

NO: R138

COUNCIL DATE: September 14, 2020

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## REGULAR COUNCIL

TO: **Mayor & Council** DATE: **September 8, 2020**

FROM: **General Manager, Corporate Services** FILE: **0540-20**

SUBJECT: **E-Comm 9-1-1 Board of Directors Designate for Election and Designate to the 2020 Annual General Meeting**

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## RECOMMENDATION

The Corporate Services Department recommends that Council:

1. Approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the E-Comm Board of Directors ("Board");
2. Endorse the individual chosen by the City of Langley as a designate for election to the Board;
3. Designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2020 Annual General Meeting ("AGM") of the Shareholders of E-Comm; and
4. Authorize the City Clerk to forward a copy of the resolution to E-Comm, the City of Langley, City of White Rock and the Township of Langley.

## INTENT

The purpose of this report is to request Council's approval to designate a City of Surrey representative for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board and designate a City of Surrey representative to the 2020 AGM to the Shareholders of E-Comm.

## BACKGROUND

E-Comm is the largest emergency communications centre in BC. E-Comm owns and operates one of the largest multi-agency public safety radio networks in North America and is the first point of contact for 9-1-1 callers in Metro Vancouver and 25 other regional districts and communities across BC. E-Comm is the largest multi-jurisdictional radio network of its kind in BC and is responsible for approximately 1.8 million 9-1-1 calls a year, which is 99% of the province's 9-1-1 call volume.

The City of Surrey, the City of White Rock and the Township of Langley have been in the same "Class A" E-Comm shareholders grouping (the "Grouping") since 1998. Since 1999, the City of Surrey has exclusively occupied one of the two Board seats, while the Township of Langley and the City of White Rock alternated the second seat from year to year.

In 2018, the City of Langley also became a Class A shareholder and joined the Grouping. Pursuant to the E-Comm Members Agreement, the four municipalities in the Grouping are entitled to designate two individuals for election to the Board. At that time, the Grouping determined that the City of Surrey would retain one seat on the Board and would endorse the individual chosen by the City of White Rock, the City of Langley and the Township of Langley to occupy the second seat.

In 2019, the four municipalities in the Grouping determined that the sharing of the two allotted Board seats would be most equitable based on approximate population representation. A schedule was set out that dedicates one seat to the City of Surrey with the remaining three municipalities sharing the second seat on a rotational basis beginning at the 2019 Annual General Meeting ("AGM"). The schedule was approved by Council on May 13, 2019. Corporate Report R079; 2019 is attached as Appendix "I"

The schedule for the shared seat is as follows:

- City of Langley- two-year term (beginning at the 2019 AGM);
- City of White Rock- two-year term (beginning at the 2021 AGM); and
- Township of Langley - four-year term (beginning at the 2023 AGM).

## **DISCUSSION**

In a letter from E-Comm dated July 31, 2020 (attached to this report as Appendix "II"), it is requested that the name of the mutually agreed nominees to the Board be submitted to E-Comm by August 14, 2020. It is recommended that Council approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board for the 2020/2021 term. It is further recommended that the City advise E-Comm that the City of Surrey will endorse the other designate for election to the Board as selected by the Council of the City of Langley and approved by the City of White Rock and the Township of Langley.

In addition to the above, the Corporate Secretary of E-Comm has advised that the City of Surrey is responsible for designating one individual to attend the September 17, 2020 AGM of the E-Comm Shareholders for the purpose of voting the City's shares. The primary order of business at the AGM is the election of the E-Comm Board and it is recommended that Terry Waterhouse, General Manager, Policing Transition represent the City at the AGM.

## **SUSTAINABILITY CONSIDERATIONS**

The work of this report supports the objectives of the City's Sustainability Charter 2.0. In particular, this work relates to the Sustainability Charter 2.0 theme of Public Safety. Specifically, the proposed seat rotation supports the following Desired Outcomes ("DO"):

- Community Safety and Emergency Services Do2: Police and fire services provide timely and reliable responses across the City; and

- Community Safety and Emergency Services D05: Surrey is recognized and perceived as a leader in establishing and maintaining collaborative partnerships for community safety and well-being.

## CONCLUSION

It is recommended that Council pass a resolution to approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board, designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2020 AGM of the Shareholders of E-Comm; and that the resolution be sent to E-Comm, the City of Langley, the City of White Rock and the Township of Langley.

Rob Costanzo  
General Manager, Corporate Services

Appendix "I": Corporate Report R079; 2019  
Appendix "II": Letter dated July 31, 2020, from E-Comm

NO: **R079**

COUNCIL DATE: **May 13, 2019**

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**REGULAR COUNCIL**

TO: **Mayor & Council**

DATE: **May 8, 2019**

FROM: **General Manager, Corporate Services**

FILE: **7150-20 (E-Comm)**

SUBJECT: **E-Comm 9-1-1: Board of Directors Seat Rotation and Designate for Election and Designate to the 2019 Annual General Meeting**

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**RECOMMENDATION**

The Corporate Services Department recommends that Council:

1. Approve the following rotation of the two shared E-Comm 9-1-1 ("E-Comm") Board of Director seats beginning with the 2019 E-Comm Annual General Meeting and continuing forward:
  - City of Surrey – one dedicated, continuing Board of Director seat;
  - City of Langley – two-year term (beginning the 2019 Annual General meeting);
  - City of White Rock – two-year term (beginning the 2021 Annual General meeting); and
  - Township of Langley – four-year term (beginning the 2023 Annual General meeting).
2. Approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the E-Comm Board of Directors ("Board");
3. Endorse the individual chosen by the City of Langley as a designate for election to the Board;
4. Designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2019 Annual General Meeting ("AGM") of the Shareholders of E-Comm; and
5. Authorize the City Clerk to forward a copy of the resolution to E-Comm, the City of Langley, City of White Rock and the Township of Langley.

**INTENT**

The purpose of this report is to request Council's approval of the proposed seat rotation for the E-Comm Board, designate a City of Surrey representative for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board and designate a City of Surrey representative to the 2019 AGM to the Shareholders of E-Comm.

## BACKGROUND

E-Comm is the largest emergency communications centre in BC. E-Comm owns and operates one of the largest multi-agency public safety radio networks in North America and is the first point of contact for 9-1-1 callers in Metro Vancouver and 25 other regional districts and communities across BC. E-Comm is the largest multi-jurisdictional radio network of its kind in BC and is responsible for approximately 1.6 million 9-1-1 calls a year, which is 99% of the province's 9-1-1 call volume.

The City of Surrey, the City of White Rock and the Township of Langley have been in the same "Class A" E-Comm shareholders grouping (the "Grouping") since 1998. Since 1999, the City of Surrey has exclusively occupied one of the two Board seats, while the Township of Langley and the City of White Rock alternated the second seat from year to year.

In 2018, the City of Langley also became a Class A shareholder and joined the Grouping. Pursuant to the E-Comm Members Agreement, the four municipalities in the Grouping are entitled to designate two individuals for election to the Board. At that time, the Grouping determined that the City of Surrey would retain one seat on the Board and would endorse the individual chosen by the City of White Rock, the City of Langley and the Township of Langley to occupy the second seat.

## DISCUSSION

In early 2019, the four municipalities in the Grouping determined that the sharing of the two allotted Board seats would be most equitable based on approximate population representation. A schedule has been set out that dedicates one seat to the City of Surrey with the remaining three municipalities sharing the second seat on a rotational basis beginning at the 2019 Annual General meeting ("AGM") scheduled for June 20, 2019.

The schedule for the shared seat is as follows:

- City of Langley – two-year term (beginning at the 2019 AGM);
- City of White Rock – two-year term (beginning at the 2021 AGM); and
- Township of Langley – four-year term (beginning at the 2023 AGM).

In a letter from E-Comm dated March 29, 2019 (attached to this report as Appendix "I"), it is requested that the name of the mutually agreed nominees to the Board be submitted to E-Comm by May 17, 2019. It is recommended that Council approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board for the 2019/2020 term. It is further recommended that the City advise E-Comm that the City of Surrey will endorse the other designate for election to the Board as selected by the Council of the City of Langley and approved by the City of White Rock and the Township of Langley.

In addition to the above, the Corporate Secretary of E-Comm has advised that the City of Surrey is responsible for designating one individual to attend the AGM of the E-Comm Shareholders for the purpose of voting the City's shares. The primary order of business at the AGM is the election of the E-Comm Board and it is recommended that Terry Waterhouse, General Manager, Policing Transition represent the City at the AGM.

## SUSTAINABILITY CONSIDERATIONS

The work of this report supports the objectives of the City's Sustainability Charter 2.0. In particular, this work relates to the Sustainability Charter 2.0 theme of Public Safety. Specifically, the proposed seat rotation supports the following Desired Outcomes ("DO"):

- Community Safety and Emergency Services Do2: Police and fire services provide timely and reliable responses across the City; and
- Community Safety and Emergency Services Do5: Surrey is recognized and perceived as a leader in establishing and maintaining collaborative partnerships for community safety and well-being.

## CONCLUSION

It is recommended that Council pass a resolution to confirm the arrangement for sharing two seats on the E-Comm Board of Directors, approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board, designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2019 AGM of the Shareholders of E-Comm; and that the resolution be sent to E-Comm, the City of Langley, the City of White Rock and the Township of Langley.



Rob Costanzo  
General Manager, Corporate Services

**Appendix available upon request**

Appendix "I": Letter dated March 29, 2019 from E-Comm

VIA EMAIL – [clerks@surrey.ca](mailto:clerks@surrey.ca)

July 31, 2020

Mayor Doug McCallum and Council  
City of Surrey  
13450 104 Avenue  
Surrey, BC V3T 1V8

Dear Mayor McCallum and Council,

**RE: E-Comm Board of Directors Designate — 2020-2021 Term**

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The Virtual Annual General Meeting (the “Meeting”) of the Shareholders (Members) of E-Comm *Emergency Communications for British Columbia Inc.* (“E-Comm”) will be held on Thursday, September 17, 2020 and, at that time, the Board of Directors will be elected by the Members for the 2020-2021 term.

Nominee for the coming term to be selected

The Members’ Agreement among E-Comm’s shareholders sets out how the Board of Directors is to be elected. For your reference, we attach a copy of section 4.2 of the Members’ Agreement, headed “Designation and Election of Directors” which contains the applicable provisions.

Your organization falls into the group of which described at subsection 4.2.1.5. Pursuant to Section 4.2.1.5 of the E-Comm Members’ Agreement, 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
<b>City of Surrey</b>	<b>2</b>	<b>1</b>
City of White Rock	2	-

The current representatives for your Designated Grouping are Gayle Martin, City of Langley and Terry Waterhouse, City of Surrey.

Because your municipality is among a designated group of Members who must mutually agree upon your nominee, **we respectfully request that you confer with the others members of your grouping to confirm your selections for the coming term and provide the names of such individuals not later than August 14, 2020.** This will help to ensure a smooth nomination process.

Who is eligible?

The Board of E-Comm is committed to good governance and seeks directors possess the experience and skills and attributes to effectively serve the interests of all shareholders and our other stakeholders. An effective director will have competencies in many, or most, of the following areas: knowledge of the fields of emergency communications, police, fire, ambulance or public-safety, knowledge of the role of a board, analytical skills including financial acumen, leadership skills, good communication skills, sound judgment, high



integrity and the ability to influence others. Further, the Board of Directors believes that its composition should reflect the rich diversity of the communities that E-Comm serves.

#### Commitment

The E-Comm Board of Directors meets five times per year and provides oversight of the business and affairs of the company. Meetings are held during regular working hours, typically commencing in the morning and running until mid or early afternoon at E-Comm's Vancouver centre. Two additional Board sessions are also held annually for strategic planning and board education. There are three standing committees of the board (Audit, Governance, and Human Resources and Compensation), each meeting five times per year. Participation on committees is voluntary, but recommended.

Although shareholders are required to elect directors every year, we hope that nominees are willing to serve for not less than two years, in part because a learning curve, before a director might feel fully engaged and contributing, is acknowledged. We encourage directors to serve additional terms. There are no term limits in place, although we strive to balance the value of experienced Directors with that of newcomers.

#### Next steps

**We kindly request that the City of Surrey, following discussion within your Designated Grouping, advise E-Comm (to the attention of the writer) with written confirmation by August 14, 2020, of the name and contact information of your mutually-agreed upon nominees to the E-Comm Board for the 2020-2021 term.** The question and answer document enclosed in this package includes a sample motion confirming your nomination, if required. Virtual meeting details will be shared with your nominees in advance of the AGM.

Please note that nominating a director is a separate process from designating a representative to vote your share at the Virtual Annual General Meeting (AGM) in September. As such, I will be contacting you again in mid-August with the notice of AGM and requesting that you designate one individual to attend the Virtual Annual General Meeting of the Shareholders for the purposes of voting the City of Surrey shares. Virtual meeting details will be shared with your voting representative in advance of the AGM.

Yours truly,



Krystal Boros  
Assistant Corporate Secretary

c | 604.218-6941  
e | krystal.boros@ecomm911.ca

cc Councillor Gayle Martin, City of Langley  
Terry Waterhouse, City of Surrey



- 3.7.1 The Company shall enter into the Special User Agreement with the RCMP for the provision of Company Services to the RCMP which agreement will effectively provide that the RCMP will fulfil the financial obligations with respect to Police Services as if it were a Class A Member. The Special User Agreement may be executed between the RCMP, as a Special User, and the Company at any time notwithstanding when the Government Agency established by the Federal government for the purposes of holding a Class A Share in place of the RCMP becomes a Member.
- 3.7.2 Subject to Section 4.11.3, the Company may enter into a Special User Agreement with any Special User in addition to the RCMP for the provision of some or all of the Company Services to that Special User, provided that:
- 3.7.2.1 the Special User has a role in fulfilling the Purpose and the provision of some or all of the Company Services to that Special User would be for the benefit of the public;
  - 3.7.2.2 the E-Comm System and the Company have sufficient capacity to provide the Company Services being requested by the Special User without any significant impairment to the Company Services then 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 hereinafter provided.

##### **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 BCAS;
  - 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 the GVRD, 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 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;
- 4.2.5 Subject as hereinafter provided, the directors designated pursuant to Sections 4.2.1, 4.2.2 and 4.2.3 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.
- 4.2.6 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 and 4.2.5.
- 4.2.7 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 or 4.2.4 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 4.2.5.

#### **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.

## 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 Board term (e.g. 2020-2021) and reference to election at the Annual General Meeting of E-Comm shareholders.

For example “THAT (enter municipality/board/organization) nominate (name) to serve as the nominee of municipality/board/organization) to the E-Comm Board of Directors for the 2020-2021 term, such Board to be elected by E-Comm shareholders at the September 17, 2020 Annual General Meeting.”

**Q. What is the role of the E-Comm Board of Directors?**

- A. The E-Comm Board of Directors is responsible for stewardship of the entire E-Comm organization – it provides strategic oversight of the business and affairs of the company. E-Comm 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: Audit, Governance and Human Resources and Compensation.

**Q. Who elects the Board of Directors?**

- A. The Shareholders elect the Board of Directors at the Annual General Meeting (AGM) of the Company. A Members’ Agreement among the shareholders sets out who may select nominees to the Board of Directors. Nominating entities are expected to select their nominee and advise the E-Comm Assistant Corporate Secretary of the name of their nominee by August 14, 2020 – the candidate is then put forward for election by the shareholders-at-large at the AGM in September 2020.

**Q. What time commitment is required of Directors?**

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

Two additional half day sessions occur annually: a Board education and orientation session and a strategic planning session.

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

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

- A. The E-Comm Corporate 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

## **E-Comm Board of Directors: Common Questions & Background**

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.

In the case of Nominating Entities that are part of a grouping, the Assistant 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 E-Comm 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 E-Comm 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 E-Comm's 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 Shareholders 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. Krystal Boros, Assistant Corporate Secretary, 604-218-6941

## E-Comm Board of Directors: Common Questions & Background

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### About the annual general meeting

**Q. What is an AGM?**

A. A general meeting of all shareholders of E-Comm 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 shareholders would receive notice of any special business with the notice of meeting.

**Q. Who should attend AGM?**

A. A representative of the shareholder should attend the AGM to vote on the matters listed above including electing the board of directors.

**Q. What are shareholders 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 E-Comm Corporate Articles.

**Q. What is the voting process at the AGM?**

A. Votes are conducted by a simple show of hands (voting cards) unless a shareholder 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 shareholder can appoint a proxyholder (in writing) to attend and vote on the shareholder’s behalf at the AGM. The proxyholder need not be a member themselves.

Proxies must be in writing, must specify the name of the shareholder, the identity of the proxyholder, and reference the AGM in question. They must be signed by an authorized signatory of the shareholder. 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 shareholder wishes, it can restrict that discretionary power by stating in the proxy form that its

## **E-Comm Board of Directors: Common Questions & Background**

shares 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 shareholder must be given to E-Comm at least one business day prior to the AGM.

**Q. Who chairs the AGM?**

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

**Q. How important is it that we send someone?**

A. As a shareholder of E-Comm we strongly urge in-person attendance to ensure shares are represented.

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

A. Contact Krystal Boros, Assistant Corporate Secretary, at 604-218-6941.