



110-100 Stone Road West  
Guelph, Ontario N1G 5L3

**Annual General Meeting Minutes**  
**Veterinarians without Borders/Vétérinaires sans Frontières**  
**Date: June 4, 2009, 5:00 p.m. to 7:00 p.m.**  
**Location: Queen Elizabeth Fairmont Hotel, Richelieu Room, 2<sup>nd</sup> Floor**

**Chairperson:** Simone Webster-Stahel, Board Secretary  
**Note Taker:** Jo-Ann Smith, Administrative Assistant

**Attendees:**

**VWB/VSF Board Members**

Brian Ausman  
(resigning board member at AGM 2009)  
Jim Fairles, Treasurer (resigning board member and reinstated as ex-officio board member AGM 2009)  
Erin Fraser (ex-officio) and Managing Director of VWB/VSF  
David Hall  
Josiane Houle  
Kristin Joudrey  
Elroy Mann  
  
Wayne McDonell  
(resigning board member at AGM 2009)  
Ron Mergl  
Enid Stiles, Vice-President  
Roger Thomson  
David Waltner-Toews, President  
Simone Webster-Stahel, Board Secretary  
(reappointed to board at AGM 2009)

**Board Members**

**Appointed at AGM 2009**

Megan Hlusko  
  
Jane Jardine  
  
Trace Mackay  
  
Scarlett Magda

**Staff**

Sonia Fèvre, SE Asia Coordinator  
  
Jessica Kennedy, Communications Manager  
  
Jo-Ann Smith, Administrative Assistant

**Other**

Claire Card, President, Saskatchewan Chapter  
VWB/VSF, Saskatchewan Chapter

**Members and Invited Guests**

Ashlee	Albright
Joanna	Coote
Tracy	Cornish
Alden	Hadwen
Jim	Hysen
Grar	Kawthar
Benoît	Lanthier
Clarice	Lulai Angi
Kristie	Smith

<b>Topic</b>	<b>Discussion</b>	<b>Actions/Motions</b>
<b>Introduction and Opening</b>	<p>David Waltner-Toews welcomed everyone to the fifth annual general meeting of VWB/VSF. David Waltner-Toews welcomed special guests including Alden Hadwen from Aeroplan.</p> <p>Simone Webster-Stahel opened the meeting and asked the members if they had any additions for the meeting agenda.</p> <p>Jim Fairles advised that the President of the Canadian Veterinary Medical Association would try to attend the VWB/VSF annual general meeting to give greetings.</p>	<p>Motion to approve agenda: Enid Stiles Second: Josiane Houle <b>VOTE: CARRIED</b></p>
<b>Approval of Minutes from AGM 2008 and business arising</b>	<p>Business Arising: - A governance committee chaired by Wayne McDonell was formed to address governance issues; one including the question for the need to have regional representation on the VWB/VSF board. The VWB/VSF governance committee members are Brian Ausman, Wayne McDonell and Chas Povey.</p> <p>Wayne McDonell reported that the goal of the governance committee was to review and comment on the organizational structure and to consider multiple board turnovers. After some discussion, the committee approved the existing organizational structure. It was also decided that while regional representation is somewhat desirable, it is not necessary and it is not in the by-laws that members should be elected by region.</p>	<p>Motion to approve minutes from AGM 2008: Wayne McDonell Second: David Waltner-Toews <b>VOTE: CARRIED</b></p>

	<p>In regards to the matter of board turnover, it was decided at the AGM 2008 to allow the re-election of board members after the usual three year term to maintain the flow and expertise of the function of the VWB/VSF board. The governance committee concluded that a three year appointment to the board may not be long enough to learn the working of the organization and assume an executive role. The existing by-laws do not need to be changed to allow for this. Existing board members will be encouraged to reapply to the board when their term is finished; however, there will also be open nominations from the membership of VWB/VSF.</p> <p>Simone Webster-Stahel advised that, at the AGM in 2008, a discussion took place regarding having a full financial audit as opposed to a review engagement. During this last year, the board decided to go ahead with a full financial audit as it is required to acquire funding from CIDA and other organizations. This will also enable VWB/VSF to adopt Imagine Canada's Ethical Fundraising code.</p> <p>Wayne McDonell advised that previously we did a review engagement as it was less expensive than having a full financial audit.</p> <p>- Elroy Mann advised that he has programmed our database over this last year so that members with overdue fees can be tracked. With this new ability in the database, letters were sent out to members reminding them that their membership renewal fees were due. This resulted in a number of members renewing their membership. We presently have 725 members in VWB/VSF. There are 100 members who have not paid their renewal fees and a decision needs to be made if VWB/VSF will remove them from membership.</p>	
<p><b>President's Report</b></p>	<p><b>Highlights:</b> David Waltner-Toews advised the membership of the following:</p> <ul style="list-style-type: none"> <li>• Alden Hadwen agreed to be on the VWB/VSF Advisory Council. This council provides advised on VWB/VSF issues but does not get involved in the day to day running of the organization. David Waltner-Toews welcomed Alden Hadwen as part of the team.</li> <li>• Last year VWB/VSF hired their first South East Asia Coordinator. Simon Firestone was commended for his role as SE Asia coordinator and for taking the VWB/VSF program to new levels of activities. Simon Firestone has left VWB/VSF and Sonia Fèvre has been hired as the new SE Asia Coordinator. Sonia Fèvre is working to find new funding and</li> </ul>	

	<p>take things in SE Asia to a higher level.</p> <ul style="list-style-type: none"> <li>• Jessica Kennedy was hired as the VWB/VSF Communications Officer and was commended by David Waltner-Toews for her accomplishments including the successful Rabies Fundraising and Christmas donation campaigns. The web presence has been significantly improved and the student blogging is giving VWB/VSF a public presence.</li> <li>• Erin Fraser has been doing a tremendous job in overseeing all the aspects of functioning of the VWB/VSF organization. Under her supervision, the organization has been developing in carrying out the mandates of the VWB/VSF board. David Waltner-Toews highly praised Erin Fraser for all her accomplishments for VWB/VSF over the last year.</li> <li>• David Waltner-Toews commended Jo-Ann Smith for her tireless efforts in maintaining the office functions in Guelph and all the behind the scenes efforts put into the VWB/VSF work she is performing both in the bookkeeping and administrative duties she has been assigned. This work is not as visible as some other areas of the running of VWB/VSF but David noted that very often troubleshooting of problems go through the Guelph office.</li> <li>• David Waltner-Toews thanked all the departing board members for their efforts and support. Brian Ausman has provided the board with a lot of needed legal advise; Wayne McDonell was integral in the start up of the organization and his support in taking on the role of treasurer in the initial stages of the organization’s development. Jim Fairles has been vital in his role of treasurer to ensure that the accounting practises of the organization are professional and in keeping with legal and ethical standards.</li> <li>• VWB/VSF has a lot of continued strong support from CFIA. Brian Evans talks about VWB/VSF in public forum and to politicians. In this coming year, VWB/VSF will need to renegotiate the CFIA contract. There will be some constraints as the CFIA budget is shrinking. VWB/VSF is working very hard to diversify the organization’s funding base. VWB/VSF has received strong support from Aeroplan from the onset of the organization and this helps us with travel support for the VWB/VSF work.</li> </ul>	<p>Motion: To accept the President’s report:  Elroy Mann  Second: Josiane Houle  <b>VOTE: CARRIED</b></p>
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	<ul style="list-style-type: none"> <li>• Strategic planning has been done at the board level with David Waltner-Toews, Erin Fraser and David Hall. There has been a lot of planning and on-line reviews performed. The strategic planning group had a retreat to review strategic planning and examine how the VWB/VSF board functions.</li> <li>• VWB/VSF is getting support from a number of organizations. Brochures have been paid for by Centaur and the Vet Purchasing Agency.</li> </ul>	
<p><b>Financial Report</b></p>	<ul style="list-style-type: none"> <li>• Jim Fairles asked all the members to review the financial reports that had been distributed at the meeting. Jim Fairles advised that the financial aspect of VWB/VSF is getting more complex with the new funding sources that are coming through. Jim Fairles and VWB/VSF staff are striving to get the procedures for recording the funds and coding the funds in order and this will continue over the next year. Presently, we are in our last year of our initial funding contract with CFIA</li> <li>• Jim Fairles advised the membership that VWB/VSF owed a debt of gratitude to Dr. Brian Evans and the foresight of CFIA, and it is hoped that their financial support of VWB/VSF will continue in the future.</li> <li>• Jim Fairles thanked Jo-Ann Smith for tireless and efficient efforts in doing the complex reporting to CFIA, and for her efforts with maintained detailed bookkeeping records. Jim Fairles also thanked the signing officers of the organization: they are Andrew Peregrine, Wayne McDonell, David Waltner-Toews and Jim Fairles.</li> <li>• VWB/VSF is now getting statements audited. The financial records for 2007-2008 and 2008-2009 are being audited by Ward and Uptigrove (our accountants). CIDA requires a track record (audit) of two years before they will consider a proposal to give funding to an organization.</li> <li>• In regards to the draft financial statements distributed at the meeting, Jim Fairles advised that the draft statement bottom line figures would remain the same but the headings may be changed to make this easier for the members to understand.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Presently, VWB/VSF is turning to the accountants to set up a system to help us keep track of the different types of funding.</li> <li>• Jim Fairles advised that VWB/VSF is looking for a 3<sup>rd</sup> person to join the finance committee.</li> <li>• Jim Fairles thanked Alden Hadwen and Aeroplan for the Aeroplan support that had been provided to VWB/VSF to carry on the work of the organization.</li> <li>• Jim Fairles advised that operating costs had increased this year as VWB/VSF has opened up a new office.</li> </ul> <p>Jim Fairles concluded the treasurer's report by opening up floor for questions from the members.</p>	
<p><b>Approval of Financial Report</b></p>		<p>Motion to accept financial report: Enid Stiles  Second: Wayne McDonell  <b>VOTE: CARRIED</b></p>
<p><b>Appoint an Auditor for 08-09 fiscal year and approval of same</b></p>	<p>Jim Fairles recommended that VWB/VSF continue to use Ward and Uptigrove as the VWB/VSF auditors.</p> <p>Jim Fairles recommended that reimbursements rates remain same in 2009/2010 for in Canada travel as follows: Mileage: .50/km, Accommodation: \$160/night, and per diems \$70/day</p> <p>In regards to the audit, Jim Fairles advised that it had only been two months since the books closed; he thanked Jo-Ann Smith for getting the information together quickly for transport to the accountant's office. The audit will take a few months to complete.</p>	<p>Motion to accept Ward and Uptigrove as the VWB/VSF auditors for 2009-2010: David Waltner-Toews  Second: David Hall  <b>VOTE: CARRIED</b></p> <p>Motion to approve that the reimbursement rates remain the same in 2009-2010 as they were for the previous year:  Josiane Houle  Second: Kristin Joudrey  <b>VOTE: CARRIED</b></p>

<p><b>Ratification of all proceedings since last AGM</b></p>	<p>Erin Fraser clarified that this step in the AGM is basically to verify that the members agree with all the undertakings of the board over the last year.</p>	<p>Motion to accept ratification of all proceedings since last AGM: Wayne McDonell Second: Trace Mackay <b>VOTE: CARRIED</b></p>
<p><b>Acceptance of directors' resignations</b></p>	<p>David Waltner-Toews advised the members on the matter of director's resignations and new nominations:</p> <p>At the planning stage of the AGM 2009, there were two openings on the VWB/VSF board:</p> <p>1) Brian Ausman submitted his resignation from the board. David Waltner-Toews thanked Brian Ausman for all that he did to help VWB/VSF during his time on the board. Brian Ausman did pro bono legal work in his spare time that ensured that VWB/VSF had all the professional legal procedures properly in place in the running of the organization. All the members gave Brian Ausman a round of applause for his important contribution to VWB/VSF.</p> <p>2) Simone Webster-Stahel completed her 3 – year term on the board as of this year and reapplied to continue as a board member.</p> <p>David Waltner-Toews advised the members that there were 4 nominations submitted to fill these two board positions.</p> <p>In the 24 hours prior to the AGM 2009, two more board members stepped down: Wayne McDonell and Jim Fairles.</p> <p>Wayne McDonell was one of the founding members of VWB/VSF; he took on the role as treasurer and got the VWB/VSF books in order; he has led the way with starting up the educational mission of VWB/VSF. Wayne McDonell will continue his work on the educational mission of this charity.</p>	

	<p>The other person who is stepping down from board is our treasurer Jim Fairles. Jim Fairles was elected as an executive on the CVMA at this year’s convention, and would like to move his role with VWB/VSF to “ex-officio”. The treasurer does not need to be a board member. Other organizations have an “ex-officio” treasurer.</p> <p>Due to the developments outlined above VWB/VSF now had 4 openings on the board at the time of the AGM.</p>	
<p><b>Nomination of board members and approval of the same</b></p>	<p>David Waltner-Toews asked the members to review the 4 nominees and their application letters and biographies on page 21 to page 25 of the AGM 2009 package. It was decided that the candidates did not have to speak at the meeting. The four candidates are Simone Webster-Stahel, Megan Hlusko, Trace Mackay and Scarlett Magda. All the candidates were present at the AGM 2009 except Scarlett Magda who sent regrets.</p> <p>David Waltner-Toews asked for nominations from the floor. No nominations were received from the floor.</p> <p>David Waltner-Toews explained the 2-year staggered process for the student representatives. There will be two student representatives on the board. For the next fiscal year, the second student (Junior Student Representative) will be Jane Jardine from WCVM. Kristin Joudrey will remain for a second year on the board as the Senior Student Representative. Students will now remain on the board for two years – one year to understand the workings of the board and the second year they will be able to vote and contribute more to the board. The student representative positions are chosen by the students and alternate between the five Canadian veterinary schools. Jo-Ann Smith will send the new board members a copy of the board manual.</p>	<p>Motion to accept the four nominations to fill the four open board positions:  Ron Mergl  Second: David Hall  <b>VOTE: CARRIED</b></p>
<p><b>Election of President for 2008-2009 and approval of same</b></p>	<p>David Waltner-Toews is standing again this year as president. Nominations were requested from the floor but none were received.</p>	<p>Motion to approve David Waltner-Toews as the President of VWB/VSF for this next year: David Hall  Second: Josiane Houle  <b>VOTE: CARRIED</b></p>

<p><b>Program Report</b></p>	<p>Erin Fraser gave the program report to the members.</p> <p><b>Highlights:</b></p> <ul style="list-style-type: none"> <li>• Last year was a very exciting year; it was great to have Sonia Fèvre and Jessica Kennedy as part of the VWB/VSF team.</li> <li>• The program highlights can be found on page 26-31 of the AGM 2009 package.</li> <li>• VWB/VSF had a great group of student volunteers this year to send out to various projects. There were a lot more applications this year than in previous years. A session was held for the students using Webex; and blogs have been set up for the students to use to report on their volunteer experiences. Erin Fraser encouraged the members to read the blogs.</li> <li>• VWB/VSF continues to have ongoing work in Kenya with the dairy cattle and swine projects.</li> <li>• In Cambodia, VWB/VSF has positioned 4 students to work on a rabies project</li> <li>• This year VWB/VSF sent 8 veterinarians to Guatemala and Todos Santos re: sterilization and prevention of rabies (the vets were using sterisole).</li> <li>• VWB/VSF has positioned a team in Chile working on the canine program.</li> <li>• In Guatemala our organization connected Aeroplan employees with our project there. One of the Aeroplan employees did a blog about his experience there.</li> <li>• This year we will have two biologists come to Canada from Ecuador and then we hope to send a team to Ecuador – this will be a program regarding data capture with wild animal pathology.</li> <li>• We have prepared a large format booklet that highlights all of the VWB/VSF current projects.</li> </ul> <p>On June 16 the organization has planned a Beyond Miles match day. Aeroplan will match the miles one for one of any miles donated to VWB/VSF on that day. Again, “thanks” was extended to Aeroplan for all their help and support.</p> <p>Yesterday during CVMA luncheon VWB/VSF had the presentation of the Aeroplan volunteer of the year award. The recipient of the award was Trace Mackay. “Thanks” was extended to Trace for her hard work and dedication in fundraising over the last year.</p> <p>Jo-Ann Smith was given an Aeroplan award from David Waltner-Toews as a “thank you” from the board for her work for VWB/VSF.</p>	<p>Motion to accept the program report:  Trace Mackay  Second: Elroy Mann  <b>VOTE: CARRIED</b></p>
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<b>Closing of Meeting</b>	The meeting was adjourned. The CVMA president came in at the end of the meeting to give greetings to VWB/VSF and asked if there was any way she could help in supporting the efforts of VWB/VSF.	Motion to close the meeting: Jim Fairles Second: David Waltner-Toews <b>VOTE: CARRIED</b>
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