occurred.

Accordingly, staff now recommend that all of you sign and return the attached Special Consent Resolution to appoint Donnie Rosa as an Ordinary Member and Director of the Society as of November 15, 2021, for so long as she holds her position as General Manager with the Vancouver Board of Parks and Recreation. (Frances J. Connell Director of Legal Services and Kelly Oehlschlager, Solicitor, Legal Services will continue to hold their positions as Directors of the Society for so long as they hold their respective positions at the City of Vancouver)

Regards,

A handwritten signature in red ink, appearing to be "Kelly Oehlschlager".

Kelly Oehlschlager
Director, Vancouver Parks and Recreation Foundation

Copy to: PB Leadership Team
PB Business Development

APPENDIX A

**VANCOUVER PARKS AND RECREATION FOUNDATION
(the "Society")**

SPECIAL CONSENT RESOLUTION

WHEREAS:

- A. The Society is duly incorporated as a society under the "Societies Act";
- B. Its Honorary Members are comprised of the Commissioners of the Vancouver Board of Parks and Recreation; and
- C. The Society wishes to appoint Donnie Rosa as an Ordinary Member and Director for so long as they hold their position at the City of Vancouver.

Pursuant to the provisions of Section 2.6 of the Bylaws of the Society, the following resolution is passed as a resolution of the Honorary Members duly consented to in writing by them as of the 13th day of December, 2021.

RESOLVED THAT:

- 1. Donnie Rosa be appointed as an Ordinary Member and Director of the Society effective November 15, 2021, for so long as they hold their position at the City of Vancouver.

THE HONORARY MEMBERS have duly consented to the above resolution in writing by signing this consent resolution as set out below.

Tricia Barker

John Coupar

Dave Demers

Camil Dumont

Gwen Giesbrecht

John Irwin

Stuart Mackinnon