

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

## **SERNbc Annual General Meeting of the Membership**

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May 23<sup>rd</sup>, 2018

### **Guest Speakers:**

Megan Watters:

- Northeast Region Caribou and Habitat Restoration

Mike Jull:

- Douglas fir conservation

Brian Watson:

- British Columbia Government Forest Carbon Initiative

Gord Pratt:

- Forest Enhancement Society information.

Chelton van Geloven:

- Chilako River Ecological Restoration Mapping Components

### **Meeting Call to Order:**

May 23<sup>rd</sup>, 2018 – 10:00

### **Business for 2018 AGM:**

1. Resolutions
2. Nominations and Elections
3. Financial Review
4. Directors Reports

### **Directors Present:**

John De Gagne

Wayne Salewski

Jim McCormack

Mike Jull

Andrea Erwin

Bob Frederickson

Gerd Erasmus

Mike Tilson

Duncan McColl

Michel Lavelle

Brad Martin

Dave Hooper (Alternate for Ken Watson)

### **Directors Not Present:**

Olin Albertson

Warren Eastland

Tim Burkhart

Jocelyn Campbell

### **Members Present:**

See 2018 AGM sign up sheet.

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

## 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.

## Opening Remarks and Strategic Perspective:

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- John D. – High-level strategic alignment is easy to define, however at the project-by-project level it isn't always obvious which is why we are doing exactly what we are doing.
  - In general, each project is meant to reflect SERNbc's mission and to ensure balance between competing interests and desires on the land base. SERNbc consistently demonstrates that it follows a logical process, that people are engaged and that the balance of competing interests is maintained as much as possible.
- SERNbc views the coming years as holding large growth opportunities, this includes expansion into the entire north area and the development of regional sub-committees or regional implementation teams to deploy and manage local projects.
- SERNbc is looking to build internal capacity through strategic hiring. Ideally SERNbc will have a small but tactical team that deploys exciting and innovative projects across the north.
- As a refresher, SERNbc's mission is to identify, treat and monitor vulnerable and degraded ecosystems.

## Resolutions for 2018 AGM:

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- SERNbc has large number of resolutions to table for director review at the 2018 AGM.
- The discussion of resolutions was lead by Gerd, they are as follows:
  1. Recommendation to change name from "The Society for Ecosystem Restoration in North Central BC" to "The Society for Ecosystem Restoration in Northern BC."
    - a. Additionally: In Part 2 of the constitution where the "Omineca Region" is specified as the operating zone for SERNbc, the board resolves that "Omineca Region" or "Region" in general should be removed from the constitution in order that the name does not need to be changed again should the BC Government decide to change the region name.

[NOTE:] This name change can be formally accepted by the Board of Directors but it must be changed with the societies registrar, if the name is unacceptable the change resolution will need to be made again.

**[Motion]:** To approve the above two suggested changes to SERNbc's name in the constitution.

**[Approved]:** Unanimously @10:14am

2. Part 3 Section 13(2): Recommendation that notice of meetings should be circulated 14 days prior to the date of the meeting. Previously was 10 days.

**[Motion]:** That Part 3 Section 13(2) be resolved to say: *Notice of meetings should be circulated 14 days prior to the date of the meeting.*

**[Approved]:** Unanimously @ 10:18am.

3. Part 4 Section16(2): Recommendation to change the language in this section to suggest that should quorum suddenly cease to exist in a meeting that began with quorum, that the meeting

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

may continue unimpeded by the sudden change. Previous language suggested that if suddenly there were no quorum in the meeting, then the meet would need to be adjourned. The change is meant to ensure that business can operate.

**[Motion]:** That Part 4 Section 16(2) be resolved to say: *If at any time during a general meeting, duly called to order, there ceases to be a quorum present, business then in progress may continue if it is the wish of the remaining members, such business to be limited to that already approved on the agenda, or the meeting is/may be adjourned or terminated.*

**[Approved]:** Unanimously @ 10:25am

4. Part 4 Section 20(2): Recommend change of “10 days or more” to “14 Days or more” to align with resolution 2 above.

**[Motion]:** That Part 4 Section 20(2) be resolved to say: *When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.*

**[Approved]:** Unanimously @ 10:26am

5. Part 6 Section 31(1): Recommendation to include language that suggests directors meetings can be conducted by email and phone call in addition to in person.

**[NOTE:]** There was discussion surrounding the potential pitfalls of email as a location to conduct directors meeting. Arguably, email does not provide an adequate platform to give a director their right to voice an opinion because of time lag and typographical restrictions. Suggestion is to ensure that emails are sent out and due time is given for a response, if no response is given after a set number of days that director will be considered to have abstained from commenting on the issue.

**[Motion]:** That Part 6 Section 31(1) be resolved to say: *The directors may meet by email, conference call, or at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.*

**[Approved]:** Unanimously @10:31am

6. Part 6 Section 31(2): Recommendation to change language to suggest that directors can set a specific quorum for a given meeting or issue and if no other decision is made that quorum is 3 directors.

**[Motion]:** That Part 6 Section 31(2) be resolved to say: *The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is three (3) of the directors then in office.*

**[Approved]:** Unanimously @10:32am

7. Part 6 Section 31(4): Recommend that language be changed to suggest that a director may at any time request a meeting.

**[Motion]:** That Part 6 Section 31(4) be resolved to say: *A director may at any time request a meeting, and the secretary, on the request of the director, must, convene a meeting of the directors.*

**[Approved]:** Unanimously @10:33am

8. Recommendation to formally adopt the use of the new SERNbc logo in all its forms for use in communications and documents produced by and for SERNbc.

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

**[Motion]:** Be it resolved that the new approved SERNbc logos are acceptable for use by SERNbc in all its various forms for use in communications and documents produced by and for SERNbc.

**[Approved]:** Unanimously @10:36am.

- Recommendation to consider that maintenance of the Board of Directors should be moving towards developing a composition of the Board of Directors that is both smaller in number and is better representative of the various geographies and interests of the three northern regions. SERNbc will attempt to have equal representation across the three regions as well as equal representation across the various interest groups and stake holders (i.e. Government, First Nations, Guide Outfitters, Trappers, etc.).

**[Motion]:** Be it resolved that SERNbc will move towards building a smaller board of directors that better represents the diverse geographies and interests of the three northern regions.

**[Approved]:** Unanimously @10:38am

## 2018 AGM Elections:

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- New Directors:
  - Chris Schell – FLNRO&RD
- Up for election:
  - Ken Watson (Alternate: Dave Hooper)
  - John DeGagne - President
  - Mike Tilson – Secretary (Alternate: Sean Rapai)
  - Andrea Erwin
  - Jim McCormack
  - Bob Frederick
  - Mike Jull - Treasurer
  - Duncan McColl – Vice-President
  - All above listed directors wish to stand for re-election and if an officer wish to maintain their officers role. Duncan McColl will be elected to the position of Vice-President, which was a previously vacant position with SERNbc.
- Resigning:
  - Anna McIndoe
  - Tim Burkhart
  - Jocelyn Campbell

## [Note:]

- Members of the board had discussion surrounding Anna M.'s resignation and the resulting lack of representation from BC Parks. It was determined that SERNbc would work towards finding an appropriate BC Parks representative for future elections.
- Discussion also focused on succession planning and how SERNbc should continue to build insulating factors (i.e. election of a vice-president) that will help maintain the stability of the organization over time.
- Finally there was discussion surrounding the implications of having government so deeply involved and how SERNbc needs to maintain its credibility through continued transparency.
  - Resulting from this discussion was the concept that Marc Steynen as the Coordinator/Manager should likely be given greater authority for decision making and

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

possibly the authority to sign cheques. This discussion was not fully completed and no decision or resolution resulted.

**[Motion]:** To elect all above standing and new directors by acclamation

**[Approved]:** Unanimously @11:03am

## **General Business:**

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[Note:]

- Don from HCTF made the comment that he felt applicants to HCTF should be indicating whether or not they had been in contact with SERNbc. This would ensure that SERNbc is well aware of what else is happening in the province with respect to ER projects. Don is going to bring this issue up at the next board meeting of the HCTF.

### **Review of F2019 Budgets:**

- For F2018/19 SERNbc obtained an additional \$150,000 of funding in order to secure Marc Steynen's position as ER Coordinator for SERNbc.
- In addition to this funding SERNbc has base funding from LBI and other funding from sources such as ECCC, FESbc, and HCTF. A full detailed breakdown of SERNbc funding, projects, projected revenues and expenses was provided by John DeGagne. This document is available by request on SERNbc's Dropbox.
- It should be noted that SERNbc expects that some of its core expenses will increase in F2018/19 due to the increased amount of money that is flowing through SERNbc, examples include: bookkeeping, financial review, insurance, etc.
- SERNbc has also begun the process of building its reserve funds, which it expect will continue to grow through F2019.

## **Director's Reports:**

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*Coordinators Report:*

- See Coordinators handout report – Deliver by Marc Steynen
  - Marc provided a detailed breakdown for each SERNbc project underway in F2019 including the project objectives and proposed budgets.

*Secretary's Report:*

- See Secretary's Report – Delivered by Mike Tilson
  - Mike T. provided a brief review of some of the initiatives undertaken by SERNbc in F2017/18.

*Treasurer's Report:*

- See Treasurer's Report – Presented by Mike Jull

[Notes:]

# S E R N B C



SOCIETY FOR ECOSYSTEM RESTORATION  
IN NORTHERN BRITISH COLUMBIA

- Mike J. developed a discussion surrounding the initiation of a line of credit for SERNbc in the amount of \$25,000 - \$30,000, which we are calling a modest amount in order to start the process of building SERNbc's credit.
  - The purpose of the line of credit would be to help balance cash flow issues that SERNbc often runs into due to funding payment cycles.
  - John D. has requested that several of the major funds pay 50% up front for the projects in order to help alleviate this issue.

[Action]: John D. set up a meeting with Integris Credit to develop a line of credit for SERNbc.

- Mike J. suggested that SERNbc should conduct a financial review due to growing revenues and the need to maintain transparency.
- Unfortunately Jeff McKellar has left Toni Tiani and Co and is no longer available to conduct the review. Mike J. has suggested that "Phil Foucher" from KPMG should conduct the financial review.
- The board in general expressed reservations about KPMG being involved because they are known to put junior people on senior projects and don't provide good customer support. The board made it clear that they accept KPMG if and only if the review is conducted by "Phil Foucher" and we are his client specifically.
- Mike J. suggested that the financial review would cost approximately \$5000.

**[Motion]:** To accept Mike J.'s recommendation that SERNbc engage with KPMG to conduct a financial review.

**[Approved]:** Unanimously @ 12:01

## **Adjournment:**

[Motion]: Motion to adjourn meeting, Duncan McColl

[Approved]: Motion approved May 23<sup>rd</sup>, 2018 12:20pm