

SERNbc Annual General Meeting of the Membership

May 26th, 2016

Present: See signup list (## people)

Guest Speakers:

Scott McNay:

- Prescribed burning to restore habitats for ungulates: The Fire and the Frying Pan.

Duncan McColl and Sean Rapai:

- Northern Mountain Caribou Post Fire Habitat Restoration

Chelton VanGloven:

- Chilako River Ecological Restoration Pilot Project

Meeting Call to Order:

May 26th, 2017 – 13:50

Business:

Brief Discussion of meeting procedures lead by Larry McCulloch – Meeting Chair:

- Meeting Rules of Order:
 - SERNbc quorum – President or Vice-President and 3 board members,
 - Decisions and resolutions are to be recorded and the constitution requires that we have a majority vote.
- Review of 2016 minutes lead by Larry M.

[Motion]: Motion to approve minutes from 2016 AGM Wayne Salewski

[Seconded]: Duncan McColl

[Approved]: 2016 AGM minutes adopted as tabled. Unanimously approved.

Directors Present:

Wayne Salewski
 John De Gagne
 Jim McCormack
 Olin Albertson
 Mike Jull
 Andrea Erwin
 Bob Frederickson

Directors Not Present:

Anna McIndoe
 Brent Bye
 Bernie McKay
 Ken Watson

Introductions:

Meeting consists of a quorum of board members plus other representatives from the resource and governmental sector:

- Introductions proceed with all directors, members and visitors describing who they are, what they do and how they are linked to SERNbc.

Director's Reports:

President's Report:

- John provided a detailed walk through on the various initiatives and financial obligations for SERNbc activities.
- Proposal development is a component that SERNbc wishes to pursue further in the future – hiring contractors to develop and write to funding agencies on SERNbc’s behalf.
 - This has proven to be a successful approach to date and given the increased demands on John D. will ensure that SERNbc continues to capture major funding sources.

Projects:

- Monitoring: SERNbc has amassed a large quantity of data from various long term monitoring campaigns. This means that we have to consider allocating money to the analysis and reporting of these data.
- The Future:
 - Funding in place for a several projects:
 - Proposal development,
 - Fuel management and wildlife management,
 - White bark pine in the Skeena,
 - Little bob tail and Kenny dam wildfire from FESbc,
 - HCTF – fish and wildlife habitat enhancement in Omineca region.
 - SERNbc needs to develop our strategic perspective:
 - This is especially the case considering the impending north area expansion.
 - SERNbc needs to conduct a scoping and visioning session for expanding into the northeast and northwest.
 - Consider how SERNbc’s governance structure should shift if necessary to accommodate new directors.
 - ER Coordinator Position:
 - Closing date June 7th, 2017 for the new job position,
 - Intent is to hire a coordinator to help develop the organization moving forward,
 - Note – position is available on indeed.ca

AI Neil: Discussion on provincial program expansion:

- Working on securing the 2nd year for that position – markers are in and they are evaluating how the government will implement past year one.
- This not-for-profit model is happening more and more – government working hand in hand with groups like SERNbc to help deliver on joint mandates and to get projects on the ground.
- There is still lots of work remaining to flesh out the legal framework and flow of money but things are happening and the initiative is progressing.

Secretary’s Report:

- See Secretary’s Report:
 - <https://www.dropbox.com/s/tfcoa60gm89h45v/2017-SERNbc-AGM-Secretaries-Report.docx?dl=0>

Treasurer’s Report:

- See Treasurer’s Report:
 - <https://www.dropbox.com/s/0ny6izz5xsugemn/SERNbc%20AGM%20-%20Treasurers%20Report%20%28May%2026th%202017%29.pdf?dl=0>
 - SERNbc is seen to spend and manage money well.
 - SERNbc retains an annual administrative surplus to manage the society and its initiatives. The process for retaining the administrative surplus is described in policy 2016-02-A.
- Mike Jull’s discussion was followed by a presentation of the SERNbc F17 Financial Statements by Jeff McKeller.

Jeff McKeller (Tony Tiani and Company):

- Jeff provided detailed analysis of SERNbc F17 financials
- There was discussion as to whether SERNbc should conduct and review engagement, advice from Jeff McKeller suggests that given SERNbc's current size and scale of operations that this is not necessary.

John D.: Asked about the implications of SERNbc holding money in trust for a large development project or corporation:

- Jeff McKeller suggested that there should be no problem with SERNbc holding money in trust.
- The agreements typically state what type of accounting is required to manage the trust.
- Generally trusts are audited annually.

Elections:

- Two SERNbc directors have decided to step down following this AGM:
 - Brent Bye and Bernie McKay
- SERNbc has a policy describing the nominating committee and board composition:
 - The nominating committee describes functionally how we identify and nominate new candidates.
 - For the 2017 AGM Larry M. facilitated nominating committee actions – Larry collected a diverse group of people from across the north with the intention of expanding the geographical reach of SERNbc into the northwest and northeast.
- *Directors up for Re-Election:*
 - Andrea Erwin
 - Bob Frederick
 - Wayne Salewski

Larry M.: Are there any objections to re-electing the directors that have let their names stand?

- There are no objections and therefore by acclamation all the directors who let their name stand are directors of SERNbc.
- *New Directors:*
 - Brad Martin
 - Jocelyn Campbell
 - Michel Lavelle
 - Tim Burkehart
 - Warren Eastland
- **Larry M.** reads a brief description about the experiences, skills and abilities of each new director.
 - There are no objections and therefore by acclamation all the above listed people are directors of SERNbc.
- **Larry M.** asks if there are any calls for nominations from the floor:
 - **Bob Frederick:** Nominated Gerd Erasmus
 - **Larry M.:** Offered the information that SERNbc's policy describes 10 – 15 directors
 - **John D.:** There is no problem with that policy but notes:
 - In the future SERNbc needs to maintain the ability to add people from other areas.
 - **Wayne S.:** SERNbc has some board members with diminished attendance and therefore having additional people would be useful.

- **Mike J.:** The policy read by John D. is a policy for guidance to the board, board has discretion to vary from that policy and we have a larger goal to provide sub-regional representation.
 - **Larry M.:** Asks if all are in favour of Gerd as a director – there was a majority vote and so Gerd is also a director of SERNBC.

Resolutions and Amendments:

1. Resolution 1 - 2017-01-A: Alternating Term of President:

- a. Currently Stated:
 - i. Part 5, clause 26(1) of the Constitution and By laws of the Society for Ecosystem Restoration in North Central BC (SERNBC) requires that the position of president will alternate between government and non-government affiliated members.
- b. Motion to strike this clause and amend it to read “The term of the president will be 2 years” no need to alternate between government and non-government affiliated members

[Motion]: Motion to accept this resolution, Wayne Salewski

[Seconded]: Mike Jull

[Approved]: A majority has passed. May 26th, 2017 15:10

2. Resolution 2 – 2016-02-A: Reserve fund policy:

- a. Requiring a reserve to respond to unanticipated financial liabilities – does not describe how the money is spent or how much is retained.
- b. What triggers the spending of the reserve? We can develop policy documents to describe the trigger or any way that the money might be spent.
- c. The motion informs whomever is working on the annual budget that they must put their mind to the task of reserving funds appropriately.

[Motion]: Motion to approve Resolution 2, Bob Frederick

[Seconded]: Jim McCormack

[Approved]: Motion approved May 26th, 2017 15:15

Adjournment:

[Motion]: Motion to adjourn meeting, Duncan McColl

[Seconded]: Tim Burkehart

[Approved]: Motion approved May 26th, 2017 15:50