

## **Frequently Asked Questions – Special Meeting of the Members**

*What is a special meeting and why is this happening?*

A special meeting is generally considered to discuss any business other than the annual business which takes place at an annual meeting of members. The reasons for concern by members were discussed at the Town Hall and AGM in Sidney, BC in May, and communicated to all members previously.

The Board, as well as CHHA's legal counsel, spent four hours addressing these concerns at that time, providing as much information as we could while respecting the confidentiality of the former National Executive Director and those Board Directors who resigned in the past year.

*Who can vote?*

All members in good standing are entitled to vote. We encourage all members from across the country to cast a ballot to ensure your voice is heard on this very important issue.

*What happens next?*

By today, September 5th, the Board is required to call the special meeting by way of notice to our members - this has now been done. The notice of the meeting must state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and also state the text of any special resolution (motion) to be submitted to the meeting.

*Will this be an in-person meeting?*

Our governing legislation states that a requisitioned meeting must be held as closely/similarly to the meetings of the members that are usually held. CHHA has predominantly held its members' meetings in person in conjunction with its annual conference. We are well aware that many members will not have the resources to attend in person. Fairness and the need to be inclusive of all members is our top priority due to the graveness of the motion. Upon investigation, we have selected an electronic (online) meeting format which will allow the greatest number of members to participate in a way that is secure. The meeting notice provides further details.

*What will the motion say?*

The exact wording has been provided in the Notice of the Meeting. Basically, members will vote on a simple question: "*Do you have confidence in the current CHHA National Board of Directors to carry out its function in governing CHHA?*" If you do, the Board gratefully thanks you for your support and is absolutely committed to continuing our work. If you do not, the entire current Board will immediately step aside and allow others to take over the governance of CHHA.

*Can members nominate individuals other than those on the attached notice and proxy form to be elected to replace the current Board of Directors?*

No, there can be no nominations from the floor. Despite any other information you may have heard, in this type of a situation, the motion, as stated in the notice of special meeting, is the only thing that can be voted on. The motion is not allowed to be changed or amended. The proposed names of individuals to replace the current Board of Directors cannot be debated; they are not 'nominees' or 'candidates'.

*Who has access to the CHHA membership database?*

We have also learned that statements about the email server, who has control over the CHHA email server, and members being removed from the server without notice for whatever reason have been made. We do not know where these statements came from but it is important that the members know that the Board of Directors has requested access to the membership register on two occasions this past spring. The first was in setting up the annual meeting, and the second was recently to verify the membership status of the individuals who sent in requisitions for the special meeting of members. The membership database resides at the National Office and is under the control of the National Office staff. As a routine operational matter, this database is regularly updated to reflect changes in membership (new members, members who have resigned, updates to members' addresses, etc.). We do not understand the comment about members' names disappearing from the membership list. The membership database is certainly not under the control of the Board of Directors. The Board is doing what it needs to, as part of its duties to the CHHA members, in setting up this special meeting of members.