

Canadian Fair Trade Network – Annual General Meeting – Minutes

Held: Sunday, February 26th, 2017

Time: 4:30 - 6:00pm (Atlantic Standard Time – AST)

Location: World Trade & Convention Centre - 1800 Argyle St, Halifax, NS | Breakout Room # 204

Call-in Access: Was provided through Go-to-Meeting

*Meeting was called to order at 4:34 – Zack Gross (Chair)

Documentation was distributed: Meeting agenda, Previous AGM Minutes, Old Bylaws marked up to highlight changes, New/updated Bylaws, New/updated Terms of Reference

Member Roll Call & Introductions:

- *Ivy Mckee, Fair Trade Carleton University*
- *Ray Folkins, Fair Trade Chelsea*
- *Jane Gragtmans, Didi Bahini*
- *Dustin Johnston, Romeo Dallaire Child Soldier Initiative*
- *Kyra Moshtaghi Nia, Fair Trade Winnipeg*
- *Keslyn Ayow James, Dalhousie University*
- *Dinah Ceplis, The Marquis Project/Manitoba Council for International Co-operation*
- *Duane Nicol, City of Selkirk*
- *John Forsyth, Florists Supply*
- *Kaan Williams, Member*
- *Mike Allan, Fair Trade Western University*
- *Tyler Paterson, Florists Supply*
- *Bev Tows, Fair Trade Olds*
- *Sarah Heim, Simon Fraser University*
- *Eric St- Pierre, Oxfam-Quebec*
- *Loïc de Fabritus, Association québécoise du commerce équitable*
- *Mélissa Dubé, Fairtrade Canada*
- *Erin Bird, Fair Trade Calgary*
- *Joana Bettochi, Simon Fraser University*
- *Maria Aman, University of Regina*
- *Darryl Reed, York University*
- *Sean McHugh, CFTN Staff*
- *Torrye McKenzie, CFTN Staff*
- *Avery Gottfried, Fair Trade Vancouver*
- *Zack Gross, Manitoba Council for International Co-operation*

Review and Approval of AGM Agenda

Motion to approve the agenda as presented – Put forward by Darryl Reed, seconded by Dustin Johnson, Discussion: none, All in favour at 4:39

Review and Approval of Meeting Minutes from Previous AGM, held on February 20th, 2016

Motion to approve the meeting minutes as presented – Put forward by Maria Aman, seconded by Ivy McKee, discussion: typo noted. All in favour (with edit) at 4:41

President's Report

Zack Gross thanked Sean, Torrye and Erik for all the wonderful work that has been done in the past year, as well as the board and advisory council for everything that they contributed. These are great opportunities to plan and reflect. Our last meeting in June was very well structured and gave us a solid plan to move forward from. The Magazine has been great, the article on fair phones has generated a lot of great conversation. Everyone is very excited about the upcoming Origin Trips, Nicaragua in May and Ecuador in November. All of this has been accomplished on a small budget, which has been a huge accomplishment.

Staff Report

Sean McHugh provided an update on 2016, noting that it was a great year for the organization, as the McConnell foundation funding has allowed us to grow. We brought on a book keeping organization, which has saved us staff time. Torrye has been great! We had a board meeting in Toronto in June, which allowed us to broaden our vision and translate it into a longer-term strategy. Erik Johnson has been with us for five years now, and he has been doing a great job with our Annual Report, Fair Trade Magazine, Conference Materials, The strategic Framework, etc. helping with both graphics and editing. We have been a tight knit team, which has helped us work through things seamlessly. Special thank you to Zack, as he has been with us from the start, he will be dearly missed. Kaan has also been with us since the start, it has been over five years since we had the conversation on how we might go about building a national movement.

2016 Annual Report - Presentation

Looking back and seeing where we are today, we have gone a long way. Highlights of the year:

- the cocoa cups campaign with re-think was widely shared and it was fun to do
- we have started our engagement with the federal government with the FSDS
- we have been putting out more materials around public procurement
- we have been interacting with Tim Hortons
- we launched our Origin Trips which has been a fun addition to the work we do, to be able to see what we work towards first hand is amazing
- the magazine continues to roll along, sending out 20,000 copies, we are almost breaking even
- less growth in the number of Fair Trade Towns, but towns groups are stronger than they have ever been
- the campus side continues to be the most exciting part of our work right now
- the school program is continuing to grow, with a new curriculum in the works
- workplace, faith group and event programs continue to grow
- There has been an effort to pull together this information to engage with funders

Strategic Framework – Update & review

The re-development of the strategic framework has been a lengthy but fruitful process, resulting in a very solid, ambitious 4 pillar plan. Pillar four in particular focuses on larger, longer term items, some of which came from meetings in Belgium with the Fair Trade Advocacy office. As a movement, ODA spending has not been a part of the conversation, and it is an area that we could be much more involved in. Trade justice will be something we are exciting to dive into. Fair Trade nation standards is also another exciting topic. Questions and comments:

- Ivy – I think we are doing a lot on pillar 1 and 3, but excited to dive into these other areas.
- Avery – We will not be tackling all these issues right now, but it is nice to have it all laid out. It should be used as a tool for the rest of the movement. We started with big bucket ideas, and have been thinking through what exactly we are going to do. Linking issues to tangible actions.
- Zack – Linking back to our previous annual meeting on the discussion of integrity, have we done all the things in the background around these certifications? Why do we accept these standards? Response from Sean: info on certification is now on our website, and integrated into the magazine. But there is more to do in the next year.
- Sean - We will be looking through all the feedback from the conference and will be integrating comments into the strategic framework.

2016 Financial Report

Kaan Williams provided a review of our financials. On the revenue side, we would like to recognize and thank the regular sponsors and advertisers that the CFTN has had, it has been many of the same organizations and it is great to see that support! This type of longevity makes a big difference.

*Reference the annual report for revenue/expense number specifics.

Revenue Overview:

- McConnell foundation income will cover us into next year
- FT Canada contract has been focused on programs
- Origin Trips, money is coming in from participants
- SFU contract, covers Torrye's work, in driving the Fair Trade Campus program
- Lush Charity Pot Grant helped us grow the Fair Trade Schools program in 2016
- Membership fees, \$15 from around 100 members

Total revenues: \$337,776.58

Expenses included the following:

- The conference was a negative for us, but this also includes Board travel/expenses etc.
- Staffing, Sean, Torrye and Erik
- Magazine, we had some difficulty with the cost of distribution, but we have improved these processes, and have been able to keep costs under control
- Travel and Conferences, this includes travel for staff
- Board meetings and reporting, we try to all meet annually, this is the cost associated with making this happen.
- Communications – general internet, phone, data, cell, etc.
- Financial management, handing over monthly expenses and payroll to an organization

Total expenses: \$274,367.03. A large part of this is the remaining portion of the McConnell grant for 2017.

General discussion:

- First part of the year needs to be focused on working towards increasing revenue.
- Will the Origin Trips bring more revenue for 2017? Ideally yes, but based on number of participants
- Membership
 - Why is membership so low? Our system is not very good, and we have not pushed it due to the background issues with the system.
 - Can we integrate membership with conference registration? Eventbrite processes for conference do not sync well with membership registration
 - Can we drive membership by getting current members to reach out to the network to find 2-5 new members for the organization? Lets see if we can build more members that way? There are lots of retail shops out there that we are not capturing.
 - Currently it's not in the newsletter.
 - Access to resources for members could be a way to increase membership.
 - Putting membership call out in the magazine.
 - Membership speaks to the people that support you, would love to see higher numbers.
- Kaan – Where in the budget can we find an area to give Sean a raise. He is sufficiently concerned with our financial state, that he wishes to table the topic for another 6 months. This can be a board decision.

- Kaan – We have not had an audit of our financial state, if this is something that we are interested in, we can look into this more.
 - Ray – The cost of an audit would be quite expensive. Minimum \$4,000 with a small firm.
 - Avery – Above a million it is a mandatory review, below it is only needed upon board recommendation.

Motion: Accept un-audited financial statements – Moved by Bev Toews, Seconded by Ivy McKee, all in favour at 5:24

Bylaw, Constitution & Terms of Reference for Directors – Review and acceptance

Avery – Being on the bylaw review committees with Fairtrade Canada, we realized that there were additions we needed. This is not perfect, and we should put more updates into it next year.

The main changes:

- Our original bylaws were from 2012, which included a lot of information on first meetings etc. Many of the changes were to update or remove that language
- Bylaw on Board Policies added, now bylaw #5
- Bylaw on Financial year – text updated. Now Bylaw #6
- Bylaw on Annual Financial Statements added, Now Bylaw #8
- Bylaw on Public Accountant and Financial Review added, now Bylaw #9. This is mandatory to be in bylaws, so was added
- Bylaw on Terms of Membership updated, Now Bylaw #13. We cleaned up membership conditions, as membership is an automated renewal process.
- Bylaw on Rights of Members, updated. Now Bylaw #14
- Bylaw on Membership Transferability, removed.
- Bylaw on Termination of Membership, updated. Now Bylaw #20
- Bylaw on Nominating Directors Prior to Annual Members Meetings, updated to reflect terms of reference for directors, which includes eligibility criteria, centred on restrictions put in place on who can sit on the board, i.e. people involved in fair trade business or certification. Bylaw #22
 - Comment: We are very much a grassroots organization and we want to keep it that way, and it has worked quite well. The Advisory council has worked to bring business and certification voices into the conversation, just not in a final say, voting, board role
- Bylaw on Votes to Govern at Members Meetings, updated, now Bylaw #29. Removal of tie breaking vote held by the chair clause. One member, one vote.
- Bylaw on Number of Directors, updated, now Bylaw #32
- Bylaw on Terms of Office of Directors, updated, now Bylaw #34

Notes:

- These changes happened a lot later than we wanted them to
- Hope to get input from the lawyer to reviewed the Fairtrade Canada process, pro-bono
- Ray: Maybe we need to change our year-end date to a different date. An auditor is more expensive at the end of the year than in September.
- Motion: Accept the discussed documents, with the provision that they are a living document and more changes will be made to make them more useable and accurate.

Moved by Darryl Reed, Seconded by Mike Allan, All in favour at 5:33

Election of directors (12 total seats)

5 seats were not up for election, these were: Bev Toews (AB/NT), Kyra Moshtaghi Nia (MB/NU), Erin Bird (AB/NT), Maria Aman (SK), Mike Allan (ON). (they were *elected on February 20th, 2016 | up for election in 2018*): Constitutional term end: Zack Gross & Kaan Williams. Stepping down: Jim Grant

7 seats were up for election: Notes on seats: Regional allocation – of the 7 open seats, 1 seat had to be held for each of the following regions: BC/YT, QC and Atlantic Canada. The other 3 could be allocated to any province (to a maximum of 3 seats per province). Seats were open to all members in good standing. Restrictions: Directors must not have direct interest in the commercial selling or certifying of fair trade products (in accordance with the articles). Candidates:

- Board members running again: Avery Gottfried (BC/YT), Eric St Pierre (QC), Ivy McKee (ON)
- Nominations: Duane Nicol (MB/NU), Loïc de Fabritus (QC), Keslyn Ayow James (Atlantic)

Discussion About process:

- Correction on agenda, Ivy is up for election, she was appointed mid way through 2016
- Kaan – The above individuals are continuing through their term. Kaan and Zack have reached their term limit, both will be eligible again in two years.
- Maria – Would like to nominate Rita Steele to take on a BC seat. She has expressed interest. Members decided that as she is not present, and is in Mexico until May, that it would be best to table this, and have the board appoint her at a later date.

Presentation from interested candidates:

- Avery Gottfried - is involved in Fair Trade Vancouver, day to day in environmental consulting.
- Eric St Pierre - involved for 20 years now, now a staff at Oxfam Quebec.
- Keslyn Ayow James - student at Dalhousie, hoping to bring cohesiveness from Atlantic Canada
- Duane Nicol - city manager for Selkirk, first involved in 2008, corporate responsibility with Assiniboine credit union, involved in Fair Trade Workplaces, public policy etc.
- Loïc de Fabritus - in Canada for two years now, Worked at the European Parliament previously, as well as with Equiterre. Currently staff with Association québécoise du commerce équitable.
- Ivy McKee - has been involved for 5 years now, and took over from Bruce Morton on the board

Motion put forward by Kaan Williams to accept the slate of directors, Dinah Ceplis seconded, all in favour at: 5:48pm

General discussion/Q&A

- Jane – strongly recommend supporting the business side, please don't forget the handmade sector in everything we do. We should all be pushing through our networks ourselves.
- John – has funding ideas that he would like to discuss.
- Duane – asked organizational structure? Charity or non-profit? The CFTN is a Federally Incorporated Non-profit Organization, EWB is our fiduciary partner when needed.
- Ray – There are no representatives from the territories? Kaan – currently the territories are combined with the provinces in which they sit.

Meeting Adjournment

Motion to adjourn our 2017 Annual General Meeting, put forward by Dustin Johnson, Seconded by Loïc de Fabritus, all in favour at 6:00pm