



**VIRTUAL ANNUAL GENERAL MEETING
November 8, 2021**

Minutes of the Quest Outreach Society Virtual 2020 Annual General Meeting scheduled November 8, 2021 at 7:00 p.m.

PANELISTS:

President Marilyn Bergen, Chair
Carol Crow, Vice-Chair
Eddie McWhirter, Treasurer

ALSO PRESENT:

Theo Lamb, Executive Director	Joanne Janzen, Moderator, GetQuorum
Michael Blatchford, Parliamentarian and Partner, Norton Rose Fulbright	Brandon Ma, Audit Partner, KPMG Catherine Sleiman, General Manager

PREPARATION OF MINUTES:

Jana Anderson, Board Secretary

Introduction to Process

Joanne Janzen, Moderator, reviewed the process for participating in the meeting and voting for motions and election of Directors.

1. Call to Order

Marilyn Bergen, Chair, called the 2020 Annual General Meeting (AGM) to order at 7:07 p.m. and acknowledged the traditional lands of the unceded territories of Musqueam, Tsleil-Waututh and Squamish First Nations.

2. Confirmation of Quorum

Marilyn Bergen confirmed proper notice of the meeting was issued and quorum for a meeting of the Members requires three (3) eligible voting members present.

With the Moderator confirming that 236 eligible voters were present at the commencement of the meeting, Chair Bergen confirmed quorum was established.

3. Adoption of Rules of Order

Related material: Quest Outreach Society Rules of Order

Michael Blatchford, Parliamentarian, reviewed the rules of order for the meeting, distributed in advance and posted on the Society's website. The meeting was informed that, while all current members of the Society were entitled to attend the 2020 AGM, a Supreme Court of British Columbia consent order provides that only those who were entitled to vote at the 2020 AGM scheduled for May 6, 2021 were permitted to vote at the current AGM.

It was MOVED (Kelsey White) and SECONDED (Ivan Chan)

That the Quest Outreach Society 2020 Rules of Order be approved as presented.

CARRIED (AGM211108-01)

4. Approval of Agenda

Related material: Draft Agenda for the Quest Outreach Society Virtual Annual General Meeting scheduled November 8, 2021

It was MOVED (Stephen Coffey) and SECONDED (Kathy Howarth)

That the Agenda for the Quest Outreach Society Annual General Meeting scheduled November 8, 2021, be approved as presented.

CARRIED (AGM211108-02)

5. Approval of Annual General Meeting Minutes

Related material: Draft Minutes of the Quest Outreach Society Annual General Meeting held February 26, 2020

It was MOVED (Christopher Harrison) and SECONDED (Fred Cirillo)

That the Minutes for the Quest Outreach Society Annual General Meeting held February 26, 2020, be approved as presented.

CARRIED (AGM211108-03)

6. Election of Officers and Directors

Related material: Nominations Report

Chair Bergen read aloud the qualifications for a position on the Quest Society Board of Directors and the names of the each of the persons nominated for following positions:

- President (officer)
- Vice-President (officer)
- Secretary (officer)
- Treasurer (officer)
- Directors-at-Large (non-officer).

The following candidates individually consented to their nomination:

Gordon Alteman	Taslim Akbar	Patrick Bierne
Marilyn Bergen	Peter Brasso	Donna Burdick
Fernando (Fred) Cirillo	Carol Crow	James De Hoop
Nabih Faris	Cullen Goodyear	David Matheson
Eduarda (Eddie) McWhirter	John Milobar	Naved Noorani
Jaz Poole	Caroline Smart	Aziz Walji

Chair Bergen confirmed that elections for each position, including the available seven Director-At Large positions, would be held separately and sequentially.

Chair Bergen announced the opening and closing of voting for each of the separate positions to the Board of Directors. Members present online were directed to a separate internet browser to cast their vote anonymously for each position.

Announcement of the Election Results

The following results from each the separate election votes were announced by the Moderator:

- Marilyn Bergen, President (officer)
- Carol Crow, Vice-President (officer)
- Eduarda (Eddie) McWhirter, Treasurer (officer)
- Patrick Beirne, Secretary (officer)
- Directors-at-Large (non-officer):
 - o Peter Brasso
 - o Fernando (Fred) Cirillo
 - o James de Hoop
 - o John Milobar
 - o Jaz Poole
 - o Caroline Smart
 - o Naved Noorani.

Chair Bergen welcomed the new Board of Directors and thanked all candidates for their interest in standing for election.

7. Presentation of Report of the Directors

On behalf of the Board of Directors, Carol Crow, Vice-Chair, extended thanks to the members present, noting their support greatly contributed to the impact of the organization. The Vice-Chair commented on Quest Outreach Society's purpose, including disrupting the cycle of poverty, providing access to healthy and affordable food and dignified grocery experiences, and supporting food sustainability and accessibility. It was noted that Quest Outreach Society was able, over the past year, to redirect a significant amount of food (almost all of which was donated by partners) across BC to its five markets and offer the food at a reduced cost to clients.

Vice-Chair Crow acknowledged and thanked the dedicated staff and volunteers for their continued support. Over the past year, their efforts not only allowed clients to continue being served during COVID-19, all five markets had returned to pre-covid opening hours, with three open on Sundays.

Vice-Chair Crow welcomed and introduced the Society's new Executive Director Theodora Lamb, and highlighted 2021 achievements including: the launch of the Fresher by the Day campaign, the efforts of referring agencies to identify individuals and families who need Quest, the roll out of the expedited referral process and the Board approving raises for all Quest Outreach Society employees beyond the minimum wage, ensuring the organization's own staff are more food secure. Although the rising costs of food will mean clients' needs will increase, the Board, staff and volunteers were looking forward to another successful year ahead.

8. Presentation of Financial Statements and Auditors Report

Related material: Quest Outreach Society Independent Auditors Report for the year ended August 31, 2020; Quest Outreach Society Statement of Financial Position

Eddie McWhirter, Treasurer, reviewed the Treasurer's Report, and reported:

- KPMG issued a qualified audit opinion; this qualification was due to the limitations in verification of donations received and recorded in the financial statements
- The total balance sheet valuation at year end was \$3.2 million, up approximately \$222,00 from the prior year, with cash representing \$1.3 million of this total balance

- Total revenue was \$3.1 million, up \$374,000 from prior year, predominantly received from public donations and government subsidies
- The total expenses of \$2.8 million, were up \$349,000 from the prior year primarily due to the purchase of food items and employee wages/salaries
- Excess revenue over expenses at year end was approximately \$325,000
- Internally prepared financials as of February 28, 2021, reflects:
 - o A total balance sheet valuation of \$3.2 million, with cash representing \$1.3 million of the total balance
 - o Total revenue of \$1.4 million
 - o Total expenses of \$1.3 million
 - o Excess revenue over expenses of approximately \$94,000.

It was MOVED (Caroline Smart) and SECONDED (John Milobar)

That the Quest Outreach Society (Society) Annual General Meeting receive as presented, the Society's:

- Audited Financial Statements for the year ended August 31, 2020
- Statement of Financial Position (stub period) dated February 28, 2021.

CARRIED (AGM211108-04)

9. Appointment of Auditors

Chair Bergen introduced a motion to appoint the auditors for the Society.

It was MOVED (Carol Crow) and SECONDED (James de Hoop)

That the Quest Outreach Society (Society) Annual General Meeting appoint KPMG as the Auditor for the Society for the year ending August 31, 2021.

CARRIED (AGM211108-05)

10. Business Arising from Financial Statements, Auditor's Report or Report of the Directors

No business arising.

11. Special Resolutions

No special resolutions presented.

12. Members' Proposals

No members' proposals presented.

13. Adjournment of Annual General Meeting

The Quest Outreach Society Annual General Meeting scheduled November 8, 2021, concluded at 8:31 p.m.

This is a true and correct copy of the Minutes of the November 8, 2021 Quest Outreach Society Virtual Annual General Meeting and incorporates any and all amendments made at the time of adoption.

Marilyn Bergen, Chair