

RECA Board of Directors Special Meeting

1:00 pm – 3:00 pm, Wednesday, July 7, 2021

Virtual Teams Meeting

MINUTES

In Attendance: Patricia McLeod, Chair
Paul Bojakli
Bill Briggs
Jai Parihar
Carrie Plett
Laura Sharen

Staff Resource: Warren Martinson
Stacy Paquin

Recording Secretary: Rina Hawkins

1. Preliminary Matters

The meeting began at 1:00 pm.

The Board went in-camera. The Board came out of in-camera.

No conflicts of interest were declared.

Receipt of the written resignation of Shirish Chotalia was acknowledged. As such, appointment of an interim Governance & Human Resources Committee Chair was added to the agenda.

2. Consent Agenda

The Board reviewed the consent agenda. The consent agenda included the meeting minutes from the June 22, 2021 RECA Board of Directors meeting.

MOTION: The RECA Board of Directors approves the consent agenda, including the minutes from the June 22, 2021 RECA Board of Directors meeting, as presented.

Laura Sharen / Carried

MOTION: The Board commends the Board Chair for her work to date and wishes to confirm its full support of all the activities of the Board Chair on behalf of the Board of Directors of RECA.

Bill Briggs / Carried

3. Strategic Matters

- **Stakeholder Engagement Update**

The Board reviewed and discussed a recent communication from a residential real estate licensee. The Board confirmed the proposed response.

- **By-law Drafting Timeline and Approval Process**

Management reviewed the process for revising RECA's governance by-laws and a draft workplan/timeline was provided for the Board's consideration and feedback.

Management is proposing to hold working sessions in mid-July with Board and Industry Council members and Service Alberta to consult and solicit feedback on the proposed new by-laws.

The Board will review feedback received on the by-laws and status/timeline of by-law development at its July 29, 2021 meeting and then determine next steps.

ACTION: Management will arrange working sessions for the Board and Industry Council members on July 16, 2021 to solicit feedback on the proposed by-laws.

- **CEO Search**

The Board discussed the search for a CEO. The Board determined to meet with the preferred candidate in person prior to making a final decision.

The Board agreed to invite the Industry Council Chairs to participate in the final in-person interview with the preferred candidate.

MOTION: *The Board approves the following resolution:*

WHEREAS in accordance with section 8(1) of the Real Estate Act the Board of Directors ("Board") shall appoint an Executive Director of the Real Estate Council of Alberta ("RECA");

AND WHEREAS the Board retained the services of Boyden, an executive recruitment firm, to assist with the recruitment for the Executive Director for RECA;

AND WHEREAS the Committee, Board and Industry Council Chairs conducted interviews with the final two candidates for the Executive Director position;

RESOLVED THAT the Board approves the following, subject to satisfactory final in-person meetings and completed background and reference checks, that:

- *There shall be a change in title of the role from Executive Director to Chief Executive Officer (CEO). The CEO shall be bound by the terms of section 8 of the Real Estate Act including carrying out all duties imposed on the Executive Director by or under the Real Estate Act and may exercise all the powers granted to the Executive Director by or under the Real Estate Act*
- *Mr. Russ Morrow, is the selected candidate ("Selected Candidate") for the CEO position for RECA.*
- *The Board Chair is directed and authorized, on behalf of the Board, to negotiate and enter into an employment agreement with the Selected Candidate on substantially similar terms as outlined in the CEO Compensation Envelope previously provided to the Board at its June 22, 2021 Special Board meeting.*

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Bill Briggs / Carried

4. Governance & HR Committee

MOTION: The RECA Board of Directors approves that the Board Chair be appointed as a voting member and the interim Chair of the Governance & HR Committee.

Paul Bojakli / Carried

5. In-Camera Session

The Board went in-camera with the Acting Executive Director.

6. Next Meeting

- Thursday, July 29, 2021 at the RECA offices in Calgary, Alberta.

7. Adjournment

The meeting adjourned at 3:25 pm.

Approved at Calgary, Alberta on July 29, 2021

Patricia McLeod, Q.C., Board Chair