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Sierra Club of BC Foundation
Annual General Meeting

September 11, 2025
Meeting Minutes

1. **Welcome and Call to Order** - Board Chair, Kerry Baisley

   - Land Acknowledgement and introduction.
   - **Meeting called to order at 5:38 pm.**

2. **Agenda** - Board Chair, Kerry Baisley

   - **Motion to approve the agenda:** Moved by Aria Scarpetta-Lee, seconded by Jane Welton. Motion carried unanimously.

3. **Approval of 2024 AGM Minutes (September 19, 2024)** - Board Chair, Kerry Baisley

   - **Motion to approve the 2024 AGM minutes:** Moved by Aria Scarpetta-Lee, seconded by Alix Flavelle. Motion carried unanimously.

4. **Report from the Chair** – Board Chair, Kerry Baisley

   - Chair reflected on challenges and emphasized the need for partnerships focused on solutions, actions, and education that protect biodiversity.

5. **Report from the Executive Director** – Interim Executive Director, Fiona Douglas-Crampton

   - Provided update on Strategic Plan 2024–2027.
   - Shared highlights of staff gatherings, SCBC operational improvements (SOPs, compensation review, bylaws), and donor engagement.
   - Reported on events that took place in 2025 including canoe trip, webinars, supper clubs, film screenings, and silent auction.
   - Expressed gratitude to staff, members, and donors.

6. **Campaigns Update** – Lead Organizer, Flossie Baker

- Old-growth: Limited protections while clearcutting continues; government mandated high cut volume.
- Biodiversity: Advocacy continues with strong support from members and Mother Tree program alumni.
- 30x30: Supporting Kaska Nation proposal for 4 million hectare protected area.
- Climate: Defending oil tanker moratorium, contributing to CleanBC review, running climate-ready workshops.

7. **Education Update** – Education Program Lead, Kate Sotelo

- 380+ workshops delivered, reaching over 8,600 learners.
- Expanded Learn-to-Draw webinars and reached 10,000 participants.
- Produced 10 new online resources and led 8 professional development sessions.
- Emphasis on accessibility, equity, and Indigenous knowledge.

8. **Treasurer's Report** – Treasurer, Dakota McGovern

- Financial overview of 2024: Revenues $3.09M, Expenses $3.26M, resulting in $175K deficit (timing related).
- Assets: $2.28M; Liabilities: $933K; Net assets: $1.35M.
- Q1 2025 shows strong rebound in donations and under-budget expenses.
- **Motion to approve 2024 Financial Statements:** Moved by Kevin Barlow, seconded by Aria Scarpetta-Lee. Motion carried.
- **Motion to appoint KPMG as auditor for 2025:** Moved by Kevin Barlow, seconded by Alix Flavelle. Motion carried.

9. **Bylaw Amendments** – Board Chair, Kerry Baisley

- The Chair presented to the members two special resolutions to amend the bylaws of the Foundation in accordance with governance and membership best practices.
- Schedule A contained amendments to the bylaws to better adhere to corporate governance best practices. These include:
    - In keeping with our current practice, we will no longer have Local Groups (Chapters) of the organization.
    - We have also instituted Term Limits and clarified language on Quorum, Director Appointments, Qualifications, Duties, and Conflict of Interest.
    - We have also clarified language around Auditor appointments and Dissolution of the Foundation.
- Schedule B contains adjustments to our membership model to reflect membership best practices.
    - We have updated our Membership Model to ensure equity and access to those who are not able to make a monetary donation, but whose values align with our purposes. Therefore, in addition to a minimum donation, non-monetary support of our work (specifically by taking an Action on our website) will now make individuals eligible for membership.

    - We have also made changes to ensure that membership is not automatic, but instead all those who are eligible are invited to become a member. However, they are not members unless they agree and respond as required.
- **Motion to approve Special Resolution #1 (Schedule A) as set out in the Notice of Special Resolutions:** Moved by Kevin Barlow, seconded by Aria Scarpetta-Lee. Motion carried.
- **Motion to approve Special Resolution #2 (Schedule B) as set out in the Notice of Special Resolutions:** Moved by Kevin Barlow, seconded by Aria Scarpetta-Lee. Motion carried.

10. **Approval of Board Size** – Board Chair, Kerry Baisley

    - **Motion to approve that the number of directors for the 2025/ 2026 year be confirmed as 12:** Moved by Kevin Barlow, seconded by Aria Scarpetta-Lee. Motion carried.

11. **Re-election of Directors** – Vice Chair, Alix Flavelle

    - Three existing Board members up for re-election for another two years: Kamila Suchomel, Kerry Baisley, Aria Scarpetta-Lee.
    - **Motion to approve these individuals as directors of the Sierra Club of BC Foundation:** Moved by Kate Sotelo, seconded by Zanna Ekeroth. Motion carried.
    - All re-elected for a further two-year term.

12. **Acclamation and Appointment of New Directors** – Board Chair, Kerry Baisley

    - By special appointment: Jessica Taylor and Kevin Eckford.
    - By acclamation: Liz Maze, Rabeya Shukdar Orpa, Regan Cross, and Zanna Ekeroth.

13. **Local Leader Awards** – Lead Organizer, Flossie Baker

    - Jack Hemphill Exceptional Leadership Award: Grayson Barke.
    - Yaahgudang Award: Rabbi Laura Duhan-Kaplan.
    - Rosemary Fox Conservation Achievement Award: Zaida Schneider.
    - Geraldine Irby Leadership Award: Sherwin Christian.

14. **Closing Remarks and Adjournment** – Board Chair, Kerry Baisley

    - Thanks extended to staff, volunteers, and members.
    - **Motion to adjourn:** Moved by Aria Scarpetta-Lee, seconded by Alix Flavelle. Motion carried.

Meeting adjourned at 6:49 pm. 30 members attended

Confirmation of Review of Minutes:

Board Chair: **Kerry Baisley**

Executive Director: **Fiona Douglas-Crampton**