

**MAHONE BAY CENTRE SOCIETY
ANNUAL GENERAL MEETING**

Thursday 25 June 2020 at 7:00 p.m.
Held virtually on the Internet via Zoom

IN ATTENDANCE

The following directors and members were in attendance: Lynn Hennigar (Chairman), Chris Heide (Treasurer), Veryan Haysom (Secretary) Kelly Wilson, Lisa Rhuland, Stephanie Rideout, Barbara Feeney, Mary-Ann Hiltz, Susan Seltzer, Bill Snyder, Bryan Palfreyman, Bob Bramwell, Sally Warren, Laura Wentzell, Sidney Lang, Sue Bookchin, Peter Hall, Kelly Bent, Jason Martell, Julie Power, Sherrill Harrison, Laurel Haslett, Anne Freeman, Jeff Frampton, Judith Bain, John Merchant, Ray Leblanc, Anne Harrison, Michael Saker, Bob Douglas, Norman Whynot, Jeff Phillips, Nick Orlov, Don Mader, Sharon Hobson, Charles Maginley, Virginia Verge, Charles Otter, Claire Bowers, Kim Dowse, Linda Wieser, Paul Seltzer. (Total - 44)

1. WELCOME

Lynn Hennigar, Chairman, called the meeting to order at 7:05 p.m.

2. MOTION TO APPROVE MEETING BY ZOOM

The following resolution was moved by Veryan Haysom, seconded by Norman Whynot and **carried** with one opposed:

Whereas

- 1 Mahone Bay Centre Society is prohibited from convening a statutorily required meeting of more than 5 members in person by order of the Minister of Municipal Affairs and Housing of the Government of Nova Scotia;
- 2 The Minister has directed that a virtual meeting may be held in the place of a required in-person meeting where the persons entitled to participate have access to the electronic facility which is to be used and where a virtual meeting is held:
 - (i) it shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia;
 - (ii) a person entitled to be present who, through electronic means, votes at or establishes a communications link to the meeting shall be deemed to be present at the meeting;
 - (iii) all other requirements for a meeting should be met including quorum, record, and notice; and

(iv) the electronic or other communication facility used for the meeting permits all participants to communicate adequately with each other during the meeting; and

- 3 The Board of Directors of Mahone Bay Centre Society has decided it is in the best interests of the Society to convene the Annual General Meeting as a virtual meeting on 27 June 2020:

Now be it resolved that

- 1 The 2020 Annual General Meeting of the Mahone Bay Centre Society shall be held as a virtual meeting via the Internet on the Zoom platform and be deemed to have been convened at the Mahone Bay Centre, 45 School Street, in the Town of Mahone Bay, Nova Scotia; and
- 2 The ordinary and special business conducted by the members of the Mahone Bay Centre Society over the Internet at the 2020 Annual General Meeting shall be as valid and effective as if carried out at an in-person meeting of the members.

3. APPROVAL OF MINUTES OF 2019 ANNUAL GENERAL MEETING

- 3.1 **Moved** by Veryan Haysom, seconded by Jeff Phillips that reading of the minutes of the Annual General Meeting of the Mahone Bay Centre Society held May 27, 2019 be waived and the Minutes be approved as circulated.
Carried.

- 3.2 There was no business arising from the minutes.

4. ANNUAL REPORT

- 4.1 The Chairman, Lynn Hennigar presented the 2020 Annual Report covering the 2019 calendar year, which was available on the website prior to the meeting. She began with special acknowledgement of the Amos and Feeney families for having faith in the Centre and allowing us to use their names in the creation of two new community spaces the Amos Family Community Art studio, which opened in December, and C Joseph Feeney Bell Tower and Library, for which we are planning an official opening later this year.

- 4.2 The following highlights were noted:

- Fundraising events during the year included Valentines Cabaret, Giant Book Sale, Scarecrow Café, Cookie Walk during the annual Father Christmas Festival, One Size Fits All Art Sale and a Community Christmas Dinner. In all \$21,442 was raised.

- The Centre realized Rental income of \$97,345, a decrease of \$8,137 as a result of the loss of a major tenant. As of Mar 1, 2020, however, the Centre is fully occupied.
- Occasional rental income was \$25,497, a slight increase of \$384 over the previous year.
- CentreFit operations were very successful and ended the year with 90 members and a net income of \$19,203, a 61% increase.
- 2019 was a significant year for our Capital Works. Our new fundraising team under the direction of Norman Whynot raised significant funds to allow us to do a great deal of work. A total of \$156,774 was spent. The following were some of the major items: completion of the Heather and David Abriel Room; replacement of exterior siding on degraded surfaces of former Junior High; work on the Amos Family Community Art Studio; completion of an accessible Gym Entrance
- Our After the Bell program ended in June 2019 when the Nova Scotia Government ended its after school funding. Without funding the program couldn't continue.
- Grants were received in 2019 from Town of Mahone Bay, which waives our property tax, a value of approximately \$11,000, and contributed \$10,000 toward the C. Joseph Feeney Bell Tower and Library and the gym accessibility project; the Municipality of the District of Lunenburg, which provided \$12,000 in operating support in 2019 and a \$3,500 grant toward the Amos Family Community Art Studio; and an accessibility grant from the Province which contributed \$10,000 toward the accessible gym entrance.
- Rural Riches, a new fundraising plan for the Mahone Bay Centre and other local charities, was launched in 2019 and provided a total of \$1,372 in grants.

4.3 The chairman thanked Norman Whynot for a successful donation campaign and a huge thank you to Kelly Wilson and Glen Fishback for getting so much accomplished. Operating donations for the year were \$6,556 and capital donations \$112,906 for a Total of \$119,462.

4.4 The Chairman thanked the Centre's staff, Kelly Bent, Stephanie Rideout and Cynthia and Alyssa Trudeau for their work in keeping the Centre running. She also noted the retirement of Carol Pearce, our cleaner and

Wayne Whynot, our guardian, and thanked them for their long service and wished them well

- 4.5 The Chairman responded to questions raised by Ann Harrison regarding fundraising events.

5. 2019 – 2024 STRATEGIC PLAN UPDATE

- 5.1 The Chairman reviewed the principal elements of the 2019 – 2024 Strategic Plan, which had been approved following extensive work by Moira Devereaux and Mary-Ann Hiltz, and noted that it called for the establishment of Board Committees with responsibilities for implementing the plan in all areas of the Centre's operations. The committees have now been established together with their terms of reference and are in process of being populated. The committees are as follows:

- Executive Committee
- Finance Committee
- Building & Infrastructure Committee
- Fundraising Committee
- Volunteer & Human Resources Committee
- Centre Fit Advisory Committee
- Communications and Brand Marketing
- Partnership Programming and Public Engagement

- 5.2 The Chairman also provided an overview of a Volunteer Strategy being worked on by the Volunteer & Human Resources Committee. The strategy is well on its way to completion. The Chairman encouraged members to participate as volunteers on our committees.

6. 2019 FINANCIAL STATEMENTS

- 6.1 The Treasurer, Chris Heide, noted that the Financial Statements for the year ended 31 December 2019 had been posted on the Centre's website prior to the start of the meeting and a number of the financial highlights had been mentioned in the Chairman's report.
- 6.2 The Treasurer noted that the Society's finances remained healthy at the end of the 2019 financial year, despite the small operating deficit of \$302. The Society's revenues for the year were \$223,058, which was an improvement over the previous year despite the reduction in rental income. Expenses had also increased to 223,360 due mainly to increased janitorial, maintenance and utility costs. The Society's accumulated deficit was \$1,312 at year's end.
- 6.3 The major feature of the 2019 financial year was capital spending of \$156,774 as noted in the Chairman's annual report. At January 1, 2019,

the Society held \$31,500 in Deferred Revenue Capital. As a result of significant Capital appeals through 2019, a total of \$112,906 was raised in order to fund Capital projects. In addition, two grants were received to support Capital Projects from the province and the Municipality of the District of Lunenburg. A total of \$156,774 was spent by the Society on Capital Projects in 2019 as reported by the Chairman. All projects are noted in the Financial Statements. The depreciated value of the Society's assets is \$ 678,502.

- 6.4 The Treasurer noted that the Board had negotiated a renewal of the mortgage on the land and building with the Royal Bank. The notes to the Financial Statements provide the full history of the mortgage. First negotiated in 2010 it was renewed in 2016 for \$250,000 at a rate of 4.61% over five years. This renewal yielded \$153,351 to enable capital improvements, primarily in relation to the Bell Tower. In 2019, a \$250,000 mortgage from the Royal Bank of Canada was reissued for a 10 year term, at a rate of 4.53% over five years. This new mortgage yielded \$71,098 in cash for capital improvements. He pointed out that the Bylaws require the approval of borrowing by special resolution of the members. This had been overlooked and we now want to rectify the situation. Notice of the AGM included notice of the special resolution and the text had been circulated on line in advance of the meeting.

7. SPECIAL RESOLUTION TO APPROVE 2019 MORTGAGE RENEWAL

- 7.1 The following special resolution was **moved** by Chris Heide, seconded by Veryan Haysom and **unanimously carried**:

Whereas in March 2016 the Mahone Bay Centre Society entered into a mortgage with the Royal Bank of Canada for \$250,000 at a rate of 4.61% over five years which is secured with a charge against the Society's buildings;

And Whereas in 2019, the mortgage was re-negotiated with the Royal Bank and re-issued for \$250,000 for a 10 year term at a rate of 4.53% over five years;

And Whereas the new mortgage yielded \$71,098 in cash for capital improvements;

And Whereas Bylaw 46 of the Society's Bylaws provides that the borrowing powers of the Society may be exercised by Special Resolution of the Members but such resolution was not sought before entering into the new mortgage,

NOW THEREFORE BE IT RESOLVED THAT the Members do hereby authorize, ratify and confirm the new mortgage with the Royal

Bank for \$250,000 for a 10 year term at the rate of 4.53% over five years on the security of the Society's buildings.

- 7.2 **Moved** by Chris Heide, seconded by Veryan Haysom that the 2019 Financial Statement of Mahone Bay Centre Society be approved as presented. **Motion carried.**

8. 2020 UPDATE

- 8.1 The Chairman reported that the Society's operations and business had been severely impacted by the State of Emergency that had been declared by the Province to deal with the Coronavirus-19 pandemic. The Mahone Bay Centre had closed to the public in March. We are expecting further disruptions to our business and the situation continues to develop.
- 8.2 Highlights of the current year operations and activities reported by the Chairman include:
- Work had continued to complete the C. Joseph Feeney Bell Tower & Library.
 - The rooms on the 400 level of the old school building vacated by the independent school and freed up by relocation of the Art room to the new Amos Family Community Art Room are being renovated for Coastal Action which promises to be a major new tenant. When they take up their tenancy the Centre will be fully occupied once more.
 - Despite closure of the Centre in March Kelly Bent remains on Wage Subsidy Stephanie Rideout was laid off in March and will be returning in July.
 - A \$5,000 Provincial grant to offset the impacts of the pandemic was applied for. \$468 was received.
 - A \$500 Provincial reopening grant has been applied for and is expected.
 - David Hennigar has replaced Wayne Whynot as the Centre's guardian.
 - Our Giant Book Sale will be postponed to December 2020.
 - A detailed plan for reopening the Centre has been completed and posted on our website. Implementation began on June 5.
- 8.3 The chairman explained that the forced closure of the Centre has resulted in significant reductions in the Society's revenues, particularly short-term rental income and fundraising events, and will continue to have negative impacts on revenues. Some savings are being realized as a result of scaled down operations. The Government of Canada has established a program titled the Canada Emergency Business Account (CEBA) to ensure that small businesses and not-for-profits have access to the operating capital they need to see them through the challenges of the current emergency.

The CEBA is being implemented through banks and provides interest-free loans of up to \$40,000 for a term ending 31 December 2022. If the balance of the loan is repaid on or before December 31, 2022, 25% will be forgiven. The Board decided the Society should apply for a CEBA loan, which has been received through the Society's operating account with the Bank of Montreal. The Society's Bylaws say that the borrowing powers of the Society may be exercised by Special Resolution of the Members. Notice of a Special Resolution has been given and the text of the special resolution was made available on the Society's website prior to the meeting.

8.4 The Chairman responded to questions raised by Sherrill Harrison, Bryan Palfreyman, Bill Snyder and Ray LeBlanc.

9 SPECIAL RESOLUTION TO APPROVE BORROWING UNDER THE GOVERNMENT OF CANADA'S COVID EMERGENCY BUSINESS ACCOUNT

The following special resolution was **moved** by Chris Heide, seconded by Veryan Haysom and **unanimously carried**:

Whereas the Covid-19 emergency has forced closure of the Mahone Bay Centre and Mahone Bay Centre Society is experiencing significant reductions in its revenues;

And Whereas the Government of Canada has established a program titled the Canada Emergency Business Account (CEBA) to ensure that small businesses and not-for-profits have access to the operating capital they need to see them through the challenges of the current emergency

And Whereas the CEBA is being implemented through banks and provides interest-free loans of up to \$40,000 for a term ending 31 December 2022 and provides that repayment of the balance of the loan on or before December 31, 2022 will result in loan forgiveness of 25 percent;

And Whereas the Society has applied for and received a CEBA loan through its operating account with the Bank of Montreal;

And Whereas Bylaw 46 of the Society's Bylaws provides that the borrowing powers of the Society may be exercised by Special Resolution of the Members but such resolution was not sought before applying for the CEBA loan,

NOW THEREFORE BE IT RESOLVED THAT the Members do hereby authorize, ratify and confirm the borrowing of up to \$40,000 interest free from the Bank of Montreal under the CEBA with the balance

of the loan to be repaid on or before December 31, 2022.

10. ELECTION OF DIRECTORS AND OFFICERS

- 10.1 The report of the Nomination Committee was made available on the Society's website prior to the meeting. The chairman offered sincere thanks to the following directors who are not re-offering; John Merchant who has served 6 years on the Board and Meg Craig, Lettie Maloney, and Jeff Phillips who have each served 2 years. The following slate of Directors was proposed:

Re-Offering (with years on the Board in brackets)

1. Peter Hall (2)
2. Veryan Haysom (4)
3. Chris Heide (3)
4. Lynn Hennigar (2)
5. Mary Ann Hiltz (2)
6. Don Mader (2)
7. Lisa Rhuland (2)
8. Laura Wentzell (1)
9. Kelly Wilson (2)
10. Norman Whynot (1)

New Nominees

1. Jeff Frampton
2. Jason Martell
3. Julie Power

- 10.2 It was noted that the maximum number of Directors provided for under the Bylaws is 15 and that number or fewer are nominated the candidates will be declared elected by acclamation. Nominations were opened to the floor. Upon accepting her nomination by Chris Heide, Barbara Feeney was added to the list of nominees. There being no further nominations all nominees were **declared elected** as Directors of the Society by **acclamation**. The Chairman welcomed the new Directors.

- 10.3 The following Directors were nominated to be the Officers of the Society. There being no other nominations they were **declared elected** by acclamation:

Chairman	Lynn Hennigar
Vice-Chairman	Jeff Frampton
Treasurer	Chris Heide
Secretary	Veryan Haysom

11. NEW BUSINESS

11.1 There was no new business.

11.2 Questions and comments were raised from the floor. Ray Leblanc had a question related to the Mahone Bay Visitors' Centre. Jeff Phillips responded. Mike Saker offered congratulations on a very successful 2019 and an excellent year to date under very trying circumstances. Ann Freeman expressed thanks for a well-run meeting.

12. ADJOURNMENT

12.1 On motion by Veryan Haysom the Chairman adjourned the meeting at 8:10 p.m.

Respectfully submitted

Veryan Haysom
Secretary