



## **MINUTES**

### **CPBI - ANNUAL GENERAL MEETING (AGM)**

**Meeting – June 11, 2024, 9 AM ET**

THE AGM WAS HELD IN-PERSON AND VIRTUALLY, IN ACCORDANCE WITH SECTIONS 4.10 and 4.11 of CPBI BY-LAWS, BY WEB CONFERENCE

The supporting documents for the meeting, as well as the access instructions to the online platform for those attending virtually, were made available to CPBI members prior to the meeting.

#### **1. Call of Meeting to Order**

CPBI Chair, Clark Dehler, welcomed the members that were attending the 2024 Annual General Meeting (AGM), covering the January to December 2023 fiscal year, and called the meeting to order.

Members joined the AGM in person in Ottawa, and members joined online and via the phone, which is in accordance with SECTIONS 4.10 and 4.11 of the CPBI BY-LAWS, permitting the use of electronic participation at meetings, and that meetings can be held partly or entirely by electronic means.

Clark Dehler was joined at the podium by Caroline Tison, CPBI's CEO.

#### **2. Quorum & Notice of the meeting**

Clark Dehler mentioned that a notice of this meeting was sent to all members on May 9, 2024.

He went on to explain that Caroline Tison would compile the members participating in person as well as online and ensure that the minimum of 50 CPBI members required for Quorum is reached as per article 4.05 of the CPBI By-Laws.

Caroline Tison confirmed that the quorum was reached with 57 members attending in person and another 13 members present online on the platform.

Clark Dehler explained that all CPBI Members received a link to the Notice, the Agenda, last year's AGM Minutes, the Audited Financial Report, and the Nominations Committee Report. In keeping with sustainable development practices, priority is to given digital versions of all documents.

Clark Dehler declared that the CPBI 2024 AGM was properly constituted.

### **3. Appointment of Scrutineers**

Clark Dehler explained that the next matter of business was to appoint scrutineers. He mentioned that Lena Jaoude and Tracy Young-McLean would act as scrutineers, and that in accordance with the CPBI By-Laws, the vote on any motion or resolution would be conducted by show of hands as well as by an electronic poll given the hybrid format of the AGM.

He further explained that these scrutineers were poll-watchers that would observe the voting process that will take place online, for every one of the motions.

### **4. Approval of the Agenda**

Clark Dehler asked if there were any questions about the agenda. None were recorded. He went on to mention that the AGM would take place in English, but if anyone had any questions in French, these would be answered by Caroline Tison, CEO.

He asked for a proposer for a motion to approve the agenda.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to approve the agenda was proposed by Sherri Welk, seconded by Alice Nicholls.**

The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

### **5. Review of Previous Annual General Meeting Minutes**

Clark Dehler explained that the Minutes of the June 6, 2023 AGM were sent to all members ahead of time, one week prior to the AGM. He asked if there were any questions about the Minutes. No questions were raised.

He asked for a proposer for a motion to approve the June 6, 2023 AGM Minutes.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to approve the June 6, 2023 AGM Minutes was proposed by Tom Duncan, seconded by Bernard Brun.** The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

## **6. Audited Financial Statements for the year ending December 31, 2023**

Clark Dehler called on Pierre Caron, Treasurer of CPBI to present to the members the Auditor's report of the 2023 Financial Statements.

Pierre Caron explained that CPBI's financial statements were audited by BDO Canada, were sent to members one week prior to the AGM, and that he was pleased to inform the CPBI membership that CPBI had a clean audit and that its financial position and its internal practices are sound, and he was recommending them to the assembly.

For a non-profit organization like CPBI, we are in a solid financial position, with a strong balance sheet of \$2.558 million in assets, a low debt level of \$648,000 in liabilities. CPBI has sound internal practices and BDO issued their audit report without reserve. CPBI registrations are on the rise and generating higher revenues. Membership revenues are up 10.5% in 2023 compared to 2022. CPBI ended the year with a net surplus of \$47,107 as at December 31, 2023 compared to \$43,134 in 2022. This is a true testament of everyone's hard work during the year. National Partnerships, Regional Sponsorships, strong programming across the country, prudent cost management and the active engagement of over 100 active volunteers across the various regional councils have resulted in CPBI ending the year with a net surplus once again in 2023.

Pierre Caron thanked the Board, staff, and every Region's Council for working diligently to offer value, secure sponsors and put on great programming.

Clark Dehler thanked Pierre Caron for his report and mentioned that the Board recommends that CPBI members accept and approve the 2023 financial statements as audited and as presented. He asked if there were any questions. None were brought forward.

He asked for a proposer for a motion to approve the 2023 financial statements as presented.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to accept and approve the 2023 financial statements, for the period of January 1, 2023, to December 31, 2023, as audited and as presented was proposed by Dave Ericsson, seconded by David Tutty.** The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

## 7. Appointment of Auditors for 2024

Clark Dehler mentioned that the Board proposes that BDO Canada act as CPBI's auditors for the 2024 fiscal year and asked if any had questions.

He asked for a proposer for a motion to approve the appointment of Auditors for the 2024 fiscal year.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to approve the Auditors for 2024 was proposed by Sharon Vogrinetz, seconded by Michael Macoun.** The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

## 8. Report of the Nominating Committee

Clark Dehler mentioned that the report from the Nominating Committee was circulated electronically and there have been no additional nominations from the membership.

He added that the CPBI Board of Directors Nominations Committee, duly appointed in accordance with Article 5.03 of the By-Law No. 21, submitted its report for consideration by the members with a positive recommendation for the following members for terms beginning June 11, 2024, unless otherwise specified.

### Changes during the year:

Ken Lieu	Director, Pacific Region, Resigned December 31, 2023 (term ending June 2025)
Jamal Siddiqui	Director, Pacific Region, Joined January 1, 2024 (term ending June 2025)
Michael Macoun	Director at Large, Joined January 1, 2024 (term ending June 2024 as per by-law 5.02)
Sharon Vogrinetz	Director, Alberta Regions, 2-year term ending June 10, 2024

### Incoming or Renewing Directors:

<b>Name</b>	<b>Region</b>	<b>Term</b>
Jamal Siddiqui	Director, Pacific Region	Term replacement, ending June 2025
Michael Macoun	Director at Large	Renewing, 1 year ending June 2025
Clark Dehler	Director at Large, Past-Chair	Renewing, 2 years ending June 2026
Tracy Young-McLean	Director at Large, Chair	Renewing, 2 years ending June 2026
Doug Volk	Director at Large	Renewing, 2 years ending June 2026
Pierre Caron	Director Quebec, Treasurer	Renewing, 2 years ending June 2026
Joanna Walewski	Director, Alberta Regions	Incoming, 2 years ending June 2026
Tami Dove	Director, Saskatchewan Region	Renewing, 2 years ending June 2026
Ryan Johnston	Director at Large	Renewing, 2 years ending June 2026

**Proposed Slate for the 2024-2025 Members of the Board of Directors (June 2024 to June 2025)**

Tracy Young-McLean	Chair
Clark Dehler	Past Chair
Natasha Monkman	Vice-Chair & Director, Ontario Region
David Tutty	Secretary & Director, Atlantic Region
Pierre Caron	Treasurer & Director, Quebec Region
J.J. Burnell	Director, Manitoba Region
Joanna Walewski	Director, Alberta Regions
Tami Dove	Director, Saskatchewan Region
Jamal Siddiqui	Director, Pacific Region
Ryan Johnston	Director at Large
Doug Volk	Director at Large
Michael Macoun	Director at Large
Caroline Tison	CEO (Ex-Officio)

He asked for a proposer for a motion to approve the Nomination Committee's report.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to approve the Nomination Committee's report was proposed by Bernard Brun, seconded by Kaksha Patel.** The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

**9. Review of Amendments to By-Laws No. 21**

Clark Dehler explained, on behalf of the Governance Committee, that there were no proposed changes to the By-Laws at this time, and that no resolution was required.

**10. Adjournment**

Clark Dehler asked if he could have a motion to adjourn this year's AGM.

For the Motion proposer and seconder, he added that if they were in the room in Ottawa, that they could hold up their hand, and if a member was joining us virtually, they could use the platform's chat box. It was mentioned that the name of the member who writes in the chat box can be seen by the scrutineers.

**The MOTION to Adjourn was proposed by Natasha Monkman, seconded by Giorgio Follegati.** The Chair asked if all were in favor, if anyone were against, and attendees were asked to cast their vote by show of hands and in the online polling window. **The Motion was CARRIED.**

On a final note, Clark Dehler, thanked the members for their presence and participation in the AGM and for being engaged members of the CPBI community throughout the year.

**The meeting was adjourned at 9:30 AM.**