



ANNUAL GENERAL MEETING
Meeting Room: Kahtnu 2
Dena'ina Civic and Convention Center
600 W. Seventh Avenue
Anchorage, Alaska
Sunday, June 11, 2017, 11:00 AM

Members Present:

Stew Anderson Chapter 66 stewarderson@evolveinc.ca
Nancy Sinclair, Chapter 63, nancy.sinclair@ontario.ca
Lauralee Harrison, Chapter 62, Lauralee.harrison@gov.ab.ca
Mindy Murphy Gunn, Chapter 65, mindy.murphygunn@gnb.ca
Sharon Slauenwhite, Chapter 65, snslauenwhite@gov.pe.ca
Gordon MacNair, Chapter 63, gordon.macnair@ottawa.ca
Debbie Pieterse, Chapter 66, debbie@prairieskyappraisal.com
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
Kim Proudlove, Chapter 54, kim.proudlove@bchydro.com
Rasa Cortes, Chapter 54, radadi.cortes@bchydro.com
Fred Nasri, IRWA HQ, nasri@irwaonline.org
Koby Godwin, Chapter 62, koby.godwin@gov.ab.ca
Rod Glaves, Chapter 29, rod.glaves@niagararegion.ca
Kim Millar, Chapter 63, kimberley.millar@ottawa.ca
Lorraine Longmuir, Chapter 29,
Lorraine.longmuir@peelregion.ca
Kathie Capizzano, Chapter 29, Kathie.capizzano@toronto.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
Chris Thompson, Chapter 48, chris.thompson@contractlandstaff.com
Sean Dittenhoffer, Chapter 54, sean.dittenhoffer@telus.com
Trevor Martens, Chapter 48, trevor.martens@evolveinc.ca

Special Guests:

Mary Anne Marr, IRWA International President
Jerry Colburn, IRWA International President-Elect
Jeffrey Jones, IRWA International Vice President

Aimie Mims, IRWA International Treasurer
Sharon Slauenwhite, IRWA International Secretary
Mark Rieck, Executive Vice President -IRWA
Bradford Kuhn, 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, Mary Anne Marr, International President, Jerry Colburn International President-Elect, Jeffrey Jones, International Vice-President, Aimie Mims International Treasurer, Sharon Slauenwhite, International Secretary and past International Presidents and special guests.
4. **Special Business – Donation Announcements:** President Dawn MacDougall asked anyone that wished to make a donation to CRWEF to come forward. It was noted that Sandy Grigg made a special donation of \$300.00 and Chapter 29 presented a \$1,500.00 donation; 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:** The minutes from the 2016 AGM had been posted on the CRWEF website for a number of months and were forwarded along with the Notice of AGM and Notice of Election. President Dawn MacDougall made a motion to accept and approve the minutes. Stew Anderson moved to approve the Minutes of the 2016 AGM. Josie Tomei 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%.
 - The proposed travel budget for 2017-2018 has been reduced to \$6,000 as we expect travel costs to be respectively lower with the conference being in Edmonton in 2018. Dawn MacDougall

moved to approve the 2017-2018 Budget. Josie Tomei accepted. Jenna Wood seconded. No Discussion. Motion Carried.

- There has been no money allocated for course development as Dawn confirmed with Mark Reick there are no expected requests forthcoming for the upcoming fiscal year.
- Accounting fees for the fiscal year of 2016/2017 cover the fees paid in preparation of the audit recently conducted. Dawn will be speaking more to this under Item G on the agenda.

Dawn MacDougall moved to approve the Financial Report as presented. Jenna Wood 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
Rod Glaves
Jenna Wood
Sandy Grigg
Koby Godwin

Scholarship announcements were circulated and published using different portals and resources which resulted in the CRWEF scholarship committee receiving seven applications for the 2016/2017 school year.

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 winner. The CRWEF scholarship committee was pleased to award this year's \$2,500.00 (twenty five hundred dollar) scholarship to Rita Callaway of Lebanon, Oregon. It was very rewarding for CRWEF to award this year's scholarship to a student from the United States as it shows how our foundation continues to grow.

Next year, we will be looking to make some small changes to our online scholarship application process to make it more user friendly in hopes of garnering a larger number of submissions.

6.4 Website: Shannon Favaro announced that the website was up to date with CRWEF business; however the website does need some updating to bring the site into conformance with the IRWA site and vice versa.

6.5 Sponsorship Program: Vice-President, Bill Giese, provided the audience with an update on the sponsorship requests received to date. New criteria has been approved by the CRWEF BOD and posted on the website together with the sponsorship application form. There were two applications for sponsorship received in 2017. Obligations were not completed by one applicant resulting in funds not being provided. CRWEF will assume that the event was successful and funds were not required. The second request for sponsorship was awarded to Chapter 65 towards a Symposium once all obligations were met.

6.6 Bylaw Update: President, Dawn MacDougall reported that the law firm hired by CRWEF to pursue Charitable Status in 2015, advised the foundation during its review of our affairs that our current Bylaws should be examined and modified to ensure the foundation is in compliance as a Not-For-Profit Corporation. This review has been completed and in an effort to address the legal issues raised, a complete re-write of the Bylaws was undertaken and completed with assistance from Carter's Law Firm.

The Bylaws were forwarded to the members with the Notice of AMG and Notice of Election. The main items to point out to members with regard to significant changes to the Bylaws are the changes pertaining to the use of Proxy votes. The BOD voted and the majority voted to "not allow" the use of proxy voting at the foundation's Annual General Meeting. The consensus was that only those in attendance would be allowed to vote.

The other primary change deals with the President's ability to commit funds. The current Bylaws allow for the President (with BOD's support) to pledge up to \$50,000.00 for education and course development purposes. The Board of Directors felt that perhaps this amount is too low in current day's practices and agreed that the amount should be higher. Therefore, the proposed Bylaws indicate that the President, with support from the BOD, shall be allowed to commit up to \$75,000. This will allow the Board to not have to wait until the AGM or have to call a special meeting of the members should IRWA HQ put forth a funding request at a time, not directly in advance of the AGM. Of course the Board will report any IRWA payments made during the fiscal year to the members at the following AGM.

Dawn MacDougall asked if there was any discussion to be had with regards to the proposed Bylaws. Hearing nothing, Dawn MacDougall made a motion to accept the Bylaws as presented. Motion was accepted by Josie Tomei and seconded by Stew Anderson. All were in favour and the Bylaws were unanimously approved and the motion was carried.

6.6 Audit: At last year's AGM, the foundation discussed the fact that due to changes to the *Canada Not-for-Profit Corporations Act*, we will now be required to address the issue of whether we want to have an audit done or waive the requirement to have an audit done at every AGM. In 2016, a motion was passed to have an audit done on the CRWEF financial books. It was

determined that it would be a good time to have one done since it was questionable as to whether one had ever been done and since our record keeping is now done by an accounting firm. The audit has been completed and copies are available for your review. We had budgeted \$6,000 to have the audit done, as this was the original quote provided to us; however, we found another firm who completed the audit for \$2,395 + HST. The results of the audit indicated that the CRWEF financial books are in good order.

NEW BUSINESS

7.1 Corridor Evaluation Textbook: On behalf of the Valuation Committee, Randy Williams reported that the Valuation Committee is partnering with the Appraisal Institutes of US and Canada on the creation of a textbook on valuation for right of way projects. Randy Williams noted the following:

- that the textbook will be North American centric
- includes discussion of applicable laws
- Nov/Dec 2017 is anticipated date for release of 1st version
- will likely be compiled papers vs a text book
- Total cost of \$75,000 to be split amongst the partners – IRWA, AACI and AIC
- \$25,000 cost divided between the two Education Foundations
- RWEIF has committed up to \$25k and they are seeking contribution from CRWEF based on geographic representation
- It will be a published book with all partners sharing in the proceeds

Brian Taylor put forward a motion for CRWEF to contribute up to \$5,000 US with a sunset clause of three fiscal years as of July 1, 2017. Motion was accepted and seconded by Gord McNair. All were in favour. Motion carried.

7.2 Partnership for Infrastructure Professional Education (PIPE)

Vice Chair of PIPE, Janet Walker, SR/WA was unable to attend the AGM. However, Janet provided a copy of her most recent presentation. Copies were made available to the members. Vice Chair of Region 8, Rod Graves, SR/WA, agreed to give a quick overview and update on what's happening with the PIPE Committee.

7.3 Appointment of Auditor

Dawn MacDougall reported that as per the requirements of the *Canada Not-for-Profit Corporations Act*, we are now required to determine if an audit of our financial statements is necessary. If it is determined not to be, we can put forth a motion to waive the appointment of an auditor. Since we just had an audit completed, Dawn proposed to waive this requirement.

Discussion was had on the frequency of having an audit completed. It was suggested to have a review of the financial books done annually with a full audit being done every three years.

Dawn motioned to waive the requirement to appoint an auditor for the 2017 fiscal year. Motion was accepted and seconded by Jenna Wood. All were in favour and motion was carried.

7.4 Motion to Ratify: The decisions made by the Board this year were mainly administrative in nature. No monies were committed with the exception of the monies committed for the Bylaw review process, the decisions made involving Scholarship winner selection; implementation of the Sponsorship Application form as well as decisions pertaining to the sponsorship program and creation of policy/procedures guidelines and decisions on the drafting of the new Bylaws.

Motion was made by Arlene MacKenzie to ratify all decisions of the BOD over the last year. Motion was seconded by Debbie Pieterse. No discussion. Motion carried.

7.5 Monday Night Event – Edmonton 2018

Lauralee Harrison, Chapter 62 and Edmonton 2018 Conference Chair presented a request for funding:

1. Do we want a Monday Night Event in Edmonton 2018
2. Do we want the Monday Night Event to be a CRWEF / RWEIF joint venture
3. If yes – is CRWEF willing to contribute seed money towards the event

Edmonton economic development has been very supportive and will assist in organizing the event.

As we all know, HQ will no longer support the Monday Night Event but they have offered some advice on how the event should be run: charge \$50/60 per ticket, estimate roughly 500 attendees, and seek out sponsorship money opportunities. The Edmonton 2018 Conference Committee therefore put forward a request to CRWEF to underwrite the Monday Night Event in the amount of \$50,000. A request was put forward for the Conference Committee to submit a business plan for the Monday Night Event. The Committee advised that a business plan would be forthcoming.

Jenna Wood made a motion for CRWEF to contribute \$50,000 to underwrite the Monday Night Event in Edmonton 2018. Discussion was had and consensus was in full support of a Monday Night Event, with predominance of funds to go to CRWEF vs the usual 10-20% received in past years. Discussion was also had regarding the financial security for CRWEF and on the desire for companies to want to sponsor the event. No further discussion was had. The original motion was seconded by Sharon Slauenwhite. All were in favour. Motion carried.

7.6 Nominations & Election of Officers: The term of the three elected Executives on the Board of Directors for the CRWEF will expire on June 30, 2016. Therefore, an election will be held to fill the positions. President, Dawn MacDougall called upon Arlene MacKenzie, INEC Chair to conduct the election. There were three nominations put forward for the position of Secretary/Treasurer. Nominations were received from: Jay Wong, Chapter 29, Nancy Sinclair, Chapter 63 and Justian Wylie, Chapter 48. Rod Glaves read a letter of submission on behalf of Jay Wong; Bill Giese read a letter of submission from Justian Wylie and Nancy Sinclair was in attendance and spoke on her own behalf. Arlene MacKenzie asked for any other nominations from the floor. Hearing none and all were in favour, nominations were closed for the position of Secretary/Treasurer. A vote was carried out and results were in favour of Nancy Sinclair for the position of Secretary/Treasurer.

Next position – Vice President. Brian Taylor nominated Shannon Favaro and Shannon Favaro accepted the nomination. Stew Anderson motioned to close nominations. Trevor Martens seconded the motion. All were in favour. Shannon Favaro named Vice-President of CRWEF.

Next position – President. Jenna Wood nominated Bill Giese for the position of President. Bill Giese accepted the nomination. Koby Godwin motioned to close nominations. Brian Taylor seconded the motion. All were in favour. Bill Giese named President of CRWEF.

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

7.8 2017 AGM: Typically we have to make a motion to approve the location of our next AGM, as this is the process that needs to be followed when it is held outside of Canada. Next year's AGM will be held in Edmonton, Alberta with the date, time and exact location to be determined at a later date. Being as our AGM is being held in Canada next year, we do not have to vote on this matter.

7.9 Adjournment: Stew Anderson motioned that the meeting be adjourned. Motion was seconded by Brian Taylor. Motion carried- meeting adjourned