



Annual General Meeting

June 9, 2019 11:00 AM

Meeting Room: Skyline 1 Room
921 SW 6th Ave. Portland, Oregon

1. Call to Order – President Bill Giese called the Annual General Meeting to order at 11:00 am

Members Present:

William Giese, Chapter 48, President
Shannon Favaro, Chapter 54, Vice President
Nancy Sinclair, Chapter 63, Secretary-Treasurer
Jenna Wood, Region 10 Chair, Board Member
Koby Godwin, Region 10 Vice-Chair, Board Member
Rod Glaves, Region 8 Chair, Board Member
Dawn MacDougall, Chapter 65, past CRWEF President
Stew Anderson, Region 10, past CRWEF President
Sandy Grigg, Region 8, past CRWEF President

Vicki Wong, Chapter 29
Kim Millar, Chapter 63
Marcia Martin, Chapter 63
Darnell McCurdy, Chapter 62
Gord MacNair, Chapter 63
Steve Biro, Chapter 63,
Sheryl Badin, Chapter 29
Katie Badin, Chapter 29
Chris Dietrich, Chapter 29
Jay Wong, Chapter 29
Georgio Pancini, Chapter 29
Dan Braund, Chapter 62
Trevor Martens, Chapter 48
Kim Proudlove, Chapter 54
Megan Carbonetto, Chapter 54
Tyler Jans, Chapter 48
Brian Taylor, Chapter 62
Lauralee Harrison, Chapter 62
Vicki Green, Chapter 79
Crystal Greenlay, Chapter 66
Brian Davies, Chapter 79

Special Guests:

Jeff Jones, President (IEC)
Jake Farrell, Chapter 3, IEC
Sharon Slauenwhite, Chapter 65, IEC
Aimie Mims, Chapter 20, IEC
James Olschewski, Chapter 38, IEC

2. Quorum – CRWEF Vice Chair Shannon Favaro confirmed Quorum
3. Welcome and Introductions – President Bill Giese gave welcoming remarks and introduced Board of Directors: Bill Giese, Shannon Favaro, Nancy Sinclair, Rod Glaves, Jenna Wood, Koby Godwin (James Hardy absent) and special guests/IEC members: Jeff Jones, James Olshewski, Aimee Mims, Sharon Slauenwhite, Jake Farrell, IRWA CEO Daniel Stekol, Controller, Rakshan; and Past CRWEF Presidents: Dawn McDougall, Stewart Anderson, Gord MacNair, Sandy Grigg
4. Special Business-Donation Announcements – President Bill Giese requested that anyone that wished to make a donation to CRWEF to come forward.

No donations presented. Donation of Sandy Grigg acknowledged.

5. Approval of Minutes: The minutes from the 2018 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.

Motion to accept and approve the 2018 AGM minutes: Brian Taylor Seconded: Jenna Wood; motion carried.

6. Business from Minutes:

- a) Treasurer's Report: Presented by Nancy Sinclair, Treasurer/Secretary provided a copy of the Foundation's Balance Sheet as prepared by the accounting firm of Jeffrey J. O'Rourke Professional Corporation reflecting transactions occurring up to May 1, 2019. They do not however reflect the full income & expenses for the fiscal year of 2018/19 which requires finalization at end of fiscal – June 30, 2019.

It was noted that the predominance of the financial transactions of the Foundation are in the May – October timeframe. Roll up and payout of events often take several months to collect, resulting in the finalization of the financial year end documents being challenged and delayed. It has been suggested that a March 31st year end would be more appropriate given the financial cycles of the Foundation.

Motion to change the fiscal year end of 2019/20 for March 31, 2020 and for each successive year thereafter: Brian Taylor; Seconded: Stew Anderson; motion carried

At the 2017 Annual General meeting discussion took place to have a formal audit every 3 years. As a result a motion was tabled to *confirm* the requirement for a formal audit for 2019/20.

Motion to confirm the audit requirement for 2019/20: Shannon Favaro; seconded Sandy Grigg; motion carried

Motion to accept the financial report as read: Brian Taylor Seconded: Jenna Wood; motion carried

The proposed budget for 2019/20 was also presented noting that the statement included place holders for anticipated additional travel costs related to costs for split secretary/treasurer position if approved and additional budget for audit services. The previously mentioned carry forward costs for the redevelopment of the environmental courses was also indicated.

- a) Scholarship – Shannon Favaro Vice President advised that this year’s \$2500 scholarship award – 6 members assisted in the review of the applications. Thanks go out to Shannon, Koby, Brian, Jenna, Bill and Nancy for their participation. There was tremendous interest this year in the scholarship; 47 applications. The scholarship was awarded to Maxwell Bauer of West Porters Lake, Nova Scotia who will be entering an Engineering program this fall.
- b) Website – The website continues to be updated throughout the year. In an effort to reduce spam and increase security, a contact us form has been added and more recently additional security features including a “captcha – I am not a robot” function which has greatly reduced the spam. Regions & Chapters are invited to post notice of upcoming events such as Region Forums or Educational Seminars on the CRWEF site. Contact Nancy Sinclair if you’d like to do so.
- c) Sponsorship Program – Shannon Favaro, Vice President reported that we had few requests this year:
 - Chapter 65 Atlantic Canada had requested assistance for their forum and seminar but request was withdrawn due to lack of time to complete
 - Jeff Jones, IEC President, addressed the membership indicating that the IEC request for funding of CLIMB will be withdrawn as it is no longer required;
 - It was noted there appears to be confusion regarding the sponsorship program; members are encouraged to come to CRWEF for further explanation
 - Sponsorship request forms, guidelines and policies are on the website and BOD members can be contacted for further information
 - Sponsorship opportunities continue to be available to international chapters/regions
 - Randy Williams – thanked the membership for their past support of the development of a book on corridor valuation. The book has now been published
 - o coordinated with the IRWA/AIC & AI as partners – each entity will receive 1/3 of the proceeds
 - o had estimated cost of \$75,000 but came in at \$11,000 a piece.
 - Gord MacNair provided an update on last year’s request and CRWEF commitment for funding of the rewrite and “Canadianizing” of the environmental courses
 - o Have moved forward with the update of course 604
 - o Course 604 has been rewritten and circulated to the members of the Environmental committee and instructors.
 - o Lead by the Chair of the Environmental Committee – the American version will be delivered by end of year (2019).
 - o Canadian version will require significant rewrite – proposed for 2020

- IDEA task force encouraged by discussions with IGC, incoming president is charging committee and COP chairs to put forth their strategic plans by July 2019.
- Suggested the release of \$20,000 commitment until the process is established.
- Environmental Committee should put the resourcing of versioning into their strategic plans.
- Gord indicated that request for funding is withdrawn.
- In an effort to assist the Canadian chapters with instructor development, CRWEF provided sponsoring of the CLIMB participants through the Regions. Upwards of \$10,000 was committed for the Regions to sponsor instructor development. Coordination of the sponsorship funds to be provided by the Regions who will distribute accordingly.
 - Region 8 had 5 instructors attend the International CLIMB in Portland but only one requested assistance
 - Region 10 had 2 instructors attend but only one has requested assistance
 - CRWEF will work with the Regions to finalize the requests for funding of this year's CLIMB
 - CRWEF board to review program and establish a consistent practice with respect to such requests moving forward

d) **Fundraising/Booth-** Shannon Favaro acknowledged the assistance of Ian and Val McNary who looked after the booth for many years but were unable to come this year.

- Ongoing responsibility for the booth and fundraising will be with the foundation executive as we move forward.

e) **Monday Night Event** – CRWEF will be working with RWIEF to put the event on. While last year we received 90% of the event as it was hosted by Region 10, in Edmonton we will be returning to the usual 10% this year for the Portland event.

Canadian Hospitality (Chris Thompson) acknowledged the donations of a number of sponsors including chapters and invited all to attend the Tuesday night event.

7. Motion to ratify all administrative decisions made by CRWEF Board of Directors for fiscal 2018/19. Rod Glaves; Seconded by Dawn MacDougall; motion carried.
8. Nominations and Election of Officers –

Discussion re split of the Secretary/Treasurer roll:

- Bill provided some background of CRWEF and noted the need for transparency. He further noted a number of things to consider:
 - While the AGM is a good forum of discussion, we try to post to the website.
 - CRWEF is often not on a new member agenda and it often takes quite a while before members learn of the foundation

- When we have these meetings, we want to ensure that members are aware and as such a website was created for members to find everything that they need to know except financials which are discussed with the BOD each month.
 - CRWEF elect historically provided representation on a geographical basis
 - Understanding the roles of executive: as a board we do not have staff to carry out the duties and responsibilities of the BOD, this is done by the executive. Duties such as booth responsibilities, accounting, events, scholarship administration etc. are all responsibilities of the elected officers.
 - The Executive has consulted with legal counsel on the structure of the board and found that there is an issue of inequality in so far as the elected board has less representation than the appointed members (Regions).
- Gord MacNair indicated that the IGC is responsible for the determination of funding requirements and requests of the IRWA. He expressed concern that as member of the IGC, Region Chairs and Vice Chairs may be in a conflict of interest position.
 - Bill indicated that this is inconsistent with RWIEF structure, who have moved away from that structure.

Motion to enact the special resolution to amend CRWEF By-Law no. 9 attached hereto for the purposes of splitting the current position of CRWEF elect of Secretary/Treasurer into 2 positions of Secretary and Treasurer: Stewart Anderson , Seconded : Jenna Wood; motion carried.

Where after, Dawn MacDougall SRWA conducted the elections for the Board of Directors. For each position, the nominated member was given the opportunity to address the membership either in person or by representation by others.

For the position of Treasurer, one nomination was received for Crystal Greenlay. No nominations from the floor.

Motion to elect **Crystal Greenlay to the position of Treasurer** by acclamation: Dawn MacDougall, Seconded Jenna Wood; motion carried.

Two nominations were received for the position of Secretary: Brian Taylor and Mark McGee, no nominations from the floor. Ballots were provided to the membership resulting in the majority of ballots cast for Brian Taylor.

Motion to elect **Brian Taylor to the position of Secretary**: Dawn MacDougall, Seconded: Jenna Wood; motion carried.

Running for the position of Vice-President: Nancy Sinclair, no nominations from the floor.

Motion to elect **Nancy Sinclair to the position of Vice-President** by acclamation: Dawn MacDougall, Seconded: Brian Taylor – motion carried.

Running for the position of President: Shannon Favaro, no nominations from the floor.

Motion to elect **Shannon Favaro to the position of President** by acclamation: Dawn MacDougall, Seconded: Stew Anderson; motion carried.

Further discussion: Additional discussion on the potential of conflict of interests on behalf of Region representatives and need for Region Chairs/Vice chairs to disclose potential conflict before discussion or votes on financial matters. There is however no known conflict of interest issues, but it is appropriate to review.

Motion to review CRWEF business practices and composition of the board for potential of conflict of interest: Motion: Stew Anderson, Seconded: Jenna Wood; motion carried

9. President's Report: Bill Giese addressed the membership highlighting the growth of the foundation over the last 6 years during his various terms of office. He noted the introduction of the website, scholarship and sponsorship programs, as well as work completed to bring us into compliance with financial reporting and audit principles and requirements of the Canadian Revenue Agency.

Bill also noted the need for transparency in our purpose and work, together with the need to educate our membership in the role of the association and responsibilities of the executive. His presentation included a review of the responsibilities of the executive and board. He discussed the need for balance on the CRWEF board and urged the incoming board and membership to continue to examine all options available to ensure that CRWEF remains independent and uninfluenced by the IRWA and that board members remain free of conflict of interest.

In closing he wished the incoming board the best in moving the foundation forward.

10. 2020 CRWEF Annual General Meeting

Motion to approve that the 2020 will take place in Minneapolis, MN: Jenna ; Seconded: Brian; motion carried.

11. Meeting adjourned.