

VIA EMAIL – c/o info@langleycity.ca

March 29, 2023

Mayor Nathan Pachal and Council
City of Langley
20399 Douglas Crescent
Langley, BC V3A 4B3

Dear Mayor Pachal and Council,

RE: E-Comm Board of Directors Designate — 2023-2024 Term

The Annual General Meeting (the “Meeting”) of the shareholders (the “Members”) of E-Comm *Emergency Communications for British Columbia Inc.* (“E-Comm”) will be held on Thursday, June 22, 2023 and, at that time, the Board of Directors (the “Board”) will be elected by the Members for the 2023-2024 term.

Selection of Nominee for 2023-2024 Term

The Members’ Agreement sets out how the Board of Directors will be elected. For your reference, we attach a copy of section 4.2 of the Members’ Agreement, headed “Designation and Election of Directors” as Schedule “A” of this letter.

Your organization falls into the Designated Grouping that is described in subsection 4.2.1.5. Under Section 4.2.1.5, your Designated Group of Members is entitled to nominate two mutually agreed upon individuals for election to the Board of Directors of E-Comm. At present, your grouping is comprised of these municipalities:

	Class A	Class B
City of Langley	1	-
Township of Langley	1	2
City of Surrey	2	1
City of White Rock	2	-

Nominee Request

Terry Waterhouse, City of Surrey and Fire Chief Ed Wolfe, City of White Rock represent your municipality on the E-Comm Board of Directors.

Since 2020, the E-Comm Board of Directors has seen 12 of the 18 nominated Directors turnover, affecting the Board’s ability to govern the organization effectively. Given the significant transformation underway at E-Comm and the considerable learning curve that new Directors experience before feeling fully engaged and able to contribute, the re-nomination of Terry Waterhouse and Ed Wolfe will provide the organization with consistency as we continue to move E-Comm forward.

Because your Designated Grouping must mutually agree upon your nominee, **we respectfully request that the City of Langley confer with the other members of your grouping to confirm the re-nomination of Terry Waterhouse and Ed Wolfe for the coming term.**

Alternate Nominees

In the event that the Designated Grouping does not re-nominate the current Directors, it is requested that the nominees possess the experience, skills, and attributes to effectively serve the best interests of all Members and our other stakeholders. These nominees do not need to be elected officials and can be city staff or another



individual connected to your municipality. E-Comm is specifically looking to fill the gaps identified in the Board of Directors 2022 Skills Matrix, which highlighted the need for Directors with the following expertise:

- Financial Literacy and Audit
- Information Technology
- Risk and Compliance
- Stakeholder Relations

We understand that per the Designated Grouping's nomination schedule, the Township of Langley is slated to serve on the E-Comm Board in the 2023-2027 term. E-Comm Management has identified a selection of potential alternate nominees from the municipalities in your Designated Grouping and included them here for your consideration:

- Barb Martens, Councillor
- Sandra Ruff, Director of Finance
- Steve Scheepmaker, Director of Corporate Administration

Next steps

Following discussion within your Designated Grouping, we kindly request that you reply to us with written confirmation by Monday, May 8, 2023, of your nominee's name and contact information to the E-Comm Board for the 2023-2024 term.

FAQ

We have included an FAQ document which provides additional information regarding the nomination of Directors to the E-Comm Board as Schedule "B".

AGM Voting Representative

Please note that nominating a director is a separate process from designating a representative to vote your share(s) at the Annual General Meeting (the "AGM") in June. As such, we will contact you again in mid-May with the Notice of AGM and request that you designate one individual to attend the Annual General Meeting of the Shareholders to vote the City of Langley share(s). If you prefer, you can designate your nominee to vote your share(s), which is quite common amongst Shareholders.

If you have any questions, do not hesitate to get in touch with me using the contact information below.

Sincerely,



Sarah Sidhu
Corporate Secretary

c | 236.334.2221
e | sarah.sidhu@ecomm911.ca

cc Terry Waterhouse, City of Surrey
Chief Ed Wolfe, City of White Rock
Kelly Kenney, City of Langley, Corporate Officer

being provided to Members and other Special Users, and anticipated to be provided to the Members then holding Class B Shares; and

- 3.7.2.3 the Special User Agreement effectively provides that the Special User will fulfil its financial obligations with respect to the Company Services received by it as if it were a Class A Member.

Subject to Section 4.11.3, a Special User Agreement may be executed between a Special User and the Company at any time notwithstanding when the Government Agency established for the purposes of holding a Class A Share in place of that Special User becomes a Member.

4. BOARD OF DIRECTORS

4.1 BOARD OF DIRECTORS

The Company shall have a Board comprised of not less than three nor more than twenty-five directors, with the actual number of directors as determined by the Class A Members as provided below.

4.2 DESIGNATION AND ELECTION OF DIRECTORS

4.2.1 The Members shall be entitled to designate directors as hereinafter provided:

- 4.2.1.1 one individual designated by the BCEHS;
- 4.2.1.2 one individual designated by Vancouver;
- 4.2.1.3 one individual designated by the Vancouver Police Board;
- 4.2.1.4 one individual designated by the following group:
 - (a) each Police Board which directly holds a Class A Share or Class B Share, other than Vancouver Police Board and Delta Police Board; and
 - (b) each Police Board which has a Class A Share or Class B Share in respect of Police Services held by its respective municipality, other than Vancouver Police Board and Delta Police Board;
- 4.2.1.5 such number of individuals as are set forth below, to be designated by the following designated group of Class A Members or Class B Members (each group being called a "Designated Group of Members"), if one or more of the Municipalities within a Designated Group of Members is a Class A Member or a Class B Member, as hereinafter set forth:

No. of Individuals which may be Designated	Designated Group of Members
1	West Vancouver, North Vancouver City, North Vancouver District and Lions Bay

- 1 or 2 2 individuals if Burnaby, together with any one or more of New Westminster, Coquitlam, Port Moody, Port Coquitlam, Anmore and Belcarra are a Member; provided however that if Burnaby is not a Member, any one or more of New Westminster, Coquitlam, Port Moody, Port Coquitlam, Anmore and Belcarra which is a Member can designate 1 individual to be a director
- 1 Richmond
- 2 Surrey, White Rock, Langley City and Langley District
- 1 Delta and the Delta Police Board
- 1 Maple Ridge, Pitt Meadows and Mission
- 1 Abbotsford, Chilliwack and Fraser Valley Regional District
- 1 Squamish, Lillooet and Sechelt;

and

- 4.2.1.6 One individual designated by all other Members holding Class A Shares and Metro Vancouver, other than as set forth in Sections 4.2.1.1 to 4.2.1.5, inclusive.
- 4.2.2 The RCMP, and in replacement therefor upon the Government Agency referred to in Section 3.7.1 becoming a Class A Member, that Government Agency, shall be entitled to designate one individual to act as director.
- 4.2.3 If provided in a Special User Agreement entered into pursuant to Section 3.7.2 or if otherwise authorized by the Board under Section 4.11.3, each Special User, and in replacement therefor upon the Government Agency for that Special User referred to in Section 3.7.2 becoming a Class A Member, that Government Agency, shall be entitled to designate one individual to act as director.
- 4.2.4 The group comprised of: the Capital Regional District and those Vancouver Island police agencies, including any RCMP detachment, to which the Company provides police dispatching services shall be entitled to designate one individual to act as director.
- 4.2.5 The Provincial government, acting through the Ministry of Public Safety and Solicitor General, whether it holds a Class A Share or not, shall be entitled to designate two individuals to act as directors.
- 4.2.6 Subject as hereinafter provided, the directors designated pursuant to Sections 4.2.1, 4.2.2, 4.2.3 and 4.2.4 shall designate four additional persons, independent from the Members, to be directors of the Company (the

"Independent Directors"), who have an interest or expertise in the Purpose or the Company Services to be provided by the Company.

- 4.2.7 The Members agree to vote their Class A Shares for the election as directors of the persons designated pursuant to Sections 4.2.1, 4.2.2, 4.2.3, 4.2.4, 4.2.5 and 4.2.6.
- 4.2.8 For the purposes of Section 4.2.1.5, upon anyone or more Municipalities within a Designated Group of Members becoming a Class A Member or a Class B Member, such Municipality or Municipalities will be entitled to designate the individual to be a director for the purposes of Section 4.2.1.5. As additional Municipalities within that Designated Group of Members become Class A Members or Class B Members, as the case may be, such additional Municipalities shall be deemed to have agreed to the individual as designated and elected a director for that Designated Group of Members and no changes will be required to be made with respect to any such individual, unless such individual shall cease to be a director in any other manner such as resignation, until the next following annual general meeting or annual consent resolution. Prior to any annual general meeting or annual consent resolution of the Class A Members, a Designated Group of Members shall agree on the individual to be designated by them for the purpose of Section 4.2.1.5 within a time period sufficient for that individual's name to be placed before the Class A Members, as determined by the Board.

4.3 VACANCIES ON BOARD

Any vacancies on the Board created by an individual designated under Section 4.2.1, 4.2.2, 4.2.3, 4.2.4 or 4.2.5 shall be filled by an individual designated by the Member or Members who designated the individual who is no longer a director, the Special User who designated the individual who is no longer a director, or the Provincial government, as the case may be, and any vacancies in any Independent Directors shall be filled by the remaining directors in accordance with Section 4.2.6.

4.4 NO RESTRICTIONS ON AFFILIATION TO MEMBERS

Directors designated pursuant to Section 4.2.1 may be appointed or elected officials from a Member or may be persons from the general public with no affiliation to a Member.

4.5 REMUNERATION FOR DIRECTORS

Directors shall be entitled to fees for acting as a director of the Company, as determined in an Authorized Operating Budget. All directors may be paid reasonable expenses incurred when acting as directors.

4.6 QUORUM AT DIRECTORS MEETINGS

The quorum for all meetings of the Board shall consist of a majority of the directors. Meetings of the Board shall be held in accordance with the Articles of the Company and this Agreement.

4.7 EXECUTIVE MEMBER OF THE BOARD

The President of the Company shall be an executive member of the Board and as such shall be entitled to be present at all meetings of the Board and to take part in all discussions at meetings

Board of Directors: Common Questions & Background

Q. How should the nominating resolution of our council/board read?

- A. Exact wording is at the discretion of your organization; however council/board motions should include the name of the nominee, specification of the E-Comm of Directors (the “Board”) term (e.g. 2023-2024) and reference to election at the Annual General Meeting of E-Comm shareholders (the “Members”).

For example “THAT (enter municipality/board/organization) nominate (name) to serve as the nominee of (municipality/board/organization) to the Board for the 2023-2024 term, such Board to be elected by the Members at the June 22, 2023 Annual General Meeting.”

Q. What is the role of the Board ?

- A. The Board is responsible for stewardship of the entire E-Comm organization – it provides strategic oversight of the business and affairs of the company. The Directors are also the most senior representatives of the organization to the public and our stakeholders. To conduct its work efficiently, the Board has three standing committees: Finance, Governance and Public Affairs, and People and Culture (the “Committees”).

Q. Who elects the Board?

- A. The Members elect the Board at the Annual General Meeting (the “AGM”) of the Company. A members’ agreement among the Members (the “Members’ Agreement”) sets out who may select nominees to the Board. Nominating entities are expected to select their nominee and advise the Corporate Secretary of the name of their nominee by May 12, 2023 – the candidate is then put forward for election by the Members-at-large at the AGM in June 2023.

Q. What time commitment is required of Directors?

- A: The Board typically holds five regular meetings each year, during business days, typically for four hours. The meeting schedule is published well in advance. The Committees also meet five times each year, during the business day, for approximately two hours each meeting.

Two additional sessions occur annually: a Board orientation session for new Directors (typically half-day) and a strategic planning session (typically 1-2 full-days).

As a best governance practice, the Board does expect a high attendance rate from its Directors.

Q. Why is the Directors term only one year? Can we nominate someone for more than one term?

- A. E-Comm’s Articles specify a term of one year. Nominating entities may advise the Corporate Secretary in writing if they wish their nominee’s name to stand for election for a specific number of terms (e.g. four). However, the Corporate Secretary must confirm in writing each year that the standing nomination remains intact, however there will be no further action for the nominating entity unless they wish to make a change from their previous direction.

E-Comm Board of Directors: Common Questions & Background

In the case of nominating entities that are part of a grouping, the Corporate Secretary must receive written confirmation from each nominating entity of the standing nomination, including specification of number of terms. The direction must be consistent among all members of the grouping; otherwise all members of the grouping must be contacted each year asking for confirmation of the nomination.

Q. If my organization/municipality is part of a grouping, do we have to agree on the nominee?

A. The Members' Agreement specifies that each designated group of members shall agree on their individual nominee. Consultation on a mutually-agreeable nominee should be undertaken prior to advising the Corporate Secretary of the name of the nominee.

Q. What is the difference between nominating a Board Director and sending someone to the AGM?

A. The individual board nominees, once elected at the AGM, will serve on the Board throughout the coming year, attending various board and committee meetings, and participating in the supervision of the organization's affairs. Your organization's representative at the AGM is simply the person who attends the AGM that day on behalf of your organization, and votes your share on any resolutions or votes which occur at the AGM that day. That person's role and duties cease after the AGM has adjourned.

Q. Why do you contact us in March when the Board is not appointed by Members until June?

A. We provide sufficient notice of the process to allow for conferring with other Members of Member groupings, council and or other motions that may be required.

Q. What do Directors receive for remuneration?

A. Meeting rates are \$397 per meeting (for Directors who are not full-time employees of a Member, the Provincial Government or special user), twice that amount for meetings longer than four hours in duration. Board meetings are generally less than four hours.

Q. Who do I contact with questions?

A. Sarah Sidhu, Corporate Secretary, 604-334-2221

E-Comm Board of Directors: Common Questions & Background

About the annual general meeting

Q. What is an AGM?

A. A general meeting of all the Members is required to occur at least once annually under the *Business Corporations Act* (BC), which regulates E-Comm's corporate governance.

Q. What happens at an AGM?

A. The compulsory items on the agenda are the election of directors, the appointment (or reappointment) of the auditors, and the presentation of previous year's financial statements. Usually, a number of additional items are also placed on the agenda, such as a general report from the directors, or presentations on new initiatives. Special business items could also be dealt with (such as changing the Corporate Articles), but Members would receive notice of any special business with the notice of meeting.

Q. Who should attend AGM?

A. A representative of the Member should attend the AGM to vote on the matters listed above including electing the Board.

Q. What are Members entitled to vote on?

A. Holders of Class A shares have one vote per share on all matters requiring a vote at the AGM, including any items of special business. Class B shares are generally non-voting, except for matters which involve certain fundamental changes – these are listed and specified in the Articles.

Q. What is the voting process at the AGM?

A. Votes are conducted by a simple show of hands (voting cards) unless a Member demands at the meeting that a formal ballot or "poll" vote occur on a particular resolution.

Q. What if no one can attend, can we proxy our vote?

A. Yes. A Member can appoint a proxyholder (in writing) to attend and vote on the Member's behalf at the AGM. The proxyholder need not be a Member themselves.

Proxies must be in writing, must specify the name of the Member, the identity of the proxyholder, and reference the AGM in question. They must be signed by an authorized signatory of the Member. Proxies must be pre-registered with E-Comm at least 3 business days prior to the AGM.

Q. How will my shares be voted if I return a proxy?

A. Proxies usually grant the proxyholder the ability to vote on all matters at the meeting, in their discretion. If a Member wishes, it can restrict that discretionary power by stating in the proxy form that its shares

E-Comm Board of Directors: Common Questions & Background

must be voted in a certain manner on specified resolutions or votes which it anticipates will be before the meeting. Such language, if included, needs to be clear and unambiguous.

Q. Can a proxy be revoked?

A. Once granted, proxies can also be revoked, but written revocation signed by the Member must be given to E-Comm at least one business day prior to the AGM.

Q. Who chairs the AGM?

A. E-Comm's Articles specify that the chair of the Board will also chair the AGM.

Q. How important is it that we send someone?

A. As a Member we strongly urge in-person attendance to ensure shares are represented.

Q. What if I have a question about the AGM?

A. Contact Sarah Sidhu, Corporate Secretary, 604-334-2221