



2020 Annual General Meeting  
Minutes  
Virtual meeting  
Dec 17, 2020

**1. Call to Order** - President Shannon Favaro called the Annual General Meeting to order at 11:00 am

Members Present:

- **Shannon Favaro SR/WA**
- **Nancy Sinclair SR/WA**
- **Crystal Greenlay SR/WA**
- **Brian Taylor SR/WA**
- **Jay Wong SR/WA**
- **James Hardy SR/WA**
- **Koby Godwin SR/WA**
- **Keith Turner SR/WA**

- President**
- Vice President**
- Treasurer**
- Secretary**
- Eastern Canada Member**
- Eastern Canada Member**
- Western Canada Member**
- Western Canada Member**

- RAKSHAN MAZAREI
- Gordon E MacNair
- Leslie Finnigan
- Chris Dietrich - Chapter 63
- Adam Creech
- Frank Fucile
- Jim Struble
- Fred
- Sandy Grigg
- Faith Roland
- Jason Heiligsetzer
- NUSTAR LOGISTIC
- Denise Skinner
- Cell Phone AB
- Jen M
- Steve Biro
- Kathryn Foster
- Paul Connor

- Matt McGee
- Lara Bailey
- Kelly Griffith
- Megan Carbonetto
- Kim Millar
- Sarah Orchard
- Brad Gans
- Dan Braund
- Kim Proudlove, Ch 54 President
- Brock Anderson
- Corrine Charriere
- MICHAEL J FLANAGAN
- Carmelita Delgado
- Charlie Nobles
- Kevin Winner
- SINCLAIR DAVID
- Vicki Green
- Mark McKee

- James Olschewski
- Janeth Huab
- GREENSTAR AND A
- METROPOLITAN\_\_
- Vince O'Dwyer, Collingwood
- Rory
- Brenda Boyle
- Nicole
- Jade Meador
- Nancy Sinclair
- Shannon favaro
- Crystal
- 19022374008

Appraisals

- Angel Banks
- Brian Davies

**2. Quorum** – CRWEF Vice Chair Nancy Sinclair SR/WA confirmed Quorum

**3. Welcome and Introductions** – CRWEF President Shannon Favaro SR/WA gave welcoming remarks and introduced the board of directors. In addition she welcomed and acknowledged special guests

Acknowledge special guests

IRWA president - Ms. Sharon N. Slauenwhite, SR/WA  
 IRWA President elect - Mr. Jacob D. Farrell, SR/WA  
 IRWA Treasurer - Ms. Judy Jones, SR/WA, R/W-AC, R/W-NAC  
 IRWA General council - Mr. David L. Arnold, SR/WA  
 IRWA Chief Executive Officer - Mr. Charlie Nobles  
 IRWA IGC members

IRWA Past presidents

Gordon E MacNair, SR/WA  
 Wayne Goss, SR/WA  
 Jim Struble, SR/WA  
 Sandy Grigg, SR/WA  
 Faith Roland, SR/WA

Acknowledged previous donations:

The foundation did receive a couple of donations this past year, so on behalf of CRWEF, I would like to thank Chapter 48 for \$1,000 and Chapter 29 for their donation of \$2,125.27. CRWEF also received a donation from HQ in the amount of \$9,312.37

**4. Approval of Minutes, 2019 Annual General Meeting**

Minutes of last year, circulated in advance and posted on website.

Motion to accept

Moved Nancy, seconded by Brian

**Motion carried**

**5. Business from Minutes:**

**a) Financial Report**

Financial Report and Audit

Presented by Crystal Greenlay SR/WA

Change year end to march 31, as approved last year.

Audit report  
discussion on audit - documents distributed.

Motion to accept financial report and audit  
(Nancy/ Kelly Griffith)

**Motion carried**

**b) 2020/2021 Annual Budget**

Discussion of travel decreases in expenses last year, and modest increase for next fiscal year  
Scholarship – discussion of last year’s 2 scholarships awarded  
Course development – commitment being held for environmental course  
Conference booth, plans to use it next fiscal year  
Stationary / couriers – materials transferred between incoming treasurer and secretary  
Advertising – didn’t use any this year  
Sponsorship - \$5k budgeted, we used \$3k in the previous year.  
Bank fees, should go down a bit in future years with transition to paperless

Any questions:

- Legal/accounting – can we increase the legal budget to \$2500, to allocate for special resolution and audit advice
- Travel to forums – why was approval given for jus the fall forum, why not spring?  
Discussion and clarification – Shannon clarified this was for region forums – it is not limited to only spring or fall forum.

Motion to accept the Annual Budget  
Moved by Shannon F, seconded by Sandy G

**Motion approved**

**c) Scholarship** – Brian Taylor, SR/WA Secretary advised that for this year’s program t here was tremendous interest this year in the scholarship; 50 applications. The scholarship was awarded to 2019-20 Scholarship Winners: Abigail Bowering of Victoria British Columbia and Gavin Hamilton from Oklahoma USA.

**d) website** – Brian Taylor, SR/WA Secretary advised the CRWEF website is updated and active, and was extra useful this year to communicated additional materials to members. Check it often!

**E) Sponsorship program** - CRWEF President Shannon Favaro SR/WA gave an update on this year’s sponsorship program and recipients.

- o Chapter 54 – course 421 C: Sponsored \$3K towards that course
- o 431 – problems in partial acquisition: Anticipated request, in the next couple months. This will be a request in the next fiscal year.

**6. Ratify decisions of Board**

**Vote to ratify all the decisions made by the BOD over the last year**

Moved by Cynthia, seconded by Nancy

## **Motioned Approved**

### **7. New Business**

Nancy Sinclair SR/WA presented Bylaws and resolution Updated bylaw #9  
*discussion on resolution - documents distributed.*

- Change fiscal year end
- Repealed the section of participation in AGM by electronic means
- Section 6.c 6.d amendments made pursuant to changes approved last year, separation of secretary and treasurer
- 6.f.iii 6.f.v 6.f.vii similar on total term.
- Appointment and officers
- 7.c roles secretary / treasurer
- 10.b special resolution: update the title – secretary

Motion to accept the accept the bylaws as presented  
Moved by Nancy S, Seconded by James H.

### **Motion carried**

Discussion on change in AGM date:

This is one of the reasons for the later scheduling of this year's AGM.

**Advisory Committee:** At the beginning of 2020, CRWEF formed an Advisory Committee that was tasked with reviewing the current composition of the CRWEF Board of Directors regarding perceived conflict of interest and to make recommendations to the BOD as to the structure. CRWEF engaged legal counsel, Ryan Seymour of Region 8, to provide an opinion on the nature of a conflict of interest from a legal perspective, and whether there is risk of being in such a position with the current structure of the BOD. Overall, Ryan did not see a significant concern. Onus falls to the individual director to disclose any perceived conflict at the beginning of a discussion or motion and refrain from exercising their voting rights should that person find them self in a perceived conflict of interest. There were opportunities for improvement identified and, with that information in mind, the Advisory Committee made recommendation that CRWEF implement a new Conflict of Interest Policy and Disclosure Statement. It was at this point, the foundation changed direction and decided to seek and pay for alternate legal counsel due to the rather strict timelines we were working with. Taylor Deveau of Wilson Brigneti in Kingston Ontario was engaged to draft the amended bylaws and proposed conflict of interest statement. Ms. Deveau is confident that with the implementation of such a document at the onset of new officers elected and directors voted onto the board of directors, all perceived conflict of interest should be eliminated. Thank you to those who gave their time to participate on the Advisory Committee.

Special thanks to Joe Neighbours, SR/WA of the RWIEF for his input and guidance on this topic, and input from the RWIEFs experiences.

Motion to accept and implement

**Vote to accept the Conflict of Interest Statement as accepted and implemented as a mandatory form to be signed by all present and future CRWEF Board of Directors**

Moved by Chrystal, seconded by Gord McNair

**Motion Carried**

Enhancing the scholarship program:

Some of you may recall the foundation discussing enhancing our scholarship program to offer new scholarships to our members. Although we still plan on expanding the program, between covid, changes with HQ senior staff and leadership prior to June and the complexity of the foundations internal corporate matters that needed addressing, the introduction of the new scholarships has been paused for the time being. This is an initiative that will be worked on in the new year.

Canada Not for Profit Act

Just had an audit completed this fiscal year. In previous years, we have not completed an annual audit. As for a motion to waive the requirement for an audit to be completed this year, and have next audit completed in 2023

**Vote to waive the appointment of an auditor to conduct an audit on CRWEF's financial records for Fiscal Year 2020-2021**

Moved by Nancy, seconded by Crystal

**Motion Carried**

**9. Crwef meeting for 2021**, anticipated to be held in San Antonio Texas.

**Vote to approve the location of the next AGM to be held in San Antonio, Texas in June, 2021**

Moved by Crystal, seconded by Nancy Sinclair

Motioned carried

**10. Adjournment.**

Motion to Adjourn

**Vote to adjourn the meeting**

Moved James Hardy, seconded by Nancy Sinclair