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## Managing Coronavirus Risks & Strata Corporation General Meetings

### HEALTH CANADA 3.17.20

At this time, there is no vaccine for COVID-19 or any natural health products that are authorized to protect against it.

### If you have travelled to an at-risk area

If [you have travelled to Hubei province, China, Iran](#), Italy or an known infected area in the last 14 days, limit your contact with others for 14 days, starting the day you began your journey to Canada. This means self-isolate and **stay at home**. Contact the [public health authority in your province or territory](#) within 24 hours of arriving in Canada for advice. [Dial 811 for direct service](#).

**If you have COVID-19, reduce contact with others**, if you are sick, the following steps will help to reduce contact with others:

- stay at home and [self-isolate](#) (unless directed to seek medical care)
  - If you must leave your home, [wear a mask](#) or cover your mouth and nose with tissues, and maintain a **2-metre distance** from others
- avoid individuals in hospitals and long-term care centres, especially [older adults and those with chronic conditions or compromised immune systems](#)
- avoid having visitors to your home
- cover your mouth and nose with your arm when coughing and sneezing
- have supplies delivered to your home instead of running errands
  - supplies should be dropped off outside to ensure a 2-metre distance

### Being prepared

It is important to know [how you can prepare](#) in case you or a family member become ill.

### Hygiene

Proper hygiene can help reduce the risk of infection or spreading infection to others

- wash your hands often with soap and water for at least 20 seconds, especially after using the washroom and when preparing food

- use alcohol-based hand sanitizer if soap and water are not available
- when coughing or sneezing:
  - cough or sneeze into a tissue or the bend of your arm, not your hand
  - dispose of any tissues you have used as soon as possible in a lined waste basket and wash your hands afterwards
- avoid touching your eyes, nose, or mouth with unwashed hands
- clean the following high-touch surfaces frequently with regular household cleaners or diluted bleach (1 part bleach to 9 parts water):
  - toys
  - toilets
  - phones
  - electronics
  - door handles
  - bedside tables
  - television remotes

**Wearing masks:** If you are a healthy individual, the use of a mask is not recommended for preventing the spread of COVID-19.

Wearing a mask when you are not ill may give a false sense of security. There is a potential risk of infection with improper mask use and disposal. They also need to be changed frequently.

However, your health care provider may recommend you wear a mask if you are experiencing symptoms of COVID-19 while you are seeking or waiting for care. In this instance, masks are an appropriate part of infection prevention and control measures. The mask acts as a barrier and helps stop the tiny droplets from spreading you when you cough or sneeze.

**Remember if you display any symptoms stay at home, self isolate and call the BC Health Authority at 811.**

**Monitor Daily Announcements from your local health authority and government officials**

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## **STRATA CORPORATIONS IN BRITISH COLUMBIA**

### **Common/Recreational Areas Janitorial/User Protocols**

- Set schedules for cleaning and sanitation of common areas accessed by owners, tenants, occupants and visitors
- Clean and sterilize Elevators, buttons, doors, entry handles, railings and escalators several times daily
- Post notices for owners regarding cleaning schedules and advise all occupants and users to routinely wash their hands with soap and hot water for at least 20 seconds immediately upon entering their home
- Install sanitation stations if available
- Encourage any occupants and visitors who have been travelling outside of Canada to isolate
- Encourage any occupants and visitors who have symptoms of Covid 19 to isolate and immediately report to the health officials
- In the event your building or community has identified any occupants or visitors diagnosed with Covid 19 to report to the local health officials and seek instructions on quarantine or isolation for occupants and visitors
- Consider limiting or closing common amenity/games rooms or recreation facilities if there is a confirmed case of Covid 19 in your building.
- Increase cleaning protocols & restrict shared facilities such as meeting areas, common room washrooms, kitchens, saunas, swimming pools, hot tubs and steam rooms.

### **Strata Council Meetings**

- The Standard Bylaws of the Strata Property Act permit electronic communication and attendance of council meetings. If necessary, meetings may be limited to conference calls or email communications if all parties can communicate with each other.
- Hearings and bylaw enforcement hearings may require in person meetings and may also be conducted in writing with the agreement of the parties, and special accommodations may be required during this period.

For assistance with setting up meeting notices for electronic meetings, restricted proxy meetings, or electronic communication with council and owners please contact any CHOA advisor at 1.877.353.2462 or email [info@choa.bc.ca](mailto:info@choa.bc.ca)

### **General Meetings**

- The Strata Property Act and Schedule of Standard bylaws currently does not contemplate electronic attendance at General Meetings; however, because of financial demands and commitments to contracts, strata corporations may be still required to hold general meetings to approve projects, budgets and special levies.

*If your bylaws have not been amended*, the act currently requires you to hold an annual or special general meeting within the conditions and times prescribed by the Act or approve the agenda and resolutions by Waiver of meeting. If for some reason your strata corporation cannot convene a meeting in person, there are options within the Strata Property Act.

#### ***If you are holding a meeting:***

- Arrange for locations that enable increased personal space between participants
- Encourage owners to use proxies
- When notice is issued, encourage anyone who may be at risk, who is ill or recently travelled outside of Canada to be considerate of others and issue a proxy to a friend or neighbour
- Monitor the limited numbers permitted for assembly
- For Registration;
  - Use disposable voting cards identifying voters
  - Encourage eligible voters and proxy holders to register with their personal pens or pencils
- If ballots are necessary, instruct participants to handle only their ballots to be deposited into a ballot box
- Provide scrutineers with disposable gloves and sanitizers to wash their hands when counting is completed and promptly dispose of all gloves in the garbage
- Encourage attendees to respect neighbouring space and avoid personal contact

#### **Consider a waiver of meeting.**

- The notice may be issued in a conventional package
- Provide a notice of Waiver Form to be signed by the owners
- Every eligible voter must vote in Favour of the resolutions, the proposed budget and acclamation of council
- Identify how the signed waiver may be delivered to the strata, mail, strata secure mail box on site, scanned emailed copy

### **HOLDING A RESTRICTED PROXY MEETING**

Within the limits of the Strata Property Act strata corporations and owners are permitted to convene meetings entirely by proxy; however, this method is frequently avoided due to limited participation and mistrust of owners due to misuse of the proxies. If you consider a meeting by restricted proxy, best practices will encourage higher participation and ensure the strata corporation is still meeting its obligations under the Act, owner's directions are protected, and the strata corporation will approve necessary funding and resolutions.

To conduct a successful meeting by restricted proxy, the following procedures are helpful.

A conventional notice package with a restricted proxy is issued with resolutions, a proposed budget and report on insurance if this is the Annual Meeting, and a list of nominated council members.

- The property manager and a council member(s) eligible to hold proxies will be required to meet at a specified time and location on the notice. Proxies should be handled with the same sanitary precautions.
- Include as much detail in the notice package as possible and consider holding an advanced conference call at least a week prior to the meeting to answer owner questions.
- Canvass your owners for nominations and those willing to be elected or re-elected to council. Nominations may be received by email.
- Include the restricted proxy with the notice package. The completed proxy form must include:
  - The name of the owner
  - The signature of the owner
  - The unit or strata lot number of the owner
  - Date the proxy is signed
  - A list of the resolutions for voting that require a decision and instruction
  - A restriction on the proxy form that the votes must be counted as instructed
  - A restriction on the proxy that it may not be used for amendments, and that it does not permit discretionary voting
  - A requirement that the exact numbers and result of each vote will be recorded in the minutes of the meeting

- A requirement that the restricted proxies will be retained for a period of 2 years and may be inspected on request

Instructions for how an owner may deliver the proxy which may include:

- By mail
- Hand delivery to a designated voting box in the lobby/office at a designated time
- By scanned or photographed email that may be printed and reproduced

**A restricted proxy meeting is only possible where all owners/ eligible voters have consented to this model similar to a waiver of notice of meeting. The assigned proxy holder must still officially convene a meeting as set out in the strata bylaws and within the Act & Regulations, and produce minutes of the meeting.**

### **ELECTRONIC GENERAL MEETINGS**

Even before the advent of COVID-19, CHOA received numerous inquiries from strata corporations in both resort areas and where the number of non-resident owners is large about the holding of annual general meetings (AGMs) and special general meetings (SGMs) electronically.

While the *Strata Property Act* does recognize in sections 41 & 43, respectively, the wish of or need for strata corporations to occasionally waive general meetings on the written consent of all eligible voters approving the business in issue, securing such consent in larger strata corporations can be a monumental task.

Section 49 of the *Strata Property Act* addresses that problem by permitting the holding of general meetings electronically as long as all participants in the meeting can communicate with each other – the difficulty being in establishing, by bylaw, appropriate protocols to facilitate the gathering and voting by eligible persons. In addition, a question arises whether the requisite technology now exists to accommodate those protocols.

Teleconferencing, video-conferencing, web-conferencing and apps. like *Zoom* and *Skype* are currently available and offer the ability for web-based meetings – each with its own benefits and limitations as regards hosting general meetings of strata corporations.

Always have plan B Contingencies in the event your electronic meeting plan fails

Each strata council wishing to hold electronic general meetings will need to assess those capabilities against the need for complying with their strata's bylaw and "best practices". In addition, many strata corporations still face the challenge of unit owners who are not technologically-savvy or who do not have access to computers - a factor that will need to be considered and accommodated when proposing any such transition.

A legal consultation is recommended both to draft the required bylaw and to match its criteria against current technological advances when selecting the best service to use. However, in the interim, the following information might assist strata corporations in making the transition, when required, to electronic general meetings.

### I. Notice of Meeting:

Section 45 of the Act sets out the required content of the notice for an AGM or SGM.

If the meeting is to be held electronically, the notice will also need to set out:

- the service to be used,
- details of the method to call-in or join the meeting, as well as
- suggestions for how owners, mortgagees and tenants who have been assigned their landlord's right to vote who may not have access to a computer or who do not subscribe to such service may access the meeting (*perhaps by having a designated room in the complex where such individuals can attend and participate through a single point of access and operator*).

### II. Meeting Procedures:

The registration process at the beginning of each general meeting is fundamental to business being conducted for the strata, as that is the stage where proxies are certified and the existence of a quorum is verified as required by s. 48 of the Act.

Meeting electronically requires adopting procedures that fulfil that role in a fundamentally different way.

- Individuals participating in person will need to "log-in" to the meeting and identify themselves by unit number (*perhaps by way of a code or by simple roll call at the beginning of the meeting*).
- Individuals participating by proxy will need to have the proxy form(s) they hold on behalf of absentee voters pre-certified both to ensure compliance with s. 56 of the Act and to eliminate the possibility of proxy fraud (*perhaps by way of meeting with the strata's council Secretary or Property Manager in advance of the meeting to permit a visual verification*), then responding for each such unit when the opening roll call of attendees is held.
- Proxy forms may need to be amended to authorize their use at an electronic meeting where the ability of the proxyholder to engage in a secret ballot may be restricted or lost entirely.
- If the electronic service employed does not provide a full view of all persons attending, it will also be necessary to prohibit or, in lieu thereof to mandate that, late arrivals and early departures by eligible voters from the meeting be communicated to the Chairperson before each vote is called to ensure that a quorum continues to exist.
- Similarly, if participants can't be seen, there needs to be a mechanism put in place to allow a concerned owner who wishes to challenge a decision of the meeting Chairperson by majority vote to alert the Chair accordingly and interrupt the meeting.

### III. Voting:

In the absence of a service that allows for all participants to see and be seen, it is likely that votes will have to be held by roll call – thereby adding to the time required to complete all business on the agenda.

However, the greater difficulty is the need to accommodate secret ballots (especially where requested to eliminate the spectre of intimidation during, or the possibility of embarrassment resulting from, the election of council members).

- One way to address both potential problems might be to use a service that allows for the casting of votes by hitting a designated “for, against or abstained” key on each participant’s computer (without recording the email address of the sender).
- Those persons participating through a single portal could still conduct a secret ballot and have one appointed person (the elected scrutineer) key in the aggregate vote “for, against, abstained”.
- Under such voting procedure, the meeting Chair would need to ensure that the aggregate votes cast and counted did not exceed those registered and present at the time of each vote.

#### IV. Limitations:

When the service used does not afford a view of all participants, a further concern with electronic meetings is the strata corporation’s inability to know of, and prevent, illegible persons from hearing matters discussed at the meeting – even when those matters might involve the disclosure of highly confidential or sensitive information like:

- the proposed sale of the complex to a developer,
- details of confidential contractor bids for a major repair project,
- legal advice on defense of a suit brought against the complex by an owner who would otherwise be barred from attending that part of the meeting under s. 169(1)(c),
- details of deficiencies in the performance of council members or the Property Management firm, or
- personal information of an owner protected under the *Personal Information Protection Act*.

Ways to control (albeit not fully eliminate such concerns) might include:

- a requirement in the bylaw that meetings at which such sensitive items are to be discussed must occur in person only and not by electronic means,
- a requirement that all participants agree to prevent access to, or participation at the

electronic meeting by, unauthorized persons or means (including unauthorized recording or taping of the meeting and sharing it with others) at the risk of being censured and obliged to pay a fine in addition to indemnifying the strata corporation for and against any damage, loss or costs suffered by it as the result of facilitating or allowing such improper access, or

- a requirement that all participants in an electronic meeting sign and submit an online Non-Disclosure Agreement as a condition of being allowed to participate in person directly or as a proxyholder.

#### V. Minutes:

For future reference, it is recommended that the minutes of the electronic meeting indicate at the outset that it was held electronically and in accordance with the protocols set out in Bylaw #--.

That way, if a procedural matter is challenged to the Civil Resolution Tribunal, both the nature of the meeting and the then applicable protocols will be before the Tribunal for consideration. If the strata’s bylaw is lacking in a key element, the ruling of the Tribunal is likely to highlight the deficiency and recommend a change.

**Electronic meetings are intended to facilitate business for remote locations and under emergency circumstances. Don’t underestimate the value of owner attended meetings and the contribution to your community.**

**This bulletin has been created to identify management options and methods of functioning for strata corporations during the Covid 19 restrictions.**

**Monitor government announcements for changes permitting electronic meetings, changes in the legislation, or emergency orders that may affect your strata corporation.**