

Lake of Bays Association
Annual and Special Meeting of Members minutes
Saturday July 8, 2017, 9:30 a.m.
Dwight Community Centre, Dwight

1. **Call to Order** – Ian Beverley

Ian Beverley, President of the Association, called the meeting to order at 9:30 a.m.

Mr. Beverley welcomed everyone to the meeting and declared that with the consent of the meeting he would act as Chair of Meeting and would ask Lili Davis-Burchat, Secretary of the Association, to act as Secretary of the Meeting.

2. **Notice and Quorum**

Mr. Beverley noted that Ms Davis-Burchat, meeting secretary, advised him that Notice of this Meeting was included at page 61 of our 2017 Yearbook which was mailed to all members on or about May 29 of this year. As such Notice of this Meeting has been sent to all members as required by our By-Laws.

Ms Davis-Burchat also advised him that a quorum of members required to conduct the business of this meeting as required by our By-Laws is present.

As such, Mr. Beverley declared the meeting duly constituted for the conduct of the business for the meeting as set out in the Agenda that had been distributed.

3. **Introductions**

Mr. Beverley introduced himself, the other members of the Board of Directors of the Association and others attending the meeting.

Board of Directors of the Lake of Bays Association

Ian White – Past President, and Chair Volunteer Relations and Nominations

Maureen Richardson – Treasurer

Barry Morrison – Planning Co-chair

Brian Simpson – Planning Co-chair

Caroline Konarzewski – Environment Chair

Mary Ann Peden – Communications Chair

Linda Robinson – Membership Chair

Gloria Woodside – External Affairs Chair

Andy Barnett – Environment and Nominations

Bob Breithaupt – External Affairs

Fraser Govan – External Affairs

Don Macintosh – Planning

Bruce MacLellan – Environment

Marcia Watt – Membership

Absent with Regrets

Jim Metcalfe – Vice President

Pat Birnie – Safety Chair

Jane Dupéré - Communications

Administrative Support

Beverley Govan – Administrative Assistant

Lili Davis-Burchat – Executive Coordinator

Absent: Bryan Dearsley – Yearbook advertising manager

Political Representatives

District of Muskoka:
Chairman John Klinck

Township of Lake of Bays:
Mayor Bob Young
Councillor Nancy Tapley
Councillor Shane Baker
Councillor Mike Peppard
Councillor Bob Lacroix

Guests

Katherine Craine, Huntsville Hospital Foundation
Reva Frame, BDO Canada LLP (our auditor)
Tracey Rast, President Lake Vernon Association
Lorraine and Steve Miletic, Co-presidents, Shoe Lake Ratepayers Assoc
John Graham, OPP Detachment Commander

District of Muskoka (speakers and guests)

Michael Duben, CAO
Molly Ross, Communications Officer
Graham Good, Manager of Geomatics

Exhibitors

John Weinsten and Renee Stephenson, Inclined Elevation
Howard Smith, Director, Aspen Valley Wildlife Sanctuary
Ray Faust, Rice Insurance
Caroline Hughes and Tom Sabourin, Grant Energy
Stephanie Prince, Forests Ontario
George Daniels, Andy Montgomery and Director, Daphne Curtis, Andrew Daniels Fish
Stewardship Foundation
Frances Carmichael, Safe Quiet Lakes

Mr. Beverley reminded the audience the members in good standing had been issued a voting card for the meeting and would be asked to raise their cards when called on to vote for or against any of the matters to come before the meeting.

4. Adoption of the Minutes

Mr. Beverley noted that the first item of business was the adoption of the minutes of the last Annual Meeting of the Members which was held on Saturday July 9, 2016. He offered to have the Secretary read the minutes.

Be it resolved that the Minutes of the Annual Meeting of the Members of the Lake of Bays Association held on Saturday July 9 2016 be adopted.

MOVED BY: Bruce MacLellan. SECONDED BY: Fraser Govan. CARRIED

5. Presentation of the Auditor's Report and Financials

Mr. Beverley noted that the next item of business was presentation of the Financial Statements. The Financial Statements of the Association for the financial year ended October 31, 2016, together with the Auditor's Report thereon were contained in the Yearbook of the Association, which was mailed to all members with the Notice of this Meeting. He asked Maureen Richardson, Treasurer of the Association to present the Financial Statement and Auditor's report.

Ms Richardson thanked Bev Govan the Association Administrative Assistant and bookkeeper, Fraser Govan, an Association Director who maintains the membership database and Wendy Gibson previous Executive Coordinator for their assistance through the year. She reported that the Association continues to have a solid financial position.

General Fund operations – Total revenues for 2016 totaled \$131,520 compared to \$126,945 for the previous year. Current membership revenues of \$64,799 is slightly less than last year's and the 2016 budget. This represents 1,218 paying LOBA members. Advertising revenues of \$62,267 exceeded the 2016 budget and the 2015 revenues by \$7,000. This is not typical with the previous five years activity. Interest revenue was \$4,454 versus 2015 revenue of \$5,339, due to lower interest rates. Total expenses for 2016 were \$123,816 as compared to \$120,738 for 2015. Significant expenses include:

- Contract expenses of \$27,016 as we have two part time contractors.
- Environmental committee of \$11,144 of which \$9,100 is for the analysis and report on our water testing activities. This was in line with 2015.
- General Administration of \$11,665 which include office expenses, insurance and travel. This is greater than 2015 as we are now using public storage for our archives and the inclusion of travel expense for one additional Board of Directors meeting.
- Newsletter and other membership services of \$17,315 was similar to 2015 expenditures while Yearbook expenses of \$42,431 were \$5,000 greater than the 2015 expenditures due to increased advertising commission which was directly linked to the increased advertising revenue.

Action Fund - During the year we transferred \$40,000 from the General Fund to the Action Fund in line with policy guidelines. This transfer was board approved at the November 2015 Board of Directors meeting. Action Fund revenue for 2016 was \$16,200 compared to \$16,500 for 2015. Action Fund expenses of \$9,231 were compromised of \$1,900 spent on Baysville Community projects and \$7,000 on legal and consulting fees related to an OMB appeal regarding one part of the Township's revised development plan.

Balance Sheet

For the year ended October 31, 2016 cash and investments grew by \$13,394 from \$336,997 as at October 31, 2015 to \$350,391. LOBA's funds are invested in 3 different Guaranteed Investment Certificates with one, two and three-year terms. Our investment objective is to earn the best rate of return available from financial institution insured by Canada Deposit Insurance Corporation. The Statement of Cash Flows explains how cash balance of \$119,791 on the Balance sheet increased by \$12,394 from our 2015 cash balance of \$107,397. \$14,673 in cash was generated in 2016 from operating activities as shown on the statements of General and Action Fund operations. Decrease in cash from changes to balance sheet accounts of \$1,279 and increase in investment of \$1,000

Ms Richardson moved adoption of the following resolution:

Be it resolved that the Financial Statements of the Association for the financial year ended October 31, 2016 together with the Auditor's Report thereon, are hereby approved.

SECONDED BY: Marcia Watt. CARRIED.

6. Appointment of Auditors and Remuneration

Ms Richardson moved adoption of the following resolution:

Be it resolved that BDO, Chartered Accountants, are hereby appointed the Auditors of the Association to hold office until the close of the next Annual Meeting of the Members, and the Directors of the Association are hereby authorized to fix the remuneration of the Auditors.

SECONDED BY: Marcia Watt. CARRIED.

7. Special Business

Mr. Beverley advised that there were two matters which were considered 'special business' for the Members to consider and approve at the meeting. The background and details of these two matters, as

well as copies of the resolutions which were to be put to the members at this meeting, was included in a memo from the Board to the Members that was included with the Yearbook when it was mailed to all members on or about May 29, 2017.

These two matters were:

- (1) the confirmation of the new general by-law for LOBA, and
- (2) the approval of the reduction of the size of the Board of Directors from 34 to 18.

Mr. Beverley asked Don Macintosh to present and explain these two matters.

New general by-law for LOBA

Mr. Macintosh explained, LOBA's old By-law No. 1 was put in place when the current LOBA was established in 1978. It has been considered out of date for many years. In fact, an update was previously budgeted for by the Board, but then deferred until the new Ontario Not-For-Profit Corporations Act (NPCA) became law. The NPCA received Royal Assent back in 2010, but its coming into force has been delayed ever since, with no new in-force date in sight. As a result, the Board determined that it was an appropriate time to update the By-Law. One of our Board members (Mr. Macintosh) is a corporate and governance lawyer and volunteered to update the by-laws pro bono. He advised that little, if any, further work will be needed to make this new By-Law compliant with the NPCA once/if it is proclaimed in force.

At a special meeting of the LOBA Board of Directors held on December 13, 2016, the directors approved Amended and Restated By-Law No. 1 for LOBA. A copy of that new By-Law was included in the materials sent to all Members with the Yearbook.

The new by-law became effective as soon as it was approved by the directors, and remained effective until this meeting of Members, at which it had to be confirmed by the Members to remain effective. If it was confirmed by the Members, it would continue to be effective.

Mr. Macintosh moved adoption of the following resolution:

Be it resolved that Amended and Restated By-Law No. 1, a by-law regulating the business and affairs of the Association, as approved by the Directors on December 13, 2016 and distributed to the Members, is hereby confirmed as a by-law of the Association.

SECONDED BY: Fraser Govan. CARRIED.

Reduction of the size of the Board of Directors from 34 to 18

Mr. Macintosh explained further that as was noted in the memo sent to Members on these items of 'special business', the Letters Patent of LOBA identify 30 'first directors', and the old by-law provided that LOBA was to be managed by a board of 34 directors. For many years, there have been fewer and fewer volunteers who have been able to be identified to join the Board, and this has resulted in the number of directors that have been elected being far short of the required 34. This, in turn, has made it difficult to establish a quorum for meetings of the directors, to govern and discuss the affairs of LOBA.

After much consideration and debate, the current Board is confident that a Board size which is fixed at eighteen (18):

- (a) is more aligned with good governance practice for a not-for-profit entity such as LOBA,
- (b) will allow the Board the ability to act more effectively, and
- (c) will enable the members to ensure that the best candidates are brought forward to join the Board and act as directors.

At the special meeting of the LOBA Board of Directors held on December 13, 2016, the directors passed a resolution fixing the number of directors on the Board at 18. However, unlike the resolution approving the new by-law, this resolution fixing the number of directors was not effective until it was confirmed at this members' meeting. This is because, under LOBA's governing legislation, a change in the number of

directors is required to be effected by a “special resolution”, which is a two-step process – approval by the board and confirmation by the members.

Mr. Macintosh moved adoption of the following resolution:

Be it resolved that the number of directors of the association is hereby confirmed to be fixed at 18.
SECONDED BY: Marcia Watt. CARRIED.

Mr. Beverley thanked Mr. Macintosh for his efforts on this matter.

8. **Election of Directors**

Mr. Beverley explained that because of the new by-law, the process of election of Directors would be different this year and invited Mr. Macintosh to explain the process.

Mr. Macintosh explained that under the old by-law, Directors were elected for two (2) year terms, and half the Board was supposed to be up for election/re-election each year.

In accordance with the new Amended and Restated By-Law No. 1 of the Association, Directors are now elected for a term of three years. With the Board size now fixed at 18, this means that six positions on the Board will be voted on by the members each year. This ensures some continuity on the Board as well as the ability to encourage new persons to join the Board. In addition, Members may be asked to vote in a director to fill vacancies created by some directors retiring before the end of their three-year term. Finally, pursuant to Amended and Restated By-Law No. 1 of the Association, nominations for the Board must be submitted to the Association at least ten days prior to the Members’ meeting.

Since this was the first year of the new three-year terms and corresponding one-third rotation, at this meeting, Members would be voting for the election of a total of nine Directors, to fill the following vacancies on the Board of Directors:

- (a) six positions for a three-year term - the usual six positions which will now arise every year at the annual meeting;
- (b) three positions for a one-year term – the only one-year terms because of the need to establish the three-year rotation.

The following nine Directors, each of whom had one year remaining in their current term, under the old By-law, had agreed to sit for the balance of the temporary one-year terms on the Board that will be up for election for three or one years at the 2018 AGM:

Andy Barnett, Ian Beverley, Jane Dupéré, Don Macintosh, Barry Morrison, Mary Ann Peden, Brian Simpson, Marcia Watt, Ian White

Mr. Macintosh asked Ian White, Chair of the Nominating Committee, to present his Report.

Mr. White reported that at a meeting of the Board of Directors on June 17, 2017, the Nominating Committee comprised of himself and the President, presented a slate for the election of Directors to fill the vacancies on the Board.

The Committee’s nominees are:

- (a) for a three-year term: Pat Birnie, Bob Breithaupt, Caroline Konarzewski, Linda Robinson, Rob Milligan, Bruce MacLellan
- (b) for a one-year term: Fraser Govan, Gloria Woodside, Maureen Richardson

Mr. White moved adoption of the following resolution:

Be it resolved that the persons nominated as set out in the Report of the Nominating Committee be and they are hereby elected as Directors of the Association to hold office for the respective periods indicated in the Report.

SECONDED BY: Andy Barnett. CARRIED.

9. **Presentation of the Betty Day Award**

Mr. White explained that the Betty Day Award is intended to acknowledge and thank the recipient for their efforts on behalf of the Lake of Bays Association. Since inception, the Betty Day Award has been presented annually. To qualify as a recipient a nominee must be a member of the Association who has made an extraordinary effort in performing volunteer activities that further the goals of the Association.

Mr. White presented the 2017 Betty Day Award to Bruce MacLellan. Bruce has been a director of LOBA since 2014. He has for many years, been a key member of the Lake of Bays Heritage Foundation, most recently serving as its President. He has been a key player in the advancement of the Foundation, in assembling an impressive package of strategically located land in the Marsh's Falls/Lower Oxtongue River area and in expanding recognition of, and support for the Foundation through the development of many communication vehicles.

10. **President's Remarks**

Mr. Beverley addressed the members with the following remarks:

In preparing my remarks for this meeting and reviewing the work of our Board, our Committees and our many volunteers over the past year and noting the many members that are in attendance at our meeting today, I am truly in awe of the dedication and commitment of so many to the ideals and principles of the Lake of Bays Association.

At the date of this meeting, we number approximately 1,200 members and families, both permanent and part-time residents who support the objects of LOBA in protecting and promoting the interests of all property owners; preserving healthful, sanitary conditions and the scenic beauty of the vicinity of Lake of Bays. What a remarkable legacy to our founder, Lester Weaver, in this our 90th year of existence.

In reading our Yearbook, I was struck by Wendy Gibson's article - "Ninety Years"- and noted how much of what LOBA does now is a continuation or an elaboration of the work begun many years ago:

- We had a Water Levels Committee years ago when the new dam was put in place at Baysville - water levels remain a growing concern today with climate change and variable weather patterns.*
- We had a Health and Sanitation Committee which morphed into an Anti-Pollution Community in the 70s and now has evolved further into our Environment Committee with a broader mandate which now also deals with invasive species.*
- By 1960 we had established a Property Committee which was interested in building restrictions before the Township had an Official Plan or a Planning Department. This has now become our Planning and Development Committee.*
- We had a Fair Tax Committee that was interested in local government finance and expenditures and that committee has now become our External Affairs Committee.*
- We had and still have a Safety Committee that is largely concerned about safe and responsible boating.*
- And we also now have a Volunteers and Nominations Committee which makes sure that we have the people to do the work we do; a Membership Committee to keep track of everyone and a Communications Committee that is responsible for all our excellent communications - the Yearbook, Current Connection and our Newsflash.*

It is no doubt safe to say that, while these core functions have remained similar over the years, we have grown in sophistication in order to deal with the growing complexity of the matters which come to us.

The reports of our individual committees are set out in the Yearbook and so I will not repeat what they say now. I would, however, like to recognize and thank our Board and the Committee Chairs for the great work they have done for us. It is a pleasure to work with such a talented and collegial group of people on things that we are all so passionate about. Several of our Committee Chairs have, however, asked that I specifically make mention of the following:

- *Our Communications Chair, Mary Ann Peden, asks that you spend some time with the Yearbook and read the great articles that are in it which have been written especially for this our 90th year. Mary Ann also encourages members to sign up to receive our Current Connection and Newsflash publications online. This is the fastest and most cost-efficient way for us to communicate with you.*
- *Linda Robinson, our Membership Chair, notes that there have been many property sales on the lake in the past year (75 I think, which is more than double previous years). If you have new neighbors, please let us know by contacting Linda through info@loba.ca so that we can connect with them and have them join us. As usual, we will have a Welcome package ready for them. Linda also notes that we have several vacancies in our Area Stewards and she would be happy to hear from anyone who might be interested in filling those holes.*
- *Finally, Caroline Konarzewski, our Environment Chair, has asked that anyone who has or thinks they have an invasive species of plant on their property contact her so that it can be dealt with properly. Caroline is also interested in having more volunteers to help her with summer educational outreach projects, Earth Day projects and her invasive species team.*

Two specific planning and development matters that I should mention are Fairview Island and the Appeal of the Official Plan Backlot standards. Last week members will have received a Newsflash with a number of articles in it. One of the articles was an update and “look forward” on the Backlot appeal which is to be heard in Dwight starting on September 12. We have now corresponded with members 12 times on this issue and members remain overwhelmingly supportive of the approach we have taken. But members should also know that this is not a matter that we have taken lightly or frivolously - it is a serious matter.

The proposed reduction in Official Plan backlot standards was made against planning advice of the Township’s planning consultant, the advice of the Township staff planner, the advice of District planning staff and contrary to the direction of the Ministry of Municipal Affairs and Housing and without any understanding of the impact that these lower standards would have or where development could occur. In short, there was no basis supported by any planning evidence for the proposed changes. We believe that this is reckless planning and disappointing government and that as taxpayers with vital interests in this Township that we should expect better.

So that is why we have appealed this matter although it is not a matter that we take any measure of joy in. It is simply the right thing to do. Our legal team considers our case to be excellent so we expect to prevail although outcomes in matters like this can be unpredictable.

The development proposal for Fairview Island to rezone the property to a commercial designation has generated an enormous amount of interest among members. Our Planning & Development Committee has been very active behind the scenes trying to get a good result here. Recently, we wrote to the Town of Huntsville conveying the concerns about the proposal that have been conveyed to us by members and you will have seen a copy of that letter in the Newsflash last week. I understand the proponents are trying to address some of those concerns and that the proposal is being revised and that there will be a formal public meeting for the proposal, likely in August.

I am happy to entertain comments or questions from members on any of our activities but before doing so would like to recognize and thank all of our volunteers and sponsors for helping us to do what we do. Are there any questions?

A question was asked if LOBA has any further information about the sale of Langmaids Island. Mr. Beverley responded that we do not, but will be watching it carefully.

Mr. Beverley encouraged members to participate in the District of Muskoka Second Home Study and the Township of Lake of Bays Economic Development Study, both available at the respective websites.

There being no further questions, Mr. Beverley completed his remarks.

11. **Guest Speaker**

Mr. Beverley introduced Michael Duben, CAO, Molly Ross, Communications Officer, and Graham Good, Manager of Geomatics from the District Municipality of Muskoka, and noted that many aspects of Lake of Bays living rely on programs or services provided by the District of Muskoka – from waste management to lake system health monitoring to community services and health hubs. Mr. Beverley said we are pleased to have staff here today to provide more information about the role of the District and its programs and services.

Michael Duben who joined the District in 2013 as Chief Administrative Officer and provides advice to Council and leadership to senior staff, is responsible for ensuring Council direction and policies are implemented efficiently and effectively; described what the District does and how the District works closely with area municipalities (including the Township of Lake of Bays and Huntsville) to provide programs and services that make Muskoka one of the greatest places in the world to live, work or play.

Molly Ross who joined the District as their first Communications Officer in 2015 and works with teams across the District to enhance communication and expand engagement opportunities with the public; shared social, economic and demographic trends that impact every life in Muskoka – and how we can all work together to strengthen our communities.

Graham Good who joined the District in 2002 and leads the District's Geographic Information System (GIS) providing important Geographic data that is also used by area municipalities as well as the public; demonstrated ways to explore Muskoka using interactive tools available to the public through the District's Muskoka Web Map.

Mr. Beverley thanked the speakers and indicated that LOBA would make a donation to the Muskoka Watershed Council as a token of our thanks.

12. **Further Business, Closing Remarks and Termination**

Mr. Beverley asked if there was any further business.

Simon Miles thanked LOBA for their work regarding Fairview Island.

There being no further business, a motion for Termination was put forward.

Be it resolved that the Meeting be adjourned.

MOVED BY: Don Macintosh. SECONDED BY: Betty MacDonald. CARRIED.

The meeting was adjourned at 11:15 a.m.