

MANUELS RIVER NATURAL HERITAGESOCIETY INC.
Minutes of Annual General Meeting 2019
Via “ZOOM” online
Sunday April 19, 2020 at 7:00 PM

1. Call to Order

Don Sword, Chair, called the Annual General Meeting to order at 7:07 pm. Jillian Whittle, Executive Assistant, acted as recording secretary. Due notice of the meeting was given to members. The required quorum was met.

2. Approve Agenda

The draft agenda was posted on the Society's website and emailed to members for review before the meeting. Following a motion by Jan Spracklin and seconded by Ryan Lawlor, the Agenda was approved as posted.

3. Review and Approve Minutes of AGM held March 31, 2019

Minutes of the Annual General Meeting held on March 31, 2019 were posted on the Society's website. Following a motion by Doug Russell and seconded by Don Sword the minutes were approved.

4. Chair's Report

Don reviewed the activities of the Society. He noted that 2019 was a successful year and extended thanks to the board, staff, committees and volunteers for their contributions to the Society's success. Don recognized the efforts of former Vice Chair Phil O'Connell who resigned from the board in the Fall and board member Scot Croft who will be stepping down from the board after this AGM. Don congratulated Gillian Davidge on winning the CASC Award and commended Janet Rumsey, Executive Director, on her leadership.

Don also remembered Dr. Riccardo Levi Setti and his contribution to Manuels River and the Society. He reflected on the dedication ceremony for his ashes.

Don reported on the highlights of 2019 in particular the Trails to Ocean project and the ACOA announcement of funding to complete 1500 metres on the Ocean Trail East. He also reported on the change to the Center's catering and cafe operations for 2020 with the introduction of Frida's Riverside Cafe and a new catering model. He also mentioned the success, both financial and community building, of the three major fundraisers for the society - the Bobber Race, Chefs for Trails and Giv'er on the River - thanking the board members, staff and volunteers who contributed to their success.

Don also extended thanks to management and staff, particularly Jillian Whittle and Janet Rumsey for putting together the Annual Report, which showcases all of the wonderful things Manuels River achieved in 2019. Don encouraged everyone to review the Annual Report and again extended thanks to everyone who supports Manuels River.

5. Financial Statements for fiscal year January 1, 2019 - December 31, 2019

Treasurer, Doug Russell, reported the audited financial statements for 2019.

The 2019 fiscal year was again impacted by a downturn in the economic environment. He reported that is the intention of the Society to return to a balanced budget position in 2020. Nevertheless, 2020 will be challenging while dealing with the pandemic.

Doug invited questions or comments about the financial statements. He then thanked all levels of government, donors and private and corporate supporters for their financial contributions and acknowledged all of the efforts from the management and staff of MR, volunteers, board of directors and committees.

Following a motion by Ryan Lawlor and seconded by Michelle Hawco the Audited Financial Statements for the fiscal year January 1 - December 31, 2019 were approved.

Doug reported that William P. Collins would like to continue his relationship with the Society as auditor. Following a motion by Doug Russell, seconded by Dave Works, William P. Collins was reappointed as the auditor for the Society for another year.

Doug suggested that we take note of our Auditor's suggestion in his management letter "I would also note that for your organization along with many others 2020 will be a demanding year and following two years of losses the organization must keep a close eye on all expenses so that you will be able to survive." Doug suggested that a finance committee meeting and a quick Board of Directors meeting be held once a month during the Covid pandemic centre closure.

6. Executive Director's Report

Janet reported that she has enjoyed a whirlwind year of activity meeting many unique and amazing individuals that helped to make Manuels River a truly unique and incredible organization of which she is truly proud.

She reflected that in the thirty years since its inception of the Manuels River Natural Heritage Society there is much to celebrate. It has grown from a small chalet to a beautiful building that offers so much to so many people. The Centre is a place to discover science, history, nature, new experiences through programs and events, new friends, different flavours of foods and more - it is truly a cornerstone of our community.

Janet noted that there was much change in the organization in 2019 as the board of directors and volunteers continued to work to protect the river and trails system. Through strategic management, hands on activities and our Connect the Trails campaign, our community made it possible for Manuels River to start phase 2A of the trails master plan. In 2019 we connected the trails to the ocean. She highlighted how our education and public programs continue to be focused on what we can learn from what the Manuels River system offers us.

She extended thanks to the Board, all of the staff, volunteers and committee members for their continued support and expressed her enthusiasm towards working with them in achieving new goals in the upcoming year.

7. Nominating Report

BOARD OF DIRECTORS

With Scot Croft stepping down we currently have 10 elected directors out of a maximum allowable of 16 directors. At the 2019 AGM the members set the board at 12 so there currently are two vacancies. There is one unelected ex officio Town of CBS Representative (Jennifer Lake). There are no term limits.

VACANCIES

Of the 10 current directors:

- Two years ago (2018) four (4) were elected to a two-year term and are eligible for re-election in 2020: *Ryan Lawlor, Shelley Moores, Doug Russell and Michelle Hawco.* (All have indicated their interest in serving another two-year term on the board)

Also elected at that time but no longer directors: Keith Drover who resigned in October 2018, Lori Metcalfe who resigned effective the start of the 2019 AGM, Phil O'Connell who resigned in September 2019 and Scot Croft who resigned in March 2020.

- Last Year (2019) Six (6) were elected to a two-year term and are eligible for re-election in 2021: *Gail Butler, Andrea Gosse, Jan Spracklin, Elizabeth Young, Don Sword and Dave Works.*

The board met on March 24, 2020 and voted to recommend the following to the members of the Society at this 2020 AGM:

1. That the board size be set at 12 with 6 to be elected to serve two-year terms until the 2022 AGM;
2. That the following four (4) members of the Society be nominated for re-election to the board: *Ryan Lawlor, Shelley Moores, Doug Russell and Michelle Hawco* to serve two-year terms until the 2022 AGM; and
3. That *Vince Payne and Neil Buckler* also be nominated for election as new members of the board to serve a two-year term until the 2022 AGM.

8. Election of Directors

Following a motion by Gail Butler, seconded by Dave Works, it was agreed to set the board size to 12.

It was then moved by Andrea Gosse and seconded by Dave Works that the following people be nominated for a two-year term ending in 2022: Ryan Lawlor, Shelley Moores, Doug Russell, Michelle Hawco, Neil Buckler and Vince Payne. Motion carried.

9. Other Business

There was no other business.

10. Questions and Answers

There were no questions.

11. Adjournment

Following a motion by Ryan Lawlor, the meeting adjourned at 7:36 pm.