2013 Annual General Meeting
November 5, 2013, Halifax, NS
MINUTES

Board of Directors:
- Bradley Young, National Aboriginal Forestry Association, Aboriginal Peoples Chamber (Treasurer)
- Brenda St-Denis, Wolf Lake First Nation, Aboriginal Peoples Chamber
- Chris McDonell, Tembec, Economic Chamber (Co-Chair)
- Steven Sage, Kruger Products L.P.
- Chris Miller, CPAWS, Environmental Chamber
- John Cathro, Environmental Chamber (Secretary)
- Valarie Courtois, Social Chamber (Co-Chair)
- Arnold Bercov, Pulp, Paper and Woodworkers of Canada (PPWC), Social Chamber

Members:
- Scott MacDougall, Economic Chamber
- Krista West, Rainforest Alliance, Economic Chamber
- Conrad Yamology, Alberta Pacific Forest Industries (ALPAC), Economic Chamber
- Shawn Wasel, Alberta Pacific Forest Industries, Economic Chamber

FSC Staff:
Francois Dufresne, President, FSC Canada
Monika Patel, Director of Programs, FSC Canada
Vivian Peachey, Director of Standards, FSC Canada

CALL TO ORDER
The Co-Chairs (Chris McDonell and Valarie Courtois) of the Board of Directors of the Forest Stewardship Council (FSC) Canada call the 2013 Annual General Meeting to order at 3:12pm on November 5, 2013 in Halifax, Nova Scotia.

The Co-Chair (Chris McDonell) notes that additional motions may be raised by members from the floor during the “Resolutions” portion of the Agenda; at which point they will be discussed, and if passed they will serve as information for further action by the Board.

NOTICE, PROXIES AND ADOPTION OF AGENDA
The Secretary confirms that notice of the meeting was served in accordance with the FSC Canada By-laws. The Secretary notes that zero requests for the presentation of motions has been received at the FSC Canada office within the specified period.
The FSC Canada Secretary confirms that all attendees have received a copy of the agenda. A total of 23 proxies have been received and posted, all of which are held by members in attendance. The Secretary explains the voting process whereby 50% of members present in person at a meeting will constitute a quorum.” Members may also designate a proxy to act on their behalf. Therefore quorum for this Annual General Meeting is attained when 50% of the members present in person are in the room.

21 proxies have been received and accepted.
2 proxies have been allocated to the Secretary.

• MOTION to approve the Agenda.
  Moved by: John Cathro
  Seconded by: Valerie Courtois
  None opposed. MOTION PASSED

MINUTES OF THE 2012 Annual General Meeting
The Secretary notes that the draft minutes of the meeting of the 2012 Annual General Meeting, held in Vancouver, British Columbia on November 21st, 2012 have been posted on the FSC Canada website. No comments on the draft minutes have been received.

• MOTION to approve the 2012 AGM Minutes.
  Moved by: John Cathro
  Seconded by: Alberta Pacific Forest Industries (Shawn Wasel)
  None opposed. MOTION PASSED

ELECTION OF DIRECTORS
The Secretary (John Cathro) states that, as per FSC Canada by-laws, the Board of Directors is made up of eight individuals, with two representatives from each of the four Chambers (Aboriginal Peoples, Economic, Environmental, Social).

ABORIGINAL PEOPLES Chamber
Bradley Young, National Aboriginal Forestry Association
Brenda St-Denis, Wolf Lake First Nation

ECONOMIC Chamber
Chris McDonell, Tembec Inc.
Steven Sage, Kruger Products

ENVIRONMENTAL Chamber
John Cathro
Chris Miller, Canadian Parks and Wilderness Society

SOCIAL Chamber
Valerie Courtois
Arnold Bercov, Pulp, Paper and Woodworkers of Canada
Co-Chairs' Report

The Co-Chairs draw the membership's attention to the 2012-2013 Annual Report distributed at the meeting, and notes that it will be made publicly available on the FSC Canada website.

This past year we have been able to make some real and much needed progress towards our long term goal of organizational stability. Through continued support from organizations as diverse as the Richard Ivey Foundation, the Government of Quebec, forest companies, members and FSC International the FSC Canada funding base grew significantly in 2012-2013. This capacity supported the hiring of two new employees and led to the opening of an Eastern Canada office in Quebec City, to help us serve more members and increase our reach across Canada.

FSC Canada’s board and staff focused on priorities at the both the international and national levels. At the international level, projects include: the mandate to build one global FSC organization (Motion 8), participation in the Permanent Indigenous Peoples Committee (PIPC) and actively meeting with members, certification bodies and certified operations prior to providing input into draft 1 of International Generic Indicators (IGIs).

On the home front, FSC Canada was focused on projects including the launch of our Forest Management Standards Revision Process, developing a National Controlled Wood Risk Assessment and working on the Quebec Tenure Transfer Process.

With new projects and new frontiers FSC continues to grow. This past year has seen encouraging developments in growth of FSC Forest Management certification, particularly in Ontario and Quebec. While FSC Canada contributes over 30 percent of the area of FSC certified forests internationally, much work remains. Increasing the accessibility, uptake and benefits of FSC for small & community forests and solid wood suppliers are current critical areas of focus.

2014 will mark FSC’s 20th anniversary and with it FSC Canada looks toward a strengthened funding platform through an enhanced revenue sharing approach with FSC International. Engagement on review of Draft 2 and 3 of the International Generic Indicators, creation of a National Controlled Wood Risk Assessment and opening a new office in Western Canada are key priorities for 2013-2014.

Thank you for your support and engagement in FSC Canada activity. We look forward to working with you in 2014, to build on our successes and continuing to keep our forests healthy for future generations.

- Motion to approve the co-chairs report.
  Moved by: Tembec (Chris McDonell)
  Seconded by: PPWC (Arnold Bercov)
  None opposed. MOTION PASSED
PRESIDENT’S REPORT
This past last year was focussed primarily on rebuilding and increasing FSC Canada’s capacity, which will remain a priority for the rest of 2013. We were able to make some real progress in our long term organizational stability, by adding two new staff members and opening an Eastern Canada office located in Quebec City. This was made possible by negotiating a new funding agreement with FSC International and developing partnerships with FSC supporters.

With increasing capacity, FSC Canada was able to embark on a comprehensive Forest Management Standard revision and development process. This process, taking us into 2014, will include aligning FSC Canada’s Forest Management standards with the new Principles & Criteria and incorporating the International Generic Indicators to ensure consistent global application.

This work will become increasingly important with the increasing amount of FSC-certified forests in Canada. Just this year we saw a significant increase in Quebec where an additional 18 million hectares certified to FSC’s standards.

While Canada contributes over 30% of the area of FSC-certified forests internationally, much work remains. Increasing the accessibility, uptake and benefits for FSC for small woodlot owners, aboriginal tenure holders, community forests, forest companies throughout the supply chain, and the Boreal forest are critical areas of focus.

In the upcoming year, we look forward to working with members, stakeholders and supports to accomplish FSC Canada’s goals.

I would like to thank our board members, supporters, working groups, certificate-holders and all those who encourage forest product producers and purchasers to support responsible forestry.

TREASURER’S REPORT
The Treasurer (Brad Young) presents the financial report of the organization.

The audited financial statement has been finalized and the revenue and a summary of expenses for the organization have been presented on the last page of the Annual Report (2012-2013). During the past fiscal year, FSC Canada’s total revenues were $864,439 against total expenses of $686,781.

The Treasurer formally acknowledges the following financial supporters: Alberta Pacific Forest Industries, Canfor, Domtar Inc., Fondation ELJB, Kruger Forest Products, Quebec Forest Industry Council (CIFQ), Resolute Forest Products, The Ivey Foundation, and Tembec Inc., as they have been instrumental in ensuring the continued operation and success of FSC Canada.

The Treasurer also notes that in order to efficiently align our fiscal year end with the calendar year, FSC Canada has applied to change our fiscal year-end from January 1 to December 31st. We will prepare a short year return from April 1, 2013 to December 31, 2013 prior to June 30, 2014.
• **MOTION** to approve the 2012-2013 Audited Financial Report.
  Moved by: National Aboriginal Forestry Association (Brad Young)
  Seconded by: Tembec (Chris McDonell)
  Non Opposed. MOTION PASSED

• **MOTION** to appoint Cowperthwaite Mehta as the Auditors of Record for the Fiscal Year 2013.
  Moved by: National Aboriginal Forestry Association (Brad Young)
  Seconded by: Valerie Courtois
  Non Opposed. MOTION PASSED

**RESOLUTIONS**
The Co-Chair (Chris McDonell) notes that there haven’t been any requests for the presentation of RESOLUTIONS has been received at the FSC Canada office within the specified period. Additional motions may be raised from the floor at this time.

• **MOTION**: be it resolved that this Board will update the Bylaws of FSC Canada, using as a reference point the newly revised Statutes of FSC International reflecting FSC Canada’s unique structure, for presentation to its members for approval at the 2014 AGM.
  Moved by: PPWC (Arnold Bercov)
  Seconded by: Kruger Products (Steven Sage)
  Non Opposed. MOTION PASSED

**Discussion:**
- Members question whether this can be done financially within the timeframe.
- The Board clarifies that the revision of the bylaws will require resources and expertise.
- The Board also clarifies that the intent of the changes is to provide clarity on how the organization operates.

**OTHER BUSINESS** The Co-Chair (Chris McDonell) invites members to introduce other business or other issues or items of information for consideration by the Board.

**Update from FSC International**
The FSC Canada President provides a summary of an update provided by the Director General of FSC International regarding the Cross Credit program, ILO conventions Controlled Wood, Branding, International Generic Indicators, and the Online Claims Platform.

**Standards Update**
The Director of Standards provides an update on the FSC Canada Forest Management Standards Development Process, International Generic Indicators and Transfer Process, Caribou Project, FPIC project, and also provided an updated on the development of the National Controlled Wood Risk Assessment.
**NEXT MEETING**
The Co-Chairs confirms that next year’s AGM will be held at a time and place to be decided by the Board and announced to members as per the By-laws.

**ADJOURNMENT**
With no further business, the Co-Chair declares the 2013 AGM adjourned at 5:00 pm.