



## **76<sup>th</sup> Annual General Meeting (AGM) – April 22, 2023**

### **1. Welcome and Land Acknowledgement**

BCIA Board Chair, Jessica Morgan, PAg welcomed attendees to the 76<sup>th</sup> BCIA Annual General Meeting of the BC Institute of Agrologists in Kamloops, introduced the staff of BCIA, and acknowledged Brian Mauza, PAg as Moderator and Rob Kupchanko, PAg as Parliamentarian for the meeting.

The Chair recognized Earth Day and respectfully acknowledged the following:

“I would like to begin by acknowledging and expressing great gratitude that today we are gathering in Tk'emlúps te Secwépemc. As part of the larger Secwepemcúl'ecw, this area is known as the place where the rivers meet. Since time immemorial, the people of the confluence have recognized, respected, and stewarded a healthy life for all that call this place home, and have shared these responsibilities with the neighbouring Nlaka'pamux to the south.

As we are a provincial body in what is colonially called British Columbia, I would like to expand that acknowledgement to all Indigenous nations in whose territories we live and work. From the home of the Taku River Tlingit and Tahltan in the far northwest to the Ktunaxa people in the southeast region we share the common value of respect for the earth and all that inhabit it. We recognize that to be truly sustainable the environment can't be siloed and compartmentalized. As was emphasized yesterday, and we know through our work, the land, the water, the air, are all connected. We must remember and embrace the Indigenous worldview of all our relations. This includes meaningful relationships with indigenous nations that are built on trust and shared learning, as well as relationships with each other, relationship with the territories we call home, and relationships with all things that make these places so special.”.

The 2022-2023 BCIA AGM Report was referenced during the meeting with the Chair indicating to all attendees, in person and online, the meeting was recorded. The hybrid meeting attendance was eligible for assigned professional development hours and qualifies as attendance towards the Articling Program for articling registrants.

Parliamentarian Rob Kupchanko, PAg outlined the housekeeping rules for in person and online attendees. Attendees were referred to the Rules of Order as listed in the AGM Report. Moderator Brian Mauza, PAg outlined the rules regarding in person and online questions and answers.

The BCIA Board is responsible for the strategic and professional direction of the Institute within the guidelines of the PGA and BCIA Bylaws. The President introduced the current 2022-23 Board members and expressed gratitude for their support throughout the year.

- Regional Electoral District 1 Councillors:

- Natasha Neumann, PAg; Rebecca Martin, PAg, Vice Chair
- Regional Electoral District 2 Councillors:
  - Jessica Morgan, PAg, Chair; William Shaw, PAg
- Regional Electoral District 3 Councillors:
  - Warren Mills, PAg; Kirk Phair, PAg, Treasurer; Yasemin Parkinson, PAg
- Government Appointed Lay Councillors:
  - Aiden Wiechula, RPF; Brock Endean; Carla Corbett Schiller, RPBio; and Matthew Voell, J.D.

Jane Kerner served for a second year as the immediate Past-Chair and was a non-voting Registrant Board Member.

**In Memoriam:** There was a moment of silence in recognition of: Verner Winger; Jennifer Karmona; Bakhshish Dosanjh; Vic Wright and any other registrants or previous registrants who have passed away this past year of whom BCIA was not aware of.

***The President called the meeting to order at 9:13 am***

## **2. Ministerial Greetings**

Ministerial video greetings were presented:

- The Honourable George Heyman, Minister of Environment and Climate Change Strategy
- The Honourable Pam Alexis, Minister of Agriculture and Food

## **3. Confirmation of Quorum**

Parliamentarian Rob Kupchanko, PAg confirmed 82 in-person eligible voting registrants in attendance and 279 online eligible voting registrants, thereby confirming quorum of which a minimum of 5% is required. Registrants were referred to the Rules of Order, pp 5-7 of the AGM Report.

The Chair noted that the following reports included in the BCIA AGM Report did not require a motion to accept them: Chair, CEO/Registrar, Deputy Registrar, Communications Officer, and Committees. These reports were received by the Institute and questions taken at the end of the meeting. If any additions to the agenda, these were added to Agenda #17 - Other Business.

## **4. Adoption of Agenda**

***Motion to adopt the agenda as presented. Carried***

## **5. Adoption of 2022 AGM Minutes**

***Motion to adopt the 2022 AGM Minutes as presented. Carried***

## **6. Chair's Report**

The Chair directed registrants to pages 16-17 of the AGM Report for the report. The highlight of 2022 was the enforcement of Reserved Practice on September 1<sup>st</sup> with countless hours of volunteers at various levels and capacities contributing to this milestone. For the next year, the Strategic Plan will undergo a review and new staff will be introduced through newly created positions. Thank you to the current staff for their hard work and accomplishing major tasks assigned to them.

## 7. CEO and Registrar's Report

JP Ellson, CEO/Registrar ("CEO") and In House Legal Counsel directed Registrants to page 18 of the AGM Report for the report. The CEO highlighted the following:

- 25% growth in the last six years; third largest agrology institute in Canada
- Applications have increased substantially with 2023 expected to be another record year
- The office lease was renewed as new office space was not needed due to two remote positions

## 8. Business Arising from the 2022 AGM

The Chair noted that there was no business arising from the 2022 AGM.

## 9. Treasurer's Report

### Financial Position as of December 31, 2022

Treasurer, Kirk Phair, PAg thanked both previous employees Seija Laukkanen and Tess Karuvetti for their work with the finances this past year. The Treasurer mentioned that one of the key deliverables of a BCIA AGM is the presentation of an audited financial statement, yet this could not be presented today. As part of the BCIA Bylaws it must be presented and be reviewed for feedback so there will be a continuation of the meeting at a later date, to be announced. Padgett is currently working on the financials and the statements are expected to be ready early June for a continuation of a meeting later that month.

The Chair presented the financial position of the Institute as of December 31, 2022 showing expenses and revenues comparing 2022 and 2023 budgets.

### 2022 Branch Financials

The Treasurer presented the unaudited 2022 Branch Financial Statements.

### Appointment of Auditor for the 2023 Fiscal Year

As required by BCIA Bylaws, an appointment of an auditor is needed. It is recommended to appoint BDO as the auditor for 2023.

***Motion to appoint BDO as the auditor for the 2023 fiscal year. Carried***

### Annual Fees

There was no annual fee increase for 2024.

**Action:** based on the questions posed from the floor the Board, in consultation with the Executive Committee, will review and discuss the current Investment Policy to ensure BCIA's investing practices are aligned with its values.

## 10. Committee Reports

The President acknowledged gratitude to all committee members and referred registrants to the committee reports on pages 23-29 of the AGM Report.

## 11. Consideration of Submitted Resolutions

No resolutions were submitted by the deadline for consideration at this meeting.

## 12. Questions from the Floor

Questions from the floor regarding the reports from the various committees were invited. There were no questions presented. Questions from the other reports are provided at the end of these meeting minutes.

### **13. Report on Board Election Results**

One vacant position in District 3; one nomination was received and vetted through the Nomination Committee. The incumbent Board member was acclaimed for a three-year term – congratulations to Warren Mills, PAg. Next year all three Districts will have vacant positions.

### **14. Introduction of 2023-2024 Board & Recognition**

The President introduced the 2023-2024 Board as follows:

- Regional Electoral District 1 Board Members:
  - Natasha Neumann, PAg; Rebecca Martin, PAg and Chair
- Regional Electoral District 2 Councillors:
  - Jessica Morgan, PAg and Past Chair; William Shaw, PAg
- Regional Electoral District 3 Councillors:
  - Warren Mills, PAg; Kirk Phair, PAg and Treasurer; Yasemin Parkinson, PAg
- Government Appointed Lay Councillors:
  - Aiden Wiechula, RPF; Brock Endean; Carla Corbett Schiller, RPBio;

Matt Voell, J.D stepped down as a Lay Board Member. We thank Matt for his contributions on the Board. Jane Kerner stepped down as Past Chair; we thank Jane for her wisdom and contributions on the Board.

Due to not formally adjourning this meeting, this new Board structure will commence once the formal adjournment of the AGM takes place.

### **15. Location of 2024 Conference**

The 2024 Conference will be held in Nanaimo at the Nanaimo Conference Centre, May 8-10 as part of the BC Land Summit in partnership with four other professional organizations. The 77<sup>th</sup> BCIA AGM will be held in conjunction with the Land Summit. In 2025 BCIA has partnered with ASTTBC in the Kootenay Branch area.

### **16. Recognition of New PAgS, TAgS, and LLAgs**

Congratulations were extended to newly minted PAgS, TAgS, and LLAgs. A listing may be found in the AGM report pages 43-46. In addition, there were 25-year recognitions for Bruce Hupman and Jacqueline Rasmussen.

### **17. Other Business**

No other business was discussed. Further questions were presented from the floor and are provided at the end of these meeting minutes.

### **18. Announcement of new Board Chair**

Jessica Morgan, PAg welcomed Rebecca Martin, PAg, as BCIA's new Board Chair. Rebecca will advance to the position of Chair at the end of the 2023 AGM. Rebecca shared comments on the next steps and her vision for BCIA, and thanked Jessica and Jane Kerner, PAg for their assistance in preparing her for the position of Chair.

## 19. Adjournment of AGM

**Motion** to adjourn the meeting at a date to be determined, to be no later than June 30, 2023 to receive, review and approve the 2022 Audited Financial Statements. **Carried**

Meeting adjourned at 10:45 am

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## Continuation of the 2023 Annual General Meeting (AGM) – January 16, 2024

### 1. Call to Order and Land Acknowledgement

The Board Chair, Jessica Morgan, PAg, RPBio called the meeting to order at 12:02 pm and for purposes of location of this AGM the meeting is deemed to occur at the BCIA head office in Langford BC. Consequently, the Chair acknowledged with respect that, “we live on and report from the traditional territories of the Lkwungen (Lekwungen) People who are now known as the Esquimalt and Songhees Nations. Historically, Lkwungen means ‘place to smoke herring’. By making our home and sharing stories on Lkwungen Territory we take on a role that comes with responsibilities to the land”.

### 2. Introductions

Staff, the Board of Directors, and Brenda Black on behalf of the Office of the Superintendent of Professional Governance, joined the meeting. Attendees were reminded the meeting is a continuation of the April 22, 2023 AGM and is intended to present the audited financial statements for 2022. Since adjourning sine die on April 22, 2023, the board has maintained its composition except for the resignation of Aiden Wiechula, RPF, previous Lay Member.

### 3. Confirmation of Quorum

Parliamentarian Rob Kupchanko, PAg noted that Robert’s Rules of Order and outlined the rules and format in receiving online questions, then confirmed 247 eligible voting registrants online thereby confirming quorum of which a minimum of 5% is required.

### 4. Adoption of Agenda

**Motion** to adopt the agenda as presented. **Carried**

### 5. Treasurer’s Report – Summary of the 2022 Financials

#### Presentation of 2022 Audited Financial Statements

Treasurer Kirk Phair, PAg reviewed a Statement of Operations and summarized the 2022 Audited Financial Statements that were prepared by BDO. New financial policies will be drafted and posted to the website when finalized.

#### Financial questions from the floor

Financial questions provided at the end of these meeting minutes.

#### Adoption of the 2022 Audited Financial Statements

**Motion** to adopt the 2022 Audited Financial Statements as presented. **Carried**

It is noted that the delay in receiving the statements and closing the 2023 BCIA AGM today did not vastly impact the terms for any of the Board of Directors. The incoming Chair, Rebecca Martin, PAg had been transferred select Chair duties from Jessica Morgan, PAg, RPBio since April 2023.

#### **6. Introduction of the new board Chair**

Rebecca Martin, PAg shared comments relating to her upcoming term as the Board Chair. The position will start immediately upon the commencement of this meeting.

#### **7. General questions from the floor**

General questions provided at the end of these meeting minutes.

Meeting adjourned at 1:07 pm

*Questions and Answers - pages 7 to 9*

## **76<sup>th</sup> BCIA AGM Questions and Answers – April 22, 2023**

### **1. Why was there a delay to receive the 2022 Audited Financial Statements?**

Three main reasons: staff capacity with an employee leaving earlier in the year, changes by the federal government in the way audits are done for non profit organizations and an earlier AGM than typical resulted in a tighter timeframe to produce the documents.

### **2. Could you explain why the 'Total PD and Member Services' line is lower in 2023 than 2022?**

Indigenous training courses hosted by BCIA were reduced as the final deadline was approaching. The gain was net '0' with a course fee to cover the expenses.

### **3. As a regulatory body can the Institute accept sponsorships?**

There are sponsors to support our annual conference but what is new is a service agreement between BCIA and Investment Agriculture Foundation (IAF) to deliver on professional development in select topics. IAF has graciously supported this annual conference as well.

### **4. Why is the communications/outreach line significantly less than last year?**

There is increased social media presence and boosting of ads which allows for more exposure and decreasing overall costs than before.

### **5. How many full-time employees (FTE) are there in the office and why the increase in salaries?**

There are currently three FTE employees. Next week a Provincial PD Coordinator will be added as the fourth. The communications tasks are contracted out. A new position as Deputy Registrar/Compliance Officer will be available soon for a total of five FTE employees by mid year.

### **6. How is advertising revenue generated?**

Employment listings require a \$200 fee to post on behalf of other organizations.

### **7. Are we expected an increased return on the GIC interest?**

The interest rate has increased to 4% so an increased return is expected.

### **8. Is there an opportunity to invest in a more firm account with higher interest, and laddered? Consider investing in non-liquid assets such as real estate? What about ethical investing?**

There is an Investment Policy that indicates short term conservative investment vehicles. Biannual meetings with investment reps assist with decisions. Anything outside of the policy would need to be reviewed.

### **9. Why types of activities are assigned to 'Other Services and Projects'?**

This covers contracting services such as HR consulting, Practice Areas consultant etc.

### **10. What is the name of the bank that the Institute deals with?**

It is Royal Bank of Canada (RBC).

### **11. Why did we need to switch financial auditors from KPMG to BDO?**

In Spring 2022 KPMG declined being BCIA's auditor just prior to the BCIA AGM so a vote could not be made at the event. BDO has been recommended to registrants and the motion to appoint BDO as auditor for the 2023 fiscal year was carried during the 2023 AGM business.

### **12. How is the conference location determined?**

This is based on the fair rotation between branches and when the BC Land Summit is being hosted. The intention is to make it accessible for all around the province.

### **13. Have there been any Duty to Report complaints?**

There have been 0 in 2022 yet one is currently in preliminary stages.

### **14. Is there liability or risk in holding two designations?**

Under the PGA you are only allowed to practice in areas that you are knowledgeable and competent in. The numbers are increasing of dual designations.

**15. How is BCIA working with the BC Public Service Agency (PSA) and BC Professional Employee Association (PEA) and government employees?**

A provincial advisory council meets on a quarterly basis for discussions. This group is mandated to be fully informed of the *Professional Governance Act* (PGA) and pass information on to government employees regarding mandatory registration and designations.

**16. How many BCGEU employees may be practicing in the reserved practice that need to be registered with the PEA?**

This number is not known but there may be many based on the phone calls received by the office. It will be a two plus year process to bring those practicing and not registered in to the fold.

**17. ALR and comments by Eveline Wolterson, PAg**

Eveline highlighted the significance of the Provincial Agricultural Land Commission and its 50<sup>th</sup> anniversary in April 2023. The Legislative Assembly of BC gave royal assent to the Land Commission Act, the first of its kind in Canada, that ushered in a program to preserve the province's limited but valuable farmland resource.

**18. Are there any concessions made for increased outreach regarding reserved practice?**

There is a budget in place for increased outreach/education and the Compliance Officer role will play a key part in this.

**19. Clarify the registrants ability to advocate.**

Restriction to advocate is only on the regulatory bodies. As an individual one must be very careful. Registrants are bound to a Code of Ethics under the PGA and this includes social media. The regulation of firms and the firms that employed registrants, including government employees, are bound by the code of ethics. As an agrologist, one is accountable for statements and actions at all times.

**Continuation of the 2023 BCIA AGM Questions and Answers – January 16, 2024**

**1. What are PD Revenue Sources?**

This is revenue generated from professional development offerings that have a charge related to registration.

**2. Will annual fees be reduced as membership increases in order to match other organizations such as EGBC?**

Difficult to compare with our partner organizations. It is better to compare to other agrology institutes across Canada. Fees will not go down; if increases it is aimed to be as minimal as possible. All regulators have been challenged to be compliant with the PGA.

**3. Salaries and Benefits for 2022 – can you confirm how many FTEs there were in 2022 and rate by FTE.**

There were five full time staff. Breakdown of salaries is confidential. Benefits are included in the line item.

**4. Is there a breakdown of costs between Board and Executive Committee expenses related to in person meetings?**

The Board meets quarterly with three of the meetings in-person. The Executive Committee only meet online so there are no expenses included in this line.

**5. With rising legal court costs in recent years is there a plan to increase the legal contingency fund? Is the fund held in cash or a GIC?**

Currently there is no plan to increase the fund. The fund is held in a GIC.

**6. Did the Canada Revenue Agency penalize BCIA for late payments? Not-for-profit organizations sometimes are lax in transferring controls between leaving and incoming CEOs.**

No, at this point there are no late payment fees.



**7. Can you comment on the security of the BCIA website as payments for renewals and events are done online - two factor authorization is not required.**

Staff is currently considering the two-factor authorization.

**8. Can the amended financial policies be shared with the registrants?**

So far, the changes have been operational with updated policies to be finalized, and when completed they will be posted to the BCIA website.

**9. Could you elaborate as to why there is this continuation of the 2023 BCIA AGM today?**

We were not able to complete the AGM on April 22, 2023 as we could not present the audited financial statements for approval. The 2021 financial audit was prepared by KPMG and just prior to the 2022 BCIA AGM, KPMG indicated they would not continue as our auditor. There was a challenge to secure an auditor for 2022 in time for the 2023 BCIA AGM. As per Bylaw 31 it is required to present financial audited statements so the 2023 BCIA AGM was put on pause to accommodate completion of the report. BDO was appointed as our financial auditor for 2023 thus they were asked to do the 2022 statements short notice thus it took this time to finalize.

**10. Will the continuation of the AGM have any repercussions with the new terms for board members?**

No, there has been no impact in the terms. The official hand over of Chair position is the only delay but the Board has operated in line with the Bylaws with select tasks assigned to the new Board Chair.

**11. How will the Board change oversight of the staff to ensure financial and other issues are prevented or caught in a timelier manner?**

Policies will be put in place and enhanced approval processes regarding financial payments/reconciliations with the Financial Officer providing oversight will address this.

**12. Is there any consideration to move the BCIA head office from Victoria to the Mainland?**

Moving offices to the mainland is not a viable option at this time. For new staffing positions, hybrid options are considered to attract talent across the province with the physical space to remain in Langford. It is a benefit to be close in proximity with the Office of the Superintendent of Professional Governance (OSPG) and other government offices.

**13. What are the plans to hire a new CEO?**

The Interim CEO, Jane Kerner, PAg is in place until September 2023. The Board will be working with staff to develop a plan for future staffing needs.