



Annual General Meeting

April 10, 2018

MEETING MINUTES

Memberships were sold prior to the meeting, starting at 6:30 p.m.

7:10 P.M. Call to Order

In attendance: Ross Lake [*Chair, Nominee*]; Steve Anderson [*Vice Chair, VOK Appointee*], Steve Fawcett [*Secretary, Nominee*]; Jeff Mattes, [*Treasurer, ending term*]; Tara Clapp, Marie-Ange Fournier-Beck, Robyn Mercy, [*Directors*] Chris Webster [*Director, RDCK Appointee*]. Management Team: Jeff Reyden and Sabrina Mutterer. Bookkeeper: Carol Brown. New Director by acclamation: Stephen Neville [*new Nominee*].
Media: Jan McMurray, Valley Voice
Total Attendance: 42; Public: 30; Voting members: 39

- **Motion to adopt the 2017 AGM Minutes.** Carried

Request for changes to the Agenda: Lynn Bandura asked to reverse the order of voting on the 2 resolutions from Jeff Mattes.

- **Motion to adopt the 2018 AGM Agenda as changed.** Carried

Financial Report & Discussion. Presented by Treasurer Jeff Mattes

Year-end financial report to December 31, 2017, prepared by local accounting firm Minichiello & Company. Jeff pointed to our governance structure introducing a high turn-over in both managers and directors with sometimes negative consequences in business performance. He encouraged the membership to be vigilant and proactive.

- **Motion to adopt the financial report :** Andy Shadrack Carried

Directors' Report Presented by Ross Lake, Chair.

- **Motion to adopt the Director's report :** Greg Lay Carried

Management Report. Presented by Jeff Reyden, RPF and Sabrina Mutterer

- **Motion to adopt the Manager's report :** Greg Lay Carried

SPECIAL MEMEBER RESOLUTIONS

Two resolutions were submitted by Jeff Mattes

Members in favour of resolution #2 quoted that appointee positions provided continuity on the board while elected directors come and go, others saw a potential for conflict representing both organizations. One

proposal spoke to the possible election of all directors, and then appointees could be appointed from within to inform VOK and RDCK.

#2 – Whereas any reporting requirement to the Village of Kaslo and Regional District of Central Kootenay will be undertaken by the Managers of Kaslo & District Community Forest Society;

Therefore be it resolved that the Bylaws be amended to have all positions for the Board of Directors be elected positions and further that they be elected by the membership at the Annual General Meeting of the Society.

For: 11

Against: 19

Result: DEFEATED

Arguments in favour of resolution #1 appreciated the diversity of opinions of larger boards, the shared work load and the lesser threat of a lobby 'take-over'. Others felt that the board may be more stable with fewer directors and decisions making could be more expedient. Some felt 5 was too low but they could support 7.

#1 – Whereas greater efficiency would be realized and filling vacancies would be less onerous on Kaslo & District Forest Society;

Therefore be it resolved that the Bylaws be amended to reduce the total number of directors from nine (9) to five (5).

For: 6

Against: 24

Result: DEFEATED

One resolution submitted by Andy Shadrack:

Members opposed stated that they did not think either directors or members had adequate qualifications to set operational rates and that the AGM was not the place to do so. Other concerns were that the wording had potential to narrow required operating flexibility too much. Some pointed out that while Silviculture is a legal obligation, road building is not, which should be reflected in the wording. Others differed in the use of terminology, suggesting 'borrowing' was wrongly used to describe 'reallocation'. Members in favour felt that borrowing against reserves was an unacceptable and very risky strategy, especially when accountability of directors was weakened by short-lived terms in office. Also that the 'proof is in the pudding' since we currently are working to rectify such an actual trespass. Other arguments were that this could not be settled in the Bylaws and that it was a deeper problem.

The Board of Directors may, from time to time, accrue certain funds for the purposes of silviculture, road building, and for other matters related to forestry, set as so many dollars (\$) per cubic meter of wood scaled.

- 1) Rates to set for each individual fund shall be reported as part of the annual financial statement at the AGM and the accrual rate may not be lowered without approval of the members at the next AGM.**
- 2) In accordance with Sections 45 and 46 of these bylaws the Board of Directors may deem it necessary, from time to time, to temporarily borrow some of these accrued funds; the amount borrowed and the rate of repayment back into that fund shall be reported to the members for their consideration at the next AGM.**

For: 14

Against: 15

Result: DEFEATED

Special Board Resolution – Bylaw changes. Presented by Tara Clapp.

Changes made to the Societies' Bylaws are housekeeping items to conform to the new Societies Act.

➤ ***The question was called and received overwhelming member majority to adopt.***

For Discussion: Multi-year memberships PART 2 6(1). Ross Lake decreed that this will be decided by the Board.

ADJOURNMENT: moved to adjourn by Andy Shadrack at 9:15 p.m.

Attachments to these minutes: 2017 AGM Agenda., 2017 Financial statements, Directors' Report, Management Report, Special resolutions, Society Bylaws.

DRAFT