



**Annual General Meeting Minutes
November 16, 2024 – 10:00 am**

Zoom

Call to Order at 10:00 am

Call to Order

Leah Myers, Board Chair, called the Annual General Meeting of the Bruce Trail Conservancy (BTC) to order.

It was confirmed that, in total, 69 Members were present at the Meeting. Four Members were represented by proxy.

It was noted that Jackie Randle, Vice President of Operations, was appointed as the Elections Officer by the Board's Governance Committee to supervise the election of Board Directors. She was also responsible for operating polls and moderating the question-and-answer function throughout the meeting.

The panelists included Heidi Bischof and Jaclyn Moody, Co-chairs of the Finance & Risk Committee; Wendy Thompson, Chair of the Governance Committee; Bonni Titgemeyer, Chair of the Human Resources Committee; and John Whitworth, Chair of the Land Securement Committee. Mike Mastroluisi from the accounting firm of Pettinelli Mastroluisi LLP was a guest panelist.

Staff panelists included Michael McDonald, Chief Executive Officer; Antoin Diamond, Vice President of Land Securement; Marsha Russell, Vice President of Fund Development; Katharine Albrecht, Director of Finance; and Adam Brylowski, Manager of Conservation and Trail.

Ryan Mickeloff, Membership Engagement Coordinator, was available to offer technical assistance. Ali Schofield, Manager of Communications, ran the slideshow and recorded the minutes.

The Chair presented the Indigenous Land Acknowledgment and thanked Plenty Canada for their help in crafting the statement.

The agenda was presented. The Chair shared instructions on how and when to ask a question, pose a follow-up question, and how to raise a point of order.

1. Report from the Board Chair

Leah Myers presented the Report from the Board Chair. Highlights included:

- A note from Dr. Philip Gosling, Honorary President and last living founder of the Bruce Trail.
- Gratitude to Brian Johnston for his contributions while serving on the Board of Directors.
- Gratitude to the nine Bruce Trail Club Presidents for their hard work and dedication.
- An outline of the governing structure of the BTC and general review of the activities of each Board committee.
- An overview of the work of the Board in pursuit of the BTC's mission and providing oversight to the organization.
- Gratitude for the work and collaboration of Michael McDonald in driving the *2030 Strategy*, and to Michael and BTC staff for their tireless efforts in support of the mission.

2. Report from the CEO

Michael McDonald presented the Report from the CEO. Highlights included:

- Gratitude to Leah Myers for her leadership and support as Board Chair.
- A summary of the financial statements. The 2023-2024 fiscal year was the most successful in the history of the BTC.
- An overview of the 17 newly protected natural areas the BTC secured.
- Examples of the ambitious conservation and trail improvement efforts conducted by BTC staff and volunteers.
- Examples of community outreach, which continue to strengthen the BTC's commitment to building an inclusive outdoors.
- Gratitude to Landowners and Volunteers as partners in the BTC's work.
- Fundraising successes of the previous year and the impact of legacy gifts.
- Gratitude to the BTC staff, the Board of Directors and Club presidents for their dedication.

3. Reports from the Club Presidents

Each Club President or their delegate provided highlights of the activities of their Club in the last year and expressed gratitude to their volunteers.

4. Motions

The procedure for motions was shared. Three business matters were addressed.

Approval of the 2022 - 2023 Annual Meeting minutes

A motion was put forward to approve the 2022-2023 Annual and Special Meeting minutes. No amendments to the minutes were suggested.

BM23/10-01 Moved: Jaclyn Moody Seconded: Bonni Tigemeyer

To approve the minutes of the Annual Meeting of the Members held on October 14, 2023.

Motion Carried

For: 61 + 4 Proxy Votes

Abstain: 3

Appointment of the auditors and remuneration

A motion was put forward to approve the Auditors' appointment and remuneration for the 2024-2025 fiscal year.

BM23/10-02 Moved: Heidi Bischof Seconded: Wendy Thompson

To appoint the BTC's auditors for the fiscal year ending June 30, 2025 and to authorize the Directors of the BTC to fix the auditors' remuneration.

Motion Carried

For: 57 + 4 Proxy Votes

Abstain: 1

Election of Members to the Board of Directors

The Board nominees were presented. The Members were asked to elect two nominees, both of whom will serve a three-year term.

- The Toronto Bruce Trail Club approved the nomination of Graham Allen as their representative to the Board for a second term.
- Stephen Morson was recommended by the Board as nominee for the Director-at-Large vacancy. He brings a needed core competency in property securement and land management.
- All nominees meet the eligibility criteria set out in the By-laws. No other individuals stood for election.

BM23/10-03 Moved: Wendy Thomspen Seconded: John Whitworth

To elect as directors of the BTC those individuals listed in the Nominations Report to serve until the conclusion of the third annual meeting following this Meeting or until their successors are elected.

Motion Carried

For: 59 + 4 Proxy

Abstain: 2

Both Directors were congratulated. New Director Stephen Morson was welcomed to the Board.

5. Q & A Session

The Q&A session began with questions submitted by members in advance.

A Member asked about the future of the Fox Estate house at Cape Chin in the Peninsula section. Michael McDonald explained that the BTC formed a working group to discuss options for the house. It was determined that the house needed repairs in excess of \$1 million and has no architectural, historical or cultural heritage value. Archeological assessments with the Saugeen Ojibway Nation were also conducted and found nothing to report. The house will be demolished this spring and as many materials as possible will be reclaimed. The real value of Cape Chin is in the views and surrounding nature.

A Member asked if there are CPR courses offered to hike leaders. Michael answered that each Club offers CPR courses and suggested they reach out to their hike director.

A Member asked if there is a solution for non-drivers to access hikes outside of the Toronto section. Michael shared that there are transportation resources available on the BTC website. Many of the BTC Clubs also have Trail Angel programs which can bring people to and from the Trail and transit points.

A Member asked how the BTC can prevent encampments along the Trail. Michael answered that this is a complicated social issue. The BTC has acknowledged that there is a housing crisis, and when we buy properties with dwellings, we do our best to keep houses available. We work collaboratively on encroachment issues, and we are guided by our organizational values. As such, these issues are approached on a case-by-case basis.

A Member asked, of the 1,251 free memberships offered to new Canadians via the Canoo app, how many renewed as paying members. Michael answered that we are entering our second year of the program and starting a survey to better understand these trends. Further information will be available in the coming months.

A Member asked how the three-year partnership with Baffin was negotiated and what criteria exist for such partnerships. Marsha Russell, Vice President of Fund Development, answered that Baffin is located in Stoney Creek and is very involved with the Trail. Baffin staff volunteer their time to help build the 100 co-branded boot brushes that mitigate the spread of invasive species along the Trail. Baffin executive Mark Hubner also completed an end-to-end of the Trail this year and shared the experience with Baffin's audiences online. Lastly, Baffin was chosen as the recipient of the Calypso Orchid Environmental Award this year for their dedication to Escarpment conservation and protecting the Bruce Trail. All such partnerships are documented with official agreements.

A Member noted that unique donations are only up slightly and asked how they can be increased. Marsha responded that we have had six consecutive years of fundraising growth. The BTC is an outlier in the charitable sector as overall donations are down across Canada. We are also seeing an increase in individual giving.

A Member asked what feedback was received from the visitor experience campaign using QR codes along the Trail. Adam Brylowski, Manager of Conservation and Trail, responded that we have received over 1,200 responses. This program has helped us gather feedback about Trail use and experience to better deliver on our mandate. There were more respondents in the northern part of the Trail, which gives us an insight into trail usage. Of the respondents, 85% rated their experience on the Trail as very good. Feedback on the need for more restroom facilities, overnight rest areas, boot brush stations, and less road walking was received. Plans are currently in place to improve upon all of these concerns.

A Member asked if the BTC's advocacy at Nature on the Hill impacts the BTC's charitable status. Michael McDonald answered that the CRA has specific rules about how the BTC can work with governments to keep them non-partisan. The BTC is in compliance and Michael tracks his time. The BTC has strong relationships with all levels and parties within the government.

A Member asked for an update on the obstacles to rerouting the Trail through Cabot Head in the Peninsula section. Michael answered that the Bruce Trail used to run through Cabot Head about 30 years ago but was removed at the request of the landowners. This area contains extremely sensitive ecological features, including black bear habitat. It is also very remote, which generates concerns about being able to provide emergency support to hikers in need. Additionally, this area has great cultural and historical significance to the Saugeen Ojibway Nation. He still believes there is a viable route for the Trail here and the work to reroute the Trail there in the future is ongoing.

A Member asked why the financial statements are not approved at the Annual General Meeting (AGM) per the Corporations Act. The Chair answered that the BTC is subject to the Ontario Not-for-Profit Corporations Act (ONCA). Under ONCA, Directors approve the audited financial statements. Members are provided with a copy as part of the AGM package.

This concluded the questions received in advance. The following questions were posed during the meeting.

A Member asked if there is a program to provide long-term buddies to those who sign up for a free BTC membership via the Canoo app. Michael answered that this is a great question, and while there is not such a program currently in place, there is value in exploring this suggestion.

A Member asked if gender parity is a goal of the Board. The Chair answered that diversity is a goal for the composition of the Board and it is something that is considered each year. This includes gender, age, cultural diversity and diversity of perspectives. There is gender parity on the Board and there has been for many years.

A Member asked how many kilometers of Trail remain unprotected, what the cost per kilometre will be to secure these lands, and what the purpose of the Trail Development and Maintenance (TD&M) Fund is. Michael answered that there are approximately 250 km of Optimum Route to be secured. Property costs vary along the route of the Trail, and property in southern Ontario is particularly costly. It is estimated that \$109 million is needed to secure the rest of the corridor, which would be

approximately \$400,000 per kilometre. The TD&M Fund supports infrastructure to continue caring for the Trail.

6. Celebration of Volunteers

A video presentation including the Volunteer Awards was presented.

7. Meeting Adjournment

The Meeting adjourned at 11:46 am.