



Annual General Members Meeting
Wednesday September 14, 2016
Teatro Conference & Event Centre
121 Chisholm Drive #2, Milton, ON L9T 4A6

Attendance: Matthew Adams, Fourth Pig Worker Co-op; Sherylann Barrington, RadioLiteracyOne; Sam Bitterman, Associated Toronto Taxi-Cab Co-operative; Cathy Chamberlain, CL Chamberlain Communication; Roxy Cohen, Conscious Minds Co-operative; Harvey Cooper, CHFC Ontario Region; Pitipanage Fernando, Associated Taxi-Cab Co-operative; Gloria Finegan, RadioLiteracyOne; Karen Eatwell, Local Ontario Food Coop Network; Julien Geremie, Conseil do la coopération de l'Ontario; Rob Goodwill, Gay Lea Foods Co-operative; Josephine Grey, St James Town Community Co-operative; Larry Huang, Associated Toronto Taxi-Cab Co-operative; Brian Iler, Iler Campbell LLP; Marshall King, Organic Meadow Co-operative; Scott King, BDO Canada; Michel Labbe, Options For Homes Non-profit Corporation; Thierry Lasserre, Conseil de la cooperation de l'Ontario; Crystal McNerney, CHFC Ontario Region; Carlo Montagnese, Meridian Credit Union; Linda Nadeau, The Co-operators; Megan Pearson; Reba Plummer, Canadian Worker Co-op Federation; Robin Redstone, Gay Lea Foods Co-operative; Manuel Reis, Associated Toronto Taxi-Cab Co-operative; Clayton Sholds, Ontario Credit Union Foundation; Mary Lou Tanner, The Mustard Seed; Glenn Valliere, Ontario Natural Food Co-op; Michelle Vieira, Ag Energy Co-operative; Phil Wheeler, Meridian Credit Union.

Board: Mark Hamel, Gay Lea Foods Co-op (Chair); Janice Johnson, GROWMARK, Inc. (Vice-Chair); Lisa Guglietti, The Co-operators (Treasurer); Brent Davies, Ag Energy (Youth Director); Kim De Lallo, Ontario Natural Food Co-op; Kelly McGiffin, FirstOntario Credit Union; Kelly Storie, Canadian Worker Co-operative Federation/La Siembra Co-operative; Kelly Tryon, The CUMIS Group.

Staff: Erin Morgan, Audrey Aczel (Recording Secretary), Stephen Bell, Peter Cameron, Lauren Hillson, Adam Malloy, Jennifer Ross.

Special Guests: Jonea Agwa, Canadian Co-operative Association; Denyse Guy, Co-operatives and Mutuals Canada; Sabrina Bos, Create-A-Co-op Challenge Finalist; Nicholas Danen, Create-A-Co-op Challenge Finalist; Farhad Karimi, Create-A-Co-op Challenge Finalist; Farzam Karimi, Create-A-Co-op Challenge Finalist; Jannat Nain, Canadian Co-operative Association; Jameel Shams, Create A Co-op Challenge Finalist; Scott King, BDO Canada LLP.

Regrets: None.

Call to Order

Board Chair Mark Hamel called the meeting called to order at 9:20 a.m.

Welcome

Mark welcomed everyone and had the Board of Directors introduce themselves. He asked the membership to introduce themselves in turn. He then introduced the On Co-op staff.

Members were then told about hard copies of the AGM materials for reference on the tables. They received an electronic version by email prior to the AMG. There is a new digital version of the 2015-2016 Annual Report.

Mark confirmed that quorum had been reached with 11 voting members in attendance. He reminded attendees that only Voting Members with cards can make a motion, and were asked to state their name and organization clearly when voting.

1. Approval of Agenda

Update – one year term was communicated but new Director-At-Large will be a 3-year terms as per the. The candidates has agreed to these terms.

Moved by Michelle Vieira, Ag Energy, and Seconded by Wendy Carruthers, to approve the agenda of the September 14, 2016 AGM. Carried.

2. Approval of Minutes of June 24th, 2015

There were no changes.

Moved by David MacFarlane, CHF Canada, Ontario Region, and Seconded by Reba Plummer, CWCF, to approve the minutes of the June 24, 2015 AGM. Carried.

3. Chair & Executive Director's Report – Mark Hamel & Erin Morgan

Mark Hamel began the report by noting that board engagement over the past year was strong, as demonstrated by the overall attendance record. A slide was shared showing board attendance at all the meetings over the past fiscal year. Mark acknowledged Dave Sitaram, representing Central 1 Credit Union, who retired from the board.

Mark noted that the organization also lost 12 members and gained 10 new members.

Mark focused mostly on the programs and events from the past fiscal year (i.e., 2015-16). He thanked the dedicated Board of Directors. The Board is very committed to moving forward. Focus on education, member engagement, and government relations. He explained the hiring process for the new ED and welcomed her to the stage.

Erin thanked the delegates for coming. She highlighted the key programs and events On Co-op is currently working on throughout 2016-2017. Core areas will remain the same. Organization will be reviewing how we can best engage and work with our members. She noted the focus on Government Relations, and education programs – how we can collaborate with our members to support their

needs. Trillium Foundation Grant will impact thousands of communities and members with the development of 60 new co-ops across province in next two years. It will be a busy and exciting year! We look forward to achieving success with the support of our members.

Moved by Rob Goodwill, Gay Lea Foods, and Seconded by Michelle Vieira, Ag Energy Co-operative, to approve the Chair and Executive Director's Report. Carried.

4. Approval of By-law Change.

Janice Johnson reviewed the By-law and the proposal for the revised By-law. She moved a motion 5-02A.

Seconded by Thierry Lasserre from CCO, to approve the By-law change. Carried.

5. Election to the Board of Directors

Janice then thanked Michelle Vieira from Ag energy Co-operative, Dave Sitaram of Central 1 Credit Union, and Brent Davies from Ag Energy Co-operative, for their significant contributions and years of service to the On Co-op board.

A donation to Y's Owl MacLure will be made on their behalf.

Mark then moved a motion to designate Wendy Carruthers, The Co-operators, Chair of the Nominating Committee, as the Returning Officer for the On Co-op Board of Directors' election.

Seconded by Reba Plummer, CWCF to designate Wendy Carruthers as Returning Officer for the Board of Directors' election. Carried.

Wendy first appointed two Scrutineers to collect and count the ballots for the election. There were two vacancies on the board, including a one 3-year position for an "at-Large" Director, and one 1-year position for Youth Director. Two nomination packages were submitted and recommended by the board.

The slate of candidates presented by the Nomination Committee and recommended by the Board, were then introduced to the membership, and the obligations and duties of running for office were reviewed. The three-year term was communicated as a one-year term but this was amended by the board and will be a three-year term.

Wendy then acknowledged that Brent Davies, Youth Director representing Ag Energy, had reached his term limit but has expressed interest to remain on the board for another 1-year term.

As Dave is retired from Central's board, his seat was replaced with Kelly McGiffin of FirstOntario Credit Union. This was a designated seat which was ratified by the board.

Wendy then called for nominations from the floor three times. Hearing none, she re-read the slate of candidates, and asked them to confirm their willingness to stand for election.

As there were no nominations from the floor, Wendy called a motion to acclaim the nominations of Crystal McNerney for the position of Director-at-Large and Brent Davies for the position of Youth Director.

Moved by Reba Plummer, and Seconded by Dave MacFarlane, CHF Canada, Ontario Region, to acclaim the nominations of Crystal McNerney and Brent Davies.

Crystal and Brent were then invited to share a few words with the membership.

Wendy then called the election closed.

6. Approval of the Audited Financial Statement for year ending March 31st, 2016

Wendy introduced the Treasurer, Lisa Guglietti, who presented the Treasurer's Report. Lisa reviewed the balance sheet, statement of cash flow, and income statements, referencing notes and graphs contained in the *2015-2016 Annual Report* including, Revenue, Program Support Expenditures and Strategic Direction Expenditures.

- Operating deficit of approx. \$18,000, one-time costs driven by ED transition costs that were unexpected (recruiting, vacation payouts and both EDs on staff for a short period). It costs were also slightly over budget to address IT issues.
- Revenue: Dues dropped slightly through loss of some members. Didn't have the Trillium Grant to support operations in past year, and loss of internship grant. Fewer Regional conferences as these are supported by Trillium. No Gala, so sponsorships and registrations were lower.
- Expenditures: Other administrative expenses (IT, ED recruitment and others). Increases in all education programs, mainly driven by more staff time allocated here. FCO happened this year, but not last.
- Strategic Direction Expenses: decrease mainly due to loss of Trillium Grant.

Lisa then introduced Scott King from BDO Canada, who presented the Auditor's Report, which had been reviewed and approved by the On Co-op Board on May 26th, 2015. He thanked Erin and the On Co-op staff and Board for their support during the audit. It was a clean audit with few adjustments and no significant items or issues to be brought forward to the membership. Scott reviewed the audited statements with minimal detail. There were no questions from the membership following the report.

Lisa moved a motion to accept the March 31st, 2016 Audited Financial Statements. **Seconded by Michelle Vieira, Ag Energy Co-operative, to accept the March 31st, 2016 audited Financial Statements as presented. Carried.**

7. Appointment of Auditors

Lisa thanks BDO for their work and support. She then moved a motion to approve BDO Canada LLP as Auditors for the year 2016-2017. **Seconded by Dave MacFarlane, CHF Canada, Ontario Region, to appoint BDO Canada as auditors for the 2016-2017 fiscal year. Carried.**

8. Greetings from Co-operatives and Mutuals Canada

Lisa introduced Denyse Guy, Executive Director, who brought greetings from Co-operatives and Mutuals Canada (CMC).

Denyse updated the members on what is happening at the national level. She shared the results of their recent membership survey, which was part of their strategic planning initiative. She talked briefly about the upcoming International Summit of Co-operatives in Quebec, and noted that a Task Force has been created to help understand how we can build post-secondary programs to meet the needs

of the sector. CMC is also ramping up their advocacy efforts. CMC has developed a new policy booklet that is being sent to all the MPs. She thanked the membership for the opportunity to speak and acknowledged the amazing work of On Co-op and partner to CMC.

Mark then introduced the interns from the Canadian Co-operative Association, Jonea Agwa and Jannat Nain, who shared their recent volunteer experiences abroad, with the membership.

9. New Business

There was no new business.

10. Closing Remarks

Mark reviewed a few administrative details.

Mark moved a motion to adjourn the meeting at a.m. Seconded by Rob Goodwill of Gay Lea Foods. Carried.

Chair

Secretary

Date