



Annual Meeting Minutes
October 16, 2021 – 10:00am-12:00pm
Zoom

Call to Order at 10:02 am

1. Call to Order

Leah Myers, Board Chair, called the meeting to order.

It was confirmed that there are 120 members in attendance and there are three proxy holders.

Members were reminded to use the Q&A function on Zoom if they have questions though they are muted. There is a group of panelists that will be able to speak if called on to answer questions. The panelists include: Stephanie Bird, Chair of Finance & Risk Committee; Wendy Thompson, Chair of the Governance Committee; Bonni Titgemeyer, Chair of the Human Resources Committee; John Whitworth, Chair of the Land Acquisition Committee; Bruce King, Board member from the Beaver Valley Club; and Graham Allen, Board nominee from the Toronto Club.

Staff panelists included Michael McDonald, CEO; Antoin Diamond, Vice President (VP) of Land Acquisition; Marsha Russell, Vice President (VP) of Fund Development; Elizabeth Harrington, Director of Communications and Engagement; Jackie Randle, Director of Organizational Resources; Kevin Durfy, Director of Finance; and Adam Brylowski, Manager of Conservation and Trail. In addition, Mike Mastroluisi from the auditing firm Pettinelli Mastroluisi LLP attended as a guest panelist.

Meghan Croll is assisting and Brooke Henry is taking minutes.

The Board Chair provided an introduction to the Membership and an outline of the meeting agenda before presenting the Indigenous Land Acknowledgment and thanking Plenty Canada for their assistance with crafting the statement.

2. Report from the Board Chair

Leah Myers spoke to the Chair Report presentation, including:

- A note from Dr. Philip Gosling, Honorary President and last living founder of the BT.
- The success of 2020, even through a global pandemic.
- Overview of the 2021-2022 Board and a thank you to outgoing board member, Marlis Butcher.
- Thank you to the Club Presidents, noting that Club reports are available online.
- This year the BTC had achieved success in many areas including land acquisition, fundraising, volunteer interest, and member numbers.

- Summary of the work of the Board, as a competency-based governance board, and its Committees.
- COVID-19 impact on Board activities and the opportunities to preserve ecologically valuable land. More people than ever have been motivated to support the BTC in its mission.
- Acknowledgement of BTC staff who adapted and rose to the challenge that the pandemic brought.

3. Report from the CEO

Michael McDonald noted several highlights. Including:

- One of the most successful years in history.
- The importance of spending time in nature as through the pandemic people have reconnected with nature and membership and supportership has grown.
- An overview of the financial statements - the BTC received a positive qualified opinion from the auditors and ended the year in a financially healthy position.
- Close to \$17 million in revenue, including almost doubling of sales at BTE.
- Spent donor and member revenues responsibly and is ranked top environmental charity by Charity Intelligence.
- The increase in bank fees was due to an increase in credit card transactions which means more fees are charged.
- Acknowledgement of the accomplishments of BTC stakeholders such as volunteers, donors, members, and staff.
- Review of the 10 acquired properties and strides in Conservation and Stewardship; almost 6km of Trail, over 1000 acres were protected.
- Thanks to the land stewards as with more land, conservation and stewardship work is more important. 47 species of conservation concern were noted including two new rare species.
- The release of the Reference Guide, which included Indigenous content as a result of the partnership with Plenty Canada.

4. Motions

Four business matters were addressed.

Approval of the 2019 - 2020 Annual Meeting minutes

A motion was put forward to approve the 2019 - 2020 Annual Meeting minutes, and no amendments to the minutes were suggested.

BM21/10-01	Moved: Wendy Thompson	Seconded: John Whitworth
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To approve the minutes of the Annual Meeting of the Members held on October 17, 2020.

Motion Carried

For: 94%
 Against: 1%
 Abstain: 5%
 Proxy: 3 votes For

Appointment of the auditors and remuneration

A motion was put forward to approve the Auditors appointment and remuneration for the 2021/2022 fiscal year.

BM21/10-02 Moved: Stephanie Bird Seconded: Bonni Titgemeyer

To appoint the BTC's auditors for the fiscal year ending June 30, 2022 and to authorize the directors of the BTC to fix the auditors' remuneration.

Motion Carried
 For: 99%
 Against: 0%
 Abstain: 1%
 Proxy: 3 votes For

Election of members to the Board of Directors

The board nominees, John Dickason and Graham Allen were presented. Both meet the eligibility criteria set out in the bylaws. A motion was put forward to elect the two to the Board of Directors.

A member asked about the wording of the motion. "To elect as directors of the BTC..." believing that the wording was contrary to the bylaws of the BTC. It was noted that this is the wording and process from previous years.

Another member suggested that the board members be elected by acclamation.

The Chair confirmed that the motion will go forward as presented.

BM21/10-03 Moved: John Whitworth Seconded: Bruce King

To elect as directors of the BTC those individuals listed in the Nominations Report (see Appendix 1) to serve until the conclusion of the third annual meeting following the Meeting or until their successors are elected.

Motion Carried
 For: 93%
 Against: 0%
 Abstain: 7%

Proxy: 3 votes For

John Dickason and Graham Allen were welcomed to the Board.

Approval of the Annual Dues for Members

Before calling for the moving of the motion on the membership increase, the Chair noted:

- membership dues cover operational costs such as insurance, trail infrastructure
- a portion of the dues go directly to the Clubs
- operating costs are growing as the BTC takes on more land
- by increasing dues, more funds will be available for operations, leaving donations to fund land acquisition.
- this amount of the increase was chosen after much deliberation and taking into account the impact of membership
- a Task Force, chaired by the CEO and comprised on Club and Board representatives, looked at membership model and fee structure, and engaged extensively with the Clubs
- dues have not been increased for 17 years
- a new category, Corporate Membership, is being added
- current members will have the option to renew membership in advance of February 2022 at the current rate

A question submitted in advance regarding the increase in the cost of a community membership and attracting families and children to the organization was addressed. The CEO noted that community memberships are going to be an area of focus moving forward. Currently, there are only 16 community members. These 16 community memberships are a mixture of community groups and corporations. Currently, those two groups are combined, although they have different needs and purposes. Those with a community membership will be given lots of lead time to renew at the old cost. It was noted that the BTC has other vehicles and tools for engaging with children and youth including our first Youth Council meeting.

A member asked whether a family based membership model would be considered as \$75 each per family member would be quite expensive for many.

It was noted that, like the current membership, one membership will cover everyone in the household.

A member asked whether the increase could be spread over a few years. The CEO noted that a \$25 increase seemed reasonable considering it has been 17 years since the last increase and the BTC is accelerating its work. There will be an opportunity to renew at the old rate.

The CEO noted that the BTC will be encouraging people to go on auto-renew and that a Lifetime membership could be worth purchasing at this time.

A member raised a point of order that the motion is out of order because it contains two proposals but announces only one. Nothing in the proposal indicates that the board of directors will be taking over the fee increase decisions.

The Chair noted that changing a policy with regard to how decisions on changes in dues are made does not need to be voted on by the membership as it is not in the bylaw. The board is advising the membership of the change in the policy to affect future changes in dues which does not require a motion.

A member proposed the following amendment: Under column "New Dues" the amount be changed from \$75 to \$55. The member spoke to the proposed changes expressing concern over the increase for membership number and the supporter base.

The CEO noted that the BTC did a lot of consultation and research noting that due to COVID people are appreciating more than ever the importance of nature-based organizations. The BTC has a robust communications plan to articulate the increase.

BM21/10-04	Moved: Tony Hopkins	Seconded: Ravi Venkatesh
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To accept the amendment to the motion.

Amendment Not Carried

For: 8%

Against: 85%

Abstain: 6%

A member questioned the process regarding the proposed amendment. The Chair confirmed that this is the correct process per advice from legal counsel.

BM21/10-04	Moved: Wendy Thompson	Seconded: Graham Allen
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To approve the Annual Dues for Members as of February 1, 2022, as set out in Appendix 2.

Motion Carried

For: 88%

Against: 11%

Abstain: 6%

Proxy: 3 votes For

5. Q & A Session

Some questions were sent in advance but members could also use the Q&A function to pose questions at the meeting, and could be unmuted in the event of a follow-up questions.

A question submitted in advance asked whether the BTC has a naming policy on land acquisitions.

Marsha Russell noted that the BTC does have a policy regarding naming rights within the donor recognition plan. The naming of a nature reserve by a donor may happen in several ways:

- If a landowner donates their property, naming rights are offered.
- If a single donor gifts the BTC 51% of the cost of an acquisition, naming rights are extended.
- If there is not a 51% donor and a donor has reached the cumulative level of Benefactor of the Biosphere (\$1M-\$4M) naming rights are extended as a one-time donor recognition item.

The policy specifically states “BTC reserves the right to review and revoke donor recognition where the credibility, reputation or image of the organization may be seriously impacted” BTC Management is always working closely with donors to make sure that the naming of properties is appropriate with our mission of conservation.

A question submitted in advance asked when the BTC will be moving away from Slate voting.

The Chair noted that new legislation, the Ontario Not-for-Profit Corporations Act (ONCA), will be coming into effect this year. Not-for-profit organizations have three years to comply; the BTC will be reviewing its governance approach with legal counsel and will let membership know the results of the review and whether changes are needed.

A question submitted in advance asked how much money it is expected to cost to acquire the remainder of the Trail and conservation corridor.

The CEO stated that this is a complicated question with a variety of factors. The BTC has roughly 700 parcels of land left to acquire along the optimum route. Some of these parcels are larger than others. Some parcels may be donated by the landowners or paid in partnership with other organizations. The BTC is also aware that real estate markets are different along the Trail. It’s fair to say the current real estate market is very heated and land prices have escalated substantially. The last time the amount was calculated it was estimated that \$80 million would be needed to complete securing the Trail. Work is now being done to update this estimate.

A question submitted in advance asked if there was any news with respect to the Bruce Trail App. The CEO gave an update on the app and highlighted exciting new features.

A member asked what the priorities are for land acquisition, specifically for busy highways. The CEO noted that, in general, the BTC is looking to accelerate land acquisition along the entire trail. Antoin Diamond noted that the focus is on areas that are vulnerable to being put on the road and that a system has been put in place to prioritize properties and this is reviewed regularly to ensure opportunities are not missed. Currently there are approximately 90 high priority properties that are being looked at.

A member asked how many of the secured properties are owned and managed by the BTC. Antoin Diamond noted that just under 13,000 acres and just over 200 km of Trail is owned by BTC.

6. Celebration of Volunteers

A video presentation including the Volunteer Awards was presented.

7. Meeting Adjournment

The meeting adjourned at 11:58 pm.