

ZooShare Biogas Co-operative Inc
Board Meeting Minutes
Wednesday July 14, 2021

In Attendance:

Daniel Bida (DB)
Newton Chan (NC)
Dolf DeJong (DD)
Melissa Felder (MF)
Rob Grand (RG)
Barry Green (BG) - Chair
Vicki Hilborn (VH)
Amy Zhang (AZ)

Absent with Regrets:

Chris Benedetti (CB)

Call To Order (5:03pm) - BG

Confirm quorum - BG

Routine Business

Approval of Agenda

Add skills matrix to Other Business
Add auditors fees to Other Business
Motion to approve - AZ
Seconded - VH
All in favour

Approval of minutes from last meeting

Motion to Approve - DD
Seconded - DB
All in favour

GM Report (See Board Materials)

Discussion around the odour at the plant and the sign that is being prepared to educate RUNP hikers

VH suggests we contact Toronto bylaw regarding odour from the plant so that we get ahead of any complaints that may arise; recommends that we let them know how we are managing the odour

DD concerned that the Toronto Zoo will receive the complaints from people who notice the odour

DB highlights the sign will have ZooShare logo, QR code that leads to ZooShare website, and direction to contact feedback@zooshare.ca

LP Report (see Board Materials)

Discussion around the challenges of tipping fee pressures from new competitors; lack of waste due to covid. DB anticipates these pressures will subside as gathering restrictions are lifted.

Business Arising From Previous Meeting

Strategic Plan - VH

-board entering into a new phase as biogas plant is up and running so creating a strategic plan will help give direction

-rough estimate on cost would be ~\$5K

-should we form a committee or talk outside of the board meeting

-Questions - interest in moving forward? Is the money ok?

Nonprofit Status

-risk identified in auditors report -> ZooShare could be seen as a for-profit due to revenues from business operations

-AZ looked up tax regulations and we can talk further

-may want to get a written opinion from auditors

-we should get a document on file that acknowledges we are aware of the issue and it has been addressed by the board

New Business

Governance

BG presented a slide deck outlining the need for a more structured, committee-based Board of Directors

Proposal included establishing an Executive Committee, consisting of the Chair, Vice-Chair, Secretary, and Treasurer, and 3 committees: Finance, Future Projects, & Education

Board authorizes the Chair to appoint Chairs for all committees

Board requests that all Committee Chairs present Terms of Reference to the Board for their respective committees at the next Board meeting

Committee Chair should be a board member, but other committee members can be subject matter experts or ZooShare members

Board Officer Elections and Appointments

BG had proposed the appointments of a Chair, Vice-Chair, Secretary, and Treasurer

BG volunteers for Chair; VH volunteers for Vice-Chair; and AZ volunteers for Treasurer role

BG appointed Chair

VH appointed Vice-Chair

AZ appointed Treasurer

All in favour

No one volunteered for the Secretary role; BG to reach out to missing board members

BG makes motion to establish an Executive Committee

Seconded by DB

All in favour

VH suggests that HR be included with Finance Committee

Board agrees that HR should be governed by the Executive Committee for now
BG makes motion to establish 3 Committees: Finance, Future Projects, & Education
Seconded by MF

All in favour

DB appointed Chair of Future Projects Committee

AZ appointed Chair of Finance Committee

BG will try to get someone to lead the Education Committee

Appointment of 2 Directors to the ZooShare GP Board

Election of DB and BG as ZS reps on GP Board

Motion to appoint BG and DB as ZS reps on GP Board tabled by AZ

Seconded by NC

All in favour

Other Business

Auditors Fees

AZ helped SolarShare get quotes for their audit work and, of the firms that quoted on the audit work, Kriens Larose was the lowest quote by about \$10K

Skills Matrix

Board agreed that this was a good idea to ensure knowledge and experience gaps were identified and filled

Executive Committee was charged with drafting a skills matrix and presenting it at the next board meeting

Next Meeting Date(s)

Rob to send out a poll

Adjournment (6:32pm) - BG