

2015 AGM AGENDA AND MINUTES

By the end of this meeting, we will have:

- Approved the minutes from the 2014 AGM
- Approved the 2015 AGM Agenda
- Enjoyed Andy Hammermeister’s Organic 3.0 – Envisioning the Future of Organic presentation
- Reviewed the 2014 Financial Statements and Appoint the Auditors for 2015
- Amended our Bylaws
- Celebrated 40 COG years & the International Year of Soil
- Reviewed Chapter Restructuring Proposal
- Held an election and welcomed new & returning board members

Date: May 2nd, 2015

Start time: 3:30NT, 3AT, 2ET, 1CT, 12MT, 11PT.

Present: Rochelle, Tegan, Janine, Vlad, Adolf Andres, Andy H. Chelsea L. Christine S. Danielle S, Elizabeth C, Tanmayo, Elizabeth N, Marilyn C. Marley L. Mathew H. Nicole C, Niki J, Pat P. Peter M, Sarah D, Stephanie L, Terri M. Pat P. Ward M.

In person: Anne-Marie, Wayne, Julia, Lloyd S., Georgina B., Gary W., Ashley S., Beth M., Laura T., 1 Observer

Regrets: Jordan M, Sheila H

	TIME (MINS)	DISCUSSION TOPIC	DISCUSSION TYPE	DISCUSSION LEADER	BACKGROUND	DESIRED OUTCOME	MINUTES
Info = Share Information / Proc = Process Information / Con = Need Consensus / Dec = Make Decision							
1)	2	Motion: Approve Minutes from 2014 AGM	Con	Rochelle	2014 AGM Minutes Circulated	Amend/Approve	Moved by Sarah, seconded by Rochelle-AGM Minutes from 2014 approved as presented; Carried

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2)	2	Motion: Approve the Agenda for 2015 AGM	Con	Rochelle	Agenda at beginning of presentation	Amend / Approve	Agenda Approved as Amended by Vlad- Section 5 Set Remuneration for Audit, & Prior to Section 9- Discussion of Election Procedural Issues
3)	30	Organic 3.0 – Envisioning the Future of Organic	Presentation followed by a short Q&A	Andy Hammermeister. OACC Director and Assistant Professor in the Faculty of Agriculture at Dalhousie University	Organic 3.0: What is our vision for the future of organic agriculture and food? What needs to be done to ensure that organic agriculture rapidly effects change in these global issues? What research is needed? Do our current organic standards and regulations enable or disable producer adoption of organic practices?	Edification	See slide show- Thank you Andy for an excellent, challenging presentation!
4)	5	Celebrate 40 COG years & the International Year of Soil	Info	Anne-Marie	Overview of celebrations and activities	Info	Thank you to Peter McQueen for an historical perspective of COG!
5)	15	2014 – Financial Statements	Info	Anne-Marie, Wayne	Review of 2014 Financial Statements	Appoint the 2015 Auditors. Motion to approve WGP as the 2015 Auditors	Vlad introduces the Financial Statements- This is the second year of financial consolidation of National and chapters' finances. The 2014 FS are presented as a draft

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							<p>version, WGP is ready to sign off on them and staff as well. They are now in front of the Board for their approval at the next board meeting.</p> <p>Auditor statement of opinion that the statements do present an accurate picture. Anne- Marie thanks Wayne for his mentorship and excellent staff support!</p> <p>Thank you Anne-Marie for excellent meeting preparation. Rochelle moves seconded by Janine: to accept appointment of WGP as our auditors. Carried.</p> <p>Vlad proposes we postpone the engagement because of issues he has summarized and WGP exceeded the cost estimates. For 2014</p> <p>Beth raised two points. It is the responsibility of the Directors to ensure that costs don't go over quotes and budgets, keeping in mind that unforeseen circumstances may increase costs. And we</p>

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							do not want to have to hold a special member meeting to have to redo a motion if costs look like they are going to go over budget. The board of directors want to have that flexibility. Motion: Vlad moves that remuneration of the appointed public accountant for 2015 not to exceed the amount of \$8,800 not including taxes. Seconded by Lloyd. Results total 6 yes 8 no 3 abstained. Motion fails.
6)	10	Amend the bylaws	Dec	Vlad	See 2 resolutions attached.	Approve the motions.	Two technical bylaw revisions: 1) Re absentee voting. To amend the bylaw so members who have difficult access to internet will receive a hard copy ballot that they can mail back to the office. Under the current version these members are not able to participate in the election. As a fundamental change it needs to be presented to the members meeting and pass.

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						<p>Motion: Vlad moves to include mail in ballots for members who do not have email addresses (wording as presented,) seconded by Gary. Discussion-Question on additional cost, (approx for 170 members) and staff time, necessary time documentation must be sent in advance = 21-60 days prior to AGM. Office feels these are doable.</p> <p>Motion carries. 18 yes, 1 no</p> <p>2) Codifies the best practice that agendas and supporting information is distributed a minimum of 3 days prior to the meeting. Abiding by this practice has led to more productive discussions.</p> <p>Friendly amendment by Rochelle to strike the word “any” and “relevant to the purpose or the business to be transacted at the meeting, “in 2nd para. So it would read “Any background info including but not limited to...”</p> <p>Vlad moves, seconded by Gary, then amended as noted.</p>

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							Motion carries. 18 yes, 1 no, 1 abstain. The December 8 th board resolution was confirmed as amended at this meeting.
7)	15	Review Chapter Restructuring Proposal	Con	Tegan,	In consultation with the chapters, the Program & Capacity Review Committee has developed some ideas for revitalizing and building on COG's grassroots / public engagement work	Approval of the plan	Thank you Tegan for presenting this important analysis to help COG remain & improve being well rooted in our communities for positive organic change! The plan outlined in the AGM presentation will be fleshed out thru 2015 in consultation with chapters and all interested parties.
8)	10	2014 Year in Review and Looking forward into 2015	Info	Anne-Marie	An overview of upcoming activities for 2015	Support	See Slide Show.
9)	20	ELECTION Thank our returning board members,	Info	Tegan	Returning board members. Sarah Dobec, Rochelle Eisen, Sheila Hamilton, Jordan Marr, Beth McMahan, Ward Middleton, and Tegan Renner,	Proc	Vlad presents his list of concerns about the election process this year, which he feels do not meet the By-Laws. Tegan accepts responsibility for the errors, apologizes and believes she has learned what she needs to do a better job next year and plans to generate an election guide. Following a discussion on the overall 2015

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	Say goodbye to those leaving,			Leaving: Elizabeth Nason		<p>process if it could be considered an unbiased election, the members present agreed this election was presented with the best of intent.</p> <p>Beth & Gary suggests Tegan conduct a review and report to the board if a third party review should be conducted about the 2015 election, from the nomination process, thru member notification up to the voting procedure to verify whether the outcome of the election is valid and impartial. Membership will be notified of improvements in process and the outcome of the review(s).</p>
	Explain the voting procedures	Process Info	Tegan	4.3.5 of the bylaws "The members may cast a vote on the election resolution in person at the annual members' meeting or by means of a telephonic, electronic or other communication		Understood.

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					facility, if the corporation chooses to make available such a facility, by voting in favour of those nominees who they feel would make acceptable directors and against those nominees who they feel would not make acceptable directors”		
		Hold the 2015 election.	Dec	Tegan	2015 Nominees: Georgina Bencsik, Nikki Jabbour, Vlad Skotar		Voting Results: From 56 votes cast, 47 for Georgina, 45 for Nikki, 15 for Vlad. Welcome Georgina and Nikki. Thank you to Elizabeth and Vlad for their past service.
10)	5	Additional Questions & Discussion	Info	Anne-Marie			Thank you to staff for preparing the COG accomplishments which we unfortunately did not have time to review. Motion to adjourn the meeting. Rochelle moves, Beth seconded.

Next Board Meeting – May 2, 2015 4pm (ET) immediately following the AGM

o Conference Code: 3719695#

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