

Embark Sustainability Society (ESS) Annual General Meeting (AGM) Agenda

Date: February 21st, 2018

Time: 5:00PM - 7:00PM

Location: Halpern Centre Room 126

- 1. Call to order at**
- 2. Welcome, Check-in, and Overview of Robert's Rules and Election Process (10 minutes)**
- 3. Appointment of Chair (2 minutes)**
MOTION to appoint Dmitry Lavrentyev, Chair of the Embark Sustainability Society Board of Directors, as Chair for the February 21st, 2018 Annual General Meeting.
- 4. Appointment of Secretary (2 minutes)**
MOTION to appoint Nishee Patel, Secretary of the Embark Sustainability Society Board of Directors, as Secretary for the February 21st, 2018 Annual General Meeting.
- 5. Declaration of Quorum (2 minutes)**
A count of attending members was taken at _:__ and was __.
- 6. Adoption of the Agenda (2 minutes)**
MOTION to approve the agenda, as presented.
- 7. Approval of 2017 Annual General Meeting Minutes (3 minutes)**
MOTION to approve minutes from the February 23rd, 2017 Annual General Meeting.
- 8. Reports**
 - a. Report from the Board (10 minutes)**
Embark Sustainability Society Board of Directors present a report on the activities of the society since February 23rd, 2017.
 - b. Report from the Auditor (10 minutes)**
Erik Allas from Tompkins Wozny LLP. presents a report on the audited financial statements for the fiscal year ending August 31, 2017.
- 9. Question Period (10 minutes)**
- 10. New Business**

a. **Receipt and Approval of Audited Financial Statements for 2016-17 Fiscal Year (3 minutes)**

MOTION to receive and approve the audited financial statements for the fiscal year ending August 31, 2017.

Supporting Documents: [Embark Draft Financial Statements](#)

b. **Appointment of the Auditor for the 2017-18 Fiscal Year (2 minutes)**

MOTION to appoint Tompkins Wozny LLP. as the society's auditors for the fiscal year ending August 31, 2018.

c. **Special Resolution A: (6 minutes)**

WHEREAS Section IV Subsection 2 Point d (IV.2.d) of the Embark Sustainability Society Bylaws stipulates that no more than two (2) associate members may be a director at any given time.

WHEREAS Section II Subsection 3 Point c (II.3.c) of the Embark Sustainability Society Bylaws states that no more than one associate member can be a director at any time;

NOW THEREFORE BE IT RESOLVED

THAT the differences between two sections be reconciled; and,

THAT Section II Subsection 3 Point c (II.3.c) of the Embark Sustainability Society Bylaws to read: "No more that two (2) associate members may be a director at any given time".

11. Election of Directors (60 minutes)

WHEREAS the Embark Sustainability Society has received _ nominations;
and

WHEREAS members present at the Embark Sustainability Society's 2018 AGM have voted to elect new Board Directors;

NOW THEREFORE BE IT RESOLVED

THAT _____, _____, _____, _____, _____ and _____ be appointed to the Embark Sustainability Society Board of Directors, effective March 21st, 2018.

THAT _____ be appointed as Member Relations Officer, _____ be appointed as Director Development Officer, _____ be appointed as External Relations Officer, _____ be appointed as Governance Officer, _____ be appointed as Director-at-large, Leah Yang be appointed as Secretary, _____ be appointed as Treasurer, and Sophie Dodd be appointed as Chair, effective March 21st, 2018.

THAT Kevin Chiang, Olivia Hui, Tosh Turner, Nishee Patel, Aaron Pardy and Dmitry Lavrentyev cease to be directors effective March 21st, 2018 unless otherwise duly elected or appointed to the board.

12. Announcements (5 minutes)

- a. Director Development Officer closing remarks
- b. Invitation to social at Club Ilia, starting at 7:00 pm
- c. Outgoing and incoming board group photos

13. Adjournment at

14. Appendix

- a. ESS AGM (2017) Minutes
- b. Robert's Rules of Order
- c. Candidate Statements of Intent
- d. Financial Statements (2016-2017)

Board Chair

Secretary

Date

Embark Sustainability Society (ESS) Annual General Meeting (AGM) Minutes

Date: February 23rd, 2017

Time: 4:30pm - 6:30pm

Location: Halpern Centre Room 126

1. Call to order at 4.45 pm

2. Welcome, Check-in, and Overview of Robert's Rules and Election Process (10 minutes)

- a. **Check-in Question:** Turn to the person next to you and have each of you answer the following question: If today you got a \$500 Sustainable Community Grant, what would you do with it? Why?

3. Appointment of Chair (2 minutes)

MOTION to appoint Deven Azevedo, Chair of the Embark Sustainability Society Board of Directors, as Chair for the February 23rd, 2017 Annual General Meeting.

MOVED BY: Jonathan Boron

SECONDED BY: Dmitry Lavrentyev

All in favour (23)

4. Appointment of Secretary (2 minutes)

MOTION to appoint Tessa Ramburn, Secretary of the Embark Sustainability Society Board of Directors, as Secretary for the February 23th, 2017 Annual General Meeting.

MOVED BY: Tyler Carlson

SECONDED BY: Tosh Turner

All in favour (23)

5. Declaration of Quorum (2 minutes)

A count of attending members was taken at 4:48 pm and was 25.

6. Adoption of the Agenda (2 minutes)

MOTION to approve the agenda, as presented.

MOVED BY: Kevin Chiang

SECONDED BY: Olivia Hui

All in favour (23)

7. Approval of 2016 Annual General Meeting Minutes (3 minutes)

MOTION to approve minutes from the March 16th, 2016 Annual General Meeting.

MOVED BY: Kevin Chiang

SECONDED BY: Thomas Budd

22 in favour. 1 abstention: Carina Xu.

8. Reports

a. Report from the Board (10 minutes)

Embark Sustainability Society Board of Directors present a report on the activities of the society since March 16th, 2016.

b. Report from the Auditor (10 minutes)

Erik Allas from Tompkins, Wozny, Miller & Co. presents a report on the audited financial statements for the fiscal year ending August 31, 2016.

9. Question Period (10 minutes)

10. New Business

a. Receipt and Approval of Audited Financial Statements for 2015-16 Fiscal Year (3 minutes)

MOTION to receive and approve the audited financial statements for the fiscal year ending August 31, 2016.

MOVED BY: Tyler Carlson

SECONDED BY: Jonathan Boron

All in favour (27) -New members came into the room

b. Appointment of the Auditor for the 2016-17 Fiscal Year (2 minutes)

MOTION to appoint Tompkins, Wozny, Miller & Co. as the society's auditors for the fiscal year ending August 31, 2016.

MOVED BY: Dmitry Lavrentyev
SECONDED BY: Jeannie Wong
All in favour (25)

c. **Special Resolution A: (6 minutes)**

WHEREAS the new Societies Act stipulates that a society's bylaws cannot require a resolution with more than a two-thirds (66.7 %) majority vote to remove a director from office; and

WHEREAS Section IV Subsection 6 Point b (IV.6.b) of the Embark Sustainability Society Bylaws currently requires a resolution with seventy-five (75 %) majority vote to remove a director from office;

NOW THEREFORE BE IT RESOLVED

THAT Section IV Subsection 6 Point b (IV.6.b) of the Bylaws be amended to read as follows:

"The board must pass a resolution with a two-thirds (66.7%) majority vote to remove a director from office."

MOVED BY: Kevin Chiang
SECONDED BY: Olivia Hui
All in favour (25)

11. Motion to extend the meeting by 5 more minutes

WHEREAS the election of board directors is not complete and;

WHEREAS members need more time to vote;

NOW THEREFORE BE IT RESOLVED

THAT the Annual General Meeting be extended by five more minutes.

MOVED BY: Dmitry Lavrentyev
SECONDED BY: Tosh Turner
All in favour (24)

12. Election of Directors (60 minutes)

a. **Election Procedure**

- i. Election of Chair:
 - Votes for each candidate:
Dima Lavrentyev: 27

- ii. Election of Fund Development Officer
 - Votes for each candidate:
Jonathan Boron: 25
- iii. Election of Secretary
 - Votes for each candidate:
Nishee Patel: 26
- iv. Election of Treasurer
 - Votes for each candidate:
Sophie Dodd: 14
Aaron Pardy: 17
- v. Election of Director-at-large
 - Votes for each candidate:
Sam Humphreys: 6
Carina Xu: 5
Leah Yang: 15
- vi. Election of Member Relations Officer
 - Votes for each candidate:
Tosh Turner: 23
Thadoe Wai: 4
- vii. Election of Grants Officer
 - Votes for each candidate:
Thadoe Wai: 7
Sophie Dodd: 3
Carina Xu: 15

b. Motion to appoint Directors

WHEREAS the Embark Sustainability Society has received _ nominations;
and

WHEREAS members present at the Embark Sustainability Society's 2017
AGM have voted to elect new Board Directors;

NOW THEREFORE BE IT RESOLVED

THAT Dmitry Lavrentyev, Jonathan Boron, Nishee Patel, Leah Yang, Tosh
Turner, and Sophie Dodd be appointed to the Embark Sustainability
Society Board of Directors, effective March 23rd, 2017.

THAT Tosh Turner be appointed as Member Relations Officer, Aaron Pardy be appointed as Treasurer, Sophie Dodd be appointed as Grants Officer, Nishee Patel be appointed as Secretary, Jon Boron be appointed as Fund Development Officer, Leah Yang be appointed as Director-at-large, Olivia Hui be reappointed as External Relations Officer, Kevin Chiang be reappointed as Governance Officer, and Dmitry Lavrentyev be appointed as Chair, effective March 23rd, 2017.

THAT Tessa Ramburn, Jeff Lemon, Christine Dyson, Deven Azevedo, and Tanishka Gupta cease to be directors effective March 23rd, 2017 unless otherwise duly elected or appointed to the board.

MOVED BY: Jessie Russell

SECONDED BY: Tanishka Gupta

18 in favour. 7 abstentions: Jonathan Boron, Olivia Hui, Tosh Turner, Aaron Pardy, Dmitry Lavrentyev, Sophie Dodd.

13. Announcements (2 minutes)

- a. Invitation to social at Club Ilia, starting at 6:45 pm
- b. Outgoing and incoming board group photos

14. MOTION to adjourn the meeting

WHEREAS the Annual General Meeting needs to be adjourned;

NOW THEREFORE BE IT RESOLVED

THAT the Annual General Meeting be adjourned at 6.41 pm.

MOVED BY: Tanishka Gupta

SECONDED BY: Dmitry Lavrentyev

All in favour (24)

15. Appendix

- a. SFSA AGM (2016) Minutes
- b. Robert's Rules of Order
- c. Candidate Statements of Intent
- d. Financial Statements (2015-2016)

Board Chair

Secretary

Date

Robert's Rules of Order

This meeting is run according to Robert's Rules of Order.

Simplified overview of Robert's Rules of Order:

1. Speaker presents a motion.

2. The motion requires two voters to "move" and "second" the motion.

Assuming the motion is moved and seconded, the motion is then brought forward for discussion and debate.

3. Discussion of the motion.

Voters can discuss and debate the motion as presented. For example, they may state "I support the motion because..." or "I oppose the motion because..." Questions may also be asked to clarify the motion or seek further information and context.

**Amendment:* Members can ask to amend a motion. This is typically done by stating, when acknowledged by the Chair, that "I move to amend the motion by..." followed by a statement about what the amendment will be. This amendment will need to be "seconded" to be brought to the floor for discussion. Step 3 is then repeated.

4. Vote.

Following discussion (if any), the motion will then be voted on. If the motion was amended, the vote will be for the amended motion.

Voters will use their voting cards. The Chair of the meeting will ask for votes in the following order: (1) those in favour; (2) those opposed; and (3) those abstaining.

The motion then either "carries" (i.e. passes) or "fails".

Candidate Statements of Intent

As per Embark's bylaws, there may be up to nine ESS directors. Directors serve two year terms and are elected at the Annual General Meeting (however, they may be appointed during the year if vacancies arrive). This year, six of the nine director positions are up for election and the Chair position is open to an internal candidate. The ESS board has met with individual members who have expressed interest in becoming a director, discussing the open positions and their respective responsibilities. Each eligible candidate has submitted the appropriate nomination package, required to be considered

Treasurer

The Treasurer prepares an annual budget for the Society and regularly reviews the Society's spending and finances to ensure they are consistent with the budget.

Director-at-large

The Director-at-large assists the other directors in carrying out essential board duties, most importantly in setting the strategic direction and working towards the mission of the organization.

Member Relations Officer

The Member Relations Officer communicates with the members of the organization, soliciting and integrating their feedback into Embark's initiatives, and builds positive relationships with student groups on campus.

External Relations Officer

The External Relations Officer is responsible for liaising with Embark's external partners and stakeholders alongside the Executive Director, in order to uphold Embark's reputation as SFU's student-led sustainability organization.

While the Chair and Executive Director act as the official organization representatives, and the Member Relations Officer (MRO) acts as point of contact for individual Embark members, the ERO will build connections with other student-led organizations within SFU.

Governance Officer

The Governance Officer closely works with the Executive Director to determine which policies are necessary, review already existing policies and regulations to ensure that they continue to guide the board effectively and efficiently and carry forward Embark's

organizational culture. Implement strategic changes in policies, regulation, board structure that allow Embark to reach its mission.

Director Development Officer

The main duties of the Director Development Officer are organizing the on-boarding process for new directors, helping the staff with recruitment and maintaining a high level of productivity on the Board.