

It is time for the Board of the Chautauqua Residents Association to address rumours circulating in our community as well as the mis-information and worrying allegations that have been published in recent issues of The Lake Report and The Local that relate to the CRA and its Annual General Meeting held in Chautauqua Park on September, 14, 2020. The Audio recording of that meeting is very clear and the facts are these:

Our Association was incorporated in 1952 as the “Mississauga Beach Cottage Owners Association” and, in fact, at present, that is still our legally incorporated name. More on that later. But first.

Our Association has survived and thrived due to the goodwill and commitment of its residents who have acted in good faith as ambassadors, as neighbours, as volunteers to help with community events and concerns, and to sit on the Board accepting the responsibilities and performing the fiduciary duties of Directors to the best of their abilities. Sometimes, in the past, when the Board has had to act to protect the integrity of the Association, those Duties have been extremely difficult and painful to carry out. But carry them out, it has. Our Association is also fortunate that members of the current Board have fostered and maintained an excellent relationship with the Town of Niagara-On-The-Lake and have been very effective in the past in promoting Chautauqua’s interests and in helping to resolve issues.

Here is the situation.

Prior to the AGM, one person, Margot Devlin, responded to President John Gleddie’s invitation for volunteers to run for the CRA Board. Ruth Denyer and Daryl Rutt had decided to retire, while the rest of the incumbent Board members were standing for re-election. Margot Devlin had the full support of President John Gleddie and Secretary-Treasurer Peter Millard and, barring any objections from the general membership or any further nominations, (which has been extremely unusual in the past 30 years) it was expected that she would be welcomed and elected by acclamation - along with the rest of the incumbent Board. An email was sent to Ms. Devlin saying just that.

However, at the AGM, two more people, Brian Crow and Carolyn Weiss, were nominated from the floor. There were now *nine* Candidates for *seven* positions on the Board. And that meant that, rather than electing Margot Devlin and the six incumbent Directors by acclamation, a vote by Ballot would have to take place.

But, one of the nominees, Brian Crow, referring to a CRA By-law about “the option to increase the membership of the Directors” on the Board, suggested that room could be made for *all* the Nominees by increasing the size of the Board. And Board Member, Victor Tarnoy, thinking the same thing, introduced a Motion to increase the size of the Board to nine. The fact is, that Motion was Out of Order. Increasing the number of Directors on the Board, requires an amendment to the By-laws of the Association. The gentlemen were under the impression that it is the option of the general membership, alone, to do that. But it isn’t that easy.

To change any By-law, (including the size of the Board) someone on the Board has to put forward a Motion (a resolution) at a Board meeting, about whatever change he or she is suggesting. (And this can be a By-law change that any member of the Association has suggested to the Board member.) After discussion, the Board then votes on the Motion. If the Motion does not pass, nothing more happens.

But if the Motion *does* pass, then the residents are to be given *advance notice* that, at the next AGM, the Board wishes to change a By-law. This gives everyone time to think about the change and protects the right of all members to be present at the AGM to ask questions or speak about and to vote on the proposed change. Also, the fact that there is a proposed By-law change (Special Resolution,) needs to be on the Agenda for the AGM. *Then*, at the AGM, the membership - with a two thirds vote of the members present at the AGM - can vote “yes” or “no” to the change.

None of those steps were followed and that’s why the Motion was Out of Order.

Please keep in mind that these rules are not made up by your Board, they are rules for Corporations from the Ontario Ministry of the Attorney General.

(As a point of information, the same misunderstanding led to Richard Harley joining the Board at the 2019 AGM. Richard Harley has been a highly valued member of the Board, and none of us has disputed his membership. But we were wrong, then, and we now better understand the process.)

In any case, the President never called for a vote on Mr. Tarnoy’s Motion. (The President, following Robert’s Rules of Order, correctly asked the membership, to vote to *Approve the three candidates as Nominees* and the membership did vote to approve them as Nominees. But no further action was taken.) There was no vote taken to elect. No new Directors were added. And, in accordance with Robert’s Rules, because no vote was completed, the incumbent Board was left in place.

The full impact of this unfortunate sequence of events only became clear to Secretary-Treasurer Peter Millard upon reviewing the Audio recording of the AGM in order to write up the Minutes. At the first Board meeting in Chautauqua Park after the AGM, which was also attended by Ms. Devlin, Ms. Weiss, and Mr. Crow, this information was shared with them.

The most pressing business for the Board, was to find a way to remedy the situation. (The first option Mr. Millard would have proposed, would be to immediately appoint Ms. Devlin as the seventh member of the Board.)

However, Margot, Carolyn and Brian stayed for, what became, an informal meeting. As a result, no business could be conducted, so Ms. Devlin did not get appointed.

All of us - especially the three Nominees and Mr. Tarnoy were put in an extremely embarrassing position because of the misunderstanding of proper procedure. And, so, it is not surprising and it is quite understandable that they would direct their frustration and anger at Mr. Millard over a period of a couple of weeks.

By way of response, Mr. Millard wrote, in part, to all the parties.

October 18, 2020

“ Hello,

As you all know, I have raised a point of order.

It has been argued by some, that to go back to the general membership and acknowledge that errors in procedure were inadvertently made, would weaken the Board’s integrity...”

“I disagree. I believe that, if the membership sees the Board taking responsibility and showing leadership and a commitment to behave ethically, and to act in the best interests of the Association - even if it means acknowledging mistakes and convening a Special Meeting to deal head on with the Issue - the Membership will have a higher degree of confidence in such a Board rather than a lower one.

Furthermore, ”.....”remember that there were people at the AGM who know perfectly well that things were not handled properly and we will be judged for it and it may even be turned on us. And I am not interested in ignoring either of those two concerns! I am not interested in hoping it will slip by the membership or pretending that they wouldn’t care.”

The next day, on October 19, 2020, Mr. Tarnoy resigned. Shortly thereafter, on the same evening, Mr. Crow and Ms. Devlin and Ms. Weiss stepped back. (Ms. Weiss also requested that her membership in the Association be cancelled and her \$10 membership fee donated to Newark Neighbours.) The following day, Richard Harley resigned.

As part of the letters withdrawing their claims, it was asserted that Mr. Millard had raised the issue because he did not *want* Ms. Devlin, Ms. Weiss or Mr. Crow on the Board and/or that he didn't think they belonged on the Board.

Mr. Millard responded by offering to resign if anyone could find any evidence that he had ever said or indicated or, in fact, believed such a thing. There has been no response to that offer. Because there is no truth to the allegation.

In any case, Mr. Millard takes full responsibility for raising the Point of Order and for his part, as Secretary-Treasurer, in trying to maintain the transparency, dignity, and integrity of the Chautauqua Residents Association.

We can all do better by becoming more familiar with protocol.

This has been messy and painful for everyone.

We hope that, with your support, we can continue to work on your behalf until the next AGM where an election can be properly completed.

The Board is in the complicated process of updating the registration requirements of our Association that have been unattended to since 1995. (Our thanks go out to Margot Devlin for her concern and for alerting us to the need to address this issue.)

Two weeks ago, this job became much easier as we recovered 3 boxes of records of the Association which fill in a great deal of information regarding over 25 years of our past activities.

As mentioned earlier, we were incorporated in 1952 as the "Mississauga Beach Cottage Owners Association", and we are still Active as an Association operating as the "Chautauqua Residents Association" - which is an acceptable practice in and of itself. However, the records have not been updated with the Provincial Government since 1995.

At the AGM of the Association on Sunday, May 31, 1998 after proper advance notice and having been placed on the Agenda for the AGM, a By-law change was proposed by the Board and amended by the membership:

{ Name: The name of the Association shall be the "Chautauqua Residents Association." }

Having this information will allow us to solidify our standing as the Chautauqua Residents Association with the Ministry.

Also, as a part of this work, some amendments to the By-laws will be considered and Notice of those will be given to the membership for your consideration well in advance of the next AGM. Our thanks go to Brian Crow for having created a Draft of By-law changes to be considered.

Also dealing with the question of Short Term Rentals and the hollowing out of our Neighbourhood.

The Ryerson Park Vicinity Resident's Group presentation was given to the Town Senior Staff by John Scott. Our President, John Gleddie, has had response to that report and subsequent initiatives will be forthcoming shortly.

Thank you