

Welcome to



AGM

ANNUAL GENERAL MEETING 2022

TWIN VALLEY ANNUAL GENERAL MEETING

Thursday, April 7, 2022



Twin Valley Co-op AGM Agenda – April 7th, 2022

1. Welcome by Meeting Chair – Mark Morton, Board President
2. Moment of Silence for Members Departed; Privileges to Members
3. Housekeeping Items – Mark Morton
4. Adoption of Agenda – Mark Morton
5. Minutes of Last Annual Meeting 2021
6. Director Report – Mark Morton
7. Nominating Committee - Jim Boucher, Mark Morton
8. 2021 Financial Statement – Ashley Moulson, Controller
9. Election of Directors – Mark Morton
10. General Managers Report – Dwayne Moncur
11. Delegates Report – Jean Hogarth
12. Appointment of Auditors – BDO – Mark Morton
13. Service Awards – Angele Murray
14. Other Business, Response to Questions
15. Door Prizes
16. Adjournment

**TWIN VALLEY CO-OP
ANNUAL GENERAL MEETING
APRIL 14, 2021 - 7:00 P.M. via Webex**

Board President Mark Morton called the 92nd Annual Meeting of Twin Valley Co-op to order at 7:04 p.m. via online platform Webex. He welcomed everyone to the meeting with the remark that these types of meetings are no longer one-of-a-kind, and have become fairly normal to many people. He expressed his hope of being able to meet face-to-face before long, when COVID-19 gets under control.

A moment of silence was observed for departed members.

He remarked on a few sundry WebEx meeting items, reminding those in attendance that only members can make a motion, to keep our audio mics on mute until you need to speak, turning off video if you need to move about, and to use the "Chat" option for moving/seconding a motion and to put forward any questions for the new business portion of the meeting.

MOTION A21-01: J. BOUCHER/C. IVERSON

To approve the agenda for tonight's meeting. **Carried.**

MOTION A21-02: D. HOHMANN/D. BRYDON

To approve the minutes of the 2020 TVC Annual Meeting as circulated. **Carried.**

Director's Report: Mark Morton (full report attached)

Mark began his report with a welcome to the TVC Annual General Meeting for the year December 1, 2019 through November 30, 2020. He advised that we would be returning to our normal AGM date in April, after having last year's late, in September, due to Covid restrictions. He reported that the Board has met 8 times since he became Chair in September 2020, only once in person at the office and the rest virtually via WebEx. Since December 2019, the Board has met 18 times as well as a planning session in July 2020. He commended the Board on their attendance as well as their avid interest and participation. Mark pointed out that TVC has a board of nine directors from 6 zones but have been short 1 director from the NW, Zone 6, for the last 3 years. There is a proposed bylaw amendment regarding directors and zones to be addressed later in the meeting. Also, Denis Lachapelle resigned his position during the year and the Board appointed Barb Stambuski to fill his term for this year. He welcomed Barb to the TVC Board. Mark remarked about what an extraordinary year it has been - face masks, hand sanitizer, social distancing, partitions and dividers! New regulations and changing practices came daily. Through all of this, the TVC staff and management came to work keeping shelves full, serving customers with a smile (under their mask) and helping wherever they could. Mark applauds our front-line workers in all the different departments and locations - job well done! And thank you! He opined about the definition of better times ahead. Currently we have members shopping at our stores in record numbers, sales have never this high and people are thankful to have stores in town with the goods they need. What could be better? Mark hopes that members will see TVC in a new light, as the essential service that it is, and continue to support us fully. Others may hope TVC can continue to meeting growing demands in a timely and cost-effective manner. No matter your view, TVC only thrives when everyone pulls together, supports one another and works toward a better tomorrow for our communities and everyone in them - the definition of Co-op. Mark closed, along with the Board of Directors, in thanking all team members for their hard work in keeping the whole organization clean and safe, full and operating. And the Board wants to wholeheartedly thank each and every member for their support of Twin Valley Co-op.

First Call for Nominations: Mark Morton announced the first call for nominations for three Directors' terms; two expiring - namely Diana Brydon and Barb Stambuski, and one position for Zone 6. Mark Humphries nominated Barb Stambuski.

2020 Financial Statement: Ashley Moulson (full report attached)

Ashley led us through the audit report for the year ended November 30, 2020 as prepared by BDO Canada. She reminded everyone that this is an independent report, that it is an objective review

completed in accordance with Canadian accounting standard, and that the readers can be assured of accuracy. Highlights:

Sales:	\$91.0 million	Gross margin:	\$13.9 million
Expenses:	\$12.7 million	Savings:	\$3.3 million
Current assets:	\$24.4 million		

Patronage allocation to members will be \$1.69 million. The Record of Sales and Savings shows an increase in sales for a 5th year in a row record. Ashley concluded with encouraging any questions or comments to be entered in the "chat" section and be discussed at the end of the meeting.

Second Call for Nominations: Jim Boucher nominated Diana Brydon for Zone 2 Director.

Third Call for Nominations: None

Mark Morton declared nominations for directors cease and declared Barb Stambuski and Diana Brydon duly elected to the Twin Valley Co-op Board of Directors.

General Manager's Report: Dwayne Moncur (full report attached)

Dwayne welcomed everyone to the 2020 AGM. He was pleased to report sales surpassing \$90M this year, a huge milestone for TVC. The pandemic has certainly influenced sales and all commodities experienced increases. Weather also was a factor with fall of 2019 being very wet and making spring 2020 very busy for the ag depts. COVID-19 has been around for 14 months now and Dwayne remarked on how all team members have been doing and continue to do such a great job of sanitizing, cleaning and keeping customers safe. He thanked the whole TVC team for adapting so well. TVC is proud to continue to support local organizations and service groups. Our YAHH (You're at Home Here) Community Fund Program has proven popular with TVC donating to various projects throughout our trading area. Dwayne explained that the YAHH Program is for donation requests that fall out of the scope of regular requests and the Board reviews these in spring and fall to make a decision as to whether or not it meets developed guidelines. Total member relations distribution for the year was \$86,733 and the TVC Team volunteered a total of 1,140 hours, despite restrictions. An exciting venture was close to being complete by the end of 2020 - this being the joint venture with Valleyview Co-op to create an Agro department that would sell bins, augers and ag-related items. The two retailers sell many of the same items and therefore, on occasion, would be competing for the same sale. To date, two staff have been hired for the new business - one manager/sales and one salesperson. Feedback has been positive. This merging has allowed both retailers to enter the big bin business and increased the trading area from the U.S. border north to Inglis. Members' purchases can go through either Co-op however the new department will be included in the TVC operating statement. Reconciliation will take place quarterly between the two retailers. Dwayne thanked Ag Division Manager Chris Iverson for the many hours of hard work required to get this project going. The Kid's Club continues to do well. TVC is well represented on various social media platforms and wi-fi has been upgraded in several locations that had poor service thus enabling use of the Co-op app. Dwayne congratulated all staff that are celebrating service milestones this year as well as congratulating a couple long-term employees' retirements - John Bonnell and Calvin Matiowsky. The new cardlock at Russell is finally completed and becoming busy. Dwayne advised the members that the old cardlock at the Russell Gas Bar will be closed in the near future due to deterioration of the equipment and concrete/infrastructure. Rossburn site will see the addition of a new chemical shed this year. Some equipment has been replaced in various departments but one of the larger upgrades was switching to LED lights in the food stores and HABS locations. TVC has switched from Co-op to Masterfeeds for animal feed supply. Policies are being updated on an on-going basis, Health and Safety and training continues to be a priority at TVC, expense control and efficiencies are always being discussed and all look for ways to improve. Dwayne expressed enthusiasm for what the future holds for TVC. The Board continues to explore opportunities for growth with a few things in discussion now for development. In closing, Dwayne remarked how proud he was of the role TVC has taken on during COVID-19, setting a good example by wearing masks and taking the pandemic threat seriously. He thanked the TVC team for all their hard work and for representing our Co-op so well. He thanked the Directors for their support and guidance and lastly, Dwayne thanked the members for their continued support and respect of guidelines put in place.

Delegates Report: Jean Hogarth (full report attached)

Director Jean Hogarth reported on the FCL conference that she, Mark Morton, Jim Boucher and Mark Humphries attended representing Twin Valley Co-op. The conference was held virtually on February 27th and March 1st. Saturday was a day-long information session beginning with the Board of Directors Report, the Resolutions Committee Report followed by a closed business meeting with FCL's Senior Leadership Team. The FCL Annual Report was reviewed and some of the highlights included:

- FCL is owned by 167 independent local retail co-ops in 600 communities across western Canada;
- Co-op Community Spaces funded 17 new projects across western Canada, one being local with \$62,000 awarded to the Assiniboine Watershed District's Outdoor Classroom and Co-op Community Gardens projects in Hamiota, Miniota, Roblin, Rossburn and Russell;
- FCL won 2 Retail Council of Canada Grand Prix New Products Awards;
- Fuel Good Day raised \$566,000 which was donated to over 185 organizations; our local efforts produced \$2,600 which was donated to the School Breakfast Programs in our communities;
- the Canadian Agri-Marketing Association presented FCL with 7 awards, including Best of Show for its marketing on helping local producers grow their businesses and feed their families.

Financial highlights: \$7.9 billion in sales, \$177 million net income, \$118 million patronage allocations and \$114 million share redemptions.

On Monday, attendees touched based with directors at other co-ops at the District Caucus Meetings. District 5 had one director term expiring and Jocelyn Vankoughnet was re-elected by acclamation. Next was the 92nd Annual Meeting of FCL with keynote addresses by President and Chair of the Board, Sharon Alford, and CEO, Scott Banda. The 2020 FCL Annual Report was formally received and approved with MNP LLP, Chartered Accountants appointed as auditors for the October 31, 2021 fiscal year. The 4th annual CRS Awards were presented as follows:

Excellence in Brand Development: Prairie Co-op

Excellence in Co-operation amount Co-operatives: Lake Country Co-op

Excellence in Health and Safety: Riverbend Co-op

Excellence in Sustainability: Lake Country Co-op

Four resolutions were passed:

1. Regular procedural items; notably no per diem increase motion this year;
2. By-law Amendment: if office of the President of the Board becomes vacant, the Vice-Chair automatically becomes President for remainder of the term, new Vice-President to be elected at next regular meeting;
3. By-law Amendment: A written director nomination must be submitted by October 15th preceding the annual meeting;
4. Resolutions Committee: Terms of Reference updated to reflect the change from last year's AGM from 15 districts with one member to 5 districts with 3 members.

Finally, Sharon Alford was re-elected FCL's President/Chair of the Board.

MOTION A21-03: J.HOGARTH/K.HEISE

That BDO Canada be appointed to perform the external audit of Twin Valley Co-op for the year ending November 30, 2021. **Carried.**

Mark Morton spoke on the proposed by-law amendment to Article 6, Bylaw 4.01 regarding zone boundaries and number of directors. He reviewed the old and new proposed zone boundary map (new map attached) and explained how the Board had come to this proposed change; that being to try and have more equal membership representation across all 6 zones. He pointed out that there is no longer an outside boundary in any of the zones, all are open-ended. Mark read the By-Law Amendment in full, as follows:

In accordance with Article 6 and Bylaw 4.01

- A. The Cooperative will be represented by a minimum of five and a maximum of nine directors.
- B. One director will represent each zone, with no more than two representatives in each zone. There will be three directors at large.
- C. In order to provide equal representation of members, on the board, the trading area will be divided into six zones as follows:

Zone One: Angusville, Grandview, Oakburn, Rossburn, Sandy Lake, Shoal Lake, Solsgirth, Strathclair, Vista and Waywayseecappo as well as the surrounding rural areas.

Zone Two: Beulah, Birtle and St. Lazare as well as the surrounding rural areas.

Zone Three: Arrow River, Crandall, Decker, Hamiota, Isabella, Kenton, Lenore, Miniota and Virden as well as the surrounding rural areas.

Zone Four: Cromer, Elkhorn, Fleming, Kola, Manson, Maryfield, McAuley, Moosomin, Reston, Rocanville and Welwyn as well as the surrounding rural areas.

Zone Five: Russell, as well as the immediate surrounding area.

Zone Six: Binscarth, Bredenbury, Churchbridge, Dropmore, Esterhazy, Foxwarren, Inglis, Langenburg, MacNutt, Roblin, Saltcoats, Shellmouth and Spy Hill as well as the surrounding rural areas.

MOTION A21-04: J.HOGARTH/D.HOHMANN

To approve amendment to Article 6 and By-law 4.01 regarding number of directors and zone boundaries as presented. **Carried.**

Mark Morton reviewed the next proposed amendment to Bylaw 4.05 regarding nominating procedure and read it in full as follows:

Bylaw 4.05 Nominating Procedure

- A. All nominations must be made through the nomination committee.
- B. Members who wish to be nominated for the position of director of the Co-operative must deliver nomination papers to the nominating committee at least 14 days before the meeting of the members at which directors' terms of office expire.
- C. All nomination papers submitted to the nominating committee must:
 - 1. Be signed by at least two members other than the nominee;
 - 2. Be accompanied by a brief biography of the nominee; and
 - 3. Contain the written consent of the nominee.
- D. At each meeting of members when directors terms of office expire, the nominating committee will place before the meeting a list of nominees for the position of director.
- E. Only members who have complied with A, B and C are entitled to run for the position of director.
- F. All nominees must meet the qualifications under section 4.02 to become a Director for Twin Valley Co-op Ltd.

MOTION A21-05: M.FULCHER/D.BRYDON

To approve amendment to By-law 4.05 regarding nominating procedure as presented. **Carried.**

Staff Service Awards: Angele Murray

On behalf of Twin Valley Co-op, Angele Murray recognized one Director and 16 employees for service ranging from 5 - 35 years.

New Business: Mark Morton

Mark asked for any new business or questions to be brought forward. There were none.

The WebEx virtual meeting went very well.

Mark adjourned the meeting at 8:00 p.m.