<u>OFFICIAL</u> Minutes of the 2009 Annual General Meeting of the Members of CIELAP
Wednesday February 10th, 2010
Meeting started at 7:10 pm and ended at 8:40 pm
Held in the Atelier Room of the NFB, 150 John Street, Toronto, Ontario

<u>Members Present:</u> Dick Ballhorn, Jackie Campbell, Grant Caven (chair), Nicole Geneau, Alex Matan, Ellie Perkins, and David Powell.

<u>Members Regrets:</u> Paul Bottero.

<u>Nominated Members Present</u>: Christopher Benedetti and Nick Trendov.

<u>Nominated Members Regrets</u>: Richard King.

<u>Staff Present:</u> Matt Binstock, Maureen Carter-Whitney, Thomas Esakin, Anne Mitchell (retired Executive Director), Kate Skipton, Praan Misir, Satya Mohapatra, and Carolyn Webb.

1. Meeting Called to Order.

By Grant Caven, CIELAP's Chair, who welcomed the Board and public participants.

2. Adoption of Agenda:

The members put forward a motion to revise the agenda as was circulated in advance of the meeting. Item 5 (Financial Statements) & Item 7 (Report of Auditor) were merged together and item 9 (Appoint Legal Council) was removed. Nicole moved; Dick seconded; motion carried unanimously.

3. Approval of Past Minutes.

The members put forward a motion to adopt the minutes from the last Annual General Meeting of the Corporation, held on November 26th, 2008. Jackie moved; Nicole seconded; motion carried unanimously.

4. Report of Directors (Annual Report).

Grant spoke to the 2008-09 Annual Report. Grant thanked Anne Mitchell, who retired in July 2009, for her 17 year commitment to CIELAP as its long-standing Executive Director. Grant invited Anne to speak to the Annual Report.

Anne emphasised the people who work for CIELAP and who help make the organization what it is – the staff, volunteers, and research associates. She talked about CIELAP's research papers and the Achieving Resilient Agricultural Systems workshop held in November 2008. Anne commented on how pleased she has been with the transition to a new Executive Director. She wished everyone – staff and board – all the best into the future. Anne will continue on at CIELAP as its *Senior Advisor on Sustainability*. All present gave Anne a standing ovation.

The members put forward a motion to approve the Annual Report 2008-09. Alex moved; Jackie seconded; motion carried unanimously.

5. Changes to Bylaws:

A motion was put forward that the members approve a new Bylaw 10 for the Corporation, as follows:

BY-LAW No. 10

A By-law respecting the changing of the number of directors of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY as follows:

By-law No. 4 of the Corporation be and it is amended to reflect that the number of directors of the Corporation be and are hereby decreased from 23 to 15 and shall be no less than 5.

Alex moved; Jackie seconded; motion carried unanimously.

A motion was put forward that the Members approve a new Bylaw 11 for the Corporation, as follows:

BY-LAW No. 11

A By-law respecting the executive committee of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY AS FOLLOWS: By-law No. 5, Paragraph 1 of the Corporation be and it is hereby repealed and replaced with the following:

The directors of the Corporation be and they are hereby authorised to elect from their number an executive committee (of whom a majority shall form a quorum) and to delegate to the executive committee any powers of the board of directors.

David moved; Alex seconded; motion carried unanimously.

A motion was put forward that the Members approve a new Bylaw 12 for the Corporation, as follows:

BY-LAW No. 12

A By-law respecting the use of electronic e-communications of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY as follows:

That By-law No. 1 of the Corporation be and is hereby amended to be read to include and authorise the Corporation to use electronic communications, including e-mails and teleconferencing, for notices and other official communications of the Corporation.

David moved; Dick seconded; motion carried unanimously.

6. Report of Auditor.

Nicole introduced Gail Bergman, CIELAP's auditor from Chaplin & Co, to speak to CIELAP's audited financial statements. The auditor's report gave a clean opinion with no exceptions to report. The major change was a decrease in cash (a spending of the deferred revenue and non-completion of new projects). CIELAP's revenue was approximately $20,000 higher than the previous year but expenses ran higher because of the payout of the retiring employee's vacation pay and that one employee had added an extra day of work.

CIELAP's audited statements report a reserve of $17,000. The CIELAP Board at a meeting of June 16th, 2008 had outlined a *goal*, not a requirement, to build a reserve up to $90,000. Thus, the board had decided to create the *conditions* for a reserve fund but there was no mandatory requirement for it to be set aside. It is not the Board's intent that this reported reserve be a restricted fund.

The members put forward a motion to approve the audited statements of the Corporation as presented, with the understanding that the operating reserve is not a restricted fund and that it is at the board's discretion to use this fund. Nicole moved; David seconded; motion carried unanimously.

7. Appointment of Auditor

The members put forward a motion to appoint Chaplin & Co as the Corporation's auditor for the new fiscal year 2009-2010. Nicole moved; Alex seconded; motion carried unanimously.

8. Elect new Directors / Ratification Motion.

Dr. Ellie Perkins advised that after nine (9) terms serving on the Board of Directors, she is retiring from the Corporation's Board of Director's and has agreed to join the CIELAP Research Advisory Committee. Grant gave his sincere thanks to Ellie for her years of service on the CIELAP board and noted that CIELAP looks forward to her continued future involvement with the organisation.

A slate of new directors for the Corporation, as presented to the members from the Corporation's Board of Directors, was put forward as follows and for the terms so-identified:

Richard Ballhorn (2-year term)

Christopher Benedetti (2-year term)

Paul Bottero (2-year term)

Jackie Campbell (2-year term)

Grant Caven (2-year term)

Nicole Geneau (1-year term)

Richard King (1-year term)

Alex Matan (1-year term)

David Powell (1-year term)

Nick Trendov (1-year term)

A motion was put forward that the Members ratify all decisions made by the Board over the past fiscal year and that the Members approve the presented slate of directors for the identified length of terms of each director. Alex moved; Nicole seconded; motion carried unanimously.

9. Other business.

Grant invited staff to report to the AGM. Tom introduced all of the staff and gave praise for all of their efforts over the year. Tom discussed the importance of sustainability / sustainable development. Maureen spoke to the type and style of research that will be produced by CIELAP in future years. All staff members and Research Associates present (Carolyn, Satya, Matt, Praan, and Kate) gave reports about their activities. Grant thanked the staff.

10. Q&A with public participants:

- Gordon Chamberlain: there is a need to move climate change policy along. We have to get our minds around the idea of criminal sabotage; ecological accounting fraud.
- One participant asked about the list of corporations who support our work, some of which might be considered by some people to be saboteurs, and asked what impact they have on CIELAP's work. Collective answer: all monies are given with no strings attached; Anne said that none of the corporations have tried to influence our policy outcomes. CIELAP does have a corporate donations policy that says that all CIELAP research is independent.
- There was further discussion about the funding that we receive from corporations and debate about whether it's good or not. Some public participants said that CIELAP shouldn't take money from corporations; others said that it was important for CIELAP to talk to and engage corporations.
- A question was put forward about how CIELAP reports lead to policy change. Collective answer: CIELAP makes specific recommendations to policy makers; CIELAP comments on proposals.
- Michael Cochrane suggested reaching out to alumni members about supporting the youth clubs; seek funding from the parents of the students.

11. Motion to adjourn.

Alex moved; Dick seconded; motion carried.