



ANNUAL GENERAL MEETING
Meeting Room: Cheekwood F
Gaylord Opryland Resort & Convention Center
2800 Opryland Drive
Nashville, Tennessee
Sunday, June 12, 2016, 11:00 AM

Members Present:

Stew Anderson Chapter 66 stewarderson@evolveinc.ca
Kevin Paul, Chapter 29, kevin_paul@cpr.ca
Lauralee Harrison, Chapter 62, Lauralee.harrison@gov.ab.ca
Sandy Grigg, Chapter 29, sandygrigg@outlook.com
Sharon Slauenwhite, Chapter 65, snslaenwhite@gov.pe.ca
Gordon MacNair, Chapter 63, gordon.macnair@ottawa.ca
Tony Capordelis, Chapter 63, tonyc@ucsadvistors.ca
Erin Finn, Chapter 29, e-m.finn@sympatico.ca
Jeff Jones, SR/WA, Chapter 7, jljones.srwa@gmail.com
Aimie Mims, Chapter 20, aimie.mims@hdrinc.com
Debbie Pieterse, Chapter 66, debbie@prairieskyappraisal.com
Dennis Worobec, Chapter 62, dennis.worobec@shaw.ca
Arlene Mackenzie, Chapter 62, arlene.mackenzie@gov.ab.ca
Brian Taylor, Region 10, Brian.Taylor@canada.ca
Jenna Wood, Region 10, jenna.wood@evolveinc.ca
Gary Holisko, Chapter 54, gary.holisko@bchydro.com
Patty Roney, Chapter 54, patty.roney@fortisbc.com
James Hardy, Chapter 65, james.hardy@altusgroup.com
Koby Godwin, Chapter 62, koby.godwin@gov.ab.ca
Mike Tidmarsh, Chapter 48, mike_tidmarsh@transcanada.com
Justian Wylie, Chapter 48, justian.wylie@altalink.ca
Linda Kemp, Chapter 29, lckemp@bell.net
Andrew Plett, Chapter 66, Andrew.plett@enbridge.com
Brenda Boyle, Chapter 65, bjboyle@gov.pe.ca
Kim Millar, Chapter 63, kimberley.millar@ottawa.ca
Jeanette Valenzuela, Chapter 63, jeanette.valenzuela@ottawa.ca
Rod Glaves Chapter 29, rod.glaves@niagararegion.ca
Josie Tomei Chapter 29, josie_tomei@cpr.ca
Dawn MacDougall, Chapter 65, dtmacdougall@gov.pe.ca
Shannon Favaro, Chapter 54, Shannon.favaro@fortisbc.com
William Giese, Chapter 48, billgiese@synergyland.ca

Special Guests:

Wayne Goss, IRWA International President
Mary Anne Marr, IRWA International President-Elect
Jerry Colburn, IRWA International Vice President
Jeffrey Jones, IRWA International Treasurer
Aimie Mims, IRWA International Secretary
Mark Rieck, Executive Vice President -IRWA
Eric Finn, Esq, IRWA General Counsel
Randy Williams, Past President-IRWA

1. **Call to Order:** President Dawn MacDougall called the meeting to order at 11:00 AM.
2. **Quorum:** Vice President Bill Giese confirmed we had a quorum.
3. **Welcome & Introduction:** President Dawn MacDougall gave welcoming remarks and introduced Board of Directors, IEC members, Wayne Goss, International President, Mary Anne Marr International President-Elect, Jerry Colburn, International Vice-President, Jeffrey Jones International Treasurer, Aimie Mims, International Secretary and past International Presidents and special guests.
4. **Special Business – Donation Announcements:** Wayne Goss thanked the Canadian Right of Way Education Foundation for their involvement and support on Course C100i. Wayne stated there has been a lot of activity on the course. Sandy Grigg made a special donation of \$300.00; Thanks to all those who made donations at the meeting as well as the Board of Directors Meeting. Cheques to be kept for presentation at the AGM on Wednesday.
5. **Minutes from Annual General Meeting:** June 14, 2015, San Diego, California, were presented by President Dawn MacDougall for approval. Kevin Paul moved to approve the Minutes of the 2015 AGM.
Sandy Grigg seconded. No discussion. Motion carried.
6. **Business from Minutes:**
 - **6.1 Financial Statement:** Secretary-Treasurer, Shannon Favaro presented the Financial Report for approval. Accountant's reports (including profit & loss statement, balance sheet & general ledger) were prepared by our accountant firm Calvista and were available in hard copy on the table.
 - Read account balances on budget sheet
 - Read GIC info budget sheet

- CRWEF currently hold three GICs which received their maturity date on June 8th. The three GICs were reinvested into one year non re-deemable GICs at an interest rate of 0.90%.
- At the Board's April conference call meeting, a motion was passed that approval be granted to purchase another \$25,000 GIC subject to any requests for funding being received by May 9th and provided a minimum balance of \$75,000.00 is maintained in the CRWEF chequing account. All members were in favor and the motion was moved.
- An additional \$25,000 GIC was purchased on June 2, 2016.
- The proposed travel budget for 2016/2017 has been increased to \$10,000 in anticipation of higher travel costs to the 2017 conference in Alaska as well as consideration being made to the fluctuating Canadian Dollar. Some due diligence has already been done in this regard with some expected flights to be in the \$1,500.00 range depending on location. Dawn MacDougall moved to approve the 2016/2017 Budget. Arlene Jones accepted. Josie Tomei seconded. No Discussion. Motion Carried.
- The \$5,000.00 for course development has been removed as Dawn confirmed with Mark there are no expected requests forth coming for the upcoming fiscal year.
- Costs for conference calls and advertising have been included which were not captured last year. Promotional costs last year were for the golf shirts and no additional promotional items are planned for this year.
- The initial retainer of \$5,000 paid to Calvista to transfer all accounting records and financial books has been paid out.
- Calvista has confirmed that the projected annual accounting fee going forward will be approximately \$1,500.00 per year – depending on financial activity of the foundation.
- Calvista also provided a quote of \$4,000 - \$6,000 from a third party assurance partners for the undertaking of an audit on CRWEF's financial records. This has also been reflected in the budget should a motion be passed to conduct an audit this coming year.

Dawn MacDougall moved to approve the Financial Report. Gord McNair accepted. Brian Taylor seconded. No Discussion. Motion Carried.

6.3 Scholarship: Secretary/Treasurer, Shannon Favaro, read the following report:

This year's committee consisted of six board members:

Dawn MacDougall
Shannon Favaro
Cynthia Dubeau
Stew Anderson
Sandy Grigg
Koby Godwin

Scholarship announcements were circulated and published using different portals and resources within Region 8 and Region 10 which resulted in the CRWEF scholarship committee receiving seven applications for the 2015/2016 school year. Lauralee Harrison questioned whether the scholarship portal was beneficial in the process. Majority thought it didn't hurt to advertise the scholarship through many different avenues.

Grading criteria used to review the applications is broken down into subcategories and points were awarded for each of the following categories: student biography, written essay, grades and references. Using this grading system allowed for a very streamlined selection process leading the six reviewers to choose an obvious winner. The CRWEF scholarship committee was pleased to award this year's \$2,500.00 (twenty five hundred dollar) scholarship to Laura Bongo of Saint John, New Brunswick.

6.4 Website: Shannon Favaro announced that the website was in full operation. It was suggested by Kevin Paul that the current bylaws of the Foundation be published on the website. This will be a take away action item for Secretary/Treasurer, Shannon Favaro to follow through with.

6.5 Sponsorship Program: Vice-President, Bill Giese, provided the audience with an update on the sponsorship requests received to date. Stew Anderson inquired about a sponsorship application form being drafted and made available on the website. This will be a take away action item for Vice-President, Bill Giese to follow through with.

6.6 New Course-Oil and Gas / NEB Component Update (Janet Walker): President, Dawn MacDougall read out a report from Janet Walker (attached).

6.7 Fundraising/Booth: President, Dawn MacDougall thanked Ian and Valerie McNary for all their time and effort in preparing the booth for this year's conference. Regrettably, Ian and Valerie were not able to attend the conference; however, the booth will be active and run by other members of the Foundation.

7. New Business:

7.1 Bylaw Update: President, Dawn MacDougall has been working closely with Koby Godwin (absent) on updating the current bylaws of the Foundation. Two key points that need further clarification are (1) voting by proxy and (2) who is a member? The current bylaw has no real definition of a member. Dawn MacDougall read out a report (attached) prepared by Koby Godwin in his absence. Kevin Paul questioned the current bylaw regarding election and the two year term of directors. Dawn MacDougall reminded the audience that the change was made due the requirements for charitable status. Discussion was had on the length of term of elected and whether one or two years seemed to be the better option. Further discussion was had on charitable status and why the Foundation was not successful in achieving this status. Based on the recommendation of the Solicitor hired by the Foundation to give his legal opinion on the matter, it was determined that the substantial costs involved to achieve charitable status, were not worthwhile. Once the proposed new bylaws have been drafted, it was suggested that CRWEF past presidents and Eric Finn have the bylaws vetted well in advance of next year's AGM.

7.2 Appointment of Auditor: Dawn MacDougall advised the audience that as per the requirements of the *Canada Not-for-Profit Corporations Act*, the Foundation is required to determine if an audit of our financial statements is necessary. If it is determined not to be, the Foundation will put forth a motion to waive the appointment of an auditor. CRWEF has not had an audit conducted on its books for at least eight years. Now that the Foundation has been set up by an accounting firm who is preparing the financial statements, this would be a good time to have the books audited. We have an estimate from our current accounting firm of \$4,000 to \$6,000 for the audit. We are hoping to get a few other quotes in an effort to get the lowest cost possible. The Foundation has budgeted \$4,500.00 for the audit; however, we hope to get it done for much less. Dawn MacDougall asked if anyone in the audience had any questions, comments or anything they would like to discuss with regards to this. Kevin Paul motioned to increase the accounting budget to reflect the \$6,000 for the possible cost of an audit. There was no further discussion and the motion was seconded by Brian Taylor.

7.3 Motion to Ratify: The decisions made by the Board this year were mainly administrative in nature. No monies were committed that had not previously been budgeted for last year and such, the decisions made involved selecting a scholarship winner and awarding sponsorship to two chapters.

Motion was made by Dawn MacDougall to ratify all decisions of the BOD over the last year. Motion was moved by Sandy Grigg. Stew Anderson seconded. No discussion. Motion carried.

7.4 President's Report: President's report was read by President, Dawn MacDougall. Dawn MacDougall also gave a report on the Night in Nashville Event.

8. Nominations & Election of Officers: The term of the four Directors on the Board of Directors for the CRWEF will expire on June 31, 2016. Therefore, an election will be held to confirm the nominations of those seeking to fill the position of Region 8 Chair and Vice-Chair and Region 10 Chair and Vice-Chair. President, Dawn MacDougall called upon Arlene MacKenzie, INEC Chair to conduct the confirmation of the nominations of Stewart Anderson, Region 10 Chair & Jenna Wood, Region 10 Vice-Chair and Josie Tomei, Region 8 Chair and Rod Glaves, Region 8 Vice-Chair.

10. Corridor Valuation Book Project: Special guest, Randy Williams, Past President IRWA, reported on the update of the Corridor Valuation Book Project. There is currently a two year plan in place for the completion of Corridor Valuation Book. Initially the thought was to have a book that will be universal in its use; however, it was soon realized that a global book was much too big of an endeavor. The book will be scaled down to include the United States and Canada. The AIC wants to have more involvement and a contract will be prepared by July before the next AIC meeting. An RFP was submitted last year to find authors. Estimated costs are roughly \$50,000 for US content and \$80,000 - \$100,000 for US/Canadian content. Stew Anderson questioned who the contract will be between. Discussion and further questions from the floor were asked as Randy Williams discussed pathway of getting pay structure up and running.

11. 2017 AGM: As per the requirements of the *Canada Not-for-Profit Corporations Act*, President Dawn MacDougall, asked for a motion to be moved that the CRWEF's 2017 Annual General Meeting be held in Anchorage, Alaska USA, in June 2017, with the date, time and exact location to be determined at a later date.

Motion made by James Hardy.
Motion seconded by Brian Taylor
No discussion
Motion carried

12. Adjournment: Kevin Paul motioned that the meeting be adjourned. Motion was seconded by Brian Taylor. Motion carried- meeting adjourned

Status of CRWEF Bylaws

The current bylaws are outdated.

They were changed from the original bylaws to fit with the move towards the CRWEF being designated as a Charitable Foundation.

Since the CRWEF does not qualify as a charity, the changes that were made should be reverted as well as updated.

The main updates that need to be looked at:

What defines a member?

What defines a voting member?

How do we handle proxy votes?

New definitions for officers?

Levels of assets for CRWEF to not be reduced past \$75,000?

What is our relationship with the IRWA?

What is the current status of the bylaws? Right now they are written and ready for review with some updates to the language and format.

Before moving forward discussions need to be had on the updates listed before and a review on removing clauses or information that is not needed.