

**COMMUNITY FUTURES WEST YELLOWHEAD
BOARD OF DIRECTORS MEETING MINUTES
10:30 am Thursday, April 19, 2018
Yellowhead County Office, Wildwood AB**

PRESENT:

Helen Kelleher-Empey	Chair, Municipality of Jasper
Rob Staples	Secretary-Treasurer, Town of Grande Cache
Trevor Bevan	IRC Chair, Town of Edson
Scott Wilson	Director, Municipality of Jasper
Tyler Waugh	Director, Town of Hinton
Anthony Giezen	Vice Chair, Yellowhead County
Wade Williams	Director, Yellowhead County
Gean Chouinard	Director, Town of Edson
Johannes Zwart	Director, Town of Grande Cache
Dewly Nelson	Director, Town of Hinton

STAFF PRESENT:

Nancy Robbins	General Manager
Jacqueline Delisle	Community Liaison
Michelle Vander-Velden	Office and Special Projects Manager
Deanne Fabrick	Health and Safety Business Advisor

GUESTS:

Gerald Soroka	Mayor, Yellowhead County
Shawn Berry	Councilor, Yellowhead County
Sandra Cherniawsky	Councilor, Yellowhead County

APOLOGIES:

Jack Ramme	CAO, Yellowhead County
------------	------------------------

1. CALL TO ORDER

Chair **KELLEHER-EMPEY** called the meeting to order at 10:31 am.

2. ADDITIONS TO THE AGENDA

Addition of 6.5 Board Training

3. APPROVAL OF THE AGENDA

Motion to approve the agenda as amended

CHOUINARD

(CARRIED)

(Unanimous)

4. APPROVAL OF MINUTES

4.1. Investment Review Committee Meeting Minutes March 8, 2018

BEVAN Motion to approve the Investment Review Committee Meeting Minutes for March 8, 2018
(CARRIED)
(Unanimous)

4.2. Board of Directors Meeting Minutes March 8, 2018

WILLIAMS Motion to approve the Board of Directors Meeting Minutes for March 8, 2018
(CARRIED)
(Unanimous)

5. NEW BUSINESS

5.1. Annual General Meeting and Review of Articles of Association

General Manager Nancy Robbins reviewed the Articles of Association and asked for feedback on any concerns or issues. There were none. The Annual General Meeting will be held on June 21st in Grande Cache.

5.2. Presentation by Jacqueline Delisle, Community Liaison on Yellowhead Local Food Initiative and Alberta Open Farm Days

Jacqueline Delisle, Community Liaison, shared with the Board of Directors information and updates on the Yellowhead Local Food Initiative and Alberta Open Farm Days. After the success of last year's Open Farm Days event, CFWY is looking to duplicate and expand this year. We will be working with four new farms to participate in the bus tour event, as well as supporting the farms from last year and any other farms that express interest in being a part of the self-driving tour option. We are still waiting for confirmation of grant funding for this project, but we are also working with Yellowhead County to put together a contingency plan if we are not successful in securing grant funding. As for the Food Initiative, we have received confirmation that we were successful with our CARES grant application and will continue moving forward with creating the online inventory database of farms and producers throughout the Yellowhead region. An interactive social media contest is also in the works to help bring attention to the Food Initiative itself.

5.3. Presentation by Michelle Vander-Velden, Office and Special Projects Coordinator on Entrepreneurs with Disabilities and Elevate Programs

Michelle Vander-Velden, Office and Special Projects Coordinator, updated the Board of Directors on our Entrepreneurs with Disabilities and Elevate Programs. Our office continues to work with several clients with self-identified disabilities. Last year with funding through the EDP program, we created a Best Practices manual for the program in hopes of making the program easier to navigate for all other Community Futures offices, with an overall goal of supporting more entrepreneurs with disabilities throughout the province. Community Futures West Yellowhead also received the Entrepreneurs with Disabilities Advocacy Award, as well as hosted a sold out 'Importance of Self-Care' workshop during Mental Health Awareness week (late January). This year we will be working towards delivering flexible entrepreneurial training sessions to not just our EDP clients but the public as well. Last year was the first time in the history of the EDP program (20 years) that the program was fully subscribed, and our goal is to make that happen again this year.

5.4. Presentation by Deanne Fabrick, Health and Safety Business Advisor

Health and Safety Business Advisor, Deanne Fabrick, who we share with the Yellowhead East office, has delivered day long health and safety workshops in 6 communities in the Yellowhead region. Her sessions were very successful, she was very well received and has been providing follow up coaching to ensure each participant will have a complete and functional health and safety manual for their business. We were successful in our grant application to keep Deanne on our team and provide more health and safety training workshops in the fall. With all the new regulations and changes to legislation regarding health and safety, Deanne will be available to help local businesses navigate the process of updating their manuals and procedures.

5.5. Board Training

General Manager Nancy Robbins presented the option of Economic Developers of Alberta training course "Economic Resilience Training for Community and Regional Leaders". It was decided that the board would arrange to take this training in the fall and that CFWY would cover the cost. Other councils in the region would be invited and non-board members who are councilors would be charged a registration fee. Robbins will follow up with the EDA and update the board at the next meeting.

6. OLD BUSINESS

6.1. Legal Documentation for Articles of Association

The changes to the Member/Shareholder terminology was once again discussed and Grande Cache and Edson signed the legal documentation. To formally recognize the change in the legal documentation, the resolutions that were accepted at the March 8, 2018 board meeting are attached to the minutes.

6.2. 2018/2019 Operational Budget

The draft 2018/2019 Operational Budget was discussed and approved by the Board of Directors

WILSON Motion to accept the 2018/2019 Operational Budget as presented
ZWART (2nd)
(CARRIED)
(Unanimous)

6.3. Economic Developers of Alberta Conference Debrief

Directors **WILSON, NELSON, WAUGH, BEVAN** and **CHOUINARD** and General Manager Nancy Robbins discussed their attendance at the conference in Banff in March.

7. GENERAL MANAGER'S UPDATES

7.1. Monthly Update from March 1, 2018 to April 13, 2018

General updates focused on the end of the 2017/2018 fiscal year and the start of the new fiscal year. Preparations for new projects and the upcoming audit in May are underway.

7.2. Quarter 4 2017/2018 Update / Year in Review

Minimum Performance Standards were met although this past year saw almost half the number of loans and dollar value of loans than are usually seen in a twelve-month period in our office. The Minimum Performance Standard of number of loans and projects linked to Western Economic Diversification and Government of Canada priorities was not met and will be discussed by the General Manager with the WD officer at a future date.

Break for lunch at 11:50 am

Meeting reconvened at 12:10 pm

8. REGIONAL ROUND TABLE

Issues around the region were discussed and shared.

9. FINANCIAL REPORTS

9.1. Financial Statements for February and March 2018

WILSON Motion to accept the financial statements for February and March 2018 as presented
STAPLES (2nd)
(CARRIED)
(Unanimous)

9.2. Cheque Log for February and March 2018

WILLIAMS Motion to accept the cheque log for February and March 2018 as presented.
BEVAN (2nd)
(CARRIED)
(Unanimous)

9.3. Budget Update as of March 31, 2018/End of Fiscal Year 2018/2019

The budget was updated to the end of the fiscal year on March 31, 2018 and discussed.

Break at 12:45pm

Mayor Gerald Soroka, Councilor Shawn Berry and Councilor Sandra Cherniawsky left the meeting.

10. IN CAMERA

WILSON Motion to go in-camera at 12:55 pm
ZWART (2nd)
(CARRIED)
(Unanimous)

10.1. Delinquency Report and Loan Portfolio Review – March 2018

CHOUINARD Motion to leave in-camera at 1:00 pm
WAUGH (2nd)
(CARRIED)
(Unanimous)

11. NEXT MEETING DATES:

IRC and BOD meeting: May 17, 2018 in Hinton at 10:00 am

12. ADJOURNMENT

CHOUINARD Motion to adjourn at 1:04 pm
(CARRIED)
(Unanimous)

Chair


Secretary / Treasurer

**RESOLUTION OF THE DIRECTORS OF
COMMUNITY FUTURES WEST YELLOWHEAD
(the "Company")**

Clarification Regarding Shareholders / Members and the Company Structure

WHEREAS upon a review of the Minute Book for the Company, it was determined that there were some inconsistencies and discrepancies insofar as it pertains to the history of membership dating back to 2004;

AND WHEREAS these discrepancies were acknowledged in the minutes of the meeting of the shareholders of the Company, which meeting was held on September 23, 2004;

AND WHEREAS during the aforesaid meeting the shareholders of the Company ratified, approved and confirmed all transfers and issuances of shares of the Company and all related actions of the Directors of the Company relating to same as of such date as reflected in the Company's registers;

AND WHEREAS it appears that share certificates were not always issued to the shareholders of the Company, from time to time;

AND WHEREAS the constating documents, including for clarity the Memorandum of Association and the Articles of Association, as amended, support both a member structure and a shareholder structure;

AND WHEREAS the Memorandum of Association includes the following provision which states the maximum number of shares that could be issued:

The authorized capital of the company is nine (\$9.00) dollars, divided into nine (9) shares with a nominal or par value of \$1.00 each;

AND WHEREAS Directors determine that it is advisable, for greater clarity, to ensure the books of the Company clearly reflect the current "Members", which technically are "Shareholders", of the Company as of the date hereof, and the intention that any reference to "Members" of the Company in the constating documentation and the books and records, means and shall be interpreted to apply to the "Shareholders" of the Company;

IT IS HEREBY RESOLVED:

1. **THAT** the Directors acknowledge and confirm, for greater clarity, that the term "Member" has been used interchangeably with, and shall be interpreted to mean, "Shareholder" in the Company's constating documentation and resolutions.

2. **THAT** the Directors acknowledge and confirm that the current “Members” of the Company, as of the date hereof, which technically are “Shareholders” of the Company, are (and hold) as follows:

TOWN OF EDSON -	1 Share in the capital of the Company
TOWN OF GRANDE CACHE -	1 Share in the capital of the Company
TOWN OF HINTON -	1 Share in the capital of the Company
MUNICIPALITY OF JASPER -	1 Share in the capital of the Company
YELLOWHEAD COUNTY -	1 Share in the capital of the Company

3. **THAT** the Company will retain its practice not to issue shares to the Shareholders (a.k.a. Members) at this time.

4. **THAT** this Resolution may be executed in separate counterparts, with each executed counterpart deemed to be an original and all executed counterparts taken together shall constitute one instrument. An executed copy of this Resolution may be delivered by facsimile or by electronic (pdf) transmission which shall have the same force and effect as an original signature.

DATED as of the 8 day of March, 2018



GEAN CHOYNARD



TYLER WAUGH



DEWLY NELSON



WADE WILLIAMS



SCOTT WILSON



JOHANNES ZWART



HELEN KELLEHER-EMPEY



ANTHONY GIEZEN



TREVOR BEVAN



ROB STAPLES

**RESOLUTION OF THE SHAREHOLDERS / MEMBERS OF
COMMUNITY FUTURES WEST YELLOWHEAD
(the "Company")**

Clarification Regarding Shareholders / Members and the Company Structure

WHEREAS upon a review of the Minute Book for the Company, it was determined that there were some inconsistencies and discrepancies insofar as it pertains to the history of membership dating back to 2004;

AND WHEREAS these discrepancies were acknowledged in the minutes of the meeting of the shareholders of the Company, which meeting was held on September 23, 2004;

AND WHEREAS during the aforesaid meeting the shareholders of the Company ratified, approved and confirmed all transfers and issuances of shares of the Company and all related actions of the Directors of the Company relating to same as of such date as reflected in the Company's registers;

AND WHEREAS it appears that share certificates were not always issued to the shareholders of the Company, from time to time;

AND WHEREAS the constating documents, including for clarity the Memorandum of Association and the Articles of Association, as amended, support both a member structure and a shareholder structure;

AND WHEREAS the Memorandum of Association includes the following provision which states the maximum number of shares that could be issued:

The authorized capital of the company is nine (\$9.00) dollars, divided into nine (9) shares with a nominal or par value of \$1.00 each;

AND WHEREAS Shareholders / Members determine that it is advisable, for greater clarity, to ensure the books of the Company clearly reflect the current "Members", which technically are "Shareholders", of the Company as of the date hereof, and the intention that any reference to "Members" of the Company in the constating documentation and the books and records, means and shall be interpreted to apply to the "Shareholders" of the Company;

IT IS HEREBY RESOLVED:

1. **THAT** the Shareholders / Members acknowledge and confirm, for greater clarity, that the term "Member" has been used interchangeably with, and shall be interpreted to mean, "Shareholder" in the Company's constating documentation and resolutions.
2. **THAT** the Shareholders / Members acknowledge and confirm that the current "Members" of the Company, as of the date hereof, which technically are "Shareholders" of the Company, are (and hold) as follows:

TOWN OF EDSON -	1 Share in the capital of the Company
TOWN OF GRANDE CACHE -	1 Share in the capital of the Company
TOWN OF HINTON -	1 Share in the capital of the Company
MUNICIPALITY OF JASPER -	1 Share in the capital of the Company
YELLOWHEAD COUNTY -	1 Share in the capital of the Company

3. **THAT** each of the Shareholders / Members acknowledges by its signature below that it has not received a share certificate from the Company in relation to the 1 Share in the capital of the Company held by it and confirms that it does not require the Company to issue a Share Certificate to it at this time.

4. **THAT** this Resolution may be executed in separate counterparts, with each executed counterpart deemed to be an original and all executed counterparts taken together shall constitute one instrument. An executed copy of this Resolution may be delivered by facsimile or by electronic (pdf) transmission which shall have the same force and effect as an original signature.

DATED as of the 8 day of March, 2018.

TOWN OF EDSON

Per: 
Gean Chouinard

Per: 
Trevor Bevan

TOWN OF HINTON

Per: 
Dewly Nelson

Per: 
Tyler Waugh

TOWN OF GRANDE CACHE

Per: 
Rob Staples

Per: 
Johannes Zwart

MUNICIPALITY OF JASPER

Per: 
Helen Kelleher-Empey

Per: 
Scott Wilson

YELLOWHEAD COUNTY

Per: 
Anthony Giezen

Per: 
Wade Williams