

**DRAFT AGENDAs:  
SelectSeed AGM, FGC and BC Forest Genetics Society AGM**
**1:00 pm – 4:00 pm, Monday, June 25, 2018**
**Conference call**

1-877-353-9184 Participant Code: 2396379#

 Brian's mobile 1-250-888-7081 (voice and text) or [bbarber.fgc@shaw.ca](mailto:bbarber.fgc@shaw.ca)
**THREE SEPARATE MEETINGS WILL BE HELD:**

- Select Seed Co. Ltd. - Annual General Meeting (AGM)
- Forest Genetics Council of B.C. – quarterly meeting
- B.C. Forest Genetics Society - Annual General Meeting (AGM)

Time	Apprx Min.	#	Item	Presenter
1:00	5		Proceedings and Meeting Materials	Chairs/Brian
<b>1:05</b>	<b>50</b>		<b>SelectSeed AGM</b>	
1:05	2	1	Agenda	Chairs
	3	2	A Approval of minutes of last AGM June 14, 2017	Chairs
	15	3	B SelectSeed Financial Statements and Auditor's Report	Mike Evans
	10	4	C SelectSeed Annual Report 2017/18	Brian
	10	5	D Appointment of Directors	Glen/Chairs
	3	6	Directors' resolution appointing officers	Glen Dunsworth
	5	7	Directors' fees	Glen
	2	8	Appointment of an Auditor	Brian
<b>1:55</b>	<b>90</b>		<b>Forest Genetics Council</b>	
		1	Agenda	Chairs
	5	2	E Action Items and Minutes from March 15 and April 10, 2018	Chairs
	10	3	LBIS Budget Update	Pat
	10	4	F Climate-based seed transfer	Margot Spence
	10	5	G Pli breeding strategy and next steps	Pat
	15	6	H Forest Health Objective and Performance Measure	Brian/Alvin Yanchuk
	5	7	I OTIP Review	Annette/Kori
	10	8	Membership	Chairs
	10	9	News and events	Brian
	5	10	New Business	Chairs
	5	11	J Next meeting – Golden Draft Agenda	Scott
	5	12	In camera session	Chairs
<b>3:25</b>	<b>25</b>		<b>BC Forest Genetics Society AGM</b>	
	1	1	Agenda	Chair
	2	2	K Approval of Minutes of June 14, 2017	Chair
	2	3	Report of Directors	Directors
	2	4	L Financial Statements	Brian
	4	5	Appointment of Auditor	Chair
	2	6	Amendments to Society Constitution and Bylaws	Brian
	2	7	Housekeeping	Chair
	2	8	Election of Directors	Chair/Members

## Select Seed Co. Ltd. Annual General Meeting



### Proceedings

Persons participating in this AGM meeting will include:

- Shareholder: Members of the B.C. Forest Genetics Society (Forest Genetics Council of BC).
- SelectSeed's Board of Directors: Glen Dunsworth, President and Chairman, and Henry Benskin, Director.
- SelectSeed's Management representative: Brian Barber, CEO, SelectSeed.
- SelectSeed's Auditor: Mike Evans, Principle, and Kendra Bajkov, Manager, Grant Thornton LLP.

A chair for the meeting may be appointed from amongst the Shareholder members and Directors.

### 1. Agenda

There being adequate notice served to the shareholder and directors, and a quorum being present, the chair may call the AGM for Select Seed Co. Ltd to order and confirm the agenda.

**Suggested motion:** The Agenda for the June 25, 2018 Annual General Meeting is hereby approved.

### 2. Approval of minutes from the last Annual General Meeting

Minutes of the Select Seed AGM held on June 14, 2017 were sent separately (Attachment A).

**Suggested motion:**

The minutes of the June 14, 2017 Annual General Meeting are hereby approved.

### 3. Select Seed financial statements to March 31, 2018

Grant Thornton LLP, Canada with an office in Duncan BC, was appointed as the company's auditor at the last AGM. Grant Thornton staff audited the company's book of accounts (records and files) and prepared and audited its financial statements. The audit was conducted in accordance with Canadian accounting standards for private enterprises.

The company's financial statements, the Accountable Advance Reconciliations Statement (AARS) prepared in accordance with the company's multi-year agreement with the ministry, and the auditor's report for the year ending March 31, 2018 were distributed as three (3) separate files. (attachments Bi, Bii, and Biii)

Grant Thornton recommended several adjustments to the company's journal entries, which are summarized on page 4 of their audit report "Report to those charged with governance.pdf". These proposals represent routine year-end journal entry adjustments, including amortization of capital assets and assigning a portion of the accountable and capital advances (i.e. prior years' expenditures) to the current year's cost of sales and inventory. No issues or concerns were identified during the audit.

The year-end accounting adjustments also include a write-down of the unexpensed development costs for two lodgepole pine orchards (BV and PG) as result of the April 2018 termination of the long-term contracts for these orchards with the Vernon Seed Orchard Company.

The financial statements and the auditor's report were reviewed and approved by SelectSeed's Board of Directors on June 13, 2018.

Mike Evans, Principle, and Kendra Bajvok, Manager, Grant Thornton, will participate in this portion of the AGM to explain their audit process and report, the financial statements, and answer any questions.

**Suggested motion:**

The audited financial statements of Select Seed Company Ltd. for the fiscal year ended March 31, 2018, and the Audit Findings Report to the Board of Directors prepared by Grant Thornton, in the forms submitted to this meeting, are hereby approved; and the actions of the Directors and the CEO of the Company in signing the statements as evidence of such approval is hereby ratified and confirmed.

#### **4. SelectSeed Annual Report 2017/18**

The Select Seed Annual Report for 2017/18 was sent as a separate document. Attachment C.

This annual report compares forecasted budgets and performance measures presented in the 2017/18 Business Plan with year-end actuals. The annual report was reviewed and approved by the SelectSeed Board of Directors on June 13, 2018.

Brian will summarize the report and highlights of the year, which include \$944k in seed sales, the company's second highest annual revenues to-date.

**Suggested motion:**

The Annual Report of the Company for the year ending March 31, 2018 is hereby approved.

#### **5. Appointment of Directors**

The company's members, members of the BC Forest Genetics Society, may appoint SelectSeed's Board of Directors for 2-year terms. Parts 12 & 13 of company's articles prescribes the number of directors and their elections. (See attachment Di).

The terms for directors Glen Dunsworth and Jim Burbee end on August 31, 2017.

Glen has indicated he will not be seeking re-election. Jim Burbee has indicated his interest in serving another term, and has the Board's support for his re-appointment.

The Board recommends to the shareholder that Rod Willis be appointed director to fill the pending vacancy. Rod's expression of interest and resume are included in his June 14 email to the Board of Directors and Brian Barber (see attachment Dii).

**Suggested resolution:**

RESOLVED THAT <Name> and <Name> are hereby appointed Directors of the Company for a two-year term ending on August 31, 2020.

Brian will advise the BC Registry of Societies and the company's insurer of the new appointments.

#### **6. Directors resolutions appointing officers**

Directors may appoint the officers of the Company. The following resolutions were passed by the SelectSeed Board of Directors during their meeting held June 13, 2018:

RESOLVED THAT Henry Benskin is hereby appointed an officer of the company (President) for the year ending August 31, 2019, or until his successor is elected or appointed.

RESOLVED THAT Reid Carter is hereby appointed an officer of the company (Secretary) for the year ending August 31, 2019, or until his successor is elected or appointed.

## 7. Director's fees

The following director's fees for attending meetings and conference calls have been in place since 2000.

Board meetings: \$700 per day for members, \$750 per day for the Chairman of the Board.

Conference calls of greater than one hour: \$300 per call for all members, \$350 per call for the Chairman of the Board.

These fees were reviewed at the Board's March 14, 2018 meeting. Directors do not expect to receive compensation paid at the rates of other corporate boards but recognized there is an opportunity cost associated with preparing for and attending SelectSeed Board meetings. The fees should therefore be sufficient to attract and retain talented directors. In consideration of the length of time that the present fees have been in place, the Board passed a resolution increasing the fees as follows:

Board and committee meetings: \$900 per day for members, \$950 per day for the Chairman of the Board.

Conference calls of greater than one hour: \$400 per call for all members, \$450 per call for the Chairman of the Board.

At its June 13 meeting and upon review the Articles of the Company the Board (s. 12.2), it was noted Directors' remuneration may be determined by the company's members (the shareholder). As such, the Board's recommended the new fees be re-confirmed by the shareholder, with minor amendments underlined below.

### **Suggested Resolution:**

RESOLVED THAT members of the SelectSeed Board of Directors, as duly elected by the BC Forest Genetics Society, shall be entitled to receive compensation at the following rates effective March 14, 2018, and these rates include travel time, and preparation for meetings or conference calls:

Board and committee meetings: \$900 per day for members, \$950 per day for the Chairman of the Board.

Conference calls of greater than one hour: \$400 per call for all members, \$450 per call for the Chairman of the Board.

## 8. Appointment of an auditor

Grant Thornton LLB was the company's auditor for the year ending March 31, 2018. This firm is familiar with the SelectSeed's unique legal structure, book of accounts and reporting requirements.

On June 13, 2018, the company directors passed a motion recommending to the shareholder that Grant Thornton be retained as the company's accountant for the fiscal year 2018/19.

### **Suggested motion:**

The firm Grant Thornton LLB, Canada, with an office at 823 Canada Avenue, Duncan, BC, V9L 1V2, is hereby appointed as the auditor for Select Seed Company Ltd. for the year ending March 31, 2019.

## Adjournment

A motion to adjourn the Select Seed AGM is needed.

# Meeting of the Forest Genetics Council

## Proceedings

Confirm attendance, proxies, and quorum. Domenico has been appointed new co-chair (see item

### 1. Agenda

There being adequate notice served and a quorum being present, the chair may call the meeting to order and confirm the agenda.

#### Suggested motion:

The Agenda for this meeting is hereby approved.

### 2. Action items and Minutes from March 15 and April 10, 2018

The draft minutes of the March 15, and April 10, 2018 meetings were sent as a separate documents. (See attachments Ei and Eii)

#### Action Items from March 15:

Person	Actions	Status
FGC	Discuss forest health objective and its performance measure.	Agenda #6
Pat	Consider input received from FGC, staff and others, and determine LBIS-funding eligibility for Pli orchard replacement proposals submitted to OTIP.	Completed
Annette & Kori	Prepare a discussion paper on OTIP eligibility for FGC's consideration.	See Item #7
Brian	Draft letter to Diane Nicholls, CF, conveying FGC's LBIS budget and recommendations for 2018/19	Completed
Shane F	Share 20-year breeding plans with ITAC and CTAC	In Progress
TAC Chairs & FGC Prog. Mgr	Adjust and improve budget and business planning process for next fiscal year.	Dec. Mtg
FGC Prog. Mgr & TAC Chairs	Recommend process and timelines for updating Species Plans to reflect CBST and changes in future seed demand, with input from FIRM and others	Sept. or Dec Mtg
Brian	Circulate SelectSeed's 2018/19 Business Plan, as approved by its Board, to FGC for review and approval.	Completed
FGC	Review laws and principles governing seed pricing.	TBD
Brian	Issue Doodle Poll for FGC, SelectSeed AGM and BC Forest Genetics Society AGM in June, and provide details regarding Golden Field trip for Sept 26-27	Completed

#### Minutes March 15, 2018:

A motion approving the draft minutes from the March 15, 2018, meeting is required.

#### Suggested motion:

The minutes of the FGC meeting held March 15, 2018 are hereby approved.

**Action Items from April 10, 2018:**

Pat	For the next generation lodgepole pine replacement orchards, draft a proposed process and timeline with key steps and decision points.	Completed See Agenda #5
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**Minutes April 10, 2018:**

A motion approving the draft minutes from the April 10, 2018 in camera meeting is required.

**Suggested motion:**

The minutes of the FGC meeting held April 10, 2018 are hereby approved.

The Approved minutes may be posted on the [FGC website](#), which is accessible to the public.

**3. LBIS Budget Update**

On March 15, 2018, FGC recommended the following budget recommendations for the LBIS Tree Improvement Program for 2018/19. On March 28, 2018, Brian sent a letter to Diane Nicholls, Chief Forester, with the following budget allocation recommendations.

Table: FGC’s Recommended LBIS Budget for 2018/19

<b>Program</b>	<b>Budget</b>
Genetic Conservation	\$ 219,845
Tree Breeding (Vol & Pests)	\$ 1,610,338
Resilience (e.g. CBST)	\$ 521,159
OTIP	\$ 348,658
<b>Total</b>	<b>\$ 2,700,000</b>

Pat Martin will update FGC on the LBIS funding total and allocations to various programs and projects, including any additional funds provided by the Forest Enhancement Society and others.

**4. Climate-based seed transfer**

Margot Spence, Seed Policy Officer, will provide updates on CBST policy and implementation developments. A separate document will be provided (Attachment F).

**5. Pli Breeding Strategy and Next Steps**

Further to FGC’s discussions regarding the advancement of second generation Pli orchards, Pat Martin circulated a document “A proposed process and timeline for next generation for the new BV – April 19, 2018.docx”.

On May 19, Pat also circulated a Pli orchard expansion plan prepared by Nick Ukranietz. This plan outlines the target composition of new seed orchards for the Bulkley Valley and timelines for the associated activities. See attachments Gi and Gii.

ITAC will convene a meeting in the fall to discuss these plans, seed supply and demand under CBST, and the number of ramets required to meet the future anticipated need for the new “BV” seed planning zone.

FGC comments and further discussion on the proposed plans, process and timelines are welcome.

**6. Forest Health Objective and Performance Measure**

Questions were raised at ITAC business meeting regarding FGC’s new strategic objective and performance measure for forest health. This was conveyed to FGC at its March meeting, who expressed interest in better understanding this objective.

The objective and performance measure in the [2015-2020 Strategic Plan](#) reads:

OBJECTIVE 5: Use of pest resistance seed for reforestation

Performance Measure: Increase the use of seed with a genetic gain for pest resistance to 50% of select seed sown by 2035.

The new objective was developed in response to a 2014 survey conducted in advance of preparing FGC's 2015-2020 strategic plan. Clients were asked what emerging issues FGC needs to pay attention to. The top two priorities identified were climate change and forest health (pests). The objective and performance measure for implementing climate-based seed transfer standards addresses the former priority.

To develop and quantify an objective for the second priority, Jack Woods surveyed forest health specialists and tree breeders in 2014/15. The former were asked to identify the main pests by region, species and SPU, and estimate the potential demand of pest-resistant seedlings as a percent of total SPU planting. The ministry geneticists were subsequently asked if breeding efforts were underway or feasible for the identified pests and SPUs. The survey results indicated a demand and breeding potential of 69% of *all* seedlings planted in BC (165M/240M) could be grown from pest-resistance seed sources with Gw R>0.

FGC considered this target to be rather optimistic so it established the pest-resistant seed use target at 50% of all select seed use (not total seed use) by 2035.

In May 2018, the ministry introduced about 12 new genetic worth (GW) codes to identify seedlots with resistance or tolerance to specific pests. The population average or base-line for pest resistance is 50%. A seedlot registered with a GW of R+70 therefore has 20% genetic improvement in pest resistance over the average natural stand population.

Brian will provide an overview of the performance measure and its origin (above). Alvin Yanchuk will explain the new pest resistance codes in SPAR and how pest resistance genetic worth will be determined for seedlots. (See attachment H – to be provided)

## **7. OTIP Review**

Kori and Annette, in consultation with FIRM staff, offered to prepare a discussion paper of OTIP projects and funding eligibility. A separate document and report will be provided. See attachment G.

## **8. FGC Membership**

Council members are appointed for a 3-year term. Mark Tamas's Industry Co-chair term ended on June 1. Mark served on council since June 2013, and as Industry Co-chair from June 2015. Mark was thanked for his contributions and service, and Domenico was appointed Co-chair by Diane Nicholls, Chief Forester.

Domenico's appointment creates a vacancy on council for the Coastal Seed Producer position. The 3-year terms for Joe, Scott, Gernot, and Rob also end in September 2018.

The Chief Forester appoints councilors based on nominations received from the stakeholder group(s) associated with a position on council. See [FGC Bylaws Articles 3 and 4](#).

It is recommended council initiate a process to solicit confirmations or new nominations from the stakeholder groups, and to recognize departing members.

## **9. News and Events**

[1. FGC website](#) was updated to reflect the streamlined structure with fewer TACs. See 'Members Areas', which also includes new tab [Governance](#) that contains FGC and Society bylaws, CF seed orchard principles, conflict of interest guidelines as well as archived TAC sites.

2. Finland Tree Improvement Tour. Brian and several others from BC toured tree improvement facilities including research stations, seed orchards and seedling nurseries June 4-8, 2018. Brian will provide a verbal overview and highlights. A slide show and trip report will be provided in the near future.

3. BC Seed Orchard Association meeting was held June 19-20 in Penticton. Attendees were from across BC and Pacific NW. A 'retirement' dinner was also held for Jack Woods on June 18.

[4. Cone collections workshops](#) – were/will be held at the following dates and locations:

Nanaimo	June 12
Vernon	June 21
Castlegar	June 26
Prince George	June 28

These workshops are sponsored by the Ministry, TimberWest, BC Timber Sales, Coastal Silviculture Committee, Selkirk College and FGC.

## **10. New Business**

It is recommended council review and recommend changes to the [FGC Bylaws](#) (terms of reference) in consideration of the streamlined governance model. A subcommittee could be struck to review and propose any changes to FGC at the Sept. meeting.

## **11. Next meeting**

The next meeting will be a field trip and business meeting in Golden BC on September 25-27, 2018. SelectSeed's Directors will also participate in the field trip and dinner.

See Attachment J for field trip agenda for Wed. Sept 26. An FGC business meeting will be held at Scott's LP office the morning of Sept 27, followed tour of LPs laminated veneer plant in the early afternoon.

Members and guests are reminded to reserve rooms at the [Kicking Horse River Lodge](#). Location of field tour departure and dinner on Sept 26. There are a limited # of private rooms (\$128+ tax) and shared lofts (\$198+tax) being held under "Forest Genetics Council". Please "team-up" and make reservations directly 1-877-547-5266.

Those travelling by air are recommended to fly and rent a vehicle via Cranbrook (2.6 hrs) or Calgary (3.2 hrs) on Tues. Sept 25. Non-stop flights from Vancouver to Cranbrook include: AC at 8:55 am and 2:25 pm, and Pacific Coast (S Terminal) at 11:30 am. Return flts from Cranbrook on Sept 27 include AC at 5:15 pm and 9:40 pm, and Pacific Coast at 4:40 pm.

Please let Brian know your travel and accommodation plans, so rides to/from the airports may be coordinated.

## **12. In camera session**

The co-chairs have requested that in camera sessions be included as a standing item on FGC agendas.

## **Adjourn**

A resolution to adjourn the FGC meeting is needed.

# Annual General Meeting of the BC Forest Genetics Society<sup>1</sup>

## Proceedings

FGC Members constitute the membership of the BC Forest Genetics Society, as per the [BC Forest Genetics Society Constitution and Bylaws](#). A chair for the meeting may be appointed from amongst the society members.

### 1. Agenda

There being adequate notice served to the members, and a quorum being present, the chair may call the AGM for BC Forest Genetics Society to order and confirm the agenda.

#### Suggested motion:

The Agenda for this meeting is hereby approved.

### 2. Approval of minutes from the Society's last AGM

Minutes of the Society's June 14, 2017 meeting was sent as attachment K.

#### Suggested motion:

The minutes from the June 14, 2017 AGM are hereby approved.

### 3. Report of Directors of the Society

Current Directors of the Society are Shane Ford, Annette van Neijenhuis, and Rob Guy.

Annual reporting requirements of the Society for 2017 were submitted to the Ministry of Finance and Corporate Relations (via the Society's lawyer) in July 2017.

The Society continues to have full ownership of all voting and value shares of SelectSeed Company Ltd. There is no change in status with respect to share ownership.

#### Suggested motion:

The report of the Directors to the Members of the Society is hereby approved.

### 4. Society financial statements to March 31, 2018:

The non-consolidated (and unaudited) financial statements of the Society were sent separately. Attachment L. There were no transactions during the fiscal year.

#### Suggested motion:

The financial statement of the Society for the fiscal year ending March 31, 2018 is hereby approved, and that the Chair of the Society is authorized to sign a consent resolution of the members of the Society concerning member acceptance of these financial statements.

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<sup>1</sup> Only members of the unincorporated Forest Genetics Council established by the Chief Forester of British Columbia are eligible to become members of the Society. B.C. Forest Genetics Society *Constitution and Bylaws*. Part 2 Membership.

## 5. Appointment of an Accountant

### Suggested motion:

The firm of Grant Thornton LLB, 823 Canada Avenue, Duncan, BC V9L 1V2, is appointed as the Societies accountant for the fiscal year 2017/18.

## 6. Amendments to Constitution and Bylaws

Societies in BC are required to update their constitution and bylaws, and prepare and file a Transition Application, to be compliant with the [new BC Societies Act \(2016\)](#) by November 2018. Minor amendments to the BC Forest Genetics Society Constitution and Bylaws are required and administrative in nature.

Societies are required to prepare a version of its constitution that consists of nothing but the society's existing name and purposes, word-for-word as they appear in the society's constitution on file with the Corporate Registry. Any provisions of the existing constitution other than name and purposes must be relocated to the society's bylaws. Societies should also prepare a complete set of bylaws consisting of the society's existing bylaws in consolidated form (that is, the society's original set of bylaws, updated to include any amendments to the original set that have been filed with the Corporate Registry). Like the constitution, the consolidated bylaws should be in electronic format (such as a Word document)

Amendments to the constitution and bylaws can be filed along with the society's Transition Application. The proposed changes will be provided to members in advance of a Special Meeting of Society held in conjunction with FGC's September 27, 2018 meeting to be held in Golden.

## 7. Housekeeping

No appointments, contracts, or payments were made in 2016/17.

The following suggested resolution is required as part of the formal annual filing requirements of the Society.

**RESOLVED THAT** all acts, appointments, contracts and payments of money made or done by the Directors of the Society since the last Annual General Meeting, are hereby ratified.

## 8. Election of Society Directors

Directors are elected annually by the Society's members. Directors' duties are *very* limited and include signing the minutes of the AGM, which are submitted along with the Society's Annual Report (Form 11) to the BC Registry Services.

Suggested resolution:

**RESOLVED THAT** <three names> are hereby elected Directors of the Society to hold office until the date of the next Annual General Meeting or until their successors have been duly elected or appointed.

## Adjourn

A resolution to adjourn the BC Forest Genetics Society AGM is needed.

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