



Voting Items

March 28, 2018

RAHB YEAR-END AUDIT AND APPOINTMENT OF AUDITOR

VOTING ITEM #1 **THAT THE YEAR-END 2017 AUDITED FINANCIAL STATEMENTS BE ADOPTED AS DISTRIBUTED TO ALL RAHB MEMBERS ON MARCH 16, 2018.**

VOTING ITEM #2 **THAT NORTON McMULLEN BE APPOINTED AS AUDITOR FOR THE YEAR-END DECEMBER 2018.**

Explanation:

In keeping with RAHB's governance practices, the 2017 Audit, Finance & Risk Committee reviewed the current processes for the annual year-end audit. To ensure RAHB remains competitive, an RFP was prepared and distributed. The committee reviewed the proposals received and due to a substantial cost savings the decision was made to award the contract to Norton McMullen for 2018.

RAHB BYLAW AMENDMENTS

VOTING ITEM #3 THAT RAHB BYLAW ARTICLE 7 - COMMITTEES AND TASK FORCES, SECTION 1 - COMMITTEES BE AMENDED AS PRESENTED.

Explanation:

During the governance restructure at RAHB over the years 2010-2015, several committees were removed from the Bylaw as those committees were deemed operational in nature and therefore should report to the CEO. At that time, the MLS® Committee remained a Board Committee, reporting directly to the Board of Directors.

In the past, the RAHB MLS® Committee was responsible for making recommendations to the Board of Directors about RAHB’s MLS® System, which was a RAHB-owned and independent platform. However, for the past several years, our MLS® System has been provided through Corelogic (Fusion, and now Matrix) and therefore RAHB no longer has the same ability to influence system changes. Therefore, the committee’s responsibilities have changed to more of an operational nature, such as reviewing MLS® fines, rules and policies. Reporting to the Board of Directors on some of these matters has slowed the process of effecting necessary changes.

Operational committees work with the CEO and the strategic priorities of the Association. As an operational committee, the proposed change would allow the MLS® Committee to be more responsive to the needs/requests of the members.

This change will not eliminate the role of the MLS® Committee. Any recommended changes to rules and policies would continue to be reviewed by the Board of Directors.

| CURRENT | PROPOSED |
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| <p>Article 7 – Committees and Task Forces Section 1 - Committees</p> <p>1.01 The Board of Directors has the authority to appoint committees from time to time; and shall appoint the following committees, with the exception of the Past President’s Advisory Committee.</p> <p><u>Standing Committees</u> The standing committees shall meet all requirements as outlined in the OREA Standard Board Bylaw; and outlined in Article 8 and Article 9 of the RAHB Bylaw.</p> <p>Arbitration Committee Discipline Committee Professional Standards Committee</p> <p><u>Board Committees</u> The board committees guide the Board of Directors on good board governance and strategic leadership. They report directly to the Board of Directors.</p> <p>Audit, Finance & Risk Committee Governance & Bylaw Committee MLS® Committee Nomination Committee</p> | <p>Article 7 – Committees and Task Forces Section 1 - Committees</p> <p>1.01 The Board of Directors has the authority to appoint committees from time to time; and shall appoint the following committees, with the exception of the Past President’s Advisory Committee.</p> <p><u>Standing Committees</u> The standing committees shall meet all requirements as outlined in the OREA Standard Board Bylaw; and outlined in Article 8 and Article 9 of the RAHB Bylaw.</p> <p>Arbitration Committee Discipline Committee Professional Standards Committee</p> <p><u>Board Committees</u> The board committees guide the Board of Directors on good board governance and strategic leadership. They report directly to the Board of Directors.</p> <p>Audit, Finance & Risk Committee Governance & Bylaw Committee MLS® Committee Nomination Committee</p> |

VOTING ITEM #4

THAT RAHB BYLAW ARTICLE 6 – BOARD OF DIRECTORS, SECTION 5 – REMUNERATION OF DIRECTORS BE AMENDED AS PRESENTED.

Explanation:

In 2009, the RAHB Bylaws were amended to include an honorarium for the President and President-Elect. Since that time, no changes or additions have been made in this regard to the existing Bylaw.

The Association currently has four Senior Officers. Three of which are Directors, and the fourth is the CEO. The current Bylaw provides remuneration for only two Directors. All Directors who are Officers have different legal responsibilities and work on behalf of the Association, taking them away from their day to day businesses. As a signing officer of the Corporation, each Officer carries the same liability.

The Association has researched other Boards/Associations in Canada and many are now offering different levels of remuneration for their Boards of Directors, some as high as \$50,000 per year for the President.

All Directors are required to attend 9 - 12 Board of Director meetings per year, along with the OREA and CREA Conferences. The preparation time for each meeting can be four+ hours with agenda packages typically containing close to 100 pages. In addition, Directors may also be required to serve as Chairperson on various RAHB committees.

Based on these findings, it is recommended that the Director Officers and Directors of the Board receive remuneration for their services, as outlined in the proposed amendments.

| CURRENT | PROPOSED |
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| <p>Article 6 – Board of Directors Section 5 - Remuneration of Directors</p> <p>5.01 No Director shall be paid for his services as a Director and no Director shall be allowed to profit directly or indirectly from his position as a Director, except as noted below:</p> <ul style="list-style-type: none">• the President shall receive an honorarium during their term in the amount of \$12,000 (\$1,000/month), payable on a quarterly basis in arrears;• the President-Elect shall receive an honorarium during their term in the amount of \$2,400 (\$200/month), payable on a quarterly basis in arrears. <p>All Directors shall be paid reasonable expenses that may be incurred in the performance of his duties as a Director.</p> | <p>Article 6 – Board of Directors Section 5 - Remuneration of Directors</p> <p>5.01 No Director shall be paid for his services as a Director and no Director shall be allowed to profit directly or indirectly from his position as a Director, except as noted below:</p> <ul style="list-style-type: none">• the President shall receive an honorarium during their term in the amount of \$18,000 (\$1,500/month), payable on a quarterly basis in arrears;• the President-Elect shall receive an honorarium during their term in the amount of \$9,000 (\$750/month), payable on a quarterly basis in arrears;• the Immediate Past President shall receive an honorarium during their term in the amount of \$9,000 (\$750/month), payable on a quarterly basis in arrears. <p>All Directors shall be paid \$200 per Board of Directors meeting attended, plus reasonable expenses that may be incurred in the performance of his duties as a Director.</p> |

VOTING ITEM #5

**THAT RAHB BYLAW ARTICLE 9 – PROFESSIONAL STANDARDS & DISCIPLINE,
SECTION 2- DEFINITIONS, SECTION 12-PROCEDURAL MATTERS AND
SECTION 19 - COMPOSITION OF APPEAL PANEL BE AMENDED AS PRESENTED.**

Explanation:

In 2007 OREA introduced a revised model for cooperative discipline to enable boards/associations to appoint both discipline hearing panels and discipline appeal panels (if needed) which can be more objective. Currently the RAHB Bylaw does not have a provision in place to allow cooperative discipline.

From time to time, a Respondent in a discipline hearing may feel they cannot have an objective discipline panel comprised of members within our Association. The cooperative discipline model would allow RAHB to go outside to another board/association who also utilizes the cooperative discipline model. This would allow RAHB to request assistance from another Board/Association, and also assist another Board/Association, when requested.

This is the agreement which would be entered into between two or more boards who agree to share their discipline committee members for discipline hearings and their boards of directors and past presidents for discipline appeal hearings.

| CURRENT | PROPOSED |
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| <p>Article 9 – Professional Standards & Discipline Section 2 - Definitions and General Provisions</p> <p>Definitions - Section 2.01</p> <p>(e) “Appeal Panel” shall have the meaning prescribed thereto in Section 19.01 of this Article.</p> <p>(h) “Discipline Hearing Panel” shall have the meaning prescribed thereto in Section 12.01 of this Article.</p> | <p>Article 9 – Professional Standards & Discipline Section 2 - Definitions and General Provisions</p> <p>Definitions - Section 2.01</p> <p>(e) “Appeal Panel” shall have the meaning prescribed thereto in Section 19.01 of this Article, and shall include any past president or director of a Signatory Board appointed by the President of this Board to hear an Appeal.</p> <p>(h) “Discipline Hearing Panel” shall have the meaning prescribed thereto in Section 12.01 of this Article, and shall include any member of the Discipline Committee of a Signatory Board appointed to conduct a Discipline Hearing.</p> <p>NEW</p> <p>(n) “Signatory Board” shall mean any real estate board who has signed the Revised Cooperative Discipline Agreement.</p> |

| CURRENT | PROPOSED |
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| <p>Article 9 – Professional Standards & Discipline Section 12 - Procedural Matters</p> <p>12.01 The Chairman of the Discipline Committee shall appoint a Discipline Hearing Panel consisting of three (3) members of the Discipline Committee to conduct a Discipline Hearing, one of whom he shall appoint as the Discipline Hearing Panel Chairman.</p> | <p>Article 9 – Professional Standards & Discipline Section 12 - Procedural Matters</p> <p>12.01 The Chairman of the Discipline Committee shall appoint a Discipline Hearing Panel consisting of three (3) members of the Discipline Committee to conduct a Discipline Hearing, one of whom he shall appoint as the Discipline Hearing Panel Chairman.</p> <p>Where the Chair of the Discipline Committee is not able to find three members of the Discipline Committee who are eligible to serve on a particular Discipline Hearing Panel, he may contact the Discipline Committee Chair of any Signatory Board and request that members of that Signatory Board’s Discipline Committee serve on the Discipline Hearing Panel and the panelists so chosen shall constitute all or part of the Discipline Hearing Panel for that particular Discipline Hearing.</p> |
| <p>Section 19 - Composition of Appeal Panel</p> <p>19.01 The Appeal Panel shall consist of three (3) Members who are Salespersons or Brokers and who are either on the Board of Directors or who are past Chairs of the Association (including a Chairman, who shall be the Chair, or one of the members of the Appeal Panel appointed by the Chair) all of whom are not members of either the Professional Standards or Discipline Committees.</p> | <p>Section 19 - Composition of Appeal Panel</p> <p>19.01 The Appeal Panel shall consist of three (3) Members who are Salespersons or Brokers and who are either on the Board of Directors or who are past Chairs of the Association (including a Chairman, who shall be the Chair, or one of the members of the Appeal Panel appointed by the Chair) all of whom are not members of either the Professional Standards or Discipline Committees.</p> <p>Where the President is not able to find three Directors of the Board or three past presidents of the Board (or a combination of both) who are eligible to serve on a particular Appeal Panel, he may contact the President of any Signatory Board and request that directors or past presidents of that Signatory Board serve on the Appeal Panel and the panelists so chosen shall constitute all or part of the Appeal Panel for that particular Appeal Hearing.</p> |

VOTING ITEM #6

THAT THE RAHB MEMBERSHIP AUTHORIZE STAFF TO MAKE ANY EDITS SUCH AS PUNCTUATION, SPELLING, OR NUMBER SEQUENCE THAT MAY BE NECESSARY TO REFLECT THE INTENT OF THE APPROVED BYLAW AMENDMENTS.

Explanation:

The above motion will allow any housekeeping changes to be made to the RAHB Bylaw.