



# 35<sup>th</sup> annual general meeting minutes

September 27, 2021 – 7:00 p.m.

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<b>Voting Members:</b>	Glen Husband, John Jessup, Paul Best, Neil Cutler, Leanne Fraser, Marg Fraser, Anthony (Tony) Gilks, Phyllis Horn, John Horn, Daniel (Dan) Johnston, Kirsten J. Madsen, John McNeill, Michele McNeill, Sandra (Sandy) McNicol, Karen Milner
<b>Proxy Members:</b>	Nattalle Tessier <ul style="list-style-type: none"><li>▪ Named Daniel (Dan) Johnston as Proxy</li></ul> Tim Tessier <ul style="list-style-type: none"><li>▪ Named Daniel (Dan) Johnston as Proxy</li></ul> Johanna (Joanne) van Oosten <ul style="list-style-type: none"><li>▪ Named Daniel (Dan) Johnston as Proxy</li></ul> Cornelis (Cees) van Oosten <ul style="list-style-type: none"><li>▪ Named Daniel (Dan) Johnston as Proxy</li></ul>
<b>Joining Members:</b>	None
<b>AGM Chair:</b>	Daniel (Dan) Johnston
<b>Executive Director:</b>	Graham Morry
<b>Meeting Recorder:</b>	Marlena Stewart (Executive Assistant)
<b>NACL Staff:</b>	Graham Morry, Randy Humchitt, Marlena Stewart, Peter Letts, Thinley Dradul, Sara Gilks, Jennifer Carano, Gary Edwards, Barb Barry, Selene Lincoln, Leona Multari
<b>Guests:</b>	Cory Vanderhorst (MNP)

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## CALL TO ORDER/OPENING REMARKS

- President Daniel (Dan) Johnston introduced himself, opening the 35<sup>th</sup> Annual General Meeting of Nanaimo Association for Community Living (NACL) held online (via Zoom) on September 27, 2021, calling the meeting to order at 7:04 p.m. and giving opening remarks
  - Attendees were recognized and thanked for attending, housekeeping items noted, and general remarks made about NACL's past year
    - Reaching 35 years of service is a milestone to take pride in; it's hoped NACL is making a difference
    - Our Board invites questions/discussion anytime
    - Board members were acknowledged for their commitment and volunteer service
    - Much of our NACL family was involved with the development of our new Strategic Plan
    - Chat feature is enabled at the bottom of the screen – please use if desired
    - Requested that all participants please mute their mics if not speaking
- Marlena Stewart (Executive Assistant) was nominated to be the meeting's recording secretary

<b>Motion:</b>	To appoint Marlena Stewart as recording secretary for the September 27, 2021 Annual General Meeting
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<b>MSC:</b>	Glen Husband/Phyllis Horn
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- Four (4) members submitted proxy declarations for tonight's meeting – all naming Daniel (Dan) Johnston to represent them

## REPORTS/PRESENTATIONS

### 1. PRESIDENT'S/EXECUTIVE DIRECTOR'S REPORT

- The President's/Executive Director's Report was e-mailed to all members in good standing ahead of the AGM and posted publicly on NACL's website
- Dan Johnston (President) gave a few remarks
  - It's been a very good year despite many challenges managing COVID-19 – striving to maintain the same quality of services we've aspired to deliver
    - Dan thanked Graham and staff for their response and hard work under difficult circumstances
  - Expressed excitement re NACL's 35<sup>th</sup> anniversary, also anticipating great success regarding our newly-initiated Strategic Plan – hoping it sets the blueprint for our next several years of operations
- Graham Morry (Executive Director) followed with a verbal report
  - This has been the most challenging of Graham's 31 years at NACL, with definite pros and cons
    - Forced to pivot quickly to meet needs of persons served differently; however, proved our agency's strength/resilience plus staff dedication
    - Our team committed like never before – we “had each other's backs”
  - Executive Team did a great job around pandemic planning
    - Thanked Randy Humchitt (Deputy Executive Director) for putting crucial resources together
    - Also appreciated the clear, steady hand of the Board; always there to support whatever's needed to keep everyone safe
  - This past year NACL also underwent two major accreditation activities – CARF (Commission on Accreditation of Rehabilitation Facilities) and CoR (WorkSafeBC Certificate of Recognition), both done virtually and successfully despite their own challenges
  - Proud we've come through this year so strongly – thanked everyone
- Q&A/comments
  - John Horn (member) thanked Graham for his rock-steady leadership

### 2. PERFORMANCE ANALYSIS AND OUTCOMES MEASUREMENT SUMMARY REPORT

- The Performance Analysis and Outcomes Measurement Summary Report (called “Performance Review 2020/2021”) was e-mailed to all members in good standing before the AGM and posted on NACL's website
- Feedback:
  - Peter Letts (Quality Assurance Manager) noted we were able to provide consistent service and meet as many domains as possible, given pandemic-related restrictions for a good portion of the year
  - Peter was impressed with survey responses received
    - Where opinions weren't as favorable, that was understandable; however, appreciation for what we do/services we provide was clearly evident



- Results reflect validity and reality – we didn’t do as well as we could have, given the pandemic – but shows our systems are giving correct data

### 3. 2021-2026 STRATEGIC PLAN

- Neil Cutler (Director) narrated a PowerPoint presentation highlighting NACL’s new Strategic Plan; specifically, our new Mission, Vision, and Goals
  - The full version of the new Strategic Plan will be published/shared as soon as possible
- This year we developed our next 5-year plan, working with consultant Marsha D’Angelo of Apostrophe
  - Using the SOAR technique (Strengths, Opportunities, Aspirations, Results), 210 individuals were engaged over eight weeks in early 2021 (Board, self-advocates, families/caregivers, employees, external stakeholders, and leadership team)
- Our new Vision Statement is: **“A world where all people with diversabilities thrive.”**
- Our new Mission Statement, encompassing everything we do, is: **“Through an unwavering commitment to delivering high quality services with integrity, to actively support as many people with diversabilities as possible in their journey to lead thriving lives.”**
- All key pillars, our Strategic Goals are: **Housing, Employment and Contribution, Genuine Connection, and Support for Families**
  - Next steps involve determining how these will be measured
- At next year’s AGM, we’ll report progress relative to results-based measures for each goal

## BUSINESS MEETING

### 1. APPROVAL OF MINUTES

<b>Motion:</b>	To approve the minutes of the September 28, 2020 Annual General Meeting
<b>MSC:</b>	Neil Cutler/Marg Fraser

- Discussion:
  - None

### 2. PRESENTATION OF 2020/21 FINANCIAL STATEMENTS

- Paul Best (Treasurer) thanked and welcomed Cory Vanderhorst of MNP, who co-presented the audited financial statements at March 31, 2021 and summary overview of NACL’s financial status
  - The statements were e-mailed to all members in good standing before the AGM and posted on NACL’s website
  - Paul thanked Cory for assisting NACL’s Finance Committee to better understand risk management and conflict of interest from the Board’s perspective
    - With NACL now a \$15M+ organization, processes are necessary to manage and have oversight over our finances
- Cory thanked the Board/members for tonight’s invitation, and NACL staff for helping MNP complete the annual audit in a second pandemic year
- Both Cory and Gary Edwards (NACL Accountant) reviewed the statements



- **Independent Auditor's Report**
  - Standard qualified opinion remains re classifying certain liabilities (\$2.6M) as long-term debt rather than current liability
  - All else meets GAAP/Canadian standards
- **Balance Sheet (Statement of Financial Position) – Page 1**
  - NACL's Operating Fund (cash) was \$1.82M at March 31, 2021
  - Investments were \$343K for the year
  - Internally restricted cash (reserves) were \$184K
  - Externally restricted cash was \$333K (includes Gaming and capital asset funds, plus some BC Housing reserves)
  - Unrestricted Fund Balance at the end of the year was over \$1.4M
  - Current assets were up to \$2.3M from \$1.9M last year
  - Capital assets were \$12M, and total assets \$15M
  - Current liabilities were \$3.6M and long-term debt \$3.2M, for \$6.8M in total liabilities
  - Equity noted in fund balances was \$8.5M
  - The statement balances at \$15M
  - Uplands completion had considerable impact; line of credit will likely become a third party mortgage of \$1.8M in the current fiscal
- **Statement of Operations and Changes in Fund Balances – Page 2**
  - Revenue increased to \$16M, mainly attributable to more services/sites
    - Received more funding from CLBC and MCFD for adult and children/youth services, pandemic pay for staff, and Uplands being fully up and running (with BC Housing providing a \$1.4M forgivable loan towards completion)
  - Expenses increased to \$14M, mainly due to increases in Home Share contractor fees (from \$2.7M in 2020 to \$3.6M in 2021) and to wages and benefits (now \$8.5M from \$7.1M last year) resulting from 5% increase and \$225K pandemic pay to union staff plus payout to Admin staff
    - It was also first year of operation for Westwood Home and the Sherwood/Nottingham duplex
  - Excess of revenues over expenses = \$1.8M
  - Our Operating Fund balance at the end of the year was over \$1.4M
  - Overall Fund Balance at beginning of year was \$6.7M, and at end of year was \$8.5M
    - Completion of Uplands impacted growth – including the forgivable mortgage
- **Statement of Cash Flows – Page 3**
  - Shows sources and uses of cash
  - Cash receipts from operations was \$14M
  - There was no increase to long-term debt
  - Advances for demand loan relates to Uplands
  - Financing generated for the year was \$781K
  - Increase of cash resources (\$973K) + cash at beginning of year (\$847K) = end-of-year cash resources of \$1.8M
- **Notes to the Financial Statements**
  - **Note #3** – Required to say re financial instruments
  - **Note #4** – We expect to write off \$175K for Cedar Opportunities Cooperative (COCO Café) at some point; discussed and will be handled by the Finance Committee/MNP



- **Note #7** – Capital assets (net book value) for 2021 increased to \$12.2M, due to finishing Uplands
- **Note #11** – Details long-term debt
- **Note #14** – Disclosure of employee remuneration of over \$75K/year, which comprised three positions in 2021 totaling \$315.8K
  - 114 Home Share contracts represent \$3.6M on the Income Statement; they do not impact this line item
- **Note #17** – Describes COVID-19 impacts
- Closing comments:
  - NACL’s books are in excellent shape; we continue to grow our wealth/value/cash, which provides opportunity to move forward with our new Strategic Plan
  - NACL was in a strong position going into a time of uncertainty, ably handling what came since; however, COVID-19’s financial impacts will be reflected next year though we’re entering the new fiscal on a positive note
  - Questions/comments?
    - Gary thanked MNP’s audit team (particularly Mike Bonkowski) for their support and responsiveness
    - Cory replied that MNP enjoys assisting us each year
- The Auditor’s Report is accepted by the Board, not the membership – therefore, no motion is required

**5. APPOINTMENT OF AUDITORS**

- Paul Best (Treasurer) made the motion to appoint MNP as NACL’s auditing firm for the coming year

<b>Motion:</b>	To appoint MNP as the auditors for the 2021/2022 fiscal year
<b>MSC:</b>	Paul Best/Neil Cutler

- Discussion:
  - None

**7. PROPOSED CHANGES TO BYLAWS**

- Kirsten J. Madsen (Secretary) presented this section of the meeting
- The following changes and one addition to the definitions are proposed – mostly of a housekeeping nature:
  - **Article VI, Section 2(a)** – request removing specific reference to the Executive Committee in that clause, and also correcting typo “in dependently” to the intended “independently”
    - With the Board relatively small, there is no current need for an Executive Committee; the previous clause would allow for reinstatement if deemed needed
  - **Article IX, Section 3** – changing “who are developmentally disabled” to “with diversabilities” to align with the new language in the Strategic Plan, thereby also necessitating defining diversabilities as **Article 1, Section 1(a) vii** and cleaning up the ordered list/punctuation within that section (impacting **Article 1, Section 1(a) vi** with the addition of a semi-colon followed by “and”)



<b>Motion:</b>	To approve the proposed changes to NACL’s Bylaws as presented
<b>MSC:</b>	Kirsten J. Madsen/Paul Best

- Discussion:
  - None

## 7. ELECTION OF DIRECTORS

- Phyllis Horn (Vice President) presented this section of the meeting, noting that active Board recruitment continues

### A. Board Member Farewells/Changes

- Paul Best is retiring from NACL’s Board of Directors after his most recent nine years of service
  - Paul first became involved with NACL around 1989, when asked to help train staff for some of our organization’s first residences
  - He initially joined the Board of Directors in 2004, taking a 1.5-year break from 2010-2012 – serving as Director, Vice President, President (from 2007-2009), and Treasurer within his two tenures
  - Quotes were read and appreciation shared, thanking Paul for his immense knowledge of, dedication to, and passion for this sector – as well as his immeasurable contributions to NACL as both a mentor and friend
  - Paul thanked everyone and reminded us to never stop advocating, as many people with diversabilities live in poverty and/or in precarious housing – never be more about the “business” than the people

### B. Election of NACL Directors

- The election of the Board of Directors is a critical piece of our organization, governed by NACL Bylaws (revised last year)
- Phyllis reminded everyone of NACL’s Bylaw Article IV, Clause 2, which states:
 

***“The Board of Directors shall consist of such number of Directors as determined by the Board from time to time, and in no case less than five (5) and no more than eleven (11) Directors.”***
- In addition, Article IV, Clause 6 states:
 

***“All nominations for Director must be made in writing and received by the President a minimum of fourteen (14) days in advance of the Annual General Meeting:***

  - a) Anyone nominated to the Board must be a member in good standing of the Society at the time of being nominated and must consent in writing to the nomination.***
  - b) A person can only be nominated by a member in good standing of the Society; and***
  - c) Nominations for Director from the floor at Annual General Meetings are not permitted.”***



- Board Nominees bios were e-mailed to members in good standing before the AGM and posted on NACL’s website
- The slate of names (alphabetically by last name) presented for consideration is as follows:

**Neil Cutler**  
**Margaret (Marg) Fraser**  
**Phyllis Horn**  
**John Jessup**  
**Daniel (Dan) Johnston**  
**Kirsten J. Madsen**

- The Board was appointed by acclamation

<b>Motion:</b>	That the slate of nominees being: <b>Neil Cutler, Margaret (Marg) Fraser, Phyllis Horn, John Jessup, Daniel (Dan) Johnston</b> , and <b>Kirsten J. Madsen</b> be accepted as Directors for the fiscal year 2021/2022, pending completion of due diligence where applicable
<b>MSC:</b>	Phyllis Horn/John McNeill

**6. NEW BUSINESS FROM THE FLOOR**

- None

**CONCLUDING REMARKS/ADJOURNMENT**

- A short snippet of the 36-minute “NACL Reflections” video, produced as part of our 35<sup>th</sup> anniversary celebrations, was shown (featuring person served/member Leanne Fraser)
  - The full video will be officially released during Community Living Month in October
  - The clip brought us full circle from the Uplands groundbreaking ceremony, demonstrating the positive impact both that project and our programs (i.e. employment) have had
- Dan Johnston (President) thanked everyone for attending, noting the meeting couldn’t close any better than with Leanne’s remarks
  - Requested the new Board convene via Zoom for a post-AGM meeting following adjournment

<b>Motion:</b>	To adjourn NACL’s 35 <sup>th</sup> Annual General Meeting at 8:05 p.m.
<b>MC:</b>	Dan Johnston

CHAIR – SIGNATURE

DATE