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Food Secure Canada / Réseau pour une alimentation durable
Annual General Meeting Minutes
 27 November 2013 * Santropol roulant, 111 rue Roy East, Montreal

Item	Discussion	Action
Call to order	<ul style="list-style-type: none"> Eric Chaurrette, Board Chair, chaired the meeting Call to order 0915 Afternoon is for sharing ideas 	<ul style="list-style-type: none">
Minute taker	<ul style="list-style-type: none"> 	<ul style="list-style-type: none"> Kathleen Gibson appointed
Notice of meeting	<ul style="list-style-type: none"> Distributed on 6 November to meet requirements of bylaws 	<ul style="list-style-type: none">
Quorum	<ul style="list-style-type: none"> Members present: 28 at start of meeting, 35 by time of Bylaws vote 	<ul style="list-style-type: none"> Quorum established
Voting procedure	<ul style="list-style-type: none"> Eric explained the organization's consensus process This meeting will approve our Articles of Continuance and revised Bylaws, which must be done by a vote 	<ul style="list-style-type: none">
Agenda	<ul style="list-style-type: none"> One amendment to the agenda: reverse numbers 11 and 12 to handle Reincorporation before election of Board 	<ul style="list-style-type: none"> Moved Cathleen Kneen, seconded Genevieve Grossenbacher: adopt agenda adopted as amended CARRIED
Minutes of 4 November 2012 Annual General Meeting	<ul style="list-style-type: none"> No discussion Minutes approved 	<ul style="list-style-type: none"> Moved Jordan Nikoloyuk, seconded Cathleen Kneen: adopt minutes CARRIED
Chair's report	<p>Eric Chaurrette reported:</p> <ul style="list-style-type: none"> At our planning retreat in 2011 we decided to hire staff, starting with Diana Bronson and Amanda Sheedy, to take the organization to the next level and bring organizing capacity to our work Members wanted a strong voice for the food movement, advancement of the Peoples' Food Policy and priorities as set out in "Resetting the Table: a peoples' food policy for Canada" and growth of networks We have only had an office and staff in Montreal for 	<ul style="list-style-type: none">

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	<p>18 months, but nevertheless in the last year this has helped the organization make significant strides towards its goals</p> <ul style="list-style-type: none"> • After the Edmonton Assembly in 2012, which many said was our best so far, FSC focused on convening, networking and advocacy as well as establishment of procedures and policies • We have also put a major effort into reincorporation and governance issues • We acknowledge and applaud FSC's hard-working staff and the members of the Steering Committee 	
Executive Director's report	<p>Diana Bronson reported:</p> <ul style="list-style-type: none"> • This has been an amazing 18-month sprint • Nydia Dauphin and Abra Brynne joined FSC staff last October • We are membership-driven • Amanda developed and manages the Children and Food Network • Nydia takes care of communications and membership • Abra, working mostly from BC, manages the Local and Sustainable Food Network and the CFICE Project • We have also been blessed with a number of wonderful interns, currently Zunhra Sheik and Marie-Josée Lemay <p>Highlights of our work in the last year include:</p> <ul style="list-style-type: none"> • The 2012 Assembly in Edmonton • Participation with and coordination of nationwide webinar discussion for the UN Special Rapporteur on Food's report on Canada • Adoption of a statement of solidarity with Idle No More • Development and elaboration of the Children and Food Network, Northern Network, and Local and Sustainable Food Network, Provincial networks • Development of more and deeper relationships with academics for our research projects • Participation in a Food, Farms, Fish and Finance conference in Toronto • Increased efforts on advocacy, including shadowing the Conference Board of Canada's national food strategy process and hosting our own parallel event, Tasting Food Democracy; FSC was also invited to a debate on national food strategy hosted by Carleton 	<ul style="list-style-type: none"> •

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	<p>University on 10 December</p> <ul style="list-style-type: none"> • Coordination of virtual events around World Food Day and the Throne Speech on 16 October: members contributed 50 Throne Speeches of their own about food, posted on our YouTube channel • Work begun on food justice and structural racism <p>Administratively, we:</p> <ul style="list-style-type: none"> • developed a theory of change and an evaluation plan • increased our social media presence • adopted a new logo and a new French name • launched a new website • refined our structures and policies <ul style="list-style-type: none"> • We are particularly grateful to our funders, including McConnell and its representative, Beth Hunter, for their amazing support • Many individuals and organizations give beyond their membership dues, especially Inter Pares, FoodShare, USC Canada, and the United Church of Canada • As we move into the coming year we will have a new Board and new Bylaws • We need to step off the treadmill and become more sustainable, adopting a more measured pace • We will pick a few key issues we can win while we wait for a national food policy that reflects the People's Food Policy • Some MPs are listening: let's get political and change what's going on in Ottawa! 	
Treasurer's report	<p>Tatiana Fraser reported:</p> <ul style="list-style-type: none"> • Rapid growth of the organization in the last year • Structures and policies developed to support financial management • Good financial management, steady growth in budget, strong budgetary systems in place 	<ul style="list-style-type: none"> •
Financials 2011-12	<ul style="list-style-type: none"> • Tatiana Fraser presented the income and expense statement and the balance sheet • Unrestricted funds at end of year were \$26,000 • A question was raised about whether or not FSC has a line of credit - it does not; we have created a reserve fund - it was suggested that we get a line of credit • The Chair suggested that the words "financial review" be substituted for the words "audited statements" in the motion to accept the 2011-12 financials 	<ul style="list-style-type: none"> • Moved Tatiana Fraser, seconded Cathleen Kneen: financial review of Food Secure Canada for the year ending Aug 31st 2012 audited by Dagenais, Lapierre,

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		Simard et Associés, be accepted by the membership of Food Secure Canada CARRIED
Budget 2013-14	<ul style="list-style-type: none"> • Tatiana Fraser presented the 2013-14 budget revenue and expense projection • We are currently heavily reliant on foundations and are working to diversify revenue sources • Question about the source of \$75,000 government revenue? Industry Canada and other prospects such as Public Health Agency of Canada; also we have just received \$50,000 from Quebec En Forme • Tatiana acknowledged our current funders 	<ul style="list-style-type: none"> •
Auditor	<ul style="list-style-type: none"> • This year we are doing a full audit, not a financial review • Confirm auditors for 2012-13 • Appoint auditors for 2013-14 • Eric read the two motions 	<ul style="list-style-type: none"> • Moved Tatiana Fraser, seconded Lauren Baker: that Dagenais, Lapierre, Simard et Associé be appointed the auditors of the Corporation to hold office until the close of the next Annual Meeting of the members or until their successors are appointed CARRIED • Moved Tatiana Fraser, seconded Cathleen Kneen: that the membership of Food Secure Canada appoint the firm of Dagenais, Lapierre, Simard et Associé, SENCRL as auditors for the Sept 1st 2013 to Aug 31st 2014 fiscal year

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Reincorporation, Bylaws and Articles of Continuance	<p>Kathleen Gibson reported on the work of the Governance Committee:</p> <ul style="list-style-type: none"> • Kathleen's report and the Special Resolution are attached as Appendix 1 	<p>CARRIED</p> <ul style="list-style-type: none"> • Moved Satya Ramen, seconded Cathleen Kneen: that the Articles of Continuance and Bylaw No 1 be adopted by [the appended] Special Resolution CARRIED UNANIMOUSLY by the 35 members present
Board of Directors	<p>Lauren Baker, Vice-Chair, reported on the work of the Nominations Committee:</p> <ul style="list-style-type: none"> • The Steering Committee established the Nominations Committee in September • It was made up of at least 50% people who were not candidates for the new Board • Members were Lauren Baker, Diana Bronson, Stuart Clark, Mustafa Koc, Rebecca Schiff • Criteria for Board membership were proposed by the Governance Committee and adopted by the Steering Committee • We received 33 nominations, an embarrassment of riches • About 100 people voted online • The Nominations Committee took the votes and merged them with the criteria • It took a long time to craft the final slate • On the proposed slate there are five from the existing Steering Committee, some for one year, some for two, some for three (to be decided at first meeting) • The Board of Directors is only one way to participate in the organization: we want to engage our members as fully as possible 	<ul style="list-style-type: none"> • Moved Lauren Baker, seconded Holly Solomon: approve slate as presented CARRIED • Sarah Archibald, David Askew, Lauren Baker, Eric Chaurette, Tatiana Fraser, Kathleen Gibson, Aart Schuurman Hess, Norma Kassi, Mandy Melnyk, Jordan Nicoloyuk and Utcha Sawyers elected as the Board of Food Secure Canada
Adjourn	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • Moved Holly Solomon: adjourn meeting CARRIED • Meeting adjourned 1020

APPENDIX 1

Food Secure Canada Governance Changes and Special Resolution As presented to the 2013 Annual General Meeting on 27 November in Montreal

Kathleen Gibson's remarks:

- On behalf of the Governance Committee, I am pleased to introduce the results of our work on the organization's bylaws.
- Before we vote on them, some background.

How were these documents prepared?

- The documents you have before you result from 18 months of effort by the Governance Committee.
- After our last report to the members at the 2012 Assembly in Edmonton, we drew up and then followed a timetable to ensure we had all the legally required documents ready for today.
- The Committee met once in person for a full day, in Ottawa in May, then monthly, and latterly weekly by conference call.
- After revisiting the principles on which the organization was built, we used Industry Canada's Bylaw Builder program to develop the new bylaws.
- We asked the membership for a change in quorum for this AGM.
- In the summer we circulated the first draft of the new bylaws for members' comments.
- After those comments were received, the next draft of the bylaws was reviewed and fine tuned.
- Several key and interrelated issues were worked out through this process; we also built in measures to cope with a number of "what if's" from our collective experience (we have an app for that!).
- The nominations process for the new Board was conducted in October and November.
- We have watched other national not-for-profits go through this process and our observation is that Food Secure Canada has engaged more thoroughly than any others we have seen.
- Our process was collegial, thorough, and we actually had fun!

Why these changes now?

- There is a new federal law which governs not-for-profits in Canada, and all must be in compliance by October 2014.
- If Food Secure Canada did not make this transition, it would be assumed to be inactive and would be dissolved.
- The new Canada Not-for-Profit Corporations Act replaces legislation that is 100 years old and was last amended in the 1950s. The new Act is intended to promote accountability, transparency, efficiency and sound corporate governance.
- This requirement for review also provided us with an opportunity to update our governance structure for an organization that is moving from a voluntary network to a national not-for-profit with a strong track record, staff, and a higher public profile.
- A major focus for the Governance Committee was to retain the spirit of the original organization and bylaws to the extent possible while ensuring compliance with the new legislation.
- Here are some highlights of the new bylaws.

What has changed?

- The new Act provides more rules for Directors' responsibilities and enhanced rights for members, and rules for use of electronic methods of meeting and voting.

Membership structure

- We are moving from three classes of members, two of which are voting (individual, organization) and one which is not (associate) to one class of members, all voting, with separate categories (individual, organization); we will also have two other ways of engaging with FSC: as supporters or as associates, both non-voting.
- This is laid out in a matrix. For each type it shows the involvement in governance of the organization, voting rights, privacy rights, and terms.
- One key consideration was to allow members as much input as possible into governance of the organization.
- Another key consideration was privacy. The new rules allow a member to request the members' list. Our Associates and Supporters can be part of Food Secure Canada but will not be on the list; as such, they do not have access to the list, and may not vote.

Decision-making methods

- Food Secure Canada has always made decisions by consensus. We have retained the consensus decision-making process at both membership and Board levels, and we have addressed what happens if consensus fails.
- There are a few places (e.g. votes on dissolution or merger, or removal of Directors) where we have no choice but a vote because the Act requires it.
- We have allowed for the possibility of holding electronic meetings and voting that way, if we have appropriate facilities. The new Act requires that everyone in a meeting be able to communicate with everyone else: we want to grow FSC to an organization with thousands of members. Accordingly, until we have electronic technology to accommodate all in a virtual meeting, we are seeking input from all members on our website and are taking that input into our meetings. We have deliberately not made a provision for absentee voting at meetings.
- This approach regarding decision making enabled us to have one class of members, all voting, rather than the idea we started with a year ago, which would have had two classes of members, one voting and one non-voting, which offended our sense of democratic process.

Board of Directors

- We are moving from a 25-person Steering Committee to an 11-person Board of Directors. We have set a minimum number of 5 and maximum of 11.
- One of the reasons for this is to ensure all Board members are actively involved in governance, so one of the criteria for Board membership is availability.
- In order to ensure the 11 people are as representative as possible of the huge scope of the organization, we developed revised criteria for Board members and published them on our website.
- We entrusted the Nominations Committee with preparation of a slate based on the criteria and on votes received for the 33 candidates whose bios were posted on our website. The Chair of that Committee will provide more information on that process shortly.

- We discussed the usefulness of creating an Advisory Committee of some kind to increase FSC's access to additional expertise, and have built a provision for that into the bylaws. We will work with the new Board to see what kind of Advisory group would be most useful and appropriate.

Overall

- With the addition of definitions, and a table of contents, we believe the bylaws are more accessible than before.
- Where the bylaws lack specificity, e.g. date of fiscal year end, we believe it makes more sense to make such things matters of policy that can be changed and ratified by the Board rather than by bylaw changes that mean resolutions for vote at an AGM.

What happens now?

- We put these bylaws and the Articles of Continuance to a vote. We need to pass the bylaws with 2/3 majority.
- The bylaws and Articles of Continuance are submitted to Industry Canada.
- The existing Steering Committee governs the organization until we receive Industry Canada approval. On receipt of that approval, the new Board takes over.

SUBMISSION OF RESOLUTION

I am honoured to present this special resolution regarding our Articles of Continuance and the new Operating Bylaw No. 1 to the membership for ratification.

The following Special Resolution will be read in English but is also available in French.

Special Resolution of Members

Continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 19th day of October, 2006; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1

which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.

4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed Chair of the Corporation, certifies that the above is a true and correct copy of a special resolution of the 27th day of November 2013, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated

Chair

SCHEDULE A

Articles of Continuance

SCHEDULE B

General Operating Bylaw No 1