2010 Annual General Meeting
November 2nd, 2010, Montreal, QC
MINUTES (approved October 5, 2011)

Attendees:
- Arnold Bercov, Co-Chair, FSC Canada Board, Social Chamber
- Henry Sauvagnat, Co-Chair, FSC Canada Board, Economic Chamber
- Aran O’Carroll, FSC Canada Board, Environmental Chamber
- Sara Teitelbaum, FSC Canada Board, Social Chamber
- Larry Joseph, FSC Canada Board, Aboriginal Peoples Chamber
- Chris McDonnell, Organizational Member, Tembec
- David Euler, Individual Member
- David Pearce, Organizational Member, Wildlands League/CPAWS

FSC Canada Staff:
Antony Marcil, President & C.E.O., FSC Canada

CALL TO ORDER
The FSC Canada Co-Chair (Arnold Bercov) calls the meeting to order at 1:20 pm, welcomes the members and guests, invites open discussion and notifies attendees that only members of FSC Canada may vote. The Co-Chair notes that Notice of the meeting was served in accordance with FSC Canada By-laws, as were notification of submission of member Proxies and Motions.

Voting representatives were present from each of FSC Canada’s four Chambers, although the total number of members represented at the meeting, in person or by proxy, meant that the FSC International weighted voting process is not applicable.

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

The Co-Chair notes the absence of the Board Treasurer (Wade Cachagee) at the meeting, and indicates that he will act on his behalf.

NOTICE, PROXIES AND ADOPTION OF AGENDA
The Secretary confirms that 8 proxies have been received and posted, 2 of which are held by the Secretary, and 6 of which are held by members in attendance.

The Secretary notes that ONE request for the presentation of motions has been received at the FSC Canada office within the specified period.
The FSC Canada Secretary confirms that quorum has been established and that all attendees have received a copy of the Agenda.

- Aran O’Carrol, seconded by Arnold Bercov moves that the Agenda be amended with the following elements: Treasurer’s report will be a discussion of the financial results but not a review of the Auditor’s Report. MOTION CARRIED

- Chris McDonnell, seconded by Arnold Bercov, moves that time under “Other Business” be used for Tembec to address the AGM with their perspectives on FSC in Canada. MOTION CARRIED

MINUTES OF THE PREVIOUS MEETING

The Secretary notes that the draft minutes of the meeting of the previous Annual General Meeting, held in Toronto, Ontario on September 21st, 2009 were posted on the FSC Canada website, and that copies are available at the back of the room. No comments on the draft minutes have been received.

- Sara Teitelbaum, seconded by Arnold Bercov, moves that the Minutes of the 2009 AGM be approved. MOTION CARRIED.

- Chris McDonnell, seconded by Arnold Bercov, moves that there be a language modification in the Chair’s report, p 2. i.e. that “infiltrating the green building movement” should be re-phrased as “liaising with the green building movement”. MOTION APPROVED.

CHAIR’S REPORT

The Co-Chair (Arnold Bercov) states that the number of FSC Forest Management certifications in Canada is up and that the market for FSC certified products is becoming well established. The Co-Chair comments on several current issues faced by FSC: i) FSC Canada’s financial status, which is currently being assessed in an organizational review, and ii) the Canadian Boreal Forest Agreement, which presents an opportunity for FSC to move forward and increase FSC Forest Management certification in Canada. The Co-chair notes that these issues will be addressed November 17-19, 2010 during the joint meeting between FSC US and FSC Canada Board and Staff in Chicago, IL.

The Co-Chair (Henry Sauvagnat) thanked the Board Members for their support and willingness to extend their mandates to meet the great challenges that FSC faces.

- Henry Sauvagnat, seconded by Sara Teitelbaum, moves that the Chair’s Report be accepted. MOTION MOVED.

PRESIDENT’S REPORT

As important and as urgent as it is to meet the financial challenge now facing FSC Canada, the President states that FSC Canada must also look at the long term health of FSC globally and nationally.

The President refers to his written report (see Annex 1), and provides an overview of the current status of FSC certification in Canada. He highlights the challenges faced by FSC, such as financial challenges, and a poor governance and operations model. The President suggests that the governance of non-standards and policy-related issues be handled by an expanded board that
might be made up of four chamber-based directors and three to five directors appointed for their management, fundraising, advertising, public relations, legal, accounting or other skills.

**TREASURER’S REPORT**

The Treasurer notes that the FSC Canada Auditors, McPherson and McPherson have not provided a report for consideration covering fiscal year 2010.

The Treasurer notes that since the election of new Board members has been postponed, the Auditor’s report will be received after the new Board is seated and that the decision to adopt the auditor for the next year will wait until then.

- Aran O’Carroll, seconded by Arnold Bercov, moves to defer receipt of the Treasurer’s report on the acceptance of FY’10. MOTION CARRIED.

- Aran O’Carroll, seconded by Henry Sauvagnat, moves to delay re-appointment of the auditor until a Special Meeting of members is convened to accept the Treasurer’s Report on the FY 2010 Audited Report. MOTION CARRIED.

**RESOLUTIONS**

One request for the presentation of Motions was received at the FSC Canada office within the specified period.

The Co-Chair (Arnold Bercov) reminds the attendees that while additional motions can be raised from the floor during the “Other Business” portion of the Agenda, rather than be binding, they will only be discussed and received for information and further action at the discretion of the Board.

**RESOLUTION: Wildlands League/CPAWS 1**

Moved by: Wildlands League/CPAWS, David Pearce, on behalf of Trevor Hesselink (Environmental Chamber, Organizational member)  
Seconded by: David L. Euler, Economic Chamber Individual Member

**BE IT RESOLVED THAT**

The document, “Caribou and the National Boreal Standard: Report of the FSC Canada Science Panel” should be used as the primary basis for immediately drafting interim guidance and incorporating practical indicators into the revised Canadian Boreal Standard.

**BACKGROUND**

There are concerns about the adequacy of the National Boreal Standard, its interpretation, guidance and application in helping to conserve woodland caribou. There is no consistent application of the Standard that demonstrates understanding of how to use a precautionary approach in the “management of the habitats of the relevant species at risk,”(6.2.5) or to “create conditions with a very high probability of securing the long-term maintenance or the restoration of the applicable conservation attribute” (9.3.3). Evidence of proper forest management to ensure caribou’s healthy persistence is a key measure of FSC credibility.

In response to these concerns, FSC convened a Caribou Science Panel to review the Standard and provide recommendations to improve the way it integrates caribou and
forest management. The rapid expansion of certification in caribou range makes implementation of the Report’s recommendations urgent.

Incorporating the recommendations into interim guidance as soon as possible would be beneficial for caribou and helpful to applicants, auditors and interested parties as the Standard is under revision. However, to be most effective on the ground, indicators that implement the Panel’s findings must be drafted for the revised Standard. Practical, auditable forest management practice improvements differentiate FSC from other certification systems. These practices must incorporate the best science as reflected in the Report if FSC certification is going to help integrate forest management and healthy caribou populations.

Brian Nicks, seconded by Aran O’Carroll, moves that the document, “Caribou and the National Boreal Standard: Report of the FSC Canada Science Panel” be used as the primary basis for immediately drafting interim guidance and incorporating practical indicators into the revised Canadian Boreal Standard, subject to the approval of the FSC Canada Board. MOTION CARRIED.

ELECTION OF DIRECTORS

In accordance with 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, and Social). Directors are typically elected for a term of two years by members, with the terms staggered so that half of the Board is replaced each year.

Typically, the results of the Board election are announced at the AGM. However, due to a significant number of strategic changes, the FSC Canada Board has voted, “(…) to continue their mandate, despite the fact that some members have come to the end of their terms, and to revisit this motion in early January.”

OTHER BUSINESS

The Chair welcomed members to bring new business items to the floor. One new item is addressed under “Other Business”.

It was raised by a Member that the Canadian Boreal Forest Agreement (CBFA) possesses many reasons to be concerned, but that FSC Canada should ensure that it does not dominate the organization’s core mandate and vision. The Member felt that it was important to observe the CBFA, but that the organization should focus on the financing of FSC Canada, and continuing to ensure the FSC growth curve.

NEXT MEETING

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

ADJOURNMENT

The Co-Chair (Arnold Bercov) declared the meeting adjourned at 1:15 pm.
ANNEX 1: President’s Report

Operational Developments

One very visible development is that at the beginning of the year we moved from our Esplanade location near the St. Lawrence Market, where we had shared office space with Michael De Pencier, Key Publishers, Green Living Enterprises and Investeco for five years. Although we moved to space within the WWF Canada offices, it is just recently that we secured a commitment that provides us with at least 12 more months within the their offices at Eglinton Avenue and Mt. Pleasant in the heart of Toronto.

On behalf of all our members, board and staff, I take this opportunity to thank WWF Canada for the exceedingly short notice upon which they offered us a roof over our heads and for the hospitality extended since we moved in on December 17th.

In terms of our mandate to bring value to certificate holders by expanding the demand for FSC-certified products, progress is steadily upwards. As may be seen in the accompanying charts, the FSC-certified forest area in Canada continues to increase and will hit 40 million hectares (100 million acres) before the end of 2010. The FSC Chain of Custody certificates also continue to multiply and should be just over 1,000 by year-end. Where those numbers will be in another year will be influenced by many factors. These factors include the formal tenure reform process in Ontario and Quebec, as well as a less formal process in B.C., the continued advance of the Mountain Pine Beetle, economic conditions in general, and factors associated with the Canadian Boreal Forest Agreement. While in the long-term the CBFA may prove to be a shot-in-the-arm for FSC, the short-term has seen somewhat of a wait-and-see attitude among companies that have their hands full working out their new FPAC commitments under the CBFA. In the meantime, there is also some wait-and-see occasioned by the first-ever review of the FSC Principles and Criteria, which should be completed at the end of Q1 of 2011, and the impact of that on the regular five-year reviews of the Boreal and B.C. Standards.

As always, there is never any time lost wondering what to do next around the FSC Canada office since with the growth in both FM and CoC certificates, the list of clients to serve expands continuously. Add to that the closer involvement with FSC US, FSC members, board, stakeholders and the media, and this has become one very busy office.

Antony Marcil
President and C.E.O., FSC Canada