

CANDO Annual General Meeting

Wednesday, October 10, 2001
Fort William First Nation Bingo Hall, Thunder Bay, Ontario

DRAFT MINUTES

Board Member Attendance:

George Bohlender, Chair	Ray Wanuch, Vice-President
Elaine Chambers, Secretary-Treasurer	Vaughn Sunday, Director, Ontario
Geri Collins, Director, Southern B.C.	Cynthia James, Director, NWT
Dawn McEwan, Director, Nova Scotia	Tony Scribe, Director, Manitoba
Robert Campbell, Ex-Officio	Fred Wien, Ex-Officio
Fred Koe, C & B Committee	

Board Member Regrets:

Angie Stewart, Past President	Darrell Balkwill, Director, Saskatchewan
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Staff Members Attendance:

Ross Mayer, Executive Director	Veronica Vinge, CANDO Staff
Anna Classen, CANDO Staff	Karen Johnston, CANDO Staff
Beatrice Mathias, Recorder	

General Attendance:

Gary Aipelle	John Curley
Sim Akpialialuk	Debbie Dykstra
Stephen Ameyaw	Wendy Ellis
Mark Aquash	Lisa M. Francis
Louis-Joe Bernard	Sonia Gagnon
Kris Billy	Florence Gehue
Bruno Bond	Martha Gibbons
Vicki Boucher/Grant	Christoper Googoo
Leanne Brassard	George Goulet
Larry Casper	Chris Hemmingway
Eric Christmas	Keven Kanten
Alice Corbiere	Cheri Kemp-Kinnear
Terry Coyes	Sally Ledger
Peter R. Liske	Sharon Manitowabi
Collette Manuel	Donna Martin
Sherry Moreau	Tom Morrison
David Nevin	David Pasho
Chief John Peterson	Jeremy Pillon
Robert Ryan	Ron Scanlan
Barry Silver	Len Taylor
Trudy Taylor	Cindy Tom-Lindley
Ken Tourand	Lorraine Whitman
Fred Wiehs	Harvey Yesno
Charlotte Zack	Chris Levoy

1.0 OPENING AND WELCOME

The meeting commenced at 1:25 p.m. with President, George Bohlender, as Chair. The Chair confirmed that, according to 1991 Bylaws, a quorum had been established and that only full members may vote at this meeting.

2.0 REVIEW OF THE AGENDA

The Chair asked members to review the agenda and submit any changes or additions.

Motion 01.10.10.01

Fred Koe/Ken Tourand

THAT the agenda be accepted as presented.

Carried

3.0 2000 AGM MINUTES

It was noted that three names were missing from the 2000 AGM minutes and should be added.

Motion 02.10.10.01

Gerry Collins/Larry Casper

THAT the minutes for the 2000 AGM be approved, with the following amendment:

- That these names be added to the list of attendees: Ken Tourand, Dawn McEwan, and Keith Hamilton.

Carried

4.0 CANDO ANNUAL REPORT

The Chair asked members to refer to the Annual Report for the fiscal year ending March 31, 2001, which had been distributed earlier. A summary of activities follows:

- CANDO's membership newsletter is being produced 3-5 times/year.
- The website has been redesigned, and staff were acknowledged for making it more accessible to the membership.
- CANDO participated in the Aboriginal Canada Portal Project. The Chair recognized Angie Stewart and the award that she received on behalf of CANDO.
- CANDO maintains a resource library for EDOs with over 100 different titles available.
- Under the Technology for Economic Capacity (TEC) Project, computers and training were provided to EDOs, in western Canada, thanks to funding received from Western Economic Diversification. Nunavut also delivered a similar project, with support from CANDO.
- The Certified Aboriginal Economic Developer (AED) Program received over 500 inquiries last year. Currently, 80 participants are enrolled, 8 students have graduated, and more institutions want to become involved.
- There was good participation at the conference and AGM last year in Yellowknife.
- Regional training workshops have been held with the Department of Foreign Affairs and International Trade (DFAIT).

- CANDO produced the third edition of the Journal of Aboriginal Economic Development.
- The Aboriginal Education Opportunities Manual continues to be published annually.

The Chair also mentioned that the listing on page 4 of the Annual Report bears some correction. It should be noted that Cynthia Bertolin resigned in mid-March, and that Ross Mayer was appointed as Executive Director on an interim basis. In addition, Alfred Loon resigned in early March. The Chair also thanked the staff for their commitment to working on these projects.

5.0 2000 FINANCIAL STATEMENTS

Elaine Chambers, Secretary-Treasurer, provided an overview of the audit that had been completed by BDO Dunwoody (attached). She then asked if Members had any questions about the statements.

Fred Koe (Yellowknife) asked why the balance sheet (p. 3) lists a negative bank balance of \$61,716, and why the statement of reserves (p. 4) lists a transfer of \$50,000. The Secretary-Treasurer explained that some cheques had been written but had not been mailed out because CANDO was waiting for claims to come in.

Expenses and revenues were then reviewed separately for the National Indigenous Economic Education Fund (NIEEF) project. No questions were put forward.

Motion 03.10.10.01

Eric Christmas/Florence Gehue

THAT the audited financial statements for the year ending March 31, 2001 be accepted, as presented.

Carried

6.0 AUDITOR APPOINTMENT

The Secretary-Treasurer referred to two quotes that had been received regarding next year's audit. BDO Dunwoody provided a quote of \$6000 and the firm of Gordon C. Ferguson & Co. provided a quote of \$6100. Attendees were reminded that there was direction from the CANDO membership at the Yellowknife AGM to secure an Aboriginal firm.

Motion 04.10.10.01

Fred Koe/Eric Christmas

THAT CANDO contract the firm of Gordon C. Ferguson & Co. to conduct the audit for the fiscal year ending March 31, 2002.

Carried, 2 abstentions (Ken Tourand and Sherry Morrow)

Ken Tourand explained that his main concern was whether or not BDO Dunwoody would continue to sponsor the yearly conference. Elaine Chambers indicated that it was uncertain whether or not the firm would contribute its usual \$10,000 sponsorship for next year's conference.

Referring to unfinished business from item 4.0, the Chair asked for acceptance of the Annual Report.

Motion 05.10.10.01**David Nevin/Lorraine Whitman**

THAT the Annual Report for the year ending March 31, 2001 be approved, as presented.
Carried

7.0 PRESENTATION OF BYLAWS

The Chair provided an overview of the issues and concerns that were raised at last year's AGM:

- Lack of clarity on what the difference is between membership categories (e.g.: what determines full membership, and who determines this?).
- The need for membership guidelines.
- The need for an accountability structure.

The Chair described how CANDO has experienced significant growth over the last 10 years, going from an annual budget of \$400,000 and 2 employees to a current budget of \$2+ million and over 10 employees. CANDO is also providing more services to members (e.g. TEC, CED, OCN) and will continue to do so in the future. The 1991 Bylaws were intended for start-up purposes only, but given CANDO's growth, it is now time to update them. For example, in the early Bylaws, the Directors did not need to be members. Also, these Bylaws did not provide guidelines for the following items: election of Directors, codes of conduct, conflict of interest, and administrative structures of CANDO.

As such, a Constitution and Bylaws (C & B) Committee was created to review membership and election procedures and to propose a new accountability structure. The Committee was made up of two Board Members and five CANDO members. In addition, the Board provided feedback to this process and also developed a financial and administrative policy. An office policy and procedures manual is currently under development.

C & B Committee

The Chair of the C & B Committee, Fred Koe (President, NWT Development Corporation), provided a brief overview of the process that was used. A summary of his presentation is as follows:

- The C & B Committee consists of the following individuals: Robert Lagasse (Southern BC), Verna Billy and Bonnie Watts (Nicola Valley Institute of Technology), Catherine Johnson (Quebec), Geri Collins (CANDO Director - Southern BC), and Darrell Balkwill (CANDO Director - Saskatchewan Director). The Committee also received assistance from George Bohlender (CANDO President and Director – Nunavut), Ross Mayer (Executive Director) and Thomas Droege (Consultant).
- The Committee first met by conference call to clarify its mandate. In May, they met in Richmond, BC, to review current practices.
- The Committee developed a set of principles and draft documents for Bylaws, election procedures, committee structures, and codes/roles governing CANDO Directors.

- The first drafts were completed by June and a series of conference calls were held during June and July to review the proposals.
- Legal counsel was brought in to ensure the proposed Bylaws were legal and consistent with federal legislation.
- In August, the Board approved a package containing the draft Bylaws, a membership chart, and a detailed election procedure, which was then sent to all members across Canada.

Fred Koe thanked Committee members and CANDO staff for their contributions to this process.

Proposed Bylaws

The Chair referred to the draft Bylaws contained in the AGM package (attached). The significant changes were outlined as follows:

- Incorporating CANDO's Mission and Objectives into the new Bylaws – in the past, these items were adopted separately from the old Bylaws (see Article 1, p. 2-3 of the new Bylaws).
- The nine former Membership Categories have been amalgamated into three categories (full, associate and organizational members) (see Article 3, p. 5-6).
- Three tests or criteria will be used to determine Full Membership: 1) an individual who is 18 years old, residing in Canada; and, 2) whose job is to provide community economic development work for the community and is employed by an Aboriginal community or organization that is at least 50% Aboriginal controlled; or, 3) an individual whose job is community economic development work for the community and who is employed by a Public Government that has a majority of Aboriginal People (e.g. Nunavut, NWT or Nisga'a).
- Associate Membership will include individuals other than Full Members.
- Organizational Membership is a corporation, association, educational institution, First Nation, Tribal Council, Metis Local, Metis Settlement, and all other organizations and agencies.
- Although not a part of the new Bylaws, a membership chart was developed to assist in determining these new categories.
- A Membership Committee will be created by the Board, consisting of three people (at least one Board Member) to: review appeals, develop the membership form, advise on membership fees, develop a recruitment strategy, and determine the legitimacy of a request for the removal of a Member (see Article 4, p. 6-7).
- The section on the Rights of Members stipulates that only Full Members may vote (see Article 5, p. 7).
- Guidelines for the Withdrawal of Members can be found under Article 6, p. 9.
- It was proposed that the Board of Directors would consist of no less than 10, and no more than 15 Members. The current structure of the Board consists of one from each province and territory and 1 for the four Atlantic Provinces (see Article 7, p. 9-10).
- The Powers of the Board will include governing the affairs of CANDO, and overseeing the work of the Executive Director (see Article 8, p. 10-12).

- Guidelines for the Election and Term of Board of Directors can be found under Article 9, p. 12. At the first election, some Directors will be elected for a two-year term, and some for a three-year term. After that, all terms will be for three years with a maximum of three consecutive terms.
- Changes to the make-up of the Executive Committee structure can be found under Article 10, p. 13. The Executive Committee will oversee the day-to-day activities of the Executive Director, in accordance with CANDO Policies and direction of the Board.
- Guidelines for handling Conflict of Interest issues can be found under Article 15, p. 18.
- Guidelines for Vacancy and Removal of a Board Member can be found under Article 16, p. 18-19.
- Guidelines for the holding of Annual Meetings indicate that “notice” will consist of 21 days, and that a “quorum” will consist of 10 Full Members (see Article 17, p. 20). In addition, the Board must present audited statements, a work plan, and an annual report. Only Full Members may vote at the AGM.
- Upon receipt of a request signed by a minimum of 50% of the membership or a resolution of the Board, a Special Meeting may be called (see Article 19, p. 22).
- Bylaws may only be amended at Annual or Special meetings with adequate notice (21 days) and two-thirds majority (see Article 27, p. 26).

The Chair then explained that the Board is seeking: a motion to repeal the old Bylaws; a motion to amend the existing Letters Patent, and to replace the existing objects of CANDO (as outlined in the AGM package). He also indicated that if the new Bylaws are adopted, there would also be a third motion for members to consider, as it will take some time to hold elections to select new Board Members. The third motion would be to reappoint the current Board for a stated period of time until the new Board Members can be elected.

At this morning’s Board meeting, the Board agreed to recommend that the membership adopt the new Bylaws, but noted that it would be preferable to reach consensus on this matter. The Chair requested direction from the membership regarding the Bylaws and the composition of the Board. Ross Mayer and Thomas Droege were then thanked for their assistance in compiling this information.

8.0 REQUIRED MOTIONS

Bylaws:

Motion 06.10.10.01

Geri Collins/Ray Wanuch

THAT CANDO members move to repeal any and all former Bylaws and to approve the Bylaws, as presented.

Carried

Motion 07.10.10.01

Ray Wanuch/Geri Collins

THAT the CANDO Members move to amend the CANDO “Letters Patent” of 1991 by replacing the existing objects of the corporation, which are:

- a. To promote communications among native community economic development organizations;

- b. To develop and monitor professional standards of skill and expertise for native community economic development practitioners;
- c. To encourage and promote professional development and accreditation for native community economic development practitioners;
- d. To establish, construct and maintain suitable quarters for the Corporation; and,
- e. To receive and maintain fund(s) and apply from time to time all or part thereof and/or the income there from towards the attainment of the above projects.

WITH the “objects” contained in the new Bylaws presented, which are:

CANDO's Vision is:

For EDOs....

That all Economic Development Officers who work for Aboriginal communities and organizations have access to:

- The information they need;
- The training they desire; and,
- The opportunities to network and serve their Constituents in the area of economic development.

For Communities...

An Aboriginal Economy that is strong, vibrant, competitive and self-sustaining.

For CANDO...

To be the leading authority on Aboriginal community and economic development.

CANDO's Mission is:

Building capacity to strengthen Aboriginal economies.

1. The objectives of CANDO are as follows:
 - 1.1 Build capacity both for the individual engaged in economic development and the community;
 - 1.2 Serve and provide services to Economic Development Officers (EDOs) and the CANDO membership;
 - 1.3 Be actively supporting community economic development through facilitating, promoting, lobbying and assisting EDO's in their roles and responsibilities to build strong, vibrant, self-sustaining Aboriginal economies;
 - 1.4 Provide affordable tools for professional development;
 - 1.5 Partner for community economic development purposes;
 - 1.6 Conduct research aimed at supporting community economic development venues; and,
 - 1.7 Provide and facilitate educational and training opportunities with a view to capacity-building to strengthen Aboriginal economies.

Carried

Board Composition

The Chair raised the issue about the need for clarity concerning the distribution of Board seats. Geri Collins explained that the C & B Committee considered the size and population differences of each region and the fact that some changes over the years had

never been formally registered (e.g. to add a second BC Director). Members were invited to share their concerns about the distribution of Board seats.

Steven Ameyaw (Education Committee) thanked the C & B Committee for their hard work and added that he sees the location and the size/population of each region as two of the main factors to consider regarding Board composition.

Eric Christmas (Membertou) stated that Members from Atlantic Canada have firmly supported CANDO for years, and yet, issues of membership always tend to lump the Atlantic into one group (even though it comprises 4/10 provinces and 43 First Nations). At the same time, he added that Atlantic Canada might be willing to accept having only one representative, but would like to receive more support from CANDO on certain matters (e.g. Marshall case). He also felt that the Board needs to consist of talented individuals, with a balance of skills.

David Nevin and Chris Levoy asked if CANDO could approve a Board Member from Labrador and they further stated that the Maritime Provinces are diverse in their concerns and interests. David Nevin asked if the group could pass a motion to include Labrador in the Bylaws. Robert Campbell explained that this was not possible because the Bylaws have already been approved. Geri Collins added that CANDO does not currently have a Full Member from Labrador however recognizes that the CANDO organization needs to become truly national and representative – as evidenced by the fact that the representation issue has been brought up for discussion and decision by all members on a number of occasions.

Fred Wien shared his view of the two primary issues to be considered. Firstly, should the size of the Board be expanded? If so, there should be a process to consider all of the other factors (e.g. ask the Board or the Membership Committee to review this over the next year for decision at the next meeting).

The Chair then explained that, earlier in the morning, the Board agreed to ask the membership to extend the terms of the current Directors until the end of the next AGM, which would allow for a process to be undertaken over the next year to review the issue of seat distribution and national representation on the Board.

Motion 08.10.10.01

Ken Tourand/Fred Koe

THAT CANDO undertake a process to consider all of the issues relating to seat distribution on the national Board.

Carried

Motion 09.10.10.01

Ken Tourand/Fred Koe

THAT the Members of CANDO move to appoint the current CANDO Members of the Board, who were Members prior to this AGM, to continue as Directors of CANDO until such time as their respective regional election(s) is/are held (pursuant to the new CANDO Bylaws). This interim appointment will only be in effect until the respective regional election is/are held or the date of the next AGM, whichever is first.

Carried

As a point of clarification, Ken Tourand asked if the Ex-Officio positions have been eliminated from the Board. The Chair verified that this is the case, but that these individuals may still be invited to participate on CANDO committees.

Motion 10.10.10.01

Eric Christmas/Florence Gehue

THAT the membership directs the CANDO Board to do a review of the Board composition and to present recommendations at the next AGM.

Carried

Sherry Moreau (Sudbury) added that she agrees with the concerns about population size, but feels that another point to consider is where the Members are located.

9.0 OTHER BUSINESS

Three-Year Workplan

The Chair mentioned that CANDO traditionally produces three-year work plans for presentation to funders, and that the current work plan expires March 31st, 2002. The Board would like to receive membership input into the development of the next work plan, which will need to be reviewed and approved by the Board in mid-February. Members were advised that the current work plan is available on the website, and they were encouraged to email or send their concerns to the CANDO office. The Board will also be receiving suggestions from CANDO staff.

Request for Support

David Nevin suggested that CANDO ask Indian and Northern Affairs Canada (INAC) to fund an EDO position in every Aboriginal community. Atlantic Canada representatives have made such a request in the past, unsuccessfully. The Chair indicated that the Minister of INAC will be attending the conference on Friday at 9:15 a.m., and suggested that members get together to meet with him. In addition, the Chair noted David Nevin's suggestion that CANDO consider making a formal request in the future.

Suggested Change to the Bylaws

Leanne Brassard pointed out that under article 9.3 of the new Bylaws, where reference is made to the CANDO Executive Director, the following phrase should be added, "and/or designate". She also had a question about the involvement of the Executive Director in the electoral process and Fred Koe clarified that the Executive Director's role is to provide information to the Election Committee, not to run the election. The Chair suggested that CANDO proceed with the new Bylaws, as adopted, and consider the Member's suggestion over the next year. There was general agreement among Members to review this point at the next AGM.

10.0 CLOSING REMARKS AND ADJOURNMENT

The Chair asked if there were any other items of discussion and invited suggestions about the location of the next conference. Ray Wanuch stated that the Metis Nation of Alberta is interested in hosting the next AGM in Edmonton. Other individuals voiced their support of this suggestion.

Motion 11.10.10.01

Ray Wanuch/Geri Collins

THAT the Metis Nation of Alberta be chosen to host the next CANDO conference and AGM, to be located in Edmonton, Alberta.

Carried

In closing, the Chair recognized the tremendous work of the C & B Committee in drafting the new Bylaws. Thanks were provided to Fred Koe, Geri Collins, Verna Billy, Darrell Balkwill, Robert Lagasse, Bonnie Watts, Catherine Johnson, Ross Mayer and Thomas Droege.

Motion 12.10.10.01

THAT the meeting be adjourned 4:00 p.m..

Carried

David Nevin/Geri Collins