39th annual general meeting minutes

September 22, 2025 – 7:00 p.m.

Voting Members:	Leanne Fraser, Dave Fraser, Marg Fraser, Colin Dal-Santo, Tracie St. Luke, Kirsten J. Madsen, John Jessup, Neil Cutler, Wendy Merler, Andréa Coutu, Marilyn Chapman, Robin Chapman, Jacquie Howardson, Glen Husband, Dan Johnston, Wendy Merler, Jeff Solomon
Proxy Members:	John McNeill ▪ Named the Chair (Dan Johnston) as Proxy
Joining Members:	None
AGM Chair:	Daniel (Dan) Johnston
Executive Director:	Graham Morry
Meeting Recorder:	Marlena Stewart (Executive Assistant)
NACL Staff:	Graham Morry, Angela Trimble, Marlena Stewart, Peter Letts, Dawn McKee, Jennifer Carano, Barb Barry
Guests:	Cory Vanderhorst (MNP), Graham Roberts (MNP), Farrell Gilmour (MNP), Tariq Ijaz

Call to Order/Opening Remarks

- President Dan Johnston introduced himself, opening the 39th Annual General Meeting of Nanaimo Association for Community Living (NACL) held online (via Zoom) on September 22, 2025, calling the meeting to order at 7:01 p.m.
- Attendees were recognized and thanked for attending, and a territorial acknowledgement made:

> ***NACL is fortunate to operate on the traditional, ancestral, and unceded territory of the Snuneymuxw Nation. We provide services to Snuneymuxw, Snaw-naw-as (Nanoose), Stz'uminus, and the Mid-Island Metis Nation.***

- Housekeeping items were noted:
  - Chat feature is enabled at the bottom of the screen – please use if desired
  - All participants are requested to mute their mics if not speaking
  - Voting will be done via online polling
    - If more than one person is attending via the same Zoom session, it is assumed that all are voting the same way unless declared otherwise via the chat
    - The "hand up" command can also be used for additional people to vote affirmative
- Marlena Stewart (Executive Assistant) was nominated to be the meeting's recording secretary

Motion:	To appoint Marlena Stewart as recording secretary for the September 22, 2025 Annual General Meeting	
	MSC:	John Jessup/Glen Husband

- One (1) member submitted a proxy declaration for tonight's meeting, naming the Chair (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) spoke to the report provided with the meeting package
    - Dan noted that NACL's success comes from the collaboration and dedication of our Board, Staff, and Members
    - We're embarking on interesting, exciting times – renewing our Strategic Plan, successive initiatives re programming and properties
    - We may be facing unsettled times due to fiscal pressures with funding, but history indicates our cautious yet innovative spirit (and support from within) will help us rise above all challenges to be a top performing agency in our sector
- Graham Morry (Executive Director) reflected on the year
    - Reflecting on coming into his 35th year with NACL, Graham appreciated our visionary Board and dedicated Staff – who've always been willing and able to pivot based on sector and service needs
    - The needs of those we support are dramatically changing, with more mental health and drug addictions than ever before that are now becoming increasingly core to our services
    - We've responded with cutting-edge, timely, self-developed services (i.e. our Outreach services) – supporting more homeless/near-homeless people under CLBC's umbrella
        - We've added 60 apartments in the past year, and are aiming to take over operations of another non-profit society – all of which broadens our capacity
    - Year after year, we've proven we're solid and committed and committed to our vision, thanks to our Board's trust in management – which has allowed us to take reasonable but rewarding risks that have benefited our community by being able to step out of our comfort zone; NACL is recognized as a community leader for these reasons
- Q&A/comments:
    - None

2. PERFORMANCE ANALYSIS AND OUTCOMES MEASUREMENT SUMMARY REPORT

- The Performance Analysis and Outcomes Measurement Summary Report (called "Performance Review 2024/2025") was e-mailed to all members in good standing before the AGM and posted on NACL's website
- The "Public PAOM" is a shorter version of a larger report, where survey results plus Management, Program, PCP, and Efficiency Reviews are highlighted
    - Person Centered Planning goals are categorized into Quality of Life domains
- Questions/feedback:
    - None

BUSINESS MEETING

1. APPROVAL OF MINUTES

Motion:	To approve the minutes of the September 23, 2024 Annual General Meeting	
	MSC:	Neil Cutler/Kirsten J. Madsen

- Discussion:
  - None

2. PRESENTATION OF 2024/2025 FINANCIAL STATEMENTS

- Kirsten J. Madsen (Treasurer) welcomed Cory Vanderhorst (Regional Assurance Partner) of MNP, who asked Graham Roberts (Assurance Services, who managed this year's audit) to present the audited financial statements at March 31, 2025 with a 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
- Highlights from the statements were shared on screen:
  - Statement of Financial Position (Balance Sheet)
    - At fiscal year-end, NACL had $5.1M in cash
    - The Palmer Road property was for sale
    - Liabilities have been consistent year over year
    - Total assets = $21M
    - Fund balances were reviewed:
      - Capital asset investments = $3.1M
      - Internally restricted balances = $222K (dedicated to capital replacements)
      - Externally restricted balances = $6.9M (includes reserves for maintenance of BC Housing properties and the BC Housing forgivable mortgage re the original Uplands housing development, being amortized over 15 years)
      - Unrestricted funds = $3.3M
  - Statement of Operations and Changes in Fund Balances (Income Statement)
    - Statement is broken up by Operating, Gaming, Capital Assets, and Reserves
    - Shows solid growth in revenue and programming,
    - BC Housing revenue includes interest related to the forgivable Uplands loan
    - Operating fund (revenues) = $23M
    - Expenses = $22M (represented mostly by wages/benefits)
      - Staff wages increased by 18% over last year ($2.2M)
    - Total revenue increased by $3.3M
    - Interfund transfers include transfers from Gaming fund for program costs (Snoezelen Room), long-term debt principal payment, replacement reserves, capital asset purchases, and transfers to other reserves
    - End of year fund balance = $13.5M (compared to $12.2M in 2024)

- Statement of Cash Flows
  - Cash for operating activities = $1.4M
  - Statement also shows Financing (advances/payments of long-term debt) and Investing (purchase of and proceeds on disposal of capital assets, and increases in restricted cash)
  - Cash resources at year-end = $5.1M (compared to $4.8M last year)
- Audit report is qualified because of the long-term debt, which is due on demand
- Questions/feedback:
  - None
- The Auditor's Report is accepted by the Board, not the membership – therefore, no motion is required

3. Appointment of Auditors for 2025/2026

- Kirsten J. Madsen (Treasurer) made the motion to appoint MNP as NACL's auditing firm for the coming year

Motion:	To appoint MNP as the auditors for the 2025/2026 fiscal year	
	MSC:	Kirsten J. Madsen/Jacquie Howardson

- Discussion:
  - None

4. Special Resolution – Extension of Daniel (Dan) Johnston's Board of Directors Term

- John Jessup (Vice President) presented this section of the meeting
- Information regarding this Special Resolution was sent to all members as part of the AGM package on September 8, 2025
- Per Bylaw Article IV, Clause 3:

> ***"Except when authorized by special resolution, no member of the Board shall be eligible to serve as a Director beyond a period of ten (10) consecutive years."***

- Further to this, Article IV, Clause 4 reads:

> ***"Following a period of at least one (1) year during which an individual has not served as a Director or Officer, they may again be elected as a Director or Officer."***

- Daniel (Dan) Johnston has served on NACL's Board since 2015, having been our President since 2019
- If approved, this Special Resolution would enable Dan to serve up to two (2) more years on NACL's Board of Directors, as elected officer terms are for two (2) years per Bylaw Article IV, Clause 8(a), which states:

> ***"The Officers of the Society being the President, Vice President, Treasurer, and Secretary, shall be elected at a meeting of the Directors held immediately following the Annual General Meeting according to the following schedule:***
>
> ***The President and Treasurer shall be elected in odd number years and, subject to re-election as a Director in the subsequent year, shall serve for a term of two (2) years; and***
>
> ***The Vice President and Secretary shall be elected in even number years and, subject to re-election as a Director in the subsequent year, shall serve for a term of two (2) years.***
>
> ***If an officer resigns as an Officer prior to the completion of her or his term as Officer, or for any reason ceases to be a Director, the Board shall appoint another Director as replacement for the remainder of the term."***

- Being an odd numbered year, the positions of President and Treasurer are due for re-election.
- With NACL in a pivotal year of change with our Woodgrove Senior Citizens Housing Society (WSCHS) partnership, our next Uplands development ready to break ground, and with significant changes to NACL's Senior Management anticipated within the next few years, our Board of Directors would appreciate having Dan remain for continuity and stability
- Dan's passion for NACL and his desire to help guide NACL's future direction are welcomed and wanted during this exciting era for our organization

Motion:	To extend Daniel (Dan) Johnston's term on the NACL Board of Directors for up to two (2) more years
	MSC: John Jessup/Kirsten J. Madsen

- Discussion:
  - None

5. Election of Directors

- Marg Fraser (Secretary) presented this section of the meeting

A. Board Member Farewells/Changes

- Both John Jessup and Tracie St. Luke will be stepping down from NACL's Board of Directors tonight
  - John has been on our Board since July 28, 2021 (first as Director, then Vice President), and Tracie since December 6, 2022 (as Director)
  - Both were thanked for their immense passion for and dedication to NACL and its mission; they will be deeply missed
- Graham relayed connection with Tracie through her son plus Coastal Community Credit Union, appreciating her constant support through the years; and John being instrumental (as our Project Manager) for making our first Uplands development happen – giving us the foundation/courage for future housing growth
- Dan echoed all sentiments, wishing them both the best in their future endeavors
- Tracie thanked everyone for the honour of her Board experience, noting she'd still like to support business endeavors and community activities

- John's parting words were "The value of a consultant is always worth what you pay him…"

B. Election of NACL Directors

- The election of the Board of Directors is a critical piece of our organization, governed by NACL Bylaws
- Marg 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:

Marilyn Chapman
Neil Cutler
Colin Dal-Santo
Margaret (Marg) Fraser
Jacqueline (Jacquie) Howardson
Daniel (Dan) Johnston
Kirsten J. Madsen

- The Board was appointed by acclamation

Motion:	That the slate of nominees being **Marilyn Chapman, Neil Cutler, Colin Dal-Santo, Margaret (Marg) Fraser, Jacqueline (Jacquie) Howardson, Daniel (Dan) Johnston**, and **Kirsten J. Madsen** be accepted as Directors for 2025/2026, pending completion of due diligence where applicable
	MSC: Marg Fraser/Colin Dal-Santo

6. Proposed Bylaw Changes re Borrowing

- Dan Johnston (President) presented this section of the meeting
- Information regarding the proposed changes was sent to all members as part of the AGM package on September 8, 2025
- The Board requests revisiting the articles related to Borrowing (within Article IX); specifically, altering Clause 1 and removing Clause 2 as follows:

1. ***In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, ~~but subject to subsection 2 below,~~ by the issue of debentures or other security documents.***

~~***2. The Society may borrow and secure the repayment of up to an aggregate maximum of $5,000,000 in any fiscal year of the Society by the issue of debentures or other security documents as may be determined by the Board of Directors, without obtaining a special resolution of the members. Any borrowings in excess of $5,000,000 in aggregate in any fiscal year of the Society proposed to be secured by the issue of debentures or other security documents will require prior approval by special resolution of the members.***~~

- The current $5 million borrowing limit before requiring membership approval is increasingly limiting, given today's financial realities and NACL's growth
- Further to discussions with MNP, removing the noted Bylaw does not remove oversight, with borrowing governed by internal Board policy and lending limits set by financial institutions
- This also aligns NACL with current common practice in other non-profit organizations, which typically do not include borrowing limits in their Bylaws
- Leaving this to the discretion of the Directors:
  - There would be policy put in place, with limits to be passed by the Board
  - Practically, most financial institutions know an organization's borrowing capacity, and have built-in safeguards
  - This is currently best practice for societies such as ours, especially on our current path
- The proposed changes recognize NACL as already well-governed through Board decisions, internal policy, and financial institution safeguards; removing the Bylaw simplifies administration without reducing accountability

Motion:	To amend NACL Bylaw Article IX, Clause 1 and remove Article IX, Clause 2, as presented
	MSC: Neil Cutler/Colin Dal-Santo

- Discussion:
  - None

7. New Business from the Floor

- None

Concluding Remarks/Adjournment

- A slideshow (produced by Integrated Services Manager Sean Enns and Executive Assistant Marlena Stewart) called "A Year in the (Thriving) Life at NACL" was shown, featuring stills from our social media posted this past year
  - Special thanks to our Persons Served, Staff, Home Share Providers, and pets of NACL for being our wonderful "source material"
- Final remarks from Dan and Graham:
  - We are excited to report on our new Strategic Plan next year
  - It has been another great year for NACL – we are solid and well-positioned for the future
- Dan Johnston (President) thanked everyone for attending, requesting that new Board convene via Zoom for a post-AGM meeting following adjournment

Motion:	To adjourn NACL's 39th Annual General Meeting at 7:59 p.m.	
	MC:	Dan Johnston

Chair – Signature **Date**