

**Toronto Sustainable Food Cooperative, Inc. (Harvest Noon Cafe)**  
**2013 Annual General Meeting**

Date: 3 Dec 2013, 6pm-8pm

Facilitator: Willie Costello

Minute taker: Dulcie Vousden

CRO: Sherif Kinawy

Present: Victoria Benjamin, Emily Blakelock, Sherif Kinawy, Nicole Davis, Jessica Denyer, Xander Gopen, Kathleen Hughes, Aurora Kutasovich, Siying Li, Clara Luke, Heather McIntosh, Nico Meffe, Ivan, Salgado, Hala Sayed, Mehdi Ravandi, Lea Ravensbergen, Dulcie Vousden, Emily Wat, Sam Whillans, Ryan Franks, Felix Yuan,

Note: Jessica Gallinger did not vote but assisted with ballot counting.

Agenda & Minutes

1. Call to Order
  - Willie Costello calls the meeting to order
2. Approval of the Agenda
  - Willie Costello calls for a motion to approve the Agenda.
  - Motion passes: All in favour
3. Welcoming Remarks
4. Overview of the Past Year
  - Willie Costello reports on the past year. We've grown in number of patrons and in our daily sales. We have over 700 registered members now, and new volunteers as well. In the summer we tried for the first time to expand into evening service and as well to do events and collaborations with outside groups.
  - Another example of growth in the past year has been the media attention. We've had several major articles, and have been active on social media including twitter and facebook.
  - We are currently receiving a levy from the GSU. In 2012-2013 we received \$13896. We receive \$0.50/full time grad student/semester and \$0.25/part-time grad student/semester
  - We presented a list of the past workshops, events, collaborations
  - Question: Why do we get a levy from the GSU (as opposed to the UTSU for example)?
    - i. Willie Costello: Part of the reason we applied for the levy is our location, and the fact that our original offer of space was from the GSU.
    - ii. Jessica Denyer: In addition, UTSU already gives a levy to a similar group (Hot Yam)
5. Collective Reports
  - Staff Report is presented by Alexander Gopen.
    - i. Xander acknowledges the work by volunteers and board members over the past year. Xander introduces the attendees to the staff present
    - ii. Xander explains the challenges of the past year, including broken equipment (fridge, burner). Another challenge is winter produce in Canada.

- iii. Xander explains that summer was a challenge - it's not worth it for us financially to stay open during the summer due to low traffic.
- iv. Other expansions: We've really pushed the gluten free options this year, and the workshops were exciting. The workshops also produced food to sell at the cafe, which we can also use during the winter. We had a very small herb garden this year, and have dried herbs, as well as preserved other herbs.
- v. Looking forward, the staff is excited for the new board and is looking forward to doing gardening in the spring. Collaborations with the campus gardening group Dig In have been enjoyable in the past and we hope to continue them in the future. A food growing and outreach committee will hopefully be expanded.
- vi. There were no questions regarding the Staff Report
- Outreach and Events Committee updates were listed earlier
- Bread & Hummus Collective update was presented by Willie Costello and Lea
  - i. Willie Costello: The bread and hummus collective continues to be one of strongest collectives. Every Monday 4-14 volunteers make bread and hummus for the upcoming week at the cafe. They also share dinner together, and make small bread loaves for themselves. The Bread Collective has also led workshops for bread baking.
  - ii. Lea: Another aspect of the bread baking is the mixing before the bake. We are actively seeking a new mixer to help with that volunteering shift which occurs on Monday afternoons.
- Menu Planning:
  - i. Ryan Franks presents on the new menu planning committee. There has been one menu planning meeting but no meetings since. There are about 5-6 people at the first menu planning.
  - ii. There is a google group for the menu planning.
  - iii. Question: Is the menu planning committee presently coordinated by anyone?
    - 1. Answer: No.
  - iv. Question: Is a menu planning necessary?
    - 1. Xander Gopen and Emily Blakelock answers: We need a menu planning committee to test recipes, to scale recipes.
- Grants and Funding:
  - i. Clara Luke (Chair of Grants and Funding) reports on grants and funding.
  - ii. Clara started the grants and funding committee about 1 month ago after consultation with the Board about the current priorities.
  - iii. There has been little interest in this committee thus far, but Clara would like to have the first meeting for the grants and funding next week.
  - iv. Clara and Mehdi Ravandi will meet with the new board to see if priorities have changed and have also
  - v. All those interested in being on the grants and funding committee should contact Clara Luke.
  - vi. Question: What kind of funding do we need?
    - 1. Jes Denyer answers: One example is student-job grant funding which could help fund our staff in the summer. We could also get funding for training.

- vii. Question: How are committees advertised?
  1. Willie Costello answers: The committees are listed on the googlegroup and announcements are made on the facebook page.
  2. There was a general discussion that we should make an effort to have more information about the committees.
- o Food Growing Committee
  - i. No committee members present, but there is interest in starting this up in the future.
- o Promotions
  - i. The promotions committee has made some posters and vouchers from volunteers on the promotions committee. They also made posters for the AGM.
- 6. Approval of the [2012 AGM Minutes](#)
  - o Willie Costello asks for questions, points of discussion, or suggested amendments to the minutes. There are none.
  - o Willie Costello calls for a motion to approve the [2012 AGM Minutes](#)
  - o Motion passes without opposition.
- 7. Presentation of financial statements and information
  - o Financial Report
    1. Willie Costello presents the Notice to Reader delivered by McColl Turner LLP.
  - o Question: What has been happening in lay terms?
    1. Willie Costello: Sales throughout the fall and spring (2012-2013) were quite good. This fall's sales are better. We are nearly breaking even, in that food sales are nearly covering the cost of staff and food costs.
    2. In the summer, the business was significantly less. We estimate about half, including during lunch service. This led us to lose money over the summer.
    3. In addition, we did suffer a lot of maintenance costs. For example, we had to repair the fridge, and the building flooded. We have also made several equipment purchases.
  - ii. Question: What is the health of the business?
    1. Willie Costello: We do have a nice safety net. Over the next year, we do need to be a bit more aggressive and careful with expenses.
    2. Jessica Denyer: We should consider the amount needed to keep in reserve.
  - iii. Question: Has the levy money been kept separate for programming?
    1. Willie Costello: There isn't a separate account for the levy. We treated the levy money as money to help fund the
    2. Jessica Denyer: We also had a significant focus on workshops in the summer which were funded by the levy.
  - o Receipt of the [2012-2013 Financial Statements](#)
    1. Willie Costello calls for a motion to approve the [TSFC 2012-2013 financial statements as presented](#).
    2. Motion carries without opposition.
  - o Appointment of the Auditors for 2013-2014
    1. The Boards' recommendation is to continue with McColl Turner

LLP.

2. Jessica Denyer notes that recent research has been done to choose the auditor as the auditor recommended at the last AGM was unavailable.
3. Question: What does the auditor do?
  - a. Willie Costello: The auditor does
  - b. Jessica Denyer: The auditor does not do an audit, but instead prepares a Notice to Reader
4. Willie Costello calls for a motion to approve the use of McColl Turner LLP for the TSFC audit for 2013-2014.
5. Motion carries without opposition.

## 8. Elections

- Sherif Kinawy (CRO) explains the elections process.
  - i. The white ballot is to be used for Board of Director elections.
  - ii. There are 6 nominations for candidates for Boards of Directors. The names will be presented. Each candidate has at most 3 minutes to present their statement. Afterwards there will be a question period for the candidates. Then voting will be open until the end of the meeting.
  - iii. Members write the names you wish to vote for in on the marked space on the secret ballot in the elections box.
  - iv. There is an against section for candidates where candidates you wish to vote against may be listed.
  - v. If there are more against votes than for, then the candidate is disqualified.
  - vi. The Member Mandate Ballot is to be marked, preferably with an X.
  - vii. Questions: Why do we have an against box?
    1. Willie Costello: In the case where there are fewer candidates than spots it ensures more than the candidate votes for the member.
    2. Dulcie Vousden: It also serves to achieve our philosophical goal to achieve consensus decision making in an election format.
  - viii. The list of the candidates:
    1. Shari Li
    2. Nicolas Meffe
    3. Vic Benjamin
    4. Elie Xu (absent due to class conflict)
    5. Jessica Denyer
    6. Nicole Davis
- The candidates present their candidate speeches.
- The following questions were presented to the candidates:
  - i. How will you be able to manage the commitment to the board along with your other commitments?
  - ii. Do you have any ideas for how to better engage our membership

## 9. Consideration of [Motions Duly Served](#)

- There will be 5 minutes of discussion and questioning per motion.
- [Motion to amend bylaw 7.1](#)
  - i. [Moved by Jessica Denyer](#)
  - ii. Whereas members elect representatives to look after their interests, develop initiatives, and to ensure the financial stability and legal and operative viability of the Co-operative; Whereas officers of the

Co-operative serve as the official representatives of the Co-operative; Whereas it is valuable to the Board of Directors to be composed in such a way as to have an internal financial officer; Be it resolved that bylaw 7.1 (Election and Appointment) be amended to read: *The Board shall annually or as often as may be required, elect a President, a Secretary and a Treasurer from among the Board of Directors. The directors may elect or appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as the directors shall prescribe.*

iii. Jessica Denyer: Jessica notes that the amendment is the addition of the Treasurer to the bylaw.

iv. Questions from the floor:

1. Was the requirement for a President or Secretary previously?

a. Jessica: Yes, those were already in the bylaw.

2. Given that the President and Secretary are just in writing, will the treasurer be more than in writing?

a. Jessica: The idea is to ensure that there is a role of treasurer as an internal role. Like the President, this could be a rotating position, but it ensures the role is internal.

v. Willie Costello calls for a motion to amend bylaw 7.1 as written above.

vi. Motion passes with 19 in favour and without opposition and with no abstentions.

o Motion to investigate a new definition of quorum for the TSFC AGM

i. Moved by Anny Chen:

ii. Whereas quorum is determined as per TSFC Bylaw 5.4, which states: *A quorum for any General Meeting shall be ten (10) members or 30% of the members, whichever is the lesser. No decision shall be made at any meeting unless the requisite quorum is present. Whereas the membership of the TSFC is over 600 people; Whereas this definition of quorum does not ensure an adequate threshold for decision-making on behalf of the general membership; therefore Be it resolved that the AGM direct the TSFC Board of Directors to investigate and adopt a new definition of Quorum for the Annual General Meeting of the Members of the Co-operative that reflects the growth of our co-operative.*

iii. Jessica Denyer makes a motion to amend the motion as follows: *Be it resolved that the AGM direct TSFC Board of Directors to investigate a new definition of Quorum for the Annual General Meeting of the Members of the Co-operative that reflects the growth of our co-operative to be reported or amended at the next general meeting.*

iv. Daniel Vandervoort seconds the motion

v. Discussion surrounding the motion and proposed amendments:

1. Alexander Gopen says that he feels uncomfortable with the small number of members present and feels that waiting until the next AGM leaves open the possibility that small number of members will be able to elect a board at the next AGM.

2. Sam Whillans notes that our membership is defined poorly insofar as our memberships are lifetime and so will only grow.

vi. Willie Costello calls for a vote to amend the motion as presented. Motion

passes with 19 in favour; no opposition and no abstentions

vii. Willie Costello calls for a vote on the motion as presented above. Motion carries with 14 in favour and 5 abstentions.

o Motion to amend bylaw 6.4 – Board of Directors Tenure

i. Moved: Anny Chen

ii. Whereas tenure is determined as per TSFC Bylaw 6.4, which states: *Except as otherwise provided by law, by the articles, or by these bylaws, the elected directors will serve from the date of election until the next Annual General Meeting, they choose to retire, or they are unseated by a motion passed at a General Meeting.* Whereas there were concerns raised by the 2012-13 TSFC Board of Directors during its tenure regarding appropriate procedures for board training and transition; Whereas former board of directors can act as advisors to the new board of directors in a way that is beneficial for board training and mentorship and for maintaining café operations and co-operative responsibilities and activities during board transition; therefore *Be it resolved that the AGM direct the TSFC Board of Directors to investigate and adopt overlapping tenure of the TSFC Board of Directors, with the aim of allowing the former directors to provide training and mentorship to the newly elected directors for a period ranging from ten (10) to twenty (20) business days after the Annual General Meeting.*

iii. Willie Costello calls for questions or points of discussion.

1. Is this intended to put a practice into writing?

a. Yes this was the intention.

iv. Jessica Denyer makes a motion to amend the follows as follows: *Be it resolved that, bylaw 6.4 (Tenure) be amended to read: Except as otherwise provided by law, by the articles, or by these bylaws, the elected directors will serve from the date of election until the next Annual General Meeting, they choose to retire, or they are unseated by a motion passed at a General Meeting. Following elections during an Annual General Meeting, outgoing Board members are expected to remain as official advisers to the newly elected Board for a period ranging from ten (10) to twenty (20) business days to provide training and mentorship.*

v. Ryan Franks seconds this motion.

vi. Willie Costello calls for discussion about this amendment.

1. Why 10-20 business days?

a. Jessica Denyer says that this was chosen to allow for a more contacts for the new board to have during the beginning of their tenure.

2. The issue of midterm elections as a possible future event is raised.

3. Vic Benjamin is concerned that 10-20 days is an insufficient amount of time to enable training and mentorship.

4. Clara Luke wonders whether this should be longer, and whether this needs to be an official policy, or if it can be established by mutual agreement.

5. Shari Li suggests that the outgoing board may wish to elect an outgoing contact person.

- vii. Willie Costello calls for a motion to approve the amendment as presented. Motion passes with no abstentions and no oppositions.
- viii. Willie Costello calls for a motion to approve the amended motion as read. Amended motion passes with 18 in favour and 0 against; 0 abstentions.
- ix. Mehdi Ravandi makes a recommendation to amend the amendment as follows: investigate specific mechanisms to ensure a better overlap between boards.
- o Motion to broaden TSFC collaborations to better confront the food system crisis as a whole
  - i. Moved: Daniel Vandervoort
  - ii. Whereas renowned food activist Wayne Roberts summed up the international state of the agricultural sector in 2008 by stating: *About 170 million food producers are child laborers, which speaks to the poverty and mistreatment subsidizing low food prices. Farming has the highest rate of suicide of any occupation. Agriculture accounts for half the world's toll of workplace deaths, with 175,000 lives a year sacrificed to improper equipment management and abuse of farm chemicals. Over the last 40 years, the low incomes, irregular employment and harsh working conditions that were once the lot of rural farm laborers spread to cities, where workers who process, pack, deliver, sell, prepare or serve food are all part of most towns' biggest employment sector;* Whereas, the food system is in crisis from rural producers to urban workers and we are all struggling within it in a variety of ways; Whereas many crises within the food system cannot be divided from ongoing environmental issues, poverty, economic disparity, racism, colonization and others; Whereas the Toronto Sustainable Food Co-operative is consciously organized as a cooperative with an objective to foster engagement and work to reduce oppression both within the Co-operative and in the community at large, besides encourage learning about sustainable food systems; Whereas engagement requires a diversity of tactics from social justice to revolutionary; *Be it resolved that the Toronto Sustainable Food Co-operative prioritize requests from, seek out and work with other cooperatives, collectives, community organizations and organizers etc that focus on ongoing environmental issues, poverty, economic disparity, racism, colonization and others in order to actively confront the food system crisis as a whole.*
  - iii. Willie Costello calls for questions or points of discussion.
    - 1. Do we need this to be in our bylaws? Is this motion necessary?
      - a. Sam Whillans response is that part of the goal of an AGM is to hear from the membership.
      - b. Jessica Denyer notes that in the past there have been situations where the board wasn't sure whether to host an event because the organizing groups' mandate fell outside food-issues. This could give the board comfort knowing it could work with more broad organizations.
    - iv. Willie Costello calls for a motion to approve this motion. Motion passes with 18 in favour and 2 abstentions.
  - o Motion to amend bylaw 6.9

- i. Moved by Alexander Gopen
- ii. Whereas TSFC Bylaw 6.9 currently states: *The directors shall serve without remuneration, and shall not receive, directly or indirectly, any profit from their positions as directors, but may be paid reasonable expenses incurred in the performance of their duties; Be it resolved that Bylaw 6.9 be amended to read: Although directors shall receive no monetary remuneration, each active board member is entitled to one complimentary meal equivalent to the amount of \$5 from Harvest Noon cafe per week. This is only to be used by the director and is not cumulative. This is the only compensation directors receive excluding repayment of reasonable expenses incurred in the performance of their duties.*
- iii. Willie calls for discussion on this motion.
- iv. Alexander Gopen: This motion was motivated by the fact volunteers are compensated with food and that this will encourage board members to visit the cafe during operating hours.
- v. Jessica Denyer makes a motion to amend the motion as follows: *Be it resolved that Bylaw 6.9 be amended to read: Directors shall serve without monetary remuneration, and shall not receive, directly or indirectly, any profit from their positions as directors. Directors may be paid reasonable expenses incurred in the performance of their duties and receive one noncumulative complimentary meal from Harvest Noon Café per week.*
- vi. Alexander Gopen seconds the amendment.
- vii. Willie Costello calls for a motion to approve the amendment. Motion passes with all in favour.
- viii. Willie Costello calls for a motion to approve the motion. Motion passes with 18 in favour and 0 abstentions and 0 oppositions.

#### 10. Member Mandate Votes

- Willie Costello presents the following statement: As some of you may be aware, University of Toronto graduate students have petitioned for a vote next March 2014 on continued membership in the Canadian Federation of Students (CFS). While not affecting Harvest Noon Café or the Toronto Sustainable Co-operative directly, the Board recognizes that this issue is controversial, affects many of our members and organizations on campus have already begun taking sides on the upcoming vote (via issuing position statements and other means). Given our emphasis on direct democracy, the Board felt it important to ask you, our members, what course of action to take. For more information on the relationship the Graduate Students' Union has with the CFS, how a change in status would affect the GSU and the petitions themselves, please read the neutrally written UTGSU Executive FAQ: <http://www.utgsu.ca/petition/>
- Willie Costello calls for questions or points of discussion.
- Question from Jessica Gallagher: What happens in the case of a tie? What happens in the case that no one answer has >50% of the vote?
- Question from Emily Blakelock: What will be done if we decide to support or oppose? Will, for example, groups on the opposite side of Harvest Noon be prevented from petitioning or being in the space?
  - i. Willie Costello responds that this decision would be up to the future board.
- Question from Alexander Gopen: Given the <50% of the membership is here, is



this vote binding?

- Question: Why is UTGSU considering leaving the CFS?

11. No other business.

12. Adjournment

- Willie Costello makes a motion to adjourn the AGM.
- Alexander Gopen seconds the motion.
- Motion passed with all in favour.