

## The Canadian Fair Trade Network

Board of Directors Meeting

**Date:** Thursday January 10th, 2013 | **Time:** 8:30am – 5:30pm

**Location:** The Hyatt Regency Hotel – 700 Centre Street Southwest, Calgary, AB. T2G 5P6

**Room Name:** BANNERMAN

### Attendees:

1. Kaan Williams (BC)
  2. Kelly James (AB)
  3. Nancy Allan (SK)
  4. Zack Gross (MB) – Meeting Chair
  5. Bruce Morton (ON)
  6. Nadia Berger (ON)
- \* Sean McHugh (BC) - (ex-officio)

### Special Invites:

1. Karimah Hudda (Advisory council member)
2. Michael Zelmer (Advisory council member)

### Regrets:

1. Eric St Pierre (QC)
2. Lia Walsh (ON)

## Meeting Minutes:

Meeting got underway at 8:44am mountain time

### *1. Approval of the Agenda*

Motion to approve the agenda – Kaan Williams – 8:45am

Seconded – Bruce Morton – 8:45am

Any additions – None

All in favour – Motion carried

### *2. Meeting minute review & approval*

Motion to approve the past meeting minutes – Kelly James – 8:47am

Seconded – Kaan Williams – 8:47am

Discussion – none

All in favour – Motion carried

### *3. Address from the chair*

Zack welcomed everyone and provided brief introductions to those who hadn't had the opportunity to meet pre-meeting. Zack reflected on where we had come from in the six or so months since the board formed and welcomed the opportunity to chat in person with everyone over these days we have together in Calgary.

#### *4. Report from the Executive Director*

Sean built upon Zack's comments noting just how incredible 2012 had been and thanking each director for their trust, support, commitment and contribution, especially through the fall as we worked through a heavy amount of documentation, process and governance work.

#### *5. Review and ratification of governance documents (9:57am)*

- A. Bylaws – After discussion about the process, the board decided that there were no immediate issues with the bylaws as written and edited by the board over the course of the fall.
  - a. Zack However brought up the issue of proxies for discussion, where the board decided to amend bylaw 36, changing section 1 from “Three consecutive unexplained absences will result in expulsion from the board and early termination of the directors term” to “Directors who will be absent may appoint a proxy to fulfill their commitment in their absence; the proxy may both attend and vote at meetings”
  - b. The board approved this change unanimously and decided to bring it to the membership for ratification at the AGM – 11:44am
  - c. **ACTION** – Amend bylaw 36 post AGM
- B. Constitution
  - a. After discussion, the constitution was accepted as the constitution of the corporation, with the caveat that further editorial changes would be made
  - b. The board approved this acceptance unanimously and decided to bring it to the membership for ratification at the AGM
  - c. **ACTION** – Complete a final edit of the constitution post AGM
- C. TOR for BOD
  - a. After discussion, the board was happy with the TOR for Board members and decided to mention it at the AGM as a point of order and accomplishment.
  - b. It was however brought up that territories should be added to the language of the terms, including the Yukon, the Northwest Territories and Nunavut within provincial seat designation
    - i. Decided upon unanimously at 10:33am
  - c. **ACTION** – Add in YT, NT and NT into regional seats descriptions
- D. TOR for ED
  - a. After discussion, the board was happy with the TOR for the executive director and decided to mention it at the AGM as a point of order and accomplishment.
- E. Letter of Agreement with ED
  - a. After discussion, the board was happy with the letter of agreement between the board and the executive director and decided to mention it at the AGM as a point of order and accomplishment.
- F. Incorporation
  - a. As previously discussed, the organization was incorporated under the Canada Not-for-profit (NFP) as a federal entity, officially designated on August 23<sup>rd</sup>, 2012.
  - b. Note added at a later date – With board turnover expected at the AGM, details specific to board members will need amendment

- c. **ACTION** – Sean to file board member change paper work to industry Canada to keep documentation current and up to date
- G. Annual report
- a. The board discussed the annual report as presented and agreed that it covered what it needed to for year one
  - b. Zack agreed to take on the introduction of the annual report at the AGM
  - c. Sean agreed to present the state of the movement section at the AGM
  - d. Bruce agreed to present the financials at the AGM, with the caveat that given our financial situation this year our financials were largely managed by Fair Trade Vancouver, with some expenses being split between the two organizations
    - i. It was also noted that we will need a motion to except the un-audited financial statements at the AGM
- H. Membership
- a. After discussion on the topic of membership, the board came to an agreement that membership needs to remain single class individual membership. The board decided to not introduce organizational or business membership at this time, wanting to stay true to its roots as an advocate network and organization.
    - i. The board did however decide that it would like to find ways to work more closely with businesses – further discussion will be needed on the matter
      1. **ACTION** – Discuss business involvement, outside of formal membership – discuss ways for business to stay involved/contribute without the CFTN finding itself immersed in a vetting process, as this is something we do not want.
    - ii. The board also decided that we need a way for people to donate to the organization of they wish
      1. **ACTION** – Add a donate button/section to the website
    - iii. The board also decided that membership should remain \$15 but with an option for people to give more if they wish
      1. **ACTION** – Look into making changes to our membership system to allow for additional donation
    - iv. Finally, the board decided to entertain the idea of a 2 or even 3 year membership
      1. **ACTION** – Look into making changes to the current system to allow for people purchasing longer term memberships
- I. Election process, board makeup and appointments
- a. Discussion carried out around what the election process would look like at the AGM – 9 seats for seven regions – where members would vote for one person in each seven regions, leaving two votes to place with additional directors
  - b. Discussion carried out around the need for representation in Atlantic Canada
- J. Additional notes on Governance and organizational development
- a. Charitable status – After discussion on the subject, the board agreed that this was something that they would like to pursue and that it would be something to both look into and work on in 2013

- i. Decided upon unanimously at 10:15am
- b. **ACTION** - Board and Executive Director to seek outside expert help on the matter

## **6. Board Process moving forward**

- A. Board management, meetings, responsibilities
  - a. Brief discussion around process regarding board meetings, mostly centred on agenda's, feedback, etc. Sean put it to the board to check and see how people were feeling about process thus far. The board agreed that everything had worked well thus far and that Sean and Zack would continue to work together to ensure things continue to run smoothly
  - b. Frequency of Meetings was discussed, where it was decided that continued monthly made the most sense.
  - c. Discussion was carried out around creating a communication platform not only for the board and for documentation, but also for the organization/network as a whole
    - i. **ACTION** - Sean to look into developing:
      1. Drupal Commons for online discussion and dialogue
      2. Directory for contact info
      3. File storage system for all governance
- B. Financial Management
  - a. The board decided that additional names would be added to the account as signing authorities, but would make final decisions after elections at the AGM
    - i. Unanimously agreed upon at 11:55am
  - b. Sean noted that he would like to evolve out of being a signing authority on the account as proper process would have two directors handle the affairs of the organization
  - c. Nadia noted that she would be interested and willing to take on the office of treasurer after the AGM
  - d. The board agreed that the incoming treasurer should oversee expenses and cheques on a regular basis and report to the board on a regular basis as to the state of affairs
  - e. **ACTION** – Sean to communicate changes to TD Bank after decisions confirmed at the AGM – which means being the process of adding signing authority to the account

## **7. Strategic Planning (completed between 1 to 2pm & 4:30 to 6:15pm)**

Sean and Karimah introduced the strategic planning segment of the day by describing the process undertaken in getting it going, mostly that Sean and Karimah spent many hours in Toronto in late November working through the initial building blocks. It was noted that everyone had seen the plan and had the opportunity to comment, but that this was a draft and that we are here today to work through it.

Sean then walked through the components of the plan and discussion commenced around the best way forward. It was decided that building a collective vision, mission, values and who we are statement would yield the best results and that building out the core ideals of the plan would help direct the rest of the plan, as well as the operational plan that will follow.

There were a series of suggestions, amendments and additions, they are as follows:

- A. SWOT – Needs attention and needs to be placed within a context, possibly to expand to a broader vision, mission and goals
- B. PEST – Needs explanation, context and to be situated within a broader situation

- C. Definitions – define the FINE definition of Fair Trade, or consider having the CFTN define Fair Trade on its on
- D. Overall tone – The plan needs work on tone and general use of language, mostly in around softening the overall feel
- E. Purpose of CFTN – discussion around the CFTN as on organization that acts as a consumer protection organization, where it works to educate and inform consumers about the different certification systems, while also bring greater accountability to the movement as an organized civil society organization.
  - a. Acting as an authority for the protection of consumer interest
- F. Note – It was decided that the CFTN should not only report and educate, but also take a stance on issues if need be, as becoming a “neutral” body could become limited in nature.

It was discussed that the vision, mission and who we are statements needed work, results of discussion are:

- G. Vision:
  - a. A Canada that embraces the values of fair trade and demonstrates that through its consumption
    - i. Unanimously adopted by the board at 5:32pm
- H. Mission:
  - a. To foster relationships, knowledge sharing, and action to advance fair trade in Canada, in the interest of civil society
    - i. Unanimously adopted by the board at 6:10pm
- I. Who we are:
  - a. Independent
  - b. Non-partisan org
  - c. Pan-Canadian
- J. Values:
  - a. Transparency
  - b. Partnership
  - c. Dialogue
- K. Targets for 2010:
  - a. Fair trade is a core part public institution’s procurement policy
  - b. Wide scale understanding and support of fair trade and broad availability across sectors
- L. Theory of Change:
  - a. Canadians must know, demand, and consume fair trade.
  - b. Fair trade must be available in all consumer outlets including but not limited to: retail, hospitality and food service, and public institutions in Canada.
  - c. All fair trade stakeholders in Canada must collaboratively maximize opportunities and resolve bottlenecks to ensure mass availability and consumption of fair trade
- M. Strategic Objectives:
  - a. 1: Map and clarify the fair trade space in Canada, collectively move fair trade forward
  - b. 2: Converge and catalyze growth of a grassroots movement
  - c. 3: Provide the tools; products, services, coordination and encouragement
  - d. 4: Dialogue and advocacy with policy makers
  - e. 5: Achieve organizational sustainability

### **8. Board/Business crossover session – General overview and take a ways**

From 2:00pm through till 3:15pm business forum participants and Board members came together for a 75 minute collaboration session to update each other on progress and discuss next steps. Outcomes/key points coming out of this session were:

#### **ACTIONS:**

- A. Overall desire for a regular campaign schedule that all of us can participate in
- B. That this gathering/conference be the “must attend” event of the year
- C. That outreach become increasingly coordinated, to schools, the public, etc., by creating the tools and resources necessary
- D. That a list of individuals who are willing and able to speak/present on Fair Trade in different parts of the country be created
- E. That linkages are created and maintained to keep the movement together
- F. That the stakeholder landscape in Canada be mapped out, to bring greater understanding of the movement, to the movement.
- G. Create a directory of all stakeholders to maximize connectivity
  - a. Fields to be defined, but would roughly cover – Contact name, contact details, company/organization name, willingness to donate product, capacity, reach and scope of business, product types
  - b. **ACTION** – Build directory on backend of website
- H. That a sharing and resource platform be created to share tools and expertise
  - a. **ACTION** – Sean McHugh (CFTN ED), Kaan Williams (CFTN Board), Zack Gross (CFTN Board), Melissa Dube (FTOE) and Jennifer Williams (La Siembra – Camino) committed to creating a “connectivity committee” that works to bring and keep people connected
  - b. **ACTION** – Build backend discussion forum on website
- I. That a list of companies be compiled who are able and willing to donate product to advocacy groups and events
- J. Have the CFTN become an expert body on certification systems, explaining pros and cons of each and educating consumers
- K. That the CFTN finds a way for companies to contribute, even if that means business membership which carries no direct perks or benefits

#### Recommendations

- A. Map out what tools are out there – map out what tools are needed – create linkages and identify which remain missing and needed
- B. Map out relationships within the movement – Businesses, civil society, service providers, institutions, other partners and stakeholders
- C. Create a Certification who’s who

### **9. Endorsement policy discussions**

Discussion was carried out about the complexity of the marketplace with regards to certification systems now being seen. The board decided that CFTN focus would remain broad, looking toward to the ideals of Fair Trade that brought us together in the first place.

The board also decided however to recommend to Fairtrade Canada that for the purposes of the Fair Trade Town and Fair Trade Campus programs in Canada that the FLO (Fairtrade) certification system be adopted as the baseline standard.

Nancy moved that this recommendation be presented to the members at the AGM for ratification –

4:43pm

Seconded by Kaan Williams – 4:43

All in favour – Motion carried

### ***12. Next Meeting***

January 21<sup>st</sup> 2013 at 5pm (BC), 6pm (AB, 7pm (SK&MB) and 8pm (ON&QC)

A. Unanimously agreed upon by the board at 6:22pm

### ***11. Meeting end***

Motion to adjourn the meeting – Zack Gross – 6:24pm

Seconder – Kaan Williams – 6:24

All in favour – Motion carried