1. **Welcome**

President Bronwen Morgan acted as Chair and called the meeting to order at 6:00 pm. She welcomed the members to the 2016 Annual General Meeting and, with their approval, appointed Lisa Gibbens to act as Secretary and Mark Chan to act as Scrutineer, assisted by Victoria Everett, Samuel Keen and Samantha Sarkozi.

A member asked that the agenda be amended to move the Q&A session to earlier in the meeting.

1.1 THAT the question and answer session be moved to the second item on the agenda.

Moved: Rita Katz           Seconded: Alan Johnson    Defeated.

The Chair then introduced the Board of Directors and asked the members to join her in thanking outgoing Directors Elizabeth Cabral, Carol Hroncek, James LaPlante and Peter Newell for their individual contributions and their collective positive impact on the Toronto Humane Society and the animals. She asked the Secretary to read the notice calling the meeting, which had been sent to all members.

1.2 THAT we dispense with the reading of the notice.

Moved: Kathy McDonald       Seconded: Shelley Austin  Carried.

Having been informed by the Scrutineer that a quorum of members was present, the President declared the meeting to be duly called and properly constituted for the transaction of such business as may come before it.

2. **2015 AGM Minutes**

Noting that the minutes of the last AGM, held June 9, 2015, were available for inspection, Bronwen Morgan asked the members to dispense with reading the minutes and approve them as written.

2.1 THAT we dispense with the reading of the minutes of the 2015 Toronto Humane Society AGM, and that they be taken as read and adopted.

Moved: John White           Seconded: Marcie Laking  Carried.
3. **President’s Report**

The President thanked staff and volunteers for making a huge difference in the lives of all the animals in the shelter. She read a letter from a grade five student about his experience touring the shelter, and emphasized how THS’ excellence in helping animals is inspiring the next generation.

4. **Chief Executive Officer’s Report**

The CEO reported on some of the Society’s new programs and successes in 2015, including increased adoptions, record growth in spay/neuter and vaccine programs, and the hundreds of thousands of pounds of food given to feral cat caretakers and low income pet owners. He referenced renovations to the shelter to expand and improve services, and plans to expand programming in 2016.

5. **Election of Directors**

As the meeting moved on to the election of Directors, Bronwen Morgan asked members to be respectful of the candidates and of their fellow members. She announced the 15 candidates who were running for the six seats available on the THS’ Board of Directors:

- Shelley Austin
- Shannon Cameron
- Amanda Frank
- Bob Hambley
- Nikki Hayes
- Sandra Kyrzakos
- Kathy McDonald
- Linda Power
- Heather Reppen
- Andy Robling
- Ferne Sinkins
- Elie Springer-Kamar
- Roxanne St. Germain
- Stephen Steele
- Tim Trow

All were nominated in accordance with the Society’s by-laws and the information they submitted was sent to members. The candidates were introduced in alphabetical order and invited to give a short speech.

Bronwen Morgan thanked the candidates for coming forward, the members for listening and showing respect, and Claudette Turner for her dedication and hard work in organizing the meeting. Members were informed that the results of the election of Directors would be posted on the Toronto Humane Society website within 72 hours; any members without Internet access were invited to contact Claudette Turner.

The meeting recessed for fifteen minutes to allow members to speak to candidates and cast their ballots.

6. **Financial Statements & Auditor**

Catherine Anne MacDonald, the Society’s Controller, informed the meeting that the audit went exceedingly well and read the Auditor’s report. The Chair, noting that copies were available at the meeting and on THS’ website, asked the members to receive the financial statements.
6.1 THAT the financial statements for the fiscal year ended December 31, 2015, and the auditor’s report, be accepted.

Moved: Stephen Steele          Seconded: Marcie Laking     Carried.

Stephen Steele, the Society’s Treasurer, answered a number of questions including the level of detail in the financial statements, specific expenditure amounts, and differences in accounting standards for corporations vs. non-profits when realizing gains/losses on assets. He clarified that THS is audited every year, with the auditors spending a full week in the building and reviewing all financial transactions, and that the Society has been featured as an example of an organization with good audit controls.

The Chair then asked the members to approve KPMG as the Society’s auditors for 2016.

6.2 THAT KPMG be appointed as the Toronto Humane Society’s auditors until the close of the next AGM (or until they are replaced), and authorize the Board to fix their remuneration.

Moved: Florence Yaffe          Seconded: John White      Carried.

7. **By-Law Amendments**

Peter Newell spoke about the Toronto Humane Society’s commitment to maintaining best in class by-laws and how ongoing by-law review is part of THS’ strategic plan. In this year’s review, the Board confirmed Robert’s Rules of Order as its procedural guide, removed the anachronistic reference to a municipal council representative (which dated back to 1986 when oversight was required as part of the City of Toronto’s agreement with THS), clarified the lines of communication between the Board and CEO through the President, adjusted the Treasurer’s responsibilities to better reflect the actual duties, and revised the committee section (as recommended by a 2014 study) to replace restrictive standing committees with pro tem task forces, allowing the Board more flexibility to address matters as they arise. He answered a number of questions from members and, noting that the full text of the by-laws and a summary of the amendments was made available for the members to review, asked for a motion to confirm the by-laws.

7.1 THAT the amendments to General Operating By-law No. 1-2015, as approved by the Board of Directors and made available to the members, are hereby approved, ratified, confirmed and consolidated as By-law No. 1-2016.

Moved: Andy Robling          Seconded: Nikki Richer    Carried.
8. **Confirmation of Proceedings**
Bronwen Morgan asked the members to confirm the proceedings of the prior year.

8.1 THAT all by-laws, resolutions, contracts, acts and proceedings of the Board since the last Annual General Meeting of members are approved, ratified and confirmed.

Moved: Marcie Laking Seconded: Catherine Becket Carried.

9. **Other Business**
A member asked to introduce a motion, however the Chair noted that, as the majority of the membership is not present at the AGM and not aware of the subject, it would be unfair to proceed.

9.1 THAT discussion on the matter be terminated

Moved: Andy Robling Seconded: Catherine Becket Carried.

10. **Termination of Meeting**
The Chair thanked the members for their continuing support of the THS and asked for a motion to terminate the meeting.

11.1 THAT the meeting be terminated.

Moved: Matt Hensen Seconded: Andy Robling Carried.

__________________________________________________________  ____________________________________________________________
Bronwen Morgan                                                Lisa Gibbens
Chair                                                         Secretary

__________________________________________________________  ____________________________________________________________
Date                                                          Date