



Minutes

AGM 2023 - Santropol Roulant

March 30, 2023

- Total Number of Registrations = 148
- Number of in-person attendees = 109
- Number of virtual attendees = 17
- Number of members registered = 138
- Number of non-members registered = 10
- Number of members voting online and in-person = 122
- Number of members voting in-person = 88
- Number of members voting by phone = 34

1. Access to documentation

Official Annual General Meeting (AGM) invite sent to the community one month before the AGM. Documentation emailed to members and made available to members and the public the week of the AGM.

2. Welcome & Introduction

Magali Casaubon and Tara Bhardwaj welcome community members to the AGM in person and online, explain how the meeting will proceed and the documentation at the members' disposal for the evening.

Quorum is established. More than 20 members are present (17 online et 109 in-person).

Land acknowledgment by Magali Casaubon and Tara Bhardwaj.

Marie-Anne Viau proposes the opening of the Annual General Meeting. Joël Parent seconds the proposition. Members are invited to oppose the motion, none oppose.

Magali Casaubon proposes Tara Bhardwaj for the position of President of the Annual General Meeting. Joël Parent seconds the proposition. Members are invited to oppose the motion, none oppose.

Campbell Stuart proposes Gabrielle Paris Gagnon for the position of secretary of the Annual General Meeting. Matthew Bernier seconds the proposition. Members are invited to oppose the motion, none oppose.

Daniel Majeau proposes the adoption of the agenda of the Annual General Meeting. Guillaume Pratte seconds the proposition. Members are invited to oppose the motion, none oppose.

Campbell Stuart proposes the approval of the minutes of the 2022 AGM. Emma Simon seconds the proposition. Members are invited to oppose the motion, none oppose.

3. Staff presentation

Carolina Quintero and Adrienne Richards present the Santropol Roulant team through fun facts, to allow members to get to know the staff.

4. 2022 Activities presentation

Members are encouraged to review the 2022 Annual Report on activities online and in person.

Emma Simon and Katherine McDowell present the highlights of 2022 in the following format:

- Overview of the year 2022
- Summary of Roulant activities by program:
 - Meals-on-Wheels
 - Kitchen
 - Community Life
 - Urban agriculture
 - Agriculture program
 - Collectives
 - Administration
- Organisational improvements :
 - Adoption of new Human Resources policies (anti-racism and whistleblowing)

5. Board presentation

Jon Kalina presents the roles and responsibilities of the board of directors, its composition, committees on which board members participate, the general competencies sought by the board and the projects on which it is working, in particular:

- Board principles (priorities): governance, mission, finances, strategic planning, supervision.
- Board committees: finance, human resources (HR), governance, infrastructure, board improvement, strategic planning, safer spaces.
- Goodbye and thanks to outgoing members Alice Feuillet, Athanasios Mihou, Jenny Loughran, Jon Kalina, Tara Bhardwaj.
- Board activities in 2022:
 - 12 major Board meetings,
 - Monitoring the Roulant's budget and financial health,
 - Follow-up on the strategic plan,
 - Adoption of new HR policies,
 - Revision of the bylaws.

Pier Liné thanks Jon Kalina for the great work he has accomplished during his three terms as a board member.

6. Q&A period

Magali Casaubon, Tara Bhardwaj and Pier Liné respond to questions from members, both those attending virtually and in person, with the support of staff (Emma Simon) and board members (Lorenzo Daieff) about the work of the farm, new policies, the number of members on the board of directors and the work of Human Resources.

7. Word from the candidates

Seven candidates up for election for six open board positions present themselves to the members in the following order:

- Camille de Grandpré
- David Ouellet
- Émilie Poitout
- Emily Ranger-LePage
- Florence Chaussé
- Lorenzo Daieff
- Sophie Papineau-Wolff

They respond to the following questions:

1. What makes a strong Santropol Roulant board?
2. Describe the experience or skill set you bring to the board.

8. Q&A Period

Members of the community present are invited to circulate around the room to ask the candidates questions in 1:1 candid conversations. A few questions are projected onto the screen to inspire conversation.

9. Voting Period

Magali Casaubon and Tara Bhardwaj announce the voting period; they explain how members can vote online or over the phone. They remind members which information is at their disposal to help them cast their vote, and they explain that the vote closes after 20 minutes.

Due to technical difficulties encountered by telephone voters, the voting period for those voting from a distance is extended by 15 minutes.

Magali Casaubon and Tara Bhardwaj announce the closing of the voting period.

10. Revision of bylaws presentation

Gabrielle Paris Gagnon presents to the members the results of the project to update the General Bylaws. She presents the background of the project, the methodology used, and a summary of the proposed changes: correction of typos, definition of terms to make the bylaws as readable as possible, and correct translations:

- Delegation of authority
- Clarification of membership
- Voting rights for partner organizations
- Operation of hybrid meetings
- Requirements to be eligible for election
- Staggered terms of office
- Eligible/reimbursable expenses
- Simplification of the wording of the notion of quorum
- Changes to officers' term dates

11. Q&A Period

Magali Casaubon, Tara Bhardwaj and Gabrielle Paris Gagnon field questions from members, both online and in person, with assistance from staff (Pier Liné) and board members (Eloise Haliburton).

Toby Stewart proposes that the proposed bylaw revisions be adopted, with the exception of sections 3.6, 5.72, 5.3, 7.1, 7.2 and 5.2, to be amended at the request of

members Campbell Stuart, Daniel Majeau and Toby Stewart. Campbell Stuart seconds the proposition. Members are invited to oppose the motion, none oppose.

12. Finances & Governance Presentation

Members are encouraged to view the approved financial statements available online and in-person, as well as in summary in the 2022 Annual Report.

Athanasios Mihou, outgoing Board Treasurer, presents the 2022 financial statements.

13. Q&A Period

Tara Bhardwaj and Pier Liné field questions from the community, attending both virtually and in person, with the support of board member Athanasios Mihou.

Based on the recommendation of the Treasurer, Joël Parent proposes that Paquin & associés inc. be appointed as the organization's auditors for the 2023 financial results and that the Board of Directors be authorized to set their remuneration. Magali Bebronne seconds the proposition. Members are invited to oppose the motion, none oppose.

14. A word from Campbell Stuart

Campbell Stuart shares a special speech to the candidates and the community about the Roulant and democracy.

15. Board Vote Results & Adjournment of Annual General Meeting

Tara Bhardwaj thanks all the candidates and announces the results. Six of seven candidates are elected to the board of directors:

- Camille de Grandpré
- David Ouellet
- Émilie Poitout
- Florence Chaussé
- Lorenzo Daieff
- Sophie Papineau-Wolff

After a word from Meals-on-Wheels client Haralambos Nicolopoulos, Magali Casaubon and Tara Bhardwaj thank the members and the community for their participation.

Eloise Haliburton proposes the adjournment of the meeting, Joël Parent seconds the proposition. Members are invited to oppose the motion, none oppose.