



## 2025 OCC ANNUAL GENERAL MEETING

Date: Saturday, January 25th, 2025

Time:

9:00am Pacific Time

10:00 Mountain Time

11:00 Central Time

12:00 Eastern Time

13:00 Atlantic Time

13:30 Newfoundland Time

Location: Virtual

<https://us06web.zoom.us/j/89583750461?pwd=eCQW4QZ3U7mMSNzVFp20mrxF2qL5Wz.1>

| Item # | Item  | Presenters             |
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| 1.     | Welcome and quorum established <ul style="list-style-type: none"><li>● 10:02AM Quorum established</li></ul>   | Ryan Barfoot           |
| 2.     | Acknowledgment of the land <ul style="list-style-type: none"><li>● 10:03 Ryan Barfoot</li></ul>   | Chairperson            |
| 3.     | Participant check-in <ul style="list-style-type: none"><li>● 10:16 Breakout Rooms</li><li>●</li></ul>   | Franz Plangger         |
| 4.     | Approve minutes – January 27 <sup>th</sup> , 2024 AGM<br>10:09 Motion proposed By: Rachel Schmnidt<br>Seconded By: <a href="#">Kim McLaren</a><br>Motion Passed by Majority   | Rachel Schmidt         |
| 5.     | Board Report<br>10:22am <ul style="list-style-type: none"><li>● Board Report (Various Members)<ul style="list-style-type: none"><li>a. <b>Board energy towards Charitable Status (Graham May)</b></li></ul></li></ul> | Multiple Board members |

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|  | <ul style="list-style-type: none"> <li>● The board is excited to transform the organization to a charity. This move is a long time coming and makes financial sense.</li> <li>● Franz P. also spoke to this item. When the organization was being built the charitable status rules set by the government stated that charities could not do advocacy work so a charitable organization was set up separately from the OCC to collect funds that were then transferred to the OCC. Last year the laws around this changed and we now have the opportunity to combine our organizations into one that can advocate AND collect donations. <ul style="list-style-type: none"> <li>a. <b>Big Ideas and Growth (Edward "Fin" Finnigan),</b></li> </ul> </li> <li>● Big Board Moments in 2024:</li> <li>● Charitable Status Move</li> <li>● Sociocracy structure on the board rather than a hierarchical structure: the board has been working collaboratively this year</li> <li>● The board has many new members but is working well together and looking forward to goal setting and supporting each other in 2025 towards actions that will benefit the board, the staff and the membership <ul style="list-style-type: none"> <li>a. <b>Plan for 2025 and committees (Nicole Cameron),</b></li> </ul> </li> <li>- our hope for 2025 is to have more committee meeting engagement. The board will move to meeting every other month halfway through 2025 so that board members can be more involved in committees and link that to their board work.</li> </ul> <p style="margin-left: 40px;"><b>b. Curriculum and Supervisor Course (Rachel).</b></p> <ul style="list-style-type: none"> <li>● The Curriculum Committee has upped the pace of its work significantly this year. The prime focus has been on strengthening the scope of practice. This has required quite a few tweaks to both the course and module manuals. This work needed to be done since the soon-to-be-announced permitting process in Alberta will permit Field leaders to lead multiday trip in Yosemite Decimal System class two terrain, <b><i>providing they are operating within their scope of practice</i></b> as specified by the OCC. This is a huge win for the program but also meant we needed to fine tune our language regarding the scope(s) of practice.</li> <li>● There has been an annual 'Continuing Professional Develop (CPD)' requirement for</li> </ul> |  |
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|  | <p>Field Leader Instructors since before the pandemic but it has not been operational since the pandemic. Starting in Spring, we will be working with instructors through seminars and updated instructional materials to both re-energize this system and improve dialogue between the committee and the instructors. Auditing will resume in 2026.</p> <ul style="list-style-type: none"> <li>• The committee has wanted for some time to institute a painless but important process to ensure field leaders remain current in their practice. We hope to soft launch a CPD system for Field Leaders this spring. Once we and operations are satisfied with how it is working an auditing process will begin there too. Likely in 2027.</li> <li>• Finally, we received our first complaint about the performance of a member. Fortunately, the alleged offenses were minor in nature and this file been resolved. However, it was obvious that we would have been very poorly prepared to manage a more serious issue. It is imperative that we develop a formal system for people to make a complaint, and for us to investigate it, and then to resolve it. This work has begun and hopefully will be complete before the summer season.</li> <li>• I wish to thank the many hours of work provided over the last year by the committee members. We are so fortunate to have this level of commitment by recognized experts with decades of experience over the vast and diverse landscape that is the led outdoor sector.</li> <li>• <ul style="list-style-type: none"> <li>a. <b>Energizing the Board (Ryan Barfoot),</b></li> <li>- The board has faced some challenges in terms of introspection and navel gazing but we are moving through this and are becoming more energized towards goals and action!</li> <li>b. <b>Thanking Franz and Staff (Hart Banack),</b></li> </ul> </li> <li>• wanted to express a big thanks to Franz and members of the team for all the work they do. They work hard and the work is good. THANKS!</li> <li>a. <b>Kim and the steering committee for TMO (Kim McLaren),</b></li> <li>- Representing the OCC on the steering committee for the Take me Outside conference. The conference in October is</li> </ul> |  |
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|    | <p>geared towards those who lead outdoor programs. The committee is looking for speakers and is hoping to tie outdoor and experiential learning to the core curriculum in Schools. Happy to connect with anyone who is interested. Registration will open in February.</p> <p><b>b. Tying it all together (Ryan Barfoot)</b></p> <ul style="list-style-type: none"> <li>As members can see this is a strong and invigorated board doing work on your behalf, representing the outdoor sector across the country.</li> </ul>   |               |
| 6. | <p>Executive Director Report</p> <p>10:44: <a href="https://outdoorcouncil.ca/wp-content/uploads/2025/01/Report-Year-End-2025.pdf">https://outdoorcouncil.ca/wp-content/uploads/2025/01/Report-Year-End-2025.pdf</a></p> <p><a href="https://outdoorcouncil.ca/wp-content/uploads/2025/01/2024-funder-Thank-You.pdf">https://outdoorcouncil.ca/wp-content/uploads/2025/01/2024-funder-Thank-You.pdf</a></p> <ul style="list-style-type: none"> <li>The Theme of the report is “The OCC is transitioning from ‘ME’ to ‘WE’”</li> <li>The Board and Staff have both expanded work and collaboration.</li> <li>Our staff team is working hard. All have started in the past year and are contributing a great deal.</li> <li>The work of our members is values based and passion driven and the work of the OCC reflects that.</li> <li>As an organization that works on the Land we have a special relationship and responsibility to Truth and Reconciliation</li> <li>3 areas of focus for 2024: Focus on Fab 1,2,3; Raising Funds, Leveraging Field Leader Program.</li> <li>First half of the year was marked by huge growth, the 2nd half of the year was managing staffing crisis.</li> <li>Finished the year Strong. Much Funds are Raised, a plan for the FL program was established.</li> <li>3 goals for 2025: Solidifying the foundations of the membership &amp; certificate program; becoming a charity; raising funds to hire an outreach coordinator (FAB 3).</li> </ul> | Franz Planger |

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|    | <ul style="list-style-type: none"> <li>● Connecting OCC goals to the bigger picture (40 million Canadians going outdoors on a regular basis) The change that this can bring can be as big as the change that occurred as a result of vehicles being integrated into everyday life. The ingredients for this kind of social change are in place. It's important that we work towards this in partnership with each other and with other organizations.</li> <li>● Big thank you to our Donors and Funders in 2024, (\$288,000 + \$400K for the next 2 years) <ul style="list-style-type: none"> <li>○ GOVt of Alberta</li> <li>○ Calgary Foundation</li> <li>○ Eco Canada</li> <li>○ Canada Summer Jobs</li> <li>○ David Elton Outdoor Foundation</li> <li>○ McCaig Family Foundation</li> </ul> </li> <li>● Thanks to the many public servants that have been open minded and have listened and changed policy because they saw the value in the outdoor industry.</li> </ul> |            |
| 7. | <p>Financial Report and MOTIONS<br/>11:02am</p> <p><b>Financial report</b></p> <p><b><u>Motion 1:</u></b></p> <p>Be it resolved that the members accept the Financial Report</p> <p><a href="#"><u>2025.01 Treasurer Report to OCC Members - written.docx.pdf</u></a></p> <ul style="list-style-type: none"> <li>- big trend over 2024: Financial growth and increasing stability</li> <li>- This year we are excited about the 3 year gift from the government of AB that has helped our organization work on a major project</li> <li>- The Revenue has shrunk slightly compared to the last year due to expiry of COVID loan.</li> <li>- Expenses have also slightly shrunk</li> <li>- Donations have slightly increased.</li> </ul>   | Graham May |

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| <ul style="list-style-type: none"> <li>- Stability contributes to the quality of the work we are able to do and to dream about throughout the Country.</li> <li>- We are grateful as a board for Franz and the staff who do this work that help to create more stability in our Finances.</li> <li>- We are excited about the Fund Development Officer Kylie who is doing good work applying for grants. Members should feel free to send ideas to her.</li> <li>- Franz also spoke to this item: Our last Financial statements from the accountant had a continuing going concern removed from the statement due to our increased stability. This is good news.</li> </ul> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: <a href="#">Franz Planger</a></p> <p>Motion passed by Majority.</p> | <p><b>Motion 2:</b></p> <p>It is confirmed that, by virtue of the source and amount of revenue received during its fiscal year ending August 31, 2024, the Corporation is a soliciting corporation as defined in the <i>Canada Not for Profit Corporations Act</i> (the "Act").</p> <p>WHEREAS the <i>Act</i> permits members of a soliciting corporation that received less than \$250,000.00 in gross revenue in the preceding fiscal year to waive the otherwise default requirement of Audit Engagement financial statements;</p> <p>UPON MOTION DULY MADE IT WAS RESOLVED that, as permitted by the <i>Act</i>, the members hereby waive the requirement for preparation of Audit Engagement financial statements for the fiscal year ending August 31, 2024 and request that the accountant prepare Review Engagement financials for that period.</p> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: Bernie Woods</p> <p>Motion Passed by majority.</p> |
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|    | <p>Discussion description</p> <ul style="list-style-type: none"> <li>- Franz Spoke to this item: We have asked our Accountants to Review our financial statements rather than an Audit. This is less financially costly. If the law forces us to go to an audit we will automatically go to an audit. We are asking the membership to approve this decision to review rather than audit.</li> </ul> <p><b><u>Motion 3:</u></b></p> <p>Be it resolved that the members appoint Dart Bryant LLP as the OCC's Professional Accountants for the Budget year 2024-2025</p> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: <a href="#">Edward Finigan (Fin)</a></p> <p>Motion passed by majority.</p> <p>Discussion description</p> |            |
| 8. | <p>SPECIAL BUSINESS. – The Outdoor Council of Canada becoming a Charity.</p> <p>11:16am</p> <p>The Canadian law for not-for-profit corporations and Charity has changed recently. This means, the Outdoor Council of Canada can become a Charity while continuing its regular activities.</p> <p>To accomplish this, OCC members must vote on Special Resolutions presented at the January 25<sup>th</sup>, 2025 AGM.</p> <p>These special resolutions present wording changes to the OCC's Purpose and By-laws (Motion 1,2,3). If the changes are approved by members, they will be submitted to the Canada Revenue Agency for the Outdoor Council of Canada to become a charity starting September 1<sup>st</sup>, 2025.</p>              | Graham May |

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|  | <p>While doing this process of Purpose and By-law changes to become a Charity, the OCC board has also updated the corporation's By-laws with the goal to improve clarity, reflect current Board structure and use plain language where possible.</p> <p>The documents linked to the motions below can be found on this webpage:<br/> <a href="https://outdoorcouncil.ca/about-us/our-people/annual-general-meeting/">https://outdoorcouncil.ca/about-us/our-people/annual-general-meeting/</a></p> <p>The documents presented to OCC members for consideration have either been written by a law firm specializing in this area of the law, or have been written in consultation with the same law firm.</p> <p>-</p> <p><b><u>Motion 1:</u></b></p> <p>Be it resolved that the members approve "24 12 Special Resolution of OCC_change of name v1"<a href="http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-12-Special-Resolution-of-OCC_change-of-name-v1.docx">http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-12-Special-Resolution-of-OCC_change-of-name-v1.docx</a></p> <p>This resolution is brought forward to members so that the French name of the corporation uses the right grammar.</p> <p>Motion proposed by: Graham May<br/> Motion seconded by: Kim McLaren<br/> Motion passed by majority</p> <p><b><u>Motion 2:</u></b></p> <p>Be it resolved that the members approve "24 10 Special Resolution of OCC_change of purposes v1"<a href="http://outdoorcouncil.ca/wp-content/uploads/2025/01/24-10-Special-Resolution-of-OCC_change-of-purposes-v1.docx">http://outdoorcouncil.ca/wp-content/uploads/2025/01/24-10-Special-Resolution-of-OCC_change-of-purposes-v1.docx</a></p> |  |
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|  | <p>This resolution is brought forward to members so that the purposes of the corporation can reflect the current activities and align with common requirements for Charities in Canada.</p> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: Tony Cox</p> <p>Motion passed by majority</p> <p>Discussion description</p> <ul style="list-style-type: none"> <li>- This change will focus on changing the wording of the purposes, not the essence of what the purposes speak to.</li> </ul> <p><b><u>Motion 3:</u></b></p> <p>Be it resolved that the members approve for the OCC to submit “24 12 Form 4004 Articles of Amendment OCC v2” and the adjoining “24 10 Schedules to Form 4004 BNE update 10-22-24” to the Canada Revenue Agency.</p> <p><a href="http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-12-Form-4004-Articles-of-Amendment-OCC-v2.pdf">http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-12-Form-4004-Articles-of-Amendment-OCC-v2.pdf</a></p> <p><a href="http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-10-Schedules-to-Form-4004-BNE-update-10-22-24.docx">http://outdoorcouncil.ca/wp-content/uploads/2024/12/24-10-Schedules-to-Form-4004-BNE-update-10-22-24.docx</a></p> <p>This resolution pertains to the form and associated schedules which are essential for the request to switch to a charitable status. Note that the word “schedule” essentially means “additional information found in a separate document named schedule and given a number depending on the amount of additional information required”.</p> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: Bernie Woods</p> <p>Motion Passed by Majority</p> <p><b><u>Motion 4:</u></b></p> |  |
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|  | <p>Be it resolved that the members approve the bylaw changes found in “OCC By-laws Updates for clarity 14-11-2024”</p> <p><a href="http://outdoorcouncil.ca/wp-content/uploads/2024/12/OCC-By-laws-Updates-for-clarity-14-11-2024.docx">http://outdoorcouncil.ca/wp-content/uploads/2024/12/OCC-By-laws-Updates-for-clarity-14-11-2024.docx</a></p> <p>This resolution is brought forward to members so that the OCC's bylaws are clearer, reflect current Board structure and use more plain language where possible.</p> <p>Motion proposed by: Graham May</p> <p>Motion seconded by: Ryan Barfoot</p> <p>Motion Passed by Majority</p> <p>Discussion Description: Vast majority of the changes were to bring the bylaws in line with our current practices, change grammar, remove contradictions.</p> <p>Graham Noted the Following Changes:</p> <ol style="list-style-type: none"> <li>1. Creation of communications and media director - This already exists in practice but would formalize the practice in the bylaws</li> <li>2. Separation of Secretary and Treasurer into two roles. This already exists in practice and would now be formalized in the bylaws</li> <li>3. Formal recognition of the executive committee on the board. Chair, Vice Chair, Secretary, Treasurer. This would empower the executive committee formally through the bylaws</li> </ol> |  |
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| 9. | <p><b>ELECTIONS for the OCC Board</b></p> <p>The following <b>2-year</b> Board roles are up for election. During the present meeting, a call will be made for nominations from the floor. If no nominations are received, an election will be held for the following individuals:</p> <p>Positions open for Election</p> <ul style="list-style-type: none"> <li>• Treasurer</li> <li>• Director at large</li> <li>• Director for Associate members</li> <li>• Director for British Columbia</li> <li>• Director for Atlantic Region</li> <li>• Director for Ontario</li> <li>• President</li> </ul> <p>Acclaimed Positions:</p> <ol style="list-style-type: none"> <li>1. Graham May: Treasurer</li> <li>2. Hart Banack: Director at Large</li> <li>3. Kim McLaren: Director for Ontario</li> <li>4. <u>Edward Finigan (Fin)</u>: Director for Atlantic Region</li> <li>5. Fiona Hough: Associate members <ul style="list-style-type: none"> <li>a. Motion proposed By: <u>Ryan Barfoot</u></li> <li>b. Motion seconded by Hart Banack</li> <li>c. Motion passed by majority</li> </ul> </li> </ol> <p>Non-Acclaimed Positions</p> <ol style="list-style-type: none"> <li>6. Sandra Riches: Director for British Columbia</li> <li>7. Tam McTavish: Director For British Columbia <ul style="list-style-type: none"> <li>a. Vote Tam: 5</li> <li>b. Vote Sandra: 4</li> <li>c. Tam McTavish was elected Director for British Columbia</li> </ul> </li> </ol> <p>Chair Position</p> <ol style="list-style-type: none"> <li>8. <u>Ryan Barfoot</u>: Chairperson (formerly President)</li> </ol> <p>Motion proposed by Graham May</p> | Ryan Barfoot |
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Motion Seconded by [Edward Finigan \(Fin\)](#)

Motion Passed by majority

The following positions are Vacant and up for a **1-year** term in 2025. During the present meeting, a call will be made for nominations from the floor. If no nominations are received, the positions will remain vacant.

- Ceren Caner: Vice Chair (formerly Vice President)
  - Motion proposed By: [Ryan Barfoot](#)
  - Motion seconded by: Nick Townley
  - Motion passed by majority
- Director for Canada North
  - no Names put forward
- Director for Québec
  - no names put forward

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| 10. | <p>Call out for Committee membership.</p> <ul style="list-style-type: none"> <li>● Finance committee</li> <li>● Governance committee (internal focus)</li> <li>● Media and communications committee</li> <li>● Political advocacy committee (external focus - relationship building with the federal government)</li> <li>● Sector committee(s)</li> <li>● -Outdoor Recreation &amp; On-the-land Living</li> <li>● -Outdoor Education &amp; On-the-land Learning</li> <li>● -Outdoor Leadership &amp; On-the-land Knowledge</li> <li>● -Outdoor Therapy &amp; On-the-land Healing</li> <li>● -Outdoor &amp; On-the-land Retail &amp; Tourism</li> <li>● Regional committee(s)</li> </ul> <p>11:55am<br/>call for all members to consider joining a committee. More information will be circulated to members through the year via the newsletter.</p> | <p><a href="#"><u>Nicole Cameron</u></a></p> |
| 11. | <p>Other Business</p> <p>Sandra Riches: Thanks for the opportunity to join the meeting, would like to keep the option open to continue the conversation between her work with Adventure Smart BC and the OCC.</p> <p>Hart Banack: Timeline around Charity?</p> <p>GrahamMay: The hope is that we will be a charity by our fiscal year (September 1, 2025)</p> <p>Fin Finigan: Wanted to thank Ryan for all his work as interim chair!</p>   |  |
| 12. | <p>Adjourn</p> <p>12:01 pm</p> <p><b><u>Motion:</u></b></p> <p>Be it resolved that this meeting be adjourned.</p> <p>Motion proposed by: <a href="#"><u>Ryan Barfoot</u></a></p> <p>Motion seconded by: Rachel Schmidt</p>  | <p>Chairperson or delegate</p>               |

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|  | Motion Passed - None opposed |  |
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