Canadian Goat Society
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M I N U T E S

Canadian Goat Society Annual General Meeting

February 18, 2023

MINUTES ANNUAL MEETING CANADIAN GOAT SOCIETY FEBRUARY 18, 2023

This meeting took place on Saturday, February 18, 2023.
The meeting took the form of a Zoom call.
When the meeting began there were more than 30 members on line. Quorum is 18.
During the meeting there were time periods when forty members were online.

President Sandy Howell called the meeting to order at 12:07 pm Eastern time zone.
Sandy expressed pleasure at the turnout and thanked everyone for participating.

Identification of members had already been handled via introductions as members had arrived prior to the meeting.

Minutes of the Previous meeting in February 2022

Moved by Mike Dietrich, seconded by Rayman Vella that reading of minutes of the annual meeting in February 2022 be dispensed with as they had been circulated.
CARRIED.

No business arising from the minutes.

President Howell noted that with the resignation of Catherine Lord during 2022 Raynald Dube had joined the board as director from the Quebec district All current board members were present and were introduced by name.

Reports from Board Members

Reports from Board members had been circulated prior to the meeting. A member had not had the time to read Sandy Howell's report from British Columbia so that reading took place during the meeting.

The only pieces of correspondence received prior to the meeting were requests for the link for the online call.

President Howell noted no unfinished business. She then asked that the financials be presented by the Secretary Manager Russell Gammon.
Gammon noted that the financials represented a draft version of reviewed finacials with a review being less extensive and expensive than a full audit.

Carol Clayson asked when the last full audit had been conducted. The answer supplied was that it had been more than five years. There was consensus that a full audit should be held on a regular basis after a set interval of years had passed.

As part of his discussion of the statement of financial position Gammon provided an update of the amounts in the Society's chequing, savings and CIBC account in Ottawa associated with CLRC as of the day of the meeting:
BMO Chequing account $8728.28
BMO Savings account $61704.74
CIBC account Ottawa $4368.59
Total $74801.31

All investments in GICS are with Bank of Montreal (BMO).

Gammon then explained amounts owed to CGS in the accounts receivable segment of the statements.
With regard to accounts payable on the statement of financial position Gammon explained that these liabilities consisted of five credits on account for members; a payable to CLRC for December 2022 activity with that company dated December 31, 2022 and paid in mid-January 2023 and an accrual by our accounting firm for their services in 2023.
At this point 38 members were online.

Tanya McCarthy asked if the financials being discussed were the result of an audit or a review. Thus the question was an audit conducted for 2022? She noted that the CGS by-laws called for an audit every year.
Sandy Howell commented that David Trus of Agriculture and Agri-Food Canada (AAFC) had approved the use of an review rather than an audit.
Tanya commented that doing a review only was a violation of the by-laws.
Carol Clayson agreed that by-laws must be followed.

Mike Dietrich congratulated the Board and staff on the fact that the financial position/bottom line of the association had improved more than two times from the bottom line of the previous year.
Zoe Thorbergson asked if a review could be accepted over an audit.
Linda Carlson commented that the financial turnaround of the Society in recent years was stunning. She also commented that the Society needed to follow the process to revise by-laws, as outlined in those by-laws.

A motion was made by Mike Dietrich and seconded by Jaki Ayton that CGS engage an accounting company to perform a full audit for the 2023 financial year.
During discussion Tanya McCarthy noted that there was no need for this motion as the Society must do an audit.
Calum McLeod noted that David Trus is an employee of AAFC and not CLRC and thus administers activities of associations who operate under the Animal Pedigree Act.

Zoe Thorbergson asked if the motion on the floor could be amended to read that an audit be conducted on 2022 financial performance and that a review of by-laws take place in 2023.
The moved and seconder of the motion agreed to this amendment.

Two motions were then made. The first by Mike Dietrich, and seconded by Carol Clayson was that a full audit of CGS finances for 2022 be conducted by a chartered accounting company. Carried. 38 votes for. None opposed.
Second motion-moved by Mike Dietrich, seconded by Natalie Mitchell that by-laws of CGS be reviewed to determine if the terminology in those by-laws is still appropriate for members wishes and is aligned with government legislation.
During discussion Jonathan Dugdale noted that the formation of a by-law review committee was to be announced later in the meeting.
Mike Dietrich withdrew the second motion in light of the fact that a committee already exists.
After more discussion a motion was made by Mike Dietrich and seconded by Rebecca Lange that the by-laws of CGS be reviewed to ensure that they are current and in line with member wishes and government legislation. CARRIED 39 in Favour.

Discussion of the 2022 draft financial statements continued.
The next portion of discussion was examining revenue and expenditures.
Gammon noted the flowing yearly performance figures:

2019 loss of $11,000
2020 excess of $2000
2021 excess of $31,050
2022 excess of $65,077

Gammon noted that budgeting for 2022 was challenging as activity in many programs was limited or non-existent in 2020 and 2021 due to Covid restrictions.
A very detailed explanation of revenues and expenses followed-revenues first, with inclusion of some expenditures at the same time to increase understanding of impact on the bottom line.
A few questions for clarification were answered.
A donation of $5,000 for the classification program from Linda Carlson in British Columbia was noted.

After revenue lines had been reviewed the next step was to review expenses. Gammon noted they were $30,000 higher than in 2021 due to increased processing activity at CLRC and higher expenses for programs which garner both revenue but also create expenses when delivered.

As classification expenses were being reviewed numerous comments were made.
Some members believe more trained classifiers are needed. There was also an expression of the belief that more clarification re the process of training and hiring classifiers is needed.
Gammon extended thanks to member Grant Howley who had been an integral part of working with the 2022 team of classifiers.
There was also discussion that the number of animals and herds to be scored dictates the number of classifiers needed.
Zoe Thorbergson recommended development of a manual on becoming a classifier.
Amanda Lindsay-Peaire asked why only four classifiers were hired when the number could have been six with trainees.
Tanya Vickers expressed support for the concept of a definite classifiers manual.

Office expenses were explained along with the fact that this segment includes the costs of membership renewal work done by CLRC and that CGS had worked with CLRC to find ways to reduce those expenses. Also noted was the fact that with higher activity levels in programs offices expenses will increase.

Returning to the subject of classification Adam Scanlan commented on the value of an information piece on the qualifications and roles of a classifier and his support for Zoe's recommendation. As a long term user of the program Adam sees value for the program, and for classifiers, in a regular rotation of classifiers so that classifiers see a variety of animals and learn more about the amount of variation in the population.
Ted Brooks reiterated that classification delivery must be run like a business with right-sizing of the staff component and a close eye on costs of delivery.
There was great support for Adam's comments via the chat function.
Chris Grab suggested that the concept of auditors for classification training could be considered.

Discussion then returned to line item expenses.

Genetic Evaluation expense-$3200 of the total amount represents a payment to Lactanet for sending data and information files to CCSI for 305 day milk tested herds.
More data from programs is needed to make genetic evaluations more valuable.
Because of work done with government funding dairy goat evaluations will be moving to a mixed BLUP system. Because of increased activity with the breed and the move to BLUP evaluations, genetic evaluations for the Nigerian Dwarf breed will be available sometime in 2023.

Linda Carlson noted that there is a classification manual available on the CGS website in the Classification section.

Accounting fees will naturally increase with the move to a full audit.
The various elements of Judges Training expenditures were explained.
Returning to classification for a moment Mike Dietrich commented that it is important that enough work be available for each classifier so that serving in the program is worthwhile.
Expenses for the shows line item was higher in 2022 with 39 shows compared to 11 in 2021.
There was a Board decision to seek input from a lawyer in 2022 to ensure that the Society was acting correctly in addressing topics with members.
Regarding extra costs for completion of the Goat Of Practice an explanation was provided and some promotion done on the code of practice and availability of the code in hard copy from CGS, or online.
Rent costs for January 2021 ($325.00 for rent and $25.00 for internet access at our former office location) were explained along with the fact that there had been no charge for office space or internet access since the late February 2021 move to Fergus. As of meeting time this lack of charges to CGS had saved the Society approximately $8,000.00).
Tanya Vickers asked about planning for access to CGS property in the event of any challenges with availability of the current Secretary-Manager and for succession planning purposes. She also asked if there was a listing of pass words and user names so that easy access could be gained to equipment and bank accounts, processing software, etc.
Gammon noted that the Board had discussed this matter and was at work developing such listings and approvals for appropriate sharing with senior executives in the association.
In leaving the meeting Adam Scanlan thanked the Board for a successful 2022.

Gammon noted zero cost to host the annual meeting as we have an annual zoom connection package.
No questions or comments were made re the statement of cash flow.
Gammon explained the CGS portfolio of $55,000 in GIC investments with the Bank Of Montreal. He explained current interest rates and the fact that in February 2021 CGS had no money invested in any interest bearing investments.

No motion was made to approve draft statements of the financial performance review.

New Business

Sandy Howell announced that Paul and Sharon Stoll of Woodville, Ontario had won a Silver Master Breeder Award based on performance of their animals.
Susan Frazer of Beulah and Winnipeg, Manitoba, had earned both a Silver Master Breeder and a Master Breeder Award.

Sandy Howell also announced that beginning with membership renewals due to be distributed in late 2023 for 2024 memberships, and new memberships in the future, it would be necessary for the continuing member or new member to signify their agreement with the CGS code of ethics for their membership to be processed.

Sandy also announced that going forward information on only those members who had renewed by March 31st of any year would be included in the CGS database for "Search The Registry" on the CLRC website. If a member renewed after March 31st their information would appear once they had renewed.

Jonathan Dugdale announced the formation of both a By-law Committee and a National Show Committee. He urged anyone interested in serving on these committees to email the CGS office.

Sandy Howell announced that all program fees would stay the same in 2023.

Secretary-Manager's Report

Gammon noted that he would be expanding upon his printed report.
Key elements of his presentation included:

-The central concept of the report was about all that the members had done.

-Registrations 5.5% higher than 2021.
-Transfers 37% higher than five years earlier in 2018.
-Memberships 3.7% higher than in 2021 and at their highest level since 2001, twenty one years earlier, at 642.
In the latest five years membership totals have grown by 21%.
-B.C will have two director positions available in the elections in 2023 based upon the regions 2022 membership total.
-In the last two years 277 new members have joined CGS.
-Units of registry work processed by CLRC for CGS in 2022 were 6.9% above 2021 and 23% higher than in 2018.
-More than 570 head were classified in 2022. Gammon praised the efforts of our four classifiers during the year.
-Classification deadline March 15th, form being revised.
-Since 2019 the Society has attained an excess of revenue over expenditures of $98,000 with one loss and three years of excess revenue.
-CGS has $129,000 in resources in our bank accounts and investment portfolio at meeting time.
-Shows 39 in 2022, 11 in 2021.
-National Integrated Genetic Database Initiative funding will support positive changes at CLRC re operating efficiencies.
-National Code of Practice for goats was mentioned again.
-National Shows for 2023 will be held in Edmonton in July and in Toronto at the RAWF in November.
-Productive Board Meetings were held on February 11th and 13th prior to the AGM.

Sandy Howell thanked Russell for his report.

Response to the Secretary-Manager's report.
Zoe Thorbergson noted that development of SNP testing must remain a priority in the goat industry. Gammon commented that the National Integrated Database Steering Committee have had introduction and expansion of genomic testing in the Small Ruminant Industry as a priority. Effective testing for Scrapie resistance must become a priority topic in the goat industry. Action on importing bucks to Canada during the temporary period in 2022 when this was possible for Canadian herds on the Scrapie program was very impressive.

Carol Clayson raised the question about opening possibilities for semen exchange between members. She commented on the narrowing gene pool in goat breeds in Canada. While Carol was urged to communicate with Dr. Lynn Tait at OCFlock she commented that collection at AI centers was very expensive and that on farm collection by vets was much more economical.
Tanya McCarthy encouraged Carol to contact her local CFIA office to investigate changes to the domestic collection program rules.

Proposed By-Law Amendments:

Three proposed amendments had been submitted by members. A by-law review committee (consisting of the full Board) had met to consider whether the proposed by-laws conformed with the Animal pedigree act and were consistent with the rest of CGS by-laws. This meeting had taken place in November 2022.

Minutes of the review committee's meeting had bene shared with all those involved in supporting the proposed amendments. The proposed amendments had also been sent to the Animal Registration Officer at AAFC and the Manager of CLRC for comment.

The first proposed amendment related to the current by-law allowing the President to vote in the case of a tie and also vote as a Director, two votes per one person. The proposal was to change wording to " In the event of a tie vote, the vote must be retaken until the tie vote is resolved by additional voting."

The second proposed amendment is to add to the by-laws: No individual may serve as director for more than 2 (two) terms consecutively.

The third proposed amendment is to add to the by-laws that : The role of President cannot be filled by a director who was acclaimed.

Responses from both the ARO at AAFC and the Manager of CLRC had been shared with members before the annual meeting.

Responses from members at the meeting:

Zoe Thorbegson: Common practice is that Presidents only vote to break a tie vote. A local organization she is part of has a policy that a director must have one period of three years not on the Board during any 12 year term, i.e max of nine years on the Board in twelve year period. Regarding not allowing acclaimed directors to serve as President there does not appear to be a precedent for this in other associations.
From chat-no one should be allowed two votes.
Mike Dietrich-no term limits, no special/different status for acclaimed directors would be his stance.
Callum McLeod-supported one vote only per Board member; noted that it is hard to find willing candidates for director positions now, if acclaimed directors have restricted responsibilities two levels of directors are created. Board members are meant to have equal roles and responsibilities.
Tanya McCarthy-The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, which is the manual CGS works from ,supports continued retaking of votes in the case of a tie.
Ted Brooks-Chair only votes in the case of a tie, no term limits should be applied.
Rebecca Lange-Chair or President only votes in the case of a tie, disagrees with term limits, hard to find volunteers to be directors and new and experienced directors should be able to work together effectively, directors elected by acclamation should not be discriminated against.

In other business Zoe Thorbergson suggested the concept of a mentorship program for director prospects whereby they would work with a current director and obtain training in how the Society and Board work and would understand the role better.
Tanya McCarthy raised the topic of opening up Board meetings to any members who wished to attend them.
Jonathan Dugdale commented that he would have appreciated sitting in on at least one board meeting, after his election and before his term began, so that he could learn how the meetings were conducted and the type of business addressed.
Ted Brooks spoke in support of open meetings so that members knew how processes worked.
Susan Frazer returned to the matter of Presidents not voting and only in the case of ties and how this impacted their role as director from their own district/region.

From the chat function the following comments were gleaned:

-Drop districts
-Develop a What to Expect as a Director Manual.
-Member would like to join meetings.
-Transparency is important and allowing members to see actions at Board meetings expands it.
-The president is not always the Chairperson.
-With the exception of In Camera sessions members should be allowed to attend Board meetings.

Ted Brooks live comment:
In the case of ties the motion is regarded as failing in some parliamentary guides. He disagrees with the concept of no director districts.

Susan Frazer commented that directors represent their region and all of Canada. There should be an equitable solution to allows directors to serve regions if they are also President.
Linda Carlson agreed with this stance.

Sandy Howell noted that the Board will vote on moving forward with the three proposed by-law amendments.

Zoe Thorbergson addressed the topic of their being differences between the classification scorecard and the show ring scorecard.
She asked if the Society planned to address these differences.
Jonathan Dugdale commented that in the show ring animals are being compared one to the other while in classification each animal is analyzed as an individual.
Zoe noted that changes came about when Holstein was involved in classification-changes were made in the classification scorecard while the Showring card remained the same. Before the classification changes the scorecards were identical. Her question was: Which card recognizes a more structurally correct animal?

Ted Brooks indicated he agreed with Zoe, and also noted that genetic diversity is markedly limited in Canada. He believes there should be more correlation between the show ring and classification.
There were multiple expressions of agreement with Zoe that the scorecards should be the same.
Comment was made that this alignment work would be a good project for Classification and Show committees to work on.

Tanya McCarthy reminded members of the new Youth Program.
She and Jonathan Dugdale indicated that a lot of hard work had been done on the yearbook and that it should be published within a month.

Amanda Lindsay-Peaire asked for an update/explanation of the letter of intent to withdraw from use of CLRC services.
Gammon noted that the letter had been sent to the Manager of CLRC and the Animal Registration officer at AAFC.
CGS would not be able to withdraw from the business relationship with CLRC until the end of 2024 to avoid severe financial penalties for leaving early.
As CGS represents about 7% of CLRC's units processed CLRC would want to continue working with us and would definitely "take us back" if CGS left and any new solution re provision of registry servces did not work out for CGS. The CLRC Manager received the letter from CGS in a very good manner and regards it as a spur for CGS to perform at a higher level. CLRC regards 2023 as a "make or break" year in that they must land of ways in which work can be processed efficiently on a more cost effective basis.

Sandy Howell announced the 2023 Executive: Second Vice President-Jonathan Dugdale; First Vice President-Chris Grab and herself, Sandy Howell as President.

Sandy thanked members for the growth in activity CGS had enjoyed in 2022 in registry work and programs.

Numerous expressions of congratulations to the new Executive were received via the chat function.
Carol Clayson asked when the Board would address the question of members attending meetings. Sandy replied that the board would address this matter at an upcoming meeting.

Meeting was adjourned at 3:43 pm Eastern on a motion by Joanne Battersby.