

MEMBERS PRESENT:

Leo Broderick (board Chair), Leticia Adair (board member) , Pam Beattie (board member), John Cartwright (board member), Paul Strome (board member), Ron East (board member), Justine De Jaegher (board member)(remotely), David Greenfield (board member), Abdul Pirani (board member), Rick Sawa (board member), Steven Shrybman (board member), Fred Wilson (board member), Joey Hartman (board member), Steven Staples (board member) (*remotely*), Carl Stewart (Bargaining Unit), Meena Peruvemba (Management), Meg Borthwick (London, ON), Lynn Pratt (Thunder Bay, ON) (*remotely*), Rick Arnold (Northumberland, ON), Mary Love (Hamilton, ON), Hart Jansson (Halton, ON)(*remotely*), Sue Shedd (Saint John, NB)(*remotely*), Lin Grist (Guelph, ON), Mary Robinson (Winnipeg, MB)(*remotely*), Christopher D’Lima (Red Deer & Area, AB), Richard Hagensen (Campbell River, BC)(*remotely*), Ann Pohl (Kent County, NB), Kathryn Anderson (North Shore, NS), Phil Soublière (Ottawa, ON), Marilyn Keddy (South Shore, NS), Richard Philip Merry (Edmonton, AB), Barbara Berger (Comox Valley, BC)(*remotely*), Lois Little (NWT Chapter)(*remotely*), Susan Spratt (Delta-Richmond, BC), Randy Emerson (Windsor Essex, ON)(*remotely*), Wes Kmet (Kelowna, BC), Lynne Rochon (Quinte, ON), Sally Livingston (Montreal, QC)(*remotely*), Tracy Frohlick (Toronto, ON), Yvonne Earle (St. John's, NL), Patricia Cocksedge (Powell River, BC), GayvinFranson (Saskatoon, SK), Jim Elliott (Regina, SK), Nancy Carswell (Prince Albert, SK), Keith Wiley (Nelson-W. Kootenay, BC), Nouhad Mourad (PEI), Roy Brady (Peterborough/Kawarthas, ON), David Lubell (Kitchener/Waterloo, ON-remotely), Margo Sheppard (Fredericton, NB), Barbara Mitchell-Pollock (Victoria, BC), Penny Tilby (Vancouver/Burnaby, BC-remotely), Suz Coulter (Chilliwack, BC-remotely), Roger Crowther (Cowichan, BC)(*remotely*), Peter Moller (Mississippi Mills Chapter, ON), Keith Monroe (Williams Lake, BC)(*remotely*), Amanda Orum (Mid-Island/Nanaimo, BC)(*remotely*), Maude Barlow (Honourary Chair), Susan McMurray (Toronto Labour Council) (*remotely*), David Robinson (Canadian Assoc. of University Teachers), Sam Hammond (Elementary Teachers’ Federation of Ontario) (*remotely*), Warren Grafton (Ontario English Catholic Teachers’ Assoc.) (*remotely*), Danika Brisson (CUPE National), Amar Bajwa (CUPE Local 2191) (*remotely*), Cathy Campbell (Unifor Retired Workers’ Council) (*remotely*), Dave Cassidy (Unifor Local 444) (*remotely*), Brian Chapman (Unifor Local 27) (*remotely*), Ruth Pryce (Unifor Local 1106) (*remotely*), John Harte (Unifor Local 252) (*remotely*), Jan Malek (Unifor Local 567), Shirley Lord (former board member), Pat Mooney, Megan Williams, Gordon Laxer (former board member), Alice-Ann Simard, Joe Mihevc, Deedee Slye, Chuka Ejeckam, Nita Grass, Navjeet Sidhu, Laila Malik (*remotely*)

NON-VOTING MEMBERS PRESENT:

Staff: Molly Kane, Jamian Logue, Ravi Joshi, Kathie Cloutier (Recording Secretary), AJ Klein, Angela Giles, Dana Chapeskie, Daniella Carpio, Dylan Penner, Hélène Bertrand, Karen Jordon, Mark Calzavara, Meena Agarwal, Meera Karunanathan, Michelle Ratt, Mohamed Amano, Pam Woolridge, Sujata Dey, Robin Tress, Christina Warren

Meeting started at 9:05 a.m. with Mr. Leo Broderick in the Chair who welcomed everyone to the AMM.

1. Adopt Agenda

MOTION: Moved and seconded that the meeting agenda be adopted/CARRIED

2. Rules of Conduct

MOTION: Moved and seconded that the Rules of Order and Conduct for the AMM be approved/CARRIED

3. Meeting Minutes

June 2018 AMM Minutes

Correction to June 2018 AMM Minutes, page 10 of AMM package, '*Board Elections*', change voting results number from **3** to **36** in favour in room.

MOTION: Moved and seconded that the June 2018 AMM meeting minutes be approved with amendment/CARRIED

January 2019 Special Meeting Minutes

MOTION: Moved and seconded that the January 2019 Special Meeting minutes be approved/CARRIED

4. Report from Chair

Mr. Broderick reported that while it's been a difficult year, the Council seems to be turning a corner. He expressed that's he's enjoyed his time on the board and explained that he joined the Council during a time of renewal and the Council is in that moment again.

He outlined some of the most pressing contemporary issues: climate change, rising inequality, marginalizing of workers, and the rise of militarism in our communities and country, including arms production. These issues are central to the Council's work – issues that we have been collectively involved over the years and key to our success.

Mr. Broderick acknowledged that the board had received criticism over the past couple of years, but noted that the board was attentive to the problems faced by the Council, including internal issues and workplace safety. He explained that the first attempt to hire a full-time Executive Director was unsuccessful. He then expressed gratitude to Andrea Furlong, who agreed to step off the board and leave her job in St. John's to fulfill a one-year interim Executive Director position.

The board then conducted a second search, and we now have an outstanding Executive Director in Molly Kane. The board is confident that Ms. Kane will bring the stability the Council needs and while many board members are leaving with regret, they are leaving with the knowledge that they put the Council in better shape.

Mr. Broderick also paid tribute to Maude Barlow and thanked her for her years of work with the Council, noting that 'Blue Communities' project has spread worldwide. He confirmed that new hirings are taking place as part of the rebuilding and renewal process.

In conclusion, Mr. Broderick expressed that he leaves the board with confidence in the renewal commitment from the remaining board, a good slate of new board nominees, and hopes we can work

together on issues facing Canadians. Mr. Broderick also recognized each of the board members who are leaving and thanked them for their years of work with the Council.

5. Executive Director Report

Molly Kane expressed appreciation for the confidence and trust in her role at the Council, having assumed the position of Executive Director in March. She made many life changes to take on this job but was motivated by a clear sense of importance of the Council and the opportunity to be involved in change. She knew of the Council in her previous work, and admired its work. She believed the Council would be a good fit but did feel deep concern for our situation when she started. She began by meeting with staff individually and then with chapters and regional staff as well. She also worked with the board on nominations and resolutions committee.

Ms. Kane noted there is currently a lot of momentum within the organization and it's increasing. Getting to know staff has given her a good connection with the Council and her colleagues. She asked members present to thank staff for keeping things going under very difficult conditions over the past year. Ms. Kane thanked staff for giving her the benefit of the doubt when she began and she is very happy to be here now and expressed particular thanks to Meena Peruvemba and Jamian Logue for assisting her through the learning process.

Ms. Kane reported that visits with chapters were organized on short notice and people reached out to share concerns and visions and she thanked them for their trust and openness. She explained that it's been a very inspiring journey so far and she wants to continue her chapter tours as soon as possible.

Ms. Kane also spoke of ongoing campaigns. She thanked Gordon Laxer for his report, '*Billion Dollar Buyout*', which was produced with Sujata Dey for the trade campaign and noted that there is increased momentum in Green New Deal participation. Water Campaigner, Meera Karunanathan, has been travelling and making connections in Africa and Latin America around the Blue Planet Project. She also expressed the importance of fundraising and the challenge it's faced with this past year.

Ms. Kane explained that the Council is understaffed but this is being addressed. She welcomed Ravi Joshi as the new Communications Director, and confirmed there will be other additions to the Communications Team. The Climate/Energy Campaigner, Water Campaigner and new Ontario Regional Organizer positions have been filled. The Prairies/NWT Organizer position should be filled soon, and the BC Regional Organizer position was filled internally by AJ Klein.

There will be a review and updating of job descriptions over the summer and negotiations for a new collective agreement this year as well. Staff will also be attending a two-day staff retreat following this meeting to begin the strategic planning process.

Ms. Kane concluded with comments about the future of the Council and expressed her wish that as we discuss governance issues that we consider a full discussion coming forward and resist the temptation to set things in stone today. She suggested giving some time to see how different components of discussion relate to each other to put forward as a comprehensive proposal.

6. Resolutions

Joey Hartman, Resolutions Committee Chair, delivered the report regarding resolutions and proposals (by-law amendments) and thanked other committee members, David Greenfield and Paul Strome. She

advised that a *Resolution on Urgency of RCMP Civilian Commission's Report Release*, had been accepted as an emergency resolution as the report it addresses was made public after the deadline. In addition, a substitute resolution for #R4, *Resolution to Appoint a Board Election Reform Committee*, was submitted on behalf of the board. The original resolution #R4 has been withdrawn by its mover.

Ms. Hartman advised that the board recommends that all adopted motions be reviewed for legal compliance before implementation.

MOTION: Moved and seconded that prior to implementation, all approved resolutions and proposals be confirmed as consistent with the Canadian Not-for-Profit Corporations Act (CNFPCA) or other laws/CARRIED

R1 – Council Renewal

WHEREAS the Council of Canadians – now in its 34th year – is at a crossroads, this is an important opportunity to step back, evaluate where we are, and where we want to go,

THEREFORE, the Council and its members commits itself to a process of renewal as an organization in order to meet the challenges of the coming years, and to support our continuance as a clear and coherent voice for social, economic, and environmental justice in collaboration with key civil society partners; and

The Council recognizes and honours the vital contribution of all of its component parts which are integral to its governance and success: the Chapters, the staff, the Board, affiliated organizations, allied unions and student groups, donors and the tens of thousands of individual supporters across the country and internationally; and

The Council will carry out renewal through a deep engagement with members and Chapters, recruiting new candidates to the Board of Directors who reflect the diversity of Canada's population, with a balance of representation from all regions of the country, from Chapters, unions, student organizations, young people, newcomers and indigenous people; and

The Council commits to deepen and broaden the work of Chapters and campaigns across the country, and to establish viable Chapters across the country where none currently exist – in particular in large populations areas.

MOTION: Moved and seconded that R1-Council Renewal be carried.

AMENDMENT: Moved and seconded to amend R1 to remove '*in particular in large population areas*' from the last paragraph to read: '*The Council commits to deepen and broaden the work of Chapters and campaigns across the country, and to establish viable Chapters across the country where none currently exist.*'/CARRIED

MOTION: As amended/CARRIED/UNANIMOUS

R2 – EMPOWERED, AUTONOMOUS AND INTER-CONNECTED COC CHAPTERS

WHEREAS local/regional grassroots Council of Canadians chapters continue to be the heart, backbone, and face of the organization for the thousands of volunteer hours of work that they do in the name of climate justice, social justice, environmental justice and a healthy democracy, and

WHEREAS Council of Canadians chapters have no legal status within the formal structure of the Council of Canadians and for all intents and purposes, activities of the of the organization's Political Team,

THEREFORE BE IT RESOLVED that the Executive Director and Political Team immediately launch a formal process to strengthen communications with and supports to and among grassroots chapters throughout the country so that each chapter is empowered and autonomous in its work on local/regional issues within the broader CoC mandate yet also connected with other chapters throughout the country and with the other two elements of the organization - the Board and staff - so as to ensure that no chapter is working in isolation or vulnerable to those forces that as a social justice organization, we fight against.

MOTION: Moved and seconded that R2-Empowered, Autonomous and Inter-Connected CoC Chapters be carried.

AMENDMENT: Moved and seconded to amend R2 to remove '*on local/regional issues*' and replace with '*on all issues*' to read: '*empowered and autonomous in its work on all issues within the broader CoC mandate*'/**CARRIED**

MOTION: As amended/CARRIED/UNANIMOUS

R3 – Strategic Review

WHEREAS the Council of Canadians has in its entire history of more than three decades never engaged in an organization-wide strategic review; and

WHEREAS internal matters affecting the Council led the Board of Directors to initiate a strategic review of the organization in mid-2018, which was supported entirely by volunteer labour and halted its efforts just a few months later, after one-day information-gathering meeting with three of the four Council regions,

THEREFORE BE IT RESOLVED that:

1. the Board of Directors immediately allocate in principle sufficient human and financial resources to retain independent expertise to build on the preliminary review findings, to complete a governance and organizational assessment in 2019 that results in a five-year strategic plan guiding the Council of Canadians to model its vision for social and environmental justice in all facets of its governance, organizational structure, and day to day national and grassroots work, and that responds to the grave injustices of global corporatization, climate breakdown, and widespread social and economic inequality; and
2. this strategic review will be under the direction of the Executive Director, in collaboration with all chapters and staff, as well as the Board of Directors, and involve consultation with national, regional, and chapter allied organizations, as well as donor-supporters; and
3. given the rapidly changing times we live in and the urgent issues that must be addressed globally, nationally, regionally, and locally, the Board of Directors commit to the strategic planning process being undertaken at a minimum of every five years, and that the plans that arise from these processes shall always be considered living documents that can be reconsidered and supplemented in the interval between the five year planning processes, after consideration and decision by all voting members; and

4. that the bylaws of the Council of Canadians be amended at the next meeting of all voting members of the Council of Canadians, with the insertion of a section that enshrines in the organization's governance regulations the principles set out in #2 and #3 above. (NOTE this #4 is dealt with as Proposed By-Law Amendment P3 below)

MOTION: Moved and seconded that R3 – Strategic Review be carried.

AMENDMENT: Moved and seconded to amend paragraph #1 by replacing '*to retain independent expertise*' with '*which may include retaining independent expertise*' and remove '*five-year*' to read: *the Board of Directors immediately allocate in principle sufficient human and financial resources to retain independent expertise to build on the preliminary review findings, to complete a governance and organizational assessment in 2019 that results in a strategic plan guiding the Council of Canadians to model its vision for social and environmental justice in all facets of its governance, organizational structure, and day to day national and grassroots work, and that responds to the grave injustices of global corporatization, climate breakdown, and widespread social and economic inequality/CARRIED*

AMENDMENT: Moved and seconded to amend paragraph #3 to remove '*the five year*' and replace with '*these*' to read: '*given the rapidly changing times we live in and the urgent issues that must be addressed globally, nationally, regionally, and locally, the Board of Directors commit to the strategic planning process being undertaken at a minimum of every five years, and that the plans that arise from these processes shall always be considered living documents that can be reconsidered and supplemented in the interval between these planning processes, after consideration and decision by all voting members*'/CARRIED

MOTION: As twice amended/CARRIED

R4 – Good Governance Task Force

WHEREAS the Council of Canadians (“the Council”) is a unique organization with international, national, local and individual activities and engagement; and

WHEREAS the Council is committed to renewal and sustainability; and

WHEREAS these objectives are best met by a comprehensive agenda for change that embrace good governance, the principles of democracy and transparency, and easily understood processes that respect and value all aspects of the Council; and

WHEREAS the objectives are best achieved by a comprehensive and objective review of all governance policy and practices to ensure that the recommendations for change are considered in the broad context of the Council's objectives, and are integrated to work together to ensure cohesion and consistency,

THEREFORE BE IT RESOLVED that the Council of Canadians board establish a “good governance task force” with the following mandate:

1. To consider the objectives for by-law amendments detailed in proposals submitted to the 2019 Annual Members Meeting (AMM); and
2. To invite additional submissions from within component parts of the Council regarding governance and structure proposals; and
3. To review the by-laws, structure and practices of other progressive organizations, and other resources as it deems necessary to inform its work; and

4. To recommend a comprehensive set of by-law changes and policy recommendations to be voted on at a special meeting in advance of the 2020 Annual Members Meeting, including a schedule and process for implementation, that will address:
 - a) The structure, size and composition of the Board of Directors with regard to effectiveness, balance and diversity
 - b) The method of electing the Board of Directors
 - c) Term limits for the Board of Directors
 - d) Electoral processes
 - e) Successorship planning
 - f) The relationship between different components of the Council, including but not limited to between Chapters, and between the Chapters and National office
 - g) The Council's membership structure
 - h) Other recommendations on matters identified as important by the task force.

BE IT FURTHER RESOLVED that, in appointing the task force, the Council's board will give consideration to budget and resources (noting an expectation that most communications and meetings will be conducted without cost), size and representative composition.

MOTION: Moved and seconded that the resolution R4-Good Governance Task Force be carried.

AMENDMENT: Moved and seconded to amend the last paragraph to add '*and Executive Director*' and replace '*representative composition*' with '*composition that reflects the interests of chapters, staff and other stakeholders*' to read: BE IT FURTHER RESOLVED that, in appointing the task force, the Council's board and *Executive Director* will give consideration to budget and resources (noting an expectation that most communications and meetings will be conducted without cost), size and *composition that reflects the interests of chapters, staff and other stakeholders.*/CARRIED

MOTION: As amended/CARRIED

R5 – Climate Crisis and Corporate Capture

WHEREAS the International Panel on Climate Change (IPCC) has declared that we have a decade to take action to stop the rate of global warming; and

WHEREAS a group of international investors call on all governments to immediately end subsidies to the fossil fuel industry and to invest in renewable technologies; and

WHEREAS our federal and provincial governments continue to vigorously promote and subsidize the fossil fuel industry, and

WHEREAS Canada's Changing Climate Report (CCCR) documents that Canada is experiencing warming at twice the rate of the rest of the world, with Northern Canada heating up at almost three times the global average; and

WHEREAS the climate crisis threatens the survival of our planet and corporate capture of our democratic institutions impedes our ability as a nation to effectively deal with this crisis; and

WHEREAS the climate crisis will have the strongest impact on indigenous communities; and

WHEREAS the Council of Canadians is well-positioned to connect the role that corporate capture plays in all core campaigns,

THEREFORE BE IT RESOLVED that the Council of Canadians make the climate crisis and corporate capture our top priority and urgently act to develop a truly Canadian policy framework to address the climate crisis in the context of the corporate capture of our democratic institutions that will be used to inform all campaigns which the Council of Canadians undertakes.

MOTION: Moved and seconded that R5-Climate Crisis and Corporate Capture be carried/CARRIED/UNANIMOUS

Emergency Resolution

Resolution on Urgency of RCMP Civilian Commission's Report Release Submitted by Kent County chapter.

WHEREAS transparent, effective, timely, independent civilian oversight of the RCMP is essential for ensuring the protection of human rights of the many Canadians and Indigenous person on the front-line of controversial environmental and social change movements; and

WHEREAS when the police service is firmly held accountable to the rule of law, this oversight builds public trust and confidence among those who rely on the RCMP for community policing;

WHEREAS it is deeply grievous that the complainants have had to wait six years already, and disgraceful that the process might permit considerable further delay before the concerned public, who include many Council of Canadians members and supporters, sees the report on the Commission's investigations.

THEREFORE BE IT RESOLVED that the Board of Directors of the Council of Canadians urges the Honourable Ralph Goodale, Minister of Public Safety, to request the Commissioner of the Civilian Review and Complaints Commission for the RCMP (the Commission) to immediately and publicly release the Commission's *Interim Report* regarding the shale gas protests in Kent County, New Brunswick, in 2013.

MOTION: Moved and seconded that the emergency resolution, Resolution on Urgency of RCMP Civilian Commission's Report Release, be carried/CARRIED/UNANIMOUSLY

7. Finances

Ms. Kane gave the financial report and Finance Director, Meena Peruvemba answered questions. Ms. Kane confirmed that the Council received a clean audit from the auditors, with the decision to remove the loan to 25One as a receivable. This means that the loan has been written off the books, but the repayment will be pursued regardless. Ms. Kane confirmed that while this does have an impact on our reserves, we are working to come up with a plan to replenish the reserves to the standard six months of operating expenses.

MOTION: Moved and seconded to receive the audited financial statements/CARRIED

8. Approve Auditors

MOTION: Moved and seconded that the auditors, Ouseley Hanvey Clipsham Deep, be approved for 2019-2020/CARRIED

9. Proposed By-Law Amendments

Joey Hartman outlined the proposals and corrected that the proposals noted as unsigned had in fact been submitted by Paul Strome. Late proposals require 2/3 majority to accept for debate. By-law proposals are binding and require a 2/3 majority vote in favour to be adopted. Ms. Hartman also explained that the board recommended that governance proposals be considered together and by the Good Governance Task Force, but also wanted to ensure discussion on each. She indicated that each would be moved, seconded and debated, followed by a motion of referral to the Task Force with instructions to consider the proposal's intent and discussion at this 2019 AMM. Referral motions require 50% + 1 to pass.

P1 – Special Meeting (Amendment to Article 4.03 of By-laws)

THEREFORE BE IT RESOLVED that the board may at any time call a special Council meeting for the transaction of any business which may be properly brought before the members. In accordance with and subject to the Act, on written requisition by members carrying not less than five percent (5%) of the votes that may be cast at a Council meeting sought to be held, the board shall call a special Council meeting, unless the exceptions in the section 167 of the Act are met. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting; and

a) In accordance with the calculation of the “five percent (5%) of the votes that may be cast at a Council meeting sought to be held” any members approved after the requisition is received will not be eligible to vote at that special meeting.

MOTION: Moved and seconded that P1-Special Meeting be carried/DEFEATED.

Required 50%: 24 in favour, 28 opposed, 2 abstentions

MOTION: Moved and seconded that P1-Special Meeting be referred to the Task Force with instructions to consider the proposal's intent and discussion at this 2019 AMM/CARRIED

31 in favour, 2 opposed, 1 abstention

P2 – Board Term Limits

WHEREAS this proposed amendment shall involve a rewrite of section 5.03, points A to D,

THEREFORE BE IT RESOLVED to Rewrite Section 5.03, points A to D,
(The title of the section shall be changed to ...) Section 5.03, Elections, Appointments, Terms of Office and Limits:

A) A director shall be elected or appoint to the national board for a two-year term. Half the directors shall be elected or appointed on even-numbered years and the other half shall be elected or appointed on odd-numbered years. The two-year terms of office shall be staggered.

B) At the end of two years, the director must be re-elected or re-appointed if he or she wishes to continue to serve on the board.

C) A director may serve for up to four consecutive two-year terms, or a total of eight consecutive years. At the end of this time period of eight years, the director must step off the board and remain off the board for at least four years.

D) The chair shall be elected each year by the members present at the annual general meeting.

Point E shall be unaffected.

Implementation Process:

Members of the board who have served eight consecutive years or more on the board, and whose two-year terms come to an end the year that this amendment is adopted, shall be required to step off the board immediately.

Members of the board who have served eight consecutive years or more, and whose two-year terms come to an end in the year following the year this amendment is adopted, shall be required to step off the board one year after the adoption of this amendment.

MOTION: Moved and seconded that P2-Board Term Limits be carried.

MOTION: Moved and seconded that P2-Board Term Limits be referred to the Task Force with instructions to consider the proposal's intent and discussion at this 2019 AMM/CARRIED

P3 – Strategic Review

THEREFORE BE IT RESOLVED that the bylaws of the Council of Canadians be amended at the next meeting of all voting members of the Council of Canadians, with the insertion of a section that enshrines in the organization's governance regulations the principles set out in #2 and #3 (of R3-Strategic Review) above.

MOTION: Moved and seconded that P3 be referred to the Task Force with instructions to consider the proposal's intent and discussion at this 2019 AMM/CARRIED

P4 – 5.03 (e) and 8.03 - Election of Officers (received late)

BE IT RESOLVED that section 5.03(e) be changed to read as follows:

“Every election of directors shall be carried out in accordance with the report of the nominating committee. All persons nominated by allowing by members in good standing to nominate another member in good standing to stand will be included on the ballot for election to the Board of Directors. All voting members must be provided with individual ballots for each duly nominated candidate. There will be no nominations from the floor. The results of the votes cast would take effect immediately after the membership votes have been counted and verified”, and

BE IT FURTHER RESOLVED that section 8.03 be changed to read as follows:

‘The Board of Directors shall appoint a nominating committee that will set out the terms of reference and process as described in the revised section 5.03 (e) for the nomination process for directors and the chair to be proposed for election at the annual general meeting.

More specifically, it shall:

- a) propose to the board for adoption guidelines to meet identified criteria to achieve gender balance; reflect Canada’s cultural, ethnic, generational, economic and other diversity; and reflect local, regional, national, and international issues; and
- b) obtain a curriculum vitae from each of the nominees; and
- c) be bound by the board composition as stated in the revised section 5.03 above, including all the individually nominated members; and
- d) shall circulate the list of all candidates (with an attached curriculum vitae) to all members at least 21 days before the annual general meeting.”

MOTION: Moved and seconded that P4-Election of Officers (Late) be accepted for debate/DEFEATED

MOTION: Moved and seconded that P4 be referred to the Task Force with instructions to consider the proposal’s intent and discussion at this 2019 AMM/CARRIED

P5 – Board Representation (*received late*)

WHEREAS this is a Proposal to Amend the Bylaws to Adopt a More Chapter-based Freely Elected National Board,

THEREFORE BE IT RESOLVED THAT:

1. Members of the National Board:

The national board shall consist of eleven members elected directly by the chapters, and from zero to four members representing affiliated groups, chosen by the eleven board members who were elected by the chapters.

In addition, the board shall appoint a non-voting board member to serve as treasurer and a non-voting board member to serve as secretary. Both the treasurer and secretary may receive financial remuneration for their work in their respective positions.

2. Election of Regional Representatives:

Each of the four regions shall elect one male and one female regional representative to represent their region to the board for a combined total of eight regional representatives.

The BC-Yukon region and the Ontario-Quebec-Nunavut region shall elect their male representatives on even-numbered years and their female representatives on odd-numbered years. The Prairies-NWT region and the Atlantic region shall elect their female representatives on even-numbered years and their male representatives on odd-numbered years.

All of the regional representatives shall serve for two-year terms and shall need to stand for re-election at the end of two years, if they wish to continue to serve on the board.

Each regional representative must either be nominated by a chapter or by five supporters in the region they are to represent. The regional representative must then be elected by a vote of the chapter-based voting members in that region.

In the event that a region fails to elect a regional representative in a given year, the national board may consult with the chapter-based voting members in the region and attempt to find a person whom the board can appoint to fill the position until the next election of a regional representative of that gender.

3. Election of the Three Elected National Board Members:

In addition to the eight regional representatives, the chapter-based voting members shall elect a national chair, first vice chair and second vice chair.

For each of these three positions, a candidate must be nominated by three chapters. The candidate shall then be elected by a vote of the chapters-based voting members from across the four regions. A basic plurality of the voters of the chapter-based voting members shall be required to elect a candidate.

The chair and second vice chair shall be elected on even-numbered years, and the first vice chair shall be elected on odd-numbered years.

The chair, first vice chair and second vice chair shall serve for two-year terms and must stand for re-election after a two-year period if they wish to continue to serve.

4. Appointment of Additional Board Members:

The eleven elected board members may appoint up to four additional voting members of the board to represent affiliated groups. The board is under no obligation to appoint any additional members, but is free to appoint up to four if they so choose.

Appointed members of the board shall be appointed for two-year terms and must be re-appointed by the eleven elected members of the board after a period of two years.

The board shall appoint a non-voting board member to serve as treasurer and a non-voting board member to serve as secretary. Both the treasurer and secretary may receive financial remuneration for their work.

The treasurer and secretary shall both be appointed for two-year terms. Both the treasurer and secretary must be re-appointed after a two-year period in order to continue to serve.

MOTION: Moved and seconded that P5-Board Representation (Late) be accepted for debate/DEFEATED

10. Report of the Nominating Committee and Board Elections

Leticia Adair delivered the report on behalf of the Nominating Committee and clarified that 2 pages of the report had been updated and added separately to the package. She acknowledged the work that had been done by committee members David Greenfield, Joey Hartman, Molly Kane and herself and reviewed the criteria used when choosing the candidates.

1. Size of Board: The Board of Directors, on recommendation of the Nominations Committee, brought forward a motion that there be an increase of one (1) additional Director to seventeen (17) to facilitate flexibility in case a Director is unable to complete their term. This number is reflected in the slate recommendation.

MOTION: Moved and seconded that there be an increase of one (1) additional Director to seventeen (17)/CARRIED

2. Board Chair: The Board of Directors, on recommendation of the Nominations Committee brought forward a motion that John Cartwright be elected as Chair of the Board of Directors for the period of one (1) year effective 22nd 2019, given that:

- Mr. Cartwright brings experience and knowledge of the importance of building a Board that provides renewal and at the same time continuity.
- From his participation as a Director in the past few years, he also has a sound understanding of what the Council of Canadians vision and campaigns are.
- He understands the issues that have troubled the Council of Canadians in the past year and is committed to work with the Board and Executive Director to rebuild our organization.

MOTION: Moved and seconded that John Cartwright be elected as Chair of the Board of Directors for the period of one (1) year/CARRIED

3. Board Nominees: The list of nominees were proposed by a unanimous motion of the Board of Directors as a slate to be elected by the members at the Annual Meeting of Members, June 22, 2019. Each nominee introduced themselves to the meeting and gave a short description of their backgrounds and reasons for wanting to join the Council's board.

MOTION: Moved and seconded that the proposed slate be accepted as new board members for a two-year term:

- **Morna Ballantyne**
- **Chuka Ejeckam**
- **Nita Grass**
- **Laila Malik**
- **Joe Mihevc**
- **Alice-Anne Simard**
- **Deedee Slye**
- **Steven Staples**
- **Ron East (ON/PQ/NU chapter rep to the board)**

/CARRIED

The members were also advised the BC/Yukon chapter rep remains vacant due to a tie vote in the regional elections. The new board of directors will decide how to resolve the matter.

MOTION: Moved and seconded to thank the outgoing board for their commitment to the Council and to Maude Barlow as the Honorary Chair/CARRIED

11. Closing

Maude Barlow gave closing remarks and thanked Ms. Kane and staff for all their hard work putting this meeting together. Ms. Barlow also expressed thanks to Leo Broderick for all his years of dedication and for taking over when she stepped back, and to all outgoing board members. Ms. Barlow also expressed appreciation to Andrea Furlong for the year she spent as interim Executive Director, thanked John Cartwright for taking the role of Chair of the Board and welcomed back current board members and new board members.

Ms. Barlow provided a brief background of the Council's history, outlined some of the issues the Council has battled over the years as well as current ongoing issues.

Ms. Barlow concluded by saying it's been a difficult year for the Council which we came through tremendously and that she's very happy with the incoming board. She stressed the importance of coming together with respect and civility so we can get out there and fight.

In closing, Pam Beattie thanked everyone for a productive and respectful day as well as staff who assisted today with the meeting.

12. Adjournment

The 2019 Annual Member's Meeting adjourned at 5:20 p.m. EDT.