



46th Annual General Meeting
Saturday, October 22, 2016 12:00 pm noon EST
Toronto Airport Hilton, York Ballroom
Toronto, Ontario
DRAFT Minutes

MINUTES

1. Welcome

Lesley McIntyre, chair of the 2016 Annual General Meeting, called the meeting to order at 12:15 pm EST.

Lesley McIntyre introduced members of the board in attendance; Shelley Langstaff, Lisa Borchert, Leeann Tremblay, as well as invited guests from the board; Todd Greenbloom (Parliamentarian), Mona Taylor (Blaney McMurtry), and VRA secretaries; Lynn Burgess, Bonnie James and Aimee Hunt.

Lesley McIntyre also introduced Audrey Robertson, Chair of the Audit, Finance, and Risk Management Committee as well as Ms. Dionne Reid of the auditing firm; Prentice, Yates and Clark.

Lynn Burgess explained how the AGM would proceed, that Motions one through four would be presented and voted on. Following this, Motions five through eight would be presented and voted on. She announced that at the end of the meeting, Jonathan Mazzuca of Kreston GTA; a third party auditing firm, would tabulate results and that these would be announced as preliminary results. Following the meeting, submissions would be audited by Kreston GTA, confirmed and then final results would be released to the membership.

2. Appointment of Recording Secretary

Motion 1 - That Aimee Hunt be appointed the Recording Secretary.

Moved by Viki Scott, seconded by Anu Aurora to appoint Aimee Hunt the Recording Secretary of the 2016 VRAC AGM.

84.186% APPROVED
0.4651% DISAPPROVED
MOTION CARRIED

3. Appointment of Scrutineers and Verification of Quorum

The following members were appointed as scrutineers: Wanda York and Cheryl Dillon.

Motion 2 - RESOLVED that the scrutineers Wanda York and Cheryl Dillon be approved for the purpose of the AGM

81.39532% APPROVED
1.3953% DISAPPROVED
MOTION CARRIED

Scrutineers, Wanda York and Cheryl Dillon confirmed that quorum was achieved.

4. Approval of Adoption of AGM Agenda

Motion 3 – RESOLVED that the agenda of the 2016 VRA AGM be adopted as presented.

77.6744% APPROVED
2.3256% DISAPPROVED
MOTION CARRIED

5. Approval of Minutes of the 2015 AGM

Motion: Moved by Nancy Vanner, seconded by Lisa Borchert to approve the Minutes of the 2015 AGM.

Discussion: Gail Kovacs brought forth a comment; stating that in regards to the CCVE bylaw recommended changes, there seemed to be some confusion on whether there was a vote for this item at the 2015 AGM in Ottawa.

She explained, in her recollection, there was a vote and it was approved but that it was not recorded in the minutes thus, there was no way of validating it. She expressed that this is an outstanding item that needed to be addressed going forward.

Lesley McIntyre and Parliamentarian, Todd Greenbloom, indicated that a motion must be put forth to amend Motion 4 of the agenda to include, if appropriate, at a later date, the item brought forth by Gail Kovacs.

Motion: Moved by Gail Kovacs, seconded by Tricia Gueulette that Motion #4 of the 2016 AGM Agenda be amended to read that the Minutes of the 2015 AGM be taken into further consideration with possible amendments for the CCVE bylaw issue.

Todd Greenbloom explained that a vote to accept Gail Kovacs' amendment would be done by a show of hands of the people in the room. Scrutineers confirmed 22 hands in favour, 2 against. 3 abstaining. Motion was carried. Todd Greenbloom explained that voting in favour of Motion #4 on the agenda would effectively be voting in favour of the amendment.

Motion 4 - RESOLVED that the minutes of the 2015 VRA AGM be adopted with the change brought forward by Gail Kovacs.

**76.2791% APPROVED
3.7209% DISAPPROVED
MOTION CARRIED**

Time was given for participants in the room to submit ballots and for online participants to vote for the first four Motions.

Lynn Burgess and Lesley McIntyre announced that voting could be submitted by email to Jonathan Mazzuca for any online participants having technical difficulties.

6. Results of Motions One through Four

Lesley McIntyre announced the preliminary tally of results for the first four Motions:

Motion #1	Motion #2	Motion #3	Motion #4
84.186% APPROVED 0.4651% DISAPPROVED MOTION CARRIED	81.39532% APPROVED 1.3953% DISAPPROVED MOTION CARRIED	77.6744% APPROVED 2.3256% DISAPPROVED MOTION CARRIED	76.2791% APPROVED 3.7209% DISAPPROVED MOTION CARRIED

The subsequent motions were raised separately and then voted on at the end of the discussion of all of them.

7. Approval of 2015 Audited Financial Statements

Ms. Dionne Reid of Prentice, Yates and Clark reported on the 2015 VRAC Audited Financial Statement. Specifically:

- That the existing statement was a draft version and had not yet been approved by the board of directors.

- That amendments may need to be made before the financial statement could be finalized. This was due to the fact that being October 2016, VRAC is 10 months past 2015 fiscal year end. The auditor must consider any events that arise up until the date that the board signs off on the financial statement and it is finalized. Therefore, events that have taken place subsequent to the financial statement being drafted could need to be included in the statement. These include the signing of any significant contracts, any disclosure of monies to be spent after December 31, 2015.
- That a clean audit opinion could not be issued as the auditor did not have enough information to infer whether a material error or financial risk was present. This is due to:
 - A legal issue that the auditing firm was made aware of but that the board declined to provide specific information on. Dionne Reid explained that if VRAC was under threat of or in the process of having a lawsuit then there is the risk of having a liability meaning that VRAC may have to pay money to someone in settlement of this lawsuit. Thus, without knowing the specific information regarding this legal matter, a clean conclusion on whether a financial risk was present could not be made.
- That outside of this legal issue, enough audit information was present to conclude that the financial statement was fairly stated as of December 31, 2015.
- On the Statement of Operations
- On the Statement of Financial Position balance sheet:
 - What VRAC has versus what VRAC owes
- Statement of Cash Flow
 - Money in and money out of the association
- That the audited financial statements must be signed off on by the board and submitted back to Prentice, Yates and Clark.

Motion: Moved by Francis Fung, seconded by Viki Scott to remove the item; approval of 2015 Audited Financial Statement, from this agenda and revisit it again at the next AGM.

Discussion: Members in the room agreed to vote on and disapprove Francis Fung's motion so that a new motion could be put forth which would change the timeline of when the approval of the 2015 Audited Financial Statement would need to be completed by.

Motion: Moved by Diana Vissers, seconded by Laura Smilie to amend Francis Fung's motion to remove the approval of the 2015 Financial Statement from the agenda and revisit this 30 days after the Audited Financial Statement is finalized and approved.

Voting was done through a show of hands both in the room and online via the webinar, to amend the amendment made by Francis Fung. Amendment carried.

Voting was done through a show of hands in the room and online to approve Diana Vissers' motion. Diana Visser's motion carried.

8. Approval of Appointment of Nephin Winter Bingley as 2016 Auditing Firm

- Questions arose amongst VRA AGM participants both online and in person regarding Nephin Winter Bingley. Specifically:
 - In regards to their experience with non-profit organizations
 - Whether for continuity purposes, considering that the 2015 financial statement had not been finalized, it may be better to keep the current auditing firm in place for another year term.
- Director of Finance for Megram Consulting, Bonnie James, confirmed that the Nephin Winter Bingley had over 20 years experience working with non-profit organizations.
- Lesley McIntyre confirmed that in considering a new auditing firm, three separate proposals from three auditing firms were requested and submitted for board review. From these three, Nephin Winter Bingley was middle of the road price-wise; their billing charge would be \$2000 less than the previous for Prentice, Yates and Clark.
- Audrey Robertson responded to the question asked why a change of auditors was being made by stating that the board had been putting out requests for proposals for all other aspects of board activity. The board had gone through the process of selecting a new service provider. The Board was doing due diligence seeking more than one quote. It was the most economical quote received.
- Phil Warder stated that he appreciates the fact that the Board went through the process but supports the idea of maintain consistency.
- Wanda York asked for an explanation about the Management Services Relocation cost on the financial statement to which Audrey Robertson responded that this cost was for moving from Managing Matters to Megram, shipping items to the new location, etc.

Results of the voting:

59.0698% APPROVED
20.9302% DISAPPROVED
MOTION CARRIED

9. Approval of Remuneration of the auditing firm

Audrey Robertson explained that it is important that everyone understands what this motion is – the approval that the Board be authorized to approve the remunerate the auditing firm. She stated that Motions 5 to 7 on the agenda were all part and parcel, thus members need to make a decision when voting on Motion 6. This motion is to remunerate the auditing firm, whichever firm that is and the amount that they charge.

Motion 7 - RESOLVED that the Board be authorized to approve the remuneration of the auditing firm for the 2016 audit

61.3953% APPROVED
19.5349% DISAPPROVED
MOTION CARRIED

10. Election of Board of Directors

Nominations Committee representative, Shelley Langstaff, explained that all candidates had met the necessary requirements and were eligible for nomination.

Lesley McIntyre explained that in order to vote for Provincial Society Representatives, members must select “yes” or “no” on the ballot form for each Provincial Society candidate. Furthermore, it was explained that in the Directors at Large category, members could choose anywhere from zero up to a maximum of four candidates.

Members in the room were asked to vote and online voting polls were opened and members in the room as well as online, submitted their votes.

9. Preliminary Election Results

Results of the in-person, online, proxy and email voting submissions were announced as follows:

Provincial Society Representatives:

- BC – Claire Benson-Mandl
71% Yes
7% No
- Alberta – Shelley Langstaff
60% Yes
12% No
- Saskatchewan – Kathy Potts
67% Yes
3% No
- Manitoba – Lisa Borchert
57% Yes
14% No

- Ontario – Ravi Persaud
60% Yes
23% No
- Atlantic – Tracey Kibble
69% Yes
6% No
- CAVEWAS – Teri Pereira
71% Yes
8% No
- CVRP Representative to VRA Board – Roselle Piccininni
68% Yes
14% No

Directors at Large

Jennifer Chladny – 69.7674%

Diana Vissers – 73.0233%

Paul Holtby – 69.3023%

Tricia Gueulette – 73.4884%

Leeann Tremblay – 17.6744%

Garry Derenoski – 13.4884%

ELECTED TO THE BOARD OF DIRECTORS: JENNIFER CHLADNY, DIANA VISSERS, PAUL HOLTBY, TRICIA GUEULETTE

The Chair announced the composition of the Board of Directors:

	Director	Director Position Being Filled
1.	Claire Benson-Mandl	British Columbia
2.	Shelley Langstaff	Alberta
3.	Kathy Potts	Saskatchewan
4.	Lisa Borchert	Manitoba
5.	Ravi Persaud	Ontario Society
6.	Tracey Kibble	Atlantic
7.	Teri Pereira	CAVEWAS
8.	Roselle Piccininni	CVRP Liaison to VRA
9.	Jennifer Chladny	Director at Large
10.	Diana Vissers	Director at Large
11.	Paul Holtby	Director at Large
12.	Tricia Gueulette	Director at Large

Lynn Burgess explained that the membership would receive final voting results upon completion of the audit.

9. Adjournment

Motion: Moved by Paul Holtby to adjourn the 2016 Annual General Meeting.

The Chair declared that the Annual General Meeting be adjourned.