



FMF-MCT Annual General Meeting June 27, 2020, at 2:00 p.m. held via Zoom videoconference

Hélène Hamel, Community Engagement Manager, opened the meeting with a short video outlining the purpose and achievements of the MCT. Hélène mentioned that the video would be posted to the FMF website.

Hélène demonstrated the Zoom features and video-conference tools which would be used during the meeting and noted that the meeting was being recorded. She also mentioned that some of the presentations would be only in English, but that the slides were mostly bilingual and questions could be asked in French and if so, would be answered in French.

Hélène then turned the meeting over to Pat Webster, Chair of the Board. Pat observed that these are peculiar times with so many people being absent from their normal summer homes in North Hatley. She mentioned that those who were not able to be in North Hatley this summer were missed.

Pat then extended a special welcome to Melanie Lelièvre (APCOR), Ray Banham, (Sentier Nature Tomifobia Trail), and Patrick Fréchette (President), Denis Petticlerc and Michel Clairoux (from Blue Massawippi).

Jane Meagher, Secretary of the Foundation announced that there was a quorum.

Margot Heyerhoff moved, seconded by Jane Meagher that the Agenda be approved. Motion approved. Jane then turned the meeting over to Chair, Pat Webster.

Chair's Report: Pat Webster

Pat observed that 2019 was a very successful year for the Foundation due to the extraordinary work of Margot Heyerhoff (President and CEO), the financial and

volunteer contribution of all our members and the Foundation's generous donors. Pat then introduced the Foundation's Board of Directors to those present.

Pat then proceeded to provide a brief overview of the work done by FMF and MCT since the last AGM. She mentioned that the Board began a Strategic Planning process, guided initially by Kathy Nikidis, Head of Trafalgar School for Girls in Montreal, and she thanked Kathy once again for her assistance.

The plan focuses the FMF and MCT efforts for the next 3-5 years on the four principle aims of conservation

- a) Protecting environmentally sensitive properties in the Massawippi Valley
- b) Providing environmentally friendly recreational opportunities on our conserved land
- c) Supporting research that contributes to a broader understanding of the environment
- d) Offering educational opportunities for residents of and visitors to the Massawippi Valley

Pat mentioned that the FMF had fulfilled its tax and organizational responsibilities. The FMF made grants to several organizations, including an important challenge grant to Blue Massawippi, the Foundation's close ally in protecting the land and water around Lake Massawippi. The Foundation also made a grant of \$2,000 to the Ruiter Valley Land Trust to assist them with legal costs associated in obtaining an exemption from municipal tax for land trusts and facilitated grants made by American donors and others to specific charitable institutions in and around Lake Massawippi.

Pat mentioned that the Foundation was continuing to refine the plan, aiming to ensure that the Massawippi Foundation and Conservation Trust become sustainable over the long term. A major component of ensuring this involves increasing the visibility and broadening the diversity of people engaged with the Foundation. As a first step, the Foundation hired a part time Community Engagement Manager. H  l  ne Hamel has been on the job since late May, working with our CEO Margot Heyerhoff. H  l  ne's enthusiasm and knowledge of the community is contagious – a good thing in this case -- and we are already seeing results, particularly through social media channels.

Pat expressed pride that we were able to keep our trails open and accessible to the public during the pandemic while provincial parks were closed and despite pandemic restrictions. She noted that the trails were never overcrowded.

Pat turned the meeting over to Margot Heyerhoff, President and CEO of the Foundation. Margot outlined some of the Foundation's major accomplishments in 2019.

Operations Report – Margot Heyerhoff

Properties:

- The 3-year hypothec on the Eberts property was fully paid off in August 2019 and this resulted in a \$200,000 grant from Nature Conservancy through Corridor Appalachien for the project. A press conference announcing this acquisition was postponed to 2021 because of the pandemic.
- On April 24, 2020 a deed was signed with the Belanger brothers to acquire a 7-acre property which is considered to be very strategic to the Trust's goals as it is in the heart of the mountain, is surrounded by properties the Trust has already conserved, has lake frontage and all the ecological value the Trust looks for. It also acts as a link between two conserved properties which will allow trails to be linked between the two. Three payments will be made over a 3-year period for a total of \$300,000. The Trust will apply for an NCC grant which if successful will be received once the property is paid in full in 2022.
- Another 4-acre forest property that is strategic, developable and ecologically significant also became available up on Montée McKinven. The owner was offering it for a bargain price of \$100,000, which is well below its evaluation and as the Trust had the cash available it was purchased in May, 2020. The Trust hopes to receive some NCC funds for this property as well once the biologists at Corridor Appalachien confirm that it meets the NCC ecological criteria.

Margot mentioned that the Foundation continues to work with owners of target properties on the West side of the lake, speaking regularly with them to see if they are ready to conserve, letting them know of the Trust's continuing interest.

Biologists from Corridor Appalachien, along with volunteer, Paul McFarlane, tagged two properties during the summer of 2019. They also visited two

properties to report back to the FMF on their general health and condition and reported that no disturbances or changes had taken place since their last patrol. In the week preceding the AGM the biologists visited and examined 5 of the Foundation's conserved properties. Reports of their findings will be sent to the FMF over the winter.

In 2019 the Trust gave permission to a team of biologists from the University of Sherbrooke to use the Trust's conserved properties for a study on salamanders. They were very grateful for this access. This is a five-year research project to be completed in 2023.

Trails:

Margot reported that in 2019, the Board established a list of Trail Building Protocols which are being followed by the team this season. She mentioned that as ALL public trails in the province were closed to the public during the winter and spring due to the Pandemic; the Foundation's board decided to keep its trails open but to put up social distancing signs which were made on very short notice. She mentioned that the Foundation has a signage committee that works during the winter months to update trail maps, decide what signs are needed and where they need to be installed. COVID-19 even affected the timing of the sign installation as printing shops were closed down until recently.

Margot reported that also due to COVID, the Board had decided to both shorten the trail building season and hire fewer trail builders. As a result, three professionals and two returning university students were working on the trails, so no time had to be spent on initial training. The team's attention this season was focused on some finishing work on a northern section of the trail, landscaping at Ethan's beach, building some small access bridges and hopefully beginning some work on the former Eberts property. This work will primarily be the closing of old logging roads and old trails that will NOT be part of our network in the future.

Margot informed those present that the plan for the Official Opening of Ethan's Beach on August 1st this year had also been postponed until the summer of 2021. Even so, the kiosk, rules and safety signs, and beach preparation will all be in place this summer for public use. The Foundation is working with the Montée Massawippi Homeowners Association to have a gate installed at the southern end of the road. There is actually a temporary one now with a chain across so that

people will not be able to drive down this privately owned road to access the beach. The Trust now owns two thirds of this road. The Foundation is also working with those same neighbours to be its 'neighbourhood watch' eyes and to report to the police or to the Foundation any activity that goes against the rules – most importantly - campfires.

Educational Programming –

Margot reported that the Foundation had hoped to begin its first educational programme this summer, bringing young children into the forest for fun learning activities but that this too has had to be deferred due to the pandemic. Margot indicated that she hoped that by the time members meet again for the 2021 AGM, she will be able to report that this aspect of the Foundation's 4 tenets is up and running.

Margot passed the meeting back to Pat, who asked for someone to move to approve last year's Minutes.

Moved by Tom Wilcox, seconded by Jonathan Fortier that the minutes from the AGM of the FMF and the MCT held on June 29, 2019 be approved. Motion passed.

Tom Wilcox, Fundraising Chair

Tom opened his remarks in French, apologizing for his French, saying it is not easy to practice in the US. 2019 was an excellent year for the FMF and the Trust – 2020 will be a challenge for many reasons, but the Foundation must attain its objectives even if they are more modest, to keep its momentum. He thanked all those present, saying that the Foundation's success is due to their exceptional generosity. He also thanked the Foundation's Chair, Pat Webster, and Margot Heyerhoff, President and CEO for their leadership, as well as the members of the Board of Directors.

Despite its successes, the Foundation still faces significant challenges. The needs of the Valley are no less great than they were a year ago. New challenges include: Commercial development which continues to threaten ecologically and esthetically important properties. Donors are not only dealing with their own upheavals but are also supporting efforts to address the effects of the pandemic.

Key donors have made multi-year pledges, to pay for recently acquired properties, reducing their capacity for new commitments. The Foundation wants to continue to employ its new trail builders and it risks losing them if it doesn't use them. Many of these factors have made fundraising more of a challenge. The FMF runs the risk of not being able to acquire top priority properties that it has negotiating over a long period of time if it fails to generate new funds. It is in the midst of negotiations for 4 new properties which may be the most important it has ever considered for a total cost of \$1,500,000. The Foundation cannot operate in perpetuity without a working endowment for taxes, insurance, operations and grant making.

Tom reminded people that success comes from successful fundraising. He indicated his belief that the Foundation needs \$2.5 million to sustain itself and ensure the health of its future. It must broaden and expand its donor base as part of a long term plan. 2020 programming must be limited to necessary and essential projects. He concluded that the Board would be focusing on key priorities in the coming year and scale back on others, as important as they may be.

Priorities include:

Seeking funding exclusively for necessities, while maintaining reserves.

Fund a 2020 \$100,00 payment for the FMF's newly acquired property.

Continue minimal trail building and maintenance trail building

Postpone endowment campaign.

Postpone acquisition of \$1,500,000 in high priority properties.

Seek out new donors and partners through a focused community engagement effort. Tom emphasized again that the Foundation must expand its network of donors and Tom thanked H el ene for the work she has done in developing our social media presence.

Tom indicated that the financial goals of the Foundation reflect those priorities and thus include \$120K vs. twice that last year on trail building and maintenance. A total of \$350K is being sought for the coming year which is small by comparison with the \$1,3 million raised last year, but is needed in order to support the FMF's accounting, organizational and audit expenses, have some money set aside for contingencies and also have the \$100,000 set aside for the new property acquisition.

Tom spoke of the need to build a base of annual support, a diverse group of donors in order to sustain the Foundation's future and the need to continue to grow although at a lesser pace.

Tom then outlined how the Foundation might hope to raise money.

It will need at least 4 gifts of \$50,000 or more from existing or new donors, 5 at \$10,000, 5 at \$5,000, 10 at \$1,000 and many smaller gifts of less than \$1,000 that together will give a total of \$65,000.

A relatively small reduction in very large gifts demands a significant increase in small gifts, which is what is motivating the Foundation to spread the word about its needs. In closing Tom thanked everyone for their engagement and support and their continued support in the future.

Treasurer, Normand Brière

Treasurer, Normand Briere presented the financial status of the organization. Normand offered an explanation of the financial statements for the period ending December 31, 2019 (attached). Normand outlined the difference between the FMF and the MCT. He began with an overview of the FMF statements followed by the statements for the MCT. Normand explained how the FMF is the principal source of revenue for the MCT while the MCT is the organization which is the owner of all the property held in the conservation trust. Both organizations can receive gifts and give charitable donation tax receipts.

Normand turned to Page 3 of F/S of FMF -The funds under management by the Ottawa Community Foundation are available for granting or endowed. Over time the objective is to increase the capital held in the endowment account to such a number that it can generate enough revenue to cover annual trail building activity and the administration fees of the organization. Normand then took members through the FMF F/S line by line.

MCT is the owner of the protected land and is the entity that pays the taxes and other expenses relating to the protected land. Normand went through the MCT F/S explaining the entries line by line. On page 5, referring to the Long-term Assets item (Land), Normand explained that the value indicated for the land owned by the Trust is calculated using either the Cost of acquisition of the land or the land value.

Jodi White moved to adopt the financial statements. Seconded by Hamnett Hill. Motion approved.

Governance

Jane Meagher (Secretary) offered an overview of governance issues. Jane thanked all those present, mentioning that next year would be the Foundation's 10th anniversary. She observed that over the last year, after almost 10 years of existence, the Board had undertaken the exercise of examining the Foundation's governance standards. One of the accomplishments in this respect was the adoption of a Trail Building Protocol which is now being followed whenever it is proposed to build a new trail or to add to an existing trail. The Board has also, as part of this initiative, developed an objective set of standards when deciding to bring additional people on to the Board (more young people, more people from around the lake and more francophones). Admissibility criteria have been developed in this regard. The goal is to have a Board which is constituted of people with diverse backgrounds that represent the entire valley.

During this last governance exercise the Board decided that in order to achieve its goal of having a diverse Board, it needs to expand the number of Directors from 9 to 11. Jane explained that to do so under Quebec law, this requires adopting a Special Resolution to change the existing By-Laws that were adopted 9 years ago. She outlined the nature of the Special Resolution and the requirement that it be approved by a 2/3 majority of the members present at the AGM. She mentioned that the Special Resolution also provides for a 3-year term for Directors in order to ensure there is movement and turnover on a regular basis. It also authorizes Jane, as Secretary, to take the necessary steps to implement these changes so as to give them full force and effect.

Moved by Margot Heyerhoff, seconded by Norm Jones, that the reading of the Special Resolution be dispensed with and that the Special Resolution be taken as read. Motion approved.

Jane then asked for a motion to approve the Resolution passed by the Board at its June 7, 2020 meeting to increase the number of Board members from 9 to 11, indicating again that a 2/3 majority vote was needed to pass the resolution.

Moved by Jane Meagher, seconded by Normand Brière that the Special Resolution be confirmed by the members. Motion passes (21 in favour) and

opposed (0) abstained (6). Jane undertook to take the necessary steps to process the change with the Registraire des entreprises du Québec.

Election of Board of Directors 2020

Pat presented the slate of Directors for 2020.

Nine are currently members of the Board. Pat took a few minutes to present a new proposed Board member, Hamnett Hill, and to describe some of his many accomplishments. She then listed the proposed slate as follows:

Normand Brière,
Jonathan Fortier,
Margot Heyerhoff,
Hamnett Hill
Patrick Houston
Norm Jones
Jane Meagher
Pat Webster
Jodi White,
Tom Wilcox

Moved by H  l  ne Hamel, seconded by Heather Ross, that the Directors nominated to hold office on the Board of Directors of the Fondation Massawippi Foundation for the ensuing year be elected. Motion passed.

Question Period

Heather Ross asked about the hunting rules. Margot Heyerhoff advised that there is no hunting allowed on the MCT properties and that the signs so indicate. The sign also indicates the number to call (SOS Braconnage) to report any evidence of hunting on the MCT properties.

Jack Wilmer asked whether Hamnett Hill lived in North Hatley. He answered that he lives just outside Ayers Cliff in Hatley.

Claudio Bussandri complemented the Board and Management on putting together a very professional and informative presentation, particularly in the zoom format.

Pat invited members to visit the Website to discover more about the Foundation's initiatives, trails etc. and to view the 3-minute video presentation.

Jane invited members to send in any questions they might have, in French or English to herself or to Pat or Margot.

Hélène mentioned that the Foundation has gone from 11 to over 120 friends on FaceBook and that the FMF also has an Instagram page and invited members to follow the Foundation on FB and Instagram.

Pat then thanked everyone for attending the AGM, mentioning that next year there will be many activities celebrating the FMF's 10th anniversary and to keep an eye open for announcements concerning these activities.

Jane invited members to contact the FMF if they or someone they know want to participate in any way in the Foundation's activities.

Jane moved, Margot seconded, that the meeting be adjourned at 3:00p.m.