

**CLAYOQUOT BIOSPHERE TRUST SOCIETY**

**ANNUAL GENERAL MEETING**

**Draft Minutes**

**Thursday, June 8, 2017**

**1:00 p.m – 2:30 p.m.**

**Ucluelet Community Centre  
500 Matterson Drive, Ucluelet**

**Present:** Cathy Thicke, Tammy Dorward, Alan McCarthy, Geoff Lyons, Ashley Hawker-Ireland, Hannah Nicholls, Anne Mack, Rebecca Henn, Ruth Charleson, Priscilla Sabbas-Watts, and German Ocampo

**Advisors:** Kendall Woo, Renee Wissink, and Denise Koshowski

**Staff:** Rebecca Hurwitz, Faye Missar, Rochelle Tom, and Laura Loucks

**Guests:** Ben Capps, JP Harrison, Josie Osborne, and Margaret Morrison

Alan McCarthy welcomed the group to Yuułuᑭᑦᑭᑦᑭᑦ territory.

Tammy Dorward took a few minutes to acknowledge a recent loss in Tla-o-qui-aht.

Meeting commenced at 1:10 p.m.

**1. Approval of Agenda**

Moved by Rebecca Henn, seconded by Geoff Lyons to adopt the agenda.  
Approved by consensus.

**2. Approval of Minutes of the Previous Meeting**

Moved by Geoff Lyons, seconded by Hannah Nicholls to approve the minutes of the 2016 Annual General Meeting. Approved by consensus.

**3. 2016 Annual Report**

Cathy Thicke and Tammy Dorward reviewed the 2016 annual report, highlighting the appealing and accessible design of the report, and thanked staff for all of their hard work.

**Moved by Ashley Hawker-Ireland, seconded by Alan McCarthy, to approve the 2016 annual report as presented by the co-chairs. Approved by consensus.**

**4. Report of the Fund Manager**

JP Harrison presented report on the 2016 CBT investment portfolio performance. JP invited the CBT to consider signing on to the UN Principles for Responsible Investment.

**Moved by Hannah Nicholls, seconded by Anne Mack to receive the report of the Fund Manager. Approved by consensus.**

**5. Report of the Auditor on the Finances**

Ben Capps presented his written report. The Board discussed impact investment strategies with Ben and JP.

**Moved by Geoff Lyons, seconded by Hannah Nicholls to receive the report of the Auditor. Approved by consensus.**

**6. Appoint Auditor**

**Moved by Alan McCarthy, seconded by Ashley Hawker-Ireland that Smythe Chartered Accountants be re-appointed the auditors of the Corporation to hold office until the close of the next annual general meeting of the members or until a successor is appointed, at such remuneration as may be fixed by the directors, and the directors are hereby authorized to fix such remuneration .Approved by consensus.**

**7. Appoint Legal Counsel**

**Moved by Rebecca Henn, seconded by Geoff Lyons that Norton Rose Fulbright Canada LLP be re-appointed the solicitors for the Society. Approved by consensus.**

**8. Annual Report**

**Moved by Anne Mack, seconded by Tammy Dorward to file the annual report within 60 days of the June 8<sup>th</sup> Annual General Meeting. Approved by consensus.**

**9. Societies Act Transition**

**RESOLVED** as special resolutions that:

a. the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies; and

b. the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in carrying out the transition of the Society under the Societies Act and the replacement of the Bylaws.

Moved by Cathy Thicke, seconded by Hannah Nicholls. Approved by consensus.

#### **10. Resolution: Confirmation of Proceedings**

Moved by Rebecca Henn, seconded by Alan McCarthy that all by-laws, resolutions, contracts, acts, and proceedings the Board of Directors and Officers of the Corporation enacted, passed, made, done or taken since the last meeting as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the Corporation on this date are hereby approved, ratified and sanctioned and confirmed. Approved by consensus.

#### **11. Public Comments and Questions**

Josie Osborne commented that she thoroughly enjoyed JP Harrison's presentation and noted that the CBT has inspired the municipality of Tofino to pursue more socially-responsible investing. Josie thanked JP for his presentation.

Margaret Morrison asked if the CBT utilized the bylaw templates provided for the Societies Act transition. Rebecca Hurwitz responded that the CBT did not use the templates as the CBT bylaws require customization. Rebecca further noted that Margaret Mason will be delivering a workshop for local non-profits to learn more about transitioning to the new BC Societies Act in the fall.

#### **12. Adjourn**

Anne Mack moved to adjourn.

Meeting adjourned at 2:21 p.m.

I hereby certify these minutes to be true.



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Tammy Dorward, Co-chair



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Alan McCarthy, Secretary