

**2019 Annual General Meeting (Zoom)  
Thursday, June 4, 2020  
DRAFT MINUTES**

**1. Call to Order and Opening Welcome**

President, Glenn Tunnock, called the meeting to order at 3:40. He explained the permission and timing to hold a virtual AGM meeting was granted under the Provincial Emergency Order related to the Covid 19 pandemic. A quorum of 10 members is required. There were 21 members present via Zoom, 7 of which were board members. Glenn then welcomed all to the meeting especially those members from other organizations. In lieu of not being able to meet in person to have exhibits and our guest speaker, Ian Cochrane, he noted that this creates an opportunity to have a Webinar, at a later date, as a means of presenting topical information on subjects which would be of interest to our membership. Glenn explained the protocols of a Zoom meeting and then asked if anyone had anything to say before starting the business meeting. Brady McGlade, a Watershed Guardian Bursary winner, and now the Planner for Drummond/North Elmsley Township, introduced himself and spoke of how important winning the bursary was to him.

**2. Approval of the Agenda for 2019 AGM**

Moved by Gary Waterfield, seconded by Richard Schooley, that the Agenda for the 2019 AGM be approved. Carried.

**3. Approval of the Minutes of March 28, 2019 AGM**

Moved by Karen Hunt and seconded by David Kroetsch that the 2018 AGM Minutes be approved. Carried.

**4. 2019 Year in Review**

Glenn reviewed our activities during 2019. David Taylor, our President for many productive years, stepped down and Glenn was appointed as the new president. The first task was to update our operational by-law, which we will be voting on today. The Friends also participated in many activities including Kid Fish; Stewart Park Festival, partnering with RVCA with the focus on climate change and its impact on the watershed; working in tandem with the Lanark Network in a facilitation role as the County of Lanark moves forward in developing a climate change action plan. We held our annual Watershed Discovery Day where we presented our Water Guardian Bursary to Amanda Miller who is currently at Queen's University studying Environmental Science. This bursary is made possible through the generous support of Little Stream Bakery. In September we hosted another Paddle the Tay event where around 20

people paddled from Perth down the Tay to Beveridge Locks, with several talks along the way on aquatic and terrestrial habitat. Our Tay Net Program is moving along with a number of property owners along the shoreline of the Tay and act as river watchers. This is an on-the-ground program which monitors water level conditions, water flows and pollution on the Tay. It is also an opportunity to provide useful data and information to RVCA. David Taylor is the board member that oversees this program. Friends of the Tay is also a member of the ad hoc committee examining the Rocky Ramp issues and the potential measures to be taken to sustain river flows through downtown Perth. A new initiative for the Friends is working with Watershed Canada and RVCA to develop an online resource package for shoreline management that municipal Planners and property owners can use in making the right decisions on shoreline development. 2019 was a busy year made possible by the partnerships with conservation authorities, lake associations, environmental NGOs, municipalities and the public. We are grateful for the human resources and financial help of our partners and members.

## **5. Amendments to Operating By-law #1**

### **Item 1: Number of Directors**

The Board believes certainty will be brought to the by-law by specifying the number of Directors that may sit on the Board. Currently the By-law specifies only a minimum, not a maximum. The revised amendment to Section 19, with changes shown in **bold script** would read:

“The property and affairs of the Corporation shall be managed by a Board of Directors comprised of a minimum of three Directors **and a maximum of twelve Directors.**”

*Susan Brandum proposed the following amendment to the one presented: that the final requirement should read: ‘**and a maximum of twelve Directors, including the President.**’*

### **Item 2: Election of Directors**

The Board desires greater clarity to Section 19 in specifying a *minimum age* of 18 for members serving on the Board and by setting out a clearer method for election to the Board. The revised amendment to Section 19 with changes shown in **bold script** would read:

“Directors must be individuals, **a minimum of 18 years in age**, with power under law to contract.”

**To stand for election as Director, an individual must be nominated by a committee constituted by the Board for the purpose of recommending a slate of prospective candidates to the Board, and must consent in writing to stand for election.”**

### **Item 3: Gender Neutrality**

The Board desires that the by-law be gender neutral such that Section 19 be amended with changes shown in **bold script** to read:

“The Past President shall be a voting member of the Board of Directors provided **they** continue as a member of the Board.”

*Carol Dillon and Karen Hunt proposed the following amendment to the one presented: ‘The Past President shall be a voting member of the Board of Directors provided the immediate past-president continues as a member of the Board.’*

### **Item 4: Replacement of the President**

The Board desires wording to address the replacement of the President mid-term should there be a need for a replacement through, for example, a resignation. The revised amendment to Section 34 with changes shown in **bold script** would read:

**“The President shall be elected at an annual meeting of members, or, if required, at a meeting of members during the year.”**

*Carol Dillon proposed the following amendment to the one proposed: ‘The President shall be elected at an annual meeting of members, or, if required, at a meeting of the Board of Directors during the year and ratified at the next meeting of members’.*

#### **Item 5: Term of Office**

For purposes of clarity on the term of office for both the President and the Directors, Section 35 is proposed to be amended with a cross reference to Section 20. Section 20 indicates that Directors are to be elected at the AGM and to hold office until their successors have been duly elected. The revised amendment to Section 35 with changes shown in **bold script** would read:

“The officers of the Corporation, **including the President**, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time. **The maximum term for which officers may hold office shall be the same as that stated for Directors in Section 20.**”

#### **Item 6: Vice-President**

The Board seeks clarity in the scope of reasons for departure and the requirements for replacement. The revised amendment to Section 38 with changes shown in **bold script** would read:

“The Vice-President shall, in the absence, disability **or retirement** of the President, perform the duties and exercise the powers of the President **until a new President is elected. The Vice-President** shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.”

#### **Item 7: Quorum**

The Board seeks to overcome a conflict between Sections 19 and 29 of the bylaw over what constitutes a quorum. Section 19 states that the Board may consist of only three Directors, whereas a majority in Section 29 is five. The revised amendment to Section 38 with changes shown in **bold script** would read:

“A majority of the Directors in office, from time to time, but no less than **three (3)** Directors shall constitute a quorum for meetings of the Board.”

Moved by David Kroetsch, seconded by Carol Dillon that the Amendments to Operating By-law #1 be accepted subject to amendments. Carried.

### **6. Treasurer’s Report**

Treasurer, Marion Letts, reviewed the audited Financial Statements for 2019, which were shown on the Zoom screen (details also available in the Annual Report). The report included *2019 Year-end vs. Budget* and *2019 Net Worth Dec. 31*. Marion moved that the 2019 Financial Statements be accepted as shown. Seconded by Carol Dillon. Carried.

#### **Proposed Budget for 2020**

Marion reviewed the revised proposed budget for 2020. The budget was revised due to the many events that were cancelled due to Covid 19 pandemic. Our expenses will be less than originally budgeted and our revenues will be less also. Marion moved that the Revised Budget for 2020 be accepted as shown. Seconded by Richard Schooley. Carried.

**7. 2019 Environmental Awards**

Judy presented that 2019 Environmental Awards: David Taylor, Past-President of the Friends of the Tay Watershed, for Contribution to the Tay Watershed; Federation of Ontario Cottagers Associations, for Contribution to Water Resources at the provincial, national and international level; and to Dr. Shelley Ball, for Contribution to the General Environment.

**8. Election of 2019 Board of Directors and Appointment of Advisory Panel**

Karen Hunt proposed the Board of Directors slate for 2020: President, Glenn Tunnock Otty Lake; Vice-President – Vacant; Past President, David Taylor Tay River Glen Tay; Director Taro Alps GB&CLA and Upper Watershed; Director, Judy Buehler Perth; Director, Carol Dillon Tay River Glen Tay; Director, Annie Dalton Perth & Tay River; Director, David Kroetsch Perth; Director, Marion Letts Upper Tay River; Director, Richard Schooley Scotch Line; Director, Donna Walsh Christie Lake Association. There were no nominees from the floor. Karen moved that the Board of Directors slate be accepted. Carried.

**9. New Business**

There was no new business.

Glenn thanked everyone for attending and looks forward to working with the Board and partners in the coming year.

**Motion to adjourn**

Moved by Taro that the 2019 AGM be adjourned.