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 Charleston, 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 Yuułuʔiłʔath 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 8th 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.

Tammy Dorward, Co-chair

Alan McCarthy, Secretary