

FSC Canada

2009 ANNUAL GENERAL MEETING

September 21st, 2009, Toronto, ON

MINUTES (approved November 2, 2010)



Attendees:

- Alan Young, Chair, FSC Canada Board, Environmental chamber
- Richard Brooks, FSC Canada Board, Environmental chamber
- Wade Cachagee, FSC Canada Board, Aboriginal Peoples chamber
- Brian Nicks, FSC Canada Board, Economic chamber
- Henry Sauvagnat, FSC Canada Board, Economic chamber
- Sara Teitelbaum, FSC Canada Board, Social chamber
- Arnold Bercov, FSC Canada Board, Social chamber
- Steven Price, Organizational Member, World Wildlife Fund Canada
- Trevor Hesselink, Organizational Member, Wildlands League
- Catherine Grant, Individual Member, Environmental Chamber
- Chris McDonnell, Organizational Member, Tembec

FSC Canada Staff:

Antony Marcil, President & CEO, FSC Canada

Michelle Kortinen, Director of Programs, FSC Canada

CALL TO ORDER

The Chair called the meeting to order at 8:30 am, welcoming the members and guests, inviting open discussion but noting that only members may vote. The Chair noted that Notice of the meeting was served in accordance with FSC Canada By-laws, as were notification of submission of member proxies and Motions.

The number of members at the meeting, in person and by proxy, meant that the weighted voting used by FSC International may not be applicable at this meeting, however voting representatives were present from each of FSC Canada's four chambers.

The Chair noted the absence of the Treasurer (Dick Kouwenhoven) of the Board, and indicated he would be acting on his behalf.

NOTICE AND PROXIES

The Secretary confirmed that 0 proxies have been received and posted.

The Secretary noted that no requests for the presentation of Motions have been received at the FSC Canada office within the specified period.

The Chair noted that additional motions may be raised from the floor during the "Other Business" portion of the Agenda; they will be only briefly discussed and received for information and further action by the Board.

The Secretary confirmed that all attendees had received a copy of the Agenda and that no additions were required.

- *Brian Nicks, seconded by Richard Brooks, moved that the Agenda for the 2009 AGM be approved. MOTION CARRIED.*

MINUTES OF THE PREVIOUS MEETING

The Secretary noted that the minutes of the meeting of the previous Annual General Meeting, held in Toronto, Ontario on October 21st 2008 were posted on the FSC Canada Website, and two copies are available in the room. No comments have been received.

- *Arnold Bercov, seconded by Richard Brooks, moved that the Minutes of the 2008 AGM be approved. MOTION CARRIED.*

CHAIR'S REPORT

The Chair referred to the written report in the FSC Canada 2008-2009 Annual Report. The Chair also commented on the good position FSC Canada is in to meet its mission, but the challenge in the future will be to meet our capacity. In reference to the new standard for trademarks and labeling coming out soon, the Chair feels we have made great development in our relationship with FSC International in rationalizing the trademark and labeling system, and using it with the right intention to promote FSC in Canada. Just as we paved the road for success within the paper sector, the same needs to be done in the wood sector. There is increasing potential here and we will need to take steps to achieve this; for example, protecting our integrity against competing standards, a more practical approach with labeling, and liaising with the green building movement. The Chair also made special thanks to the legal expertise of WWF in helping us make great progress towards achieving charitable status.

The Chair concluded with an exiting message and Antony Marcil, President & CEO of FSC Canada, responded with special appreciation for Alan Young's generous amount of time while he served on the Board.

- *Richard Brooks, seconded by Chris McDonnell, moved that the Chair's Report be accepted. MOTION CARRIED.*

PRESIDENT'S REPORT

The President referred to the written report in the FSC Canada 2008-2009 Annual Report and provided an overview of the current status of FSC certification in Canada. He also highlighted the positive direction FSC is planning to take with a new leader of the Global Development unit, which is responsible for Trademark Licensing and Marketing. The President also shared his enthusiasm with the support for the revival of our popular online Training Program. And last, he reassured our certificate holders that ASI, leaderless for over a year now, will finally be getting a new tough manager very soon who will be able to focus on consistency and quality control of accreditation.

TREASURER'S REPORT

In the absence of Dick Kouwenhoven, who is stepping down from his role as Director, The Chair notes a vote of thanks to Dick for all his work and The Chair will act on The Treasurer's behalf to present the Report.

The Chair noted that FSC Canada Auditors McPherson and McPherson have provided a report for consideration, covering fiscal year 2009, which was reviewed and approved by the Board of

Directors. Copies are available for anyone who wishes and a summary is available in the *FSC Canada 2008-2009 Annual Report*.

The Chair noted that during the past fiscal year, FSC Canada total revenues were \$369,242 against total expenses of \$341,981. Over 90% of revenues was from foundations.

The Chair formally acknowledged our financial supporters, and in particular the Ivey Foundation. They are listed in the *FSC Canada 2008-2009 Annual Report* and their support has been instrumental in making FSC Canada the success it is.

- *Alan Young, seconded by Arnold Bercov, moved that the Auditor's report for FY 2009 be approved. MOTION CARRIED.*

Appointment of Auditors

- *Alan Young, seconded by Arnold Bercov, moved the McPherson and McPherson be appointed as the Auditors of Record for the Fiscal Year 2010. MOTION CARRIED.*

RESOLUTIONS

No requests for the presentation of Motions have been received at the FSC Canada office within the specified period.

The Chair stated that additional motions may be raised from the floor during the "Other Business" portion of the Agenda; they will be only briefly discussed and received for information and further action by the Board.

ELECTION OF DIRECTORS

Normally the Chair would call on the Secretary to report on the Nominations and Election results. However, since the Secretary was in the running, The Chair announces the results.

Following FSC Canada Nominations Policy, the Nominating Committee called for Nominations from the Members. Exceptionally, the two Economic Chamber seats were vacant as we regret to announce that Dick Kouwenhoven tendered his resignation. Since there was only one Nomination for each of the Aboriginal, Environmental and Social Chamber seats, they are filled by acclamation. Wade Cachagee, Aran O'Carroll and Sara Teitelbaum are welcomed into their two-year terms on the Board.

For the two Economic Chamber Seats, there were three nominations. The election was held between August 21, 2009 and September 17, 2009. The Nominees were Mr. David Euler, Mr. Brian Nicks and Mr. Henry Sauvagnat. Their bios were circulated as part of the Call for Election. Henry Sauvagnat was the clear leader and was elected to a two-year term starting with the Board meeting that follows this AGM. The margin between David Euler and Brian Nicks was so close that the FSC weighting system had to be applied, at the end of which Brian Nicks was elected to complete the year left in Dick Kouwenhoven's term. Congratulations to Henry and Brian.

It was raised by a Member that there is an issue about participation in the vote; it was relatively good but could be better and Directors should not be elected by so few members. The Chair agrees and would like to see more interaction with the Members and generate more feedback from the membership.

OTHER BUSINESS

Two items were addressed under Other Business.

It was raised by letter from two Members that the changes proposed to the objectives of the organization, as required with the letters patent for Charitable status designation, created a potential vulnerability in the organization. The question whether Directors should be Members to provide additional security to the organization was raised. This would require a change in the By-Laws and would be needed to be discussed by the Board and is put on the agenda for the Board Meeting that follows the AGM.

The second item identifies the concern in delaying the revision of national standards until the P&C Review is complete. The Member feels the delay puts the FSC name in jeopardy. The issue is specifically related to the Science Panel, as part of the NBS review, the timing of its implementation, and if its recommendations will serve Certification Bodies.

An individual Environmental Chamber Member raised further concern that delaying the Boreal Revision process, and specifically, solutions to the caribou issue, will put her environmental organization who has been a strong supporter of FSC in a difficult position to provide continued support. The member would like to see that the Science Panel provide some recommendations in the absence of the revision process and felt that other environmental organizations shared the same sentiment.

A member of the Economic Chamber commented that their experts believed the P&C review is going to have substantial changes with additional and restructured criteria; essentially, a different architecture. It is about aligning, not halting, the processes. As FSC is seeking funding for standards review, it seems financially undesirable to hold a national standards review twice; why not align it for pragmatic purposes. The other challenge is on-the-ground, when presenting the changes to auditors; to do it twice is a lot of workload.

Environmental Members feel there is no time anymore in regards to the caribou. The sense of urgency should be acknowledged by FSC, and FSC should at least clarify timelines and how the work from the Science Panel is to be interpreted and implemented. The Wildlands League offers to do a gap analysis in order to speed things up.

The Chair further agrees that this issue is to be addressed in the Board Meeting to follow.

This portion of the meeting ends with Members congratulating the Board on accomplishing the work with International to secure more stability and financial support through the various measures coming in to place.

NEXT MEETING

Next year's AGM will be held at a time and place to be decided by the Board at its next meeting and announced to members.

ADJOURNMENT

The Chair declared the meeting adjourned at 10:10 am.