

SIERRA CLUB CANADA FOUNDATION
ANNUAL GENERAL MEETING
 Saturday, June 17, 2017
 2 p.m. Eastern Daylight Time
 High Park Lofts, 7th floor Amenity Room
 437 Roncesvalles Avenue, Toronto, Ontario, M6R 3B9
 Call in number: (647) 499-6978 Participant code: 241 187 004

#	Time	Agenda Item	Speaker	Materials	Discussion/Action/Motion
1	2:00 pm	Ontario Chapter Greetings	Kristina Jackson		
2	2:05	Call to Order of Meeting	Chair	Quorum Check Sign-in Sheet Present: (see attached list)	Called to order 2:13 pm
3	2:10	Appoint Minute Taker	Chair		Motion to appoint Kristina Jackson minute taker Mover: Jake Cole Seconder: Bo Wang-Frape Carried

4	2:12	Review and Approval of Agenda	Chair	Agenda	Motion to approve agenda Mover: Leo Lee Second: Lino Grima Carried
5	2:15	Approval of Minutes from 2016 AGM	Chair	Draft Minutes	Motion to waive the reading of the minutes Mover: Leo Lee Second: Mary Kainer Carried Motion to approve November 19, 2016 meeting minutes Mover: Jake Cole Second: Bo Wang-Frape Carried Abstain - Paula, Lino, Bianca, Chris, Yvonne, Kristina
6	2:20	President's Remarks	David Snider		Great progress has been made since our last AGM 6 months ago in November 2016. With the US backing out of the Paris Climate Agreement, SCCF needs to redouble its efforts to encourage action at the municipal, provincial, territorial and federal levels of government to tackle climate change and other important environmental issues. Our membership has increased significantly and program work is progressing well. We need to stay focused and keep working hard to keep SCCF on an even keel.

7	2:25	SCUS Report	TBD		No report
8	2:30	SCBC Foundation Report	TBD		No report
9	2:35	SCC Report	Brian Mitchell, Treasurer		<p>SCC sought to find work independent of SCCF and concluded that it was too challenging (lack of resources & volunteers). SCC Board recommends transferring donors to SCCF for programs and political activity. A proposal with options was presented to the SCCF Board in March 2017. SCCF Board passed a motion at its meeting earlier today to support SCC's effort to keep SCC as a shell entity while transitioning donors to SCCF to support its ongoing work. SCCF is talking with SCBCF about uniting/creating a pan-Canadian foundation. Decided it would be best to keep SCC alive to keep future options open.</p>
10	2:40	National Program Director's Report	Gretchen Fitzgerald		<p>Overview of SCCF programs was provided Members' survey has 300 replies in a few days. Showing support for existing focused issues. Majority are satisfied/ extremely satisfied with work of SCCF.</p>

11	2:50	Chapter and SY Reports	Various		<p>Brad Dean - QC Coordinator: New structure of 3 co-chairs on ExCom. Bee workshops starting next month. 2 interns for summer. Volunteer recognition: Don Hobus, Bruce Willow? Coalitions with other ENGOS, office on Concordia campus.</p> <p>Yvonne Ho - ON Coordinator: Greenbelt successes in policy (Thaia Jones & John Bacher). Great Lakes phosphorus levels work; Green Energy research on Energy East & Mainline; Peel Group activities, Norval Quarry, waste diversion, EcoBuzz, biodiversity video, summer staff Stephanie Hulse. Scotia-bank marathon fundraiser in the fall.</p> <p>Bianca Salive - Sierra Youth: Logo competition reaching out to high school, college and university design programs; September conference with Sustainable Youth Canada in Waterloo, social media - Twitter & FaceBook,</p> <p>Emma Seamone - ATL Chair at an Energy East protest in Red Head, so Gretchen provided the report. Fundraising for coordinator position. Wild Child in NS & PEI about 8 staff for summer. Halifax Harbour water quality, Watch for Wildlife, Halifax Diverse tree planting, coal fired power plant project.</p> <p>Charlie Richmond - not on line but Gretchen & David have been talking with him and PearlAnn Reichwein to help advance their work in the Edmonton Region. Both are in media a lot on parks, development, river valley protection, consultations & Parks Conference - affecting national policy.</p>
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12	3:20	National Operations Director's Report	Kristina Jackson		<p>David Snider thanked outgoing NOD, Paula Boutis for her decades of work with SCC & SCCF, most recently as SCCF NOD, dealing with CRA audit and other challenges.</p> <p>Updated written procedures on bookkeeping, staff, signed CRA audit (are under compliance agreement with CRA: record keeping, direction and control, etc.). Protocols for contracts, agency agreements, hired Kim Kotanko (over 35 years non-profit experience as finance manager). Templates for budgets so fits with bookkeeping, org budgets, online document storage (fastest audit this year as a result!). Policy improvement: privacy and anti-spam, personal manual (on-boarding docs), switched management model transitioning from interim ED to peer-level directors</p> <p>Thank you to: Jane Jiang former bookkeeper, Anita 4 years as office manager/EA/core person, Diane Beckett as IED, Paula Boutis as NOD. Outgoing board members: Chris Paci, Peter Smith and Colin Jeffrey.</p> <ul style="list-style-type: none"> - NB: we cannot be sued via private prosecution for up to \$1 million for violating anti-spam legislation - see message on the one-club list. - Staff/volunteer leader orientation should cover “story” of CRA audit/compliance agreement. <p>Paula Boutis: Re Political activities audit. Extra \$10M allocated for political activities audits targeting environmental and other groups (about 70 groups audited). Complaint by Ethical Oil may have triggered some audits. Confusion re: SCCF and SCC was one of the issues - because to the rest of world there was no difference between charitable org and non-charitable org. New policy was formalized in 2011 re: non-profits’ agency agreements applied to both domestic and foreign agents. Our audit included compliance with these</p>
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					<p>agency agreement policies as well as political activities. Re-org of SCC and SCCF had begun before the SCCF audit. Re-org in 2013 was to deal with this as well as financial burden (spending on audits, etc.). Directors had a lot of risk and responsibilities due to activities in chapters. Direction and control of Chapters and Agents was the biggest issue in the audit report. Unanticipated degree of direction and control over chapters needed by CRA: three discussions with auditors on this. Compliance letter was signed in March 2016:. New bylaws and policies for Chapters and Groups passed the test with the CRA.</p>
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13	3:30	Appointment of Auditors for 2017 Audit	Dave I'Anson		Motion to appoint Parker Prins Lebano LLP as auditors for the 2017 fiscal year Mover: Nick Bakish Seconded: Bo Wang-Frape Carried
14	3:35	2016 Audit	Dave I'Anson	Audited financial statements	Motion to accept the 2016 audited financial statements Mover: Kristina Jackson Seconded: Lino Grima Carried
15	3:40	Motion re Supplementary Letters Patent for use of name in French “Fondation Sierra Club Canada”	Chair	Members special resolution to amend SLP	Motion to approve the special resolution to amend the supplementary letters patent as presented Mover: Lino Grima Seconded: Mary Kainer Carried

16	3:45	<p>Motion to amend our By-laws to clarify language to:</p> <p>1) reflect "Sierra Youth Coalition" name change to "Sierra Youth",</p> <p>2) eliminate confusion with Atlantic Chapter in Sierra Club (US) by renaming our Chapter "Atlantic Canada Chapter", and</p> <p>3) clarify youth members may be elected to any Directors' seat in addition to the designated Sierra Youth Representative seat on the Board.</p>	Chair	<p>a)Members Resolution, and</p> <p>b)Consolidation with Amendment</p>	<p>Motion to approve the resolution of the membership to amend By-law No. 5 of SCCF as presented</p> <p>Mover: Paula Boutis</p> <p>Seconder: Bianca Salive</p> <p>Carried</p>
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17	3:50	Election of Directors	Chair		<p>Call for candidates from the floor: Election of the following representatives to the board:</p> <p>British Columbia (2-year term) - TBD no quorum Mover: Second:</p> <p>Prairie (1-year term) - Nicole Renaud Mover: Gretchen on behalf of Keith Carter Second: Gretchen on behalf of Marco Gruwel Carried</p> <p>Quebec (2-year term) - Nick Bakish Mover: David Snider Second: Nick Bakish Carried</p> <p>Atlantic (1-year term) - TBD no candidate Mover: Second:</p> <p>Youth (2-year term) - Bianca Salive Mover: David on behalf of Graham May Second: Gretchen on behalf of Chris Johnston Carried</p> <p>Election for at-large board members: Motion to elect Graham May, Jake Cole & Bo Wang-Frape to two-year terms</p>
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18	4:00	Motion to amend Chapter Policy	Christine Elwell	<p>Motion to amend Chapter Policy GIVEN Sierra Club has a long standing grassroots culture and democratic tradition GIVEN the current SCCF Chapter policy on ExCom elections at 4.6 purports to permit the SCCF Board to approve ExCom members after a duly held election AND GIVEN 3.7 of the Chapter policy provides that a SCCF regional representative of the Board may already become an Ex Officio member of Chapter's Nomination Committee. AND GIVEN the NomCom of the ExCom is already charged with determining the eligibility of proposed members to the ExCom as set out in 4.4 of the Chapter Policy THEREFORE The Board's regional representative can/should exercise Board approval at the NomCom level of the process <u>in advance of, not after, a duly held ExCom election</u> LET IT BE RESOLVED THAT section 4.6 Approval by Board of the Chapter Policy be amended to say: <u>Unless the Board's regional representative was not invited to join the Chapter's NomCom,</u> or where a successful candidate was nominated after the NomCom made its recommendation, the Board shall, at its next meeting, approve or reject the appointments by ordinary means.....</p> <p>Motion: The Board will reevaluate the processes of ExCom approval, with this motion in mind while ensuring compliance with CRA and relevant regulations, preferably by the end of November 2017 and with Chapter consultation. Mover: Christine Elwell Seconder: Mary Kainer Carried</p>
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19	4:15	Motion to Adjourn	Chair		Motion to adjourn Mover: Lino Grima
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